



STEEL STRIPS GROUP

# Steel Strips Wheels Limited

*Wheeling Towards Excellence*

## ANNUAL REPORT

exploring  
possibilities

ISO 9002, QS 9000 & TS-16949 Certified Company

# 2021-22

# CORPORATE

# Information

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## REGISTERED OFFICE

Village Somalheri/Lehli,  
P.O. Dappar, Tehsil Derabassi,  
Distt. S.A.S. Nagar (Mohali) Punjab  
PIN: 140506

## WORKS

- Village Somalheri/Lehli,  
P.O. Dappar, Tehsil Derabassi,  
Distt. S.A.S. Nagar (Mohali) Punjab-140506
- Plot No. A-10, SIPCOT, Industrial Growth Centre,  
Vallam Village, Sriperumbudur, Tamil Nadu, 602105
- Plot No. 733, 734, 735, 747  
Mouza Jojobera, P.O. & P.S. Chhota Govindpur,  
East Singhbhum District Jamshedpur, Jharkhand, 831015
- Plot No. 77, 78, 136B, 394,  
Village - Martoli/Tejpura, Taluka - Jotana,  
District - Mehsana, Gujarat, India, 384430
- Village - Muria, P. O - Kolabira Thana No. - 150  
District Seraikela - Kharsawan, Jharkhand, 833220

## HEAD OFFICE

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

## REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.  
Noble Heights, 1<sup>st</sup> Floor, Plot No. NH-2,  
LSC Near 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, Non-Executive Director  
Sh. Sanjay Surajprakash Sahni, Nominee Director  
Sh. Surinder Singh Viridi, Independent Director  
Sh. Shashi Bhushan Gupta, Independent Director  
Sh. Ajit Singh Chatha, Independent Director  
Sh. Virander Kumar Arya, Independent Director  
Smt. Deva Bharathi Reddy, Independent Director  
Sh. Siddharth Bansal, Independent Director

## COMPANY SECRETARY

Sh. Shaman Jindal

## CHIEF FINANCIAL OFFICER

Sh. Naveen Sorot

## 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 Ltd.  
Yes Bank Ltd.  
Mahindra & Mahindra Financial Services Ltd.  
Autotrac Finance Limited  
IndusInd Bank Ltd.  
RBL Bank Ltd.  
Axis Finance Ltd.

## STATUTORY AUDITORS

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

## SECRETARIAL AUDITORS

M/s 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) 140506  
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 36<sup>th</sup> (thirty sixth) Annual General Meeting of the Members of Steel Strips Wheels Limited ("Company") will be held as scheduled below:

Day & Date : Friday, 30<sup>th</sup> day of September, 2022  
Time : 11.00 A. M.  
Venue : Company's Registered Office at  
Village Somalheri/ Lehli, P.O. Dappar,  
Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab) 140506

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year 2021-22.
3. To appoint a Director in place of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sh. Sanjay Garg (DIN: 00030956), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint statutory auditors for the second term of 5 (five) years and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration No. 021179N), be and is hereby re-appointed as statutory auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### SPECIAL BUSINESS:

6. 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 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(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 applicable taxes and reimbursement of out of pocket expenses) payable to M/s Aggarwal Vimal & Associates, Cost Accountants (Firm Registration No. 000350), who have been 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 March 31, 2023.  
RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."
7. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules framed thereunder (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof for the time being in force), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such permission(s), sanction(s) and approval(s), if any, as may be required from any regulatory authority (ies) concerned in this respect, approval of the members be and is hereby accorded to sub-divide each equity share of the Company having face value of Rs. 5/- into 5 (Five) equity shares having face value of Re. 1/- each fully paid-up with effect from record date to be fixed by the Board of Directors for this purpose.

RESOLVED FURTHER THAT on sub-division, 5 (Five) equity shares of face value of Re. 1/- each be issued in lieu of existing 1 (One) equity share of face value of Rs. 5/- each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect, with the existing fully paid up equity shares of Rs. 5/- each of the Company.

RESOLVED FURTHER THAT upon sub-division of the equity shares, the share certificate(s) in respect of the existing equity shares of face value of Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may without requiring the members to surrender the existing share certificate(s), shall issue new share certificate(s) of the Company, in lieu of such existing issued share certificate(s), and in case of equity shares held in dematerialised form, the sub-divided equity shares shall be credited to the beneficiary accounts of the members with their respective depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make appropriate adjustments due to the sub-division of equity shares as aforesaid, to the stock options which have been granted or to be granted to the employees of the Company under its "Steel Strips Wheels Limited-Employee Stock Option Scheme, 2016" and "Steel Strips Wheels Limited-Employee Stock Option Scheme, 2021" (hereinafter referred to as "ESOS 2016" and "ESOS 2021" respectively), such that the number of all outstanding stock options (vested but not exercised and unvested stock options), the number of stock options available for future grant(s) with effect from the record date and the exercise price thereof shall be proportionately adjusted.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorized to fix record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the sub-division of equity shares as aforesaid and to execute all deeds, applications, documents, writings, undertakings and other declarations for submission with stock exchanges, Registrar of Companies (ROC), Registrar & Share Transfer Agent (RTA), depositories and/or any other regulatory or statutory authority (ies) that may be required, on behalf of the company and to do all such acts, matters and things as the Board of Directors may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

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

"RESOLVED THAT pursuant to provisions of sections 13, 61 and other applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules framed thereunder (including any statutory amendment (s) or modification (s) or re-enactment (s) thereof for the time being in force) and subject to such approvals as may be necessary and subject to the approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

*V. The Authorised Share Capital of the Company is Rs. 3640.00 Lacs (Rupees Three Thousand Six Hundred Forty Lacs only) divided into 190,000,000 (Nineteen Crore) equity shares of face value of Re. 1/- each and 12,00,000 (Twelve Lacs) Optionally Convertible Preference Shares of Rs. 145/- each, cumulative or non-cumulative.*

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Place: Chandigarh  
Date: 02.09.2022

Shaman Jindal  
Company Secretary  
M. No. A15397

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, Secretarial Standards on General Meetings (SS-2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") setting out material facts concerning the ordinary and special businesses with respect to Item No(s). 5 to 8 above, to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking re-appointment at this Annual General Meeting ("AGM") of the Company are also annexed to the notice.
2. **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 A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING**

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**VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

**DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.**

3. Institutional / Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative (s) to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Route map of the venue of the Meeting (including prominent land mark) is annexed to the notice.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

**6. Book Closure and Dividend:**

- i. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2022 to 30.09.2022** (both days inclusive) for the purpose of AGM and for determining the names of members entitled to dividend, if declared at this AGM.
- ii. The dividend, as recommended by the Board of Directors, if declared at this AGM will be paid within a period of 30 days from the date of declaration, to those members whose name will appear on the register of members/depository records as at the closing hours of business on **23.09.2022**.
- iii. Pursuant to the amendments introduced in the Income-tax Act, 1961 vide Finance Act, 2020, dividend income is taxable in the hands of the shareholders/members w.e.f. 01.04.2020. The Company shall, therefore, be required to deduct TDS/ Withholding Tax (TDS/ WHT) at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

**A. Tax on Dividend to Resident Shareholders**

**I. Tax on dividend to Resident Individual Shareholders**

- a) Tax shall not be deducted on payment of dividend to **Resident Individual Shareholder**, if the total amount of dividend payable during the financial year does not exceed Rs. 5,000/-.
- b) Tax to be deducted on payment of dividend to Resident Individual shareholder, if the total amount of dividend payable during the financial year exceeds Rs. 5,000/-:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident individual shareholders with PAN	10%	PAN to be updated with Depository Participant / RTA
Resident individual shareholders without PAN / invalid PAN	20%	NA

- c) Resident Individual Shareholders, desires to avail exemption from deduction of tax on payment of dividend exceeding Rs. 5,000/- during the financial year:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident Individual shareholders with PAN:- a) For individuals with no tax liability on total income	Nil	Copy of self-attested PAN & Declaration in Form 15G
b) For individuals above the age of 60 years with no tax liability on total income		Copy of self-attested PAN & Declaration in Form 15H

**II. Tax on dividend to Resident Non-Individual Shareholders**

Tax on dividend payable during the financial year to Resident Non-Individual Shareholders shall be deducted either @ 10% or lower rates. They can avail exemption from TDS by submission of following documents:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Mutual Fund specified under Section 10(23D) of the Income Tax Act, 1961 (the Act)	Nil	Copy of self-attested PAN & Certificate of registration with SEBI  Declaration under Section 10(23D) of the Income Tax Act, 1961
An Insurance Company exempted under Section 194 of the Act	Nil	Copy of self-attested PAN & Certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC  Declaration qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938

Alternate Investment Fund (AIF established in India)	Nil	Copy of self-attested PAN & registration certificates for either Category I or Category II AIF as per SEBI Regulations  Declaration under Section 10(23FBA) of the Act for exemption
Other Non-Individual shareholders	Nil	Copy of self-attested PAN  Declaration along with self-attested copy of documentary evidence supporting the exemption
Shareholders who have submitted order u/s 197 of the Income Tax Act, 1961	As per order	Copy of self-attested PAN  Lower/NIL withholding tax certificate for the FY 2022-23 obtained from tax authority to be submitted to claim the lower tax rates

#### B. Tax on Dividend to Non-Resident Shareholders

TDS/WHT on payment of dividend during the financial year to Non-Resident Shareholders shall be as follows:

Non-resident shareholders shall be taxed @ 20% plus applicable surcharge and cess on the dividend payable during the financial year. They can avail beneficial rates under tax treaty between India and their country of residence, subject to submission of necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Format for submission of various declarations mentioned above are made available on the website of the Company and the shareholders are requested to provide signed declarations to the Company at SCO 49-50, Sector- 26, Madhya Marg, Chandigarh, 160019 or to the RTA of the Company viz. Link Intime India Pvt. Ltd., Noble Heights 1<sup>st</sup> Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, Tel: 011-49411000 e-mail ID: delhi@linkintime.co.in on or before 30.09.2022 (date of AGM).

#### C. SPECIAL PROVISIONS OF SECTION 206AB OF THE ACT

##### (For non-filers of tax return - For resident shareholders and selected non-resident shareholders)

The Finance Act, 2021 has inter alia inserted the provisions of Section 206AB of the Act which introduced special provisions for TDS in respect of non-filers of income-tax return with effect from July 1, 2021. The term 'specified person' is defined in sub-section (3) of Section 206AB and covers the persons who meet the following conditions:

- A person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired; and
  - The aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year.
- TDS is required to be deducted at higher of following rates in case of payments to specified persons:
- twice the rate specified in the relevant provision of the Act; or
  - twice the rate or rates in force; or
  - the rate of 5%

As per the provisions of newly introduced Section 206AB the verification as required under this section will be done by the Company from the Income Tax portal and applicable tax will be deducted. The decision of the Company in this respect will be final and for any refund of tax the shareholder has to file the return of income and claim tax refund.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. In case of joint shareholding, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible.

#### No claim shall lie against the Company for such taxes deducted.

#### 7. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

**Shares held in physical form:** In order to receive dividend in a timely manner in future, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their

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bank account electronically or any other means, by sending scanned copy of the following details/ documents by email to reach the Company's RTA at email address [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

- a) Form ISR-1 along with supporting documents as follows. The said form is available on the company's website at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/Form-ISR-1.pdf> and at RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly; In case name of the holder is not available on the cheque, kindly submit the following documents:
  - i) Cancelled cheque in original
  - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

**Shares held in electronic form:** Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

8. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nominations pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/Form-ISR-1.pdf>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
9. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account; Renewal/Exchange of securities; Endorsement; Sub-division/ Splitting of securities certificate; consolidation of securities certificate/ folios; Transmission and Transpositions. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/Form-ISR-4.pdf> under the Investor Service Request tab and on the website of RTA- Link Intime India Private Limited at <https://linkintime.co.in/>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
10. SEBI vide its Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) in case the shares are held in physical form, in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

**Nomination Facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://sswllindia.com/investor/> under the Investor Service Request Tab. Members are requested to submit the said form (s) to their respective DP, in case the shares are held in electronic form and to Company's RTA in case the shares are held in physical form.

12. Electronic copy of the Annual Report for Financial Year 2021-22 and Notice of the AGM are uploaded on the Company's website at [www.sswllindia.com](http://www.sswllindia.com) and is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s)/ RTA unless any member has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the Annual Report for FY 2021-22 and Notice of the AGM are being sent by the permitted mode.

Both the Annual Report and Notice of AGM are available on the website of BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Further, Notice of the AGM is also 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 facility at the AGM.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.00 am to 5.00 pm) on working days.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of the listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR /P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

Members may contact the Company's RTA, 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 e-mail - [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) for assistance in this regard.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
16. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
17. Members can inspect the register of directors and key managerial personnel and their shareholding, required to be maintained under Section 170 of the Act, and register of contracts or arrangements in which the directors are interested, to be maintained under Section 189 of the Act, during the course of the meeting at the venue.
18. 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 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.

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to Corporate Governance Report which is a part of this report.

During the year under review, the Company had sent individual notices and also advertised in the newspapers i.e. both national (English) and local (Punjabi) seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company had transferred an amount of Rs. 4,74,171.00 of unpaid/unclaimed dividend for the financial year 2013-14 and 28,154 shares to the IEPF authority. The voting rights on these shares shall remain frozen till the shareholder claims those shares from IEPF authority.

19. 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 voting at the AGM is **23.09.2022**. Please note that the Members can opt for only one mode of voting i.e., either by 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 e-voting 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.

## 20. Voting through electronic means

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and 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 36<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 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 27.09.2022 at 9.00 a.m. and will end on 29.09.2022 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. 23.09.2022**, may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter.



# STEEL STRIPS WHEELS LIMITED

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. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. 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 voting at the meeting through ballot paper/ any other means.
- c. Further, pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can also vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>• If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>• Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>"</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>• Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi/Easiest the user will be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>• Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ul>

<p>Individual Shareholders holding securities in Physical mode/ Non-Individual Shareholders holding securities in demat mode &amp; e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -             <ul style="list-style-type: none"> <li><b>A. User ID:</b> <p>Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> </li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</li> </ul> <p><i>*Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> </li> <li>3. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>4. After selecting the desired option i.e. Favour/Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>
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**d. Process to be followed if shareholders have forgotten password**

- i. If Individual Shareholders holding securities in **Physical mode**, have **forgotten** the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>
  - Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - 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.

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.**

- ii. If the Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password, they need to follow the steps as below:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants’ website.

**e. HELPDESK FOR SHAREHOLDERS**

- i. Helpdesk for Individual Shareholders holding securities in demat mode:
  - In case Individual shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

# STEEL STRIPS WHEELS LIMITED

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43.

- ii. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting or facing any technical issue in login may contact Link Intime "INSTAVOTE" helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**f. General Guidelines for shareholders:**

- I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the 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".
- III. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **23.09.2022**, 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. 23.09.2022. 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 voting at the said meeting. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.**
- V. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

21. The Board of Directors has appointed Mr. Sushil Kumar Sikka, Practicing Company Secretary (Membership No. 4241 and C.P. No. 3582) proprietor of M/s S.K. Sikka & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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, which is within the time stipulated under the applicable laws, to the Chairman or any director or the person authorized by him in writing who shall countersign the same.

The Chairman or any Director or the person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be available on the Company's website [www.sswlindia.com](http://www.sswlindia.com) and on the website of the LIPL immediately after the results is declared by the Chairman and shall also be communicated to the Stock Exchanges i.e. BSE Limited (BSE) and The 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. 30.09.2022.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the **Registered Office** (i.e. Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. Mohali, Punjab) and **Head office** (i.e. SCO 49-50, Sector 26, Madhya Marg, Chandigarh) of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of AGM of the Company.

By Order of the Board of Directors

Place: Chandigarh  
Date: 02.09.2022

Shaman Jindal  
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 (“SEBI LISTING REGULATIONS”)**

**ITEM NO. 5**

M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration No. 021179N), were appointed as statutory auditors of the Company at the 31<sup>st</sup> AGM of the Company held on September 28, 2017 for a period of 5 (five) years, until the conclusion of the 36<sup>th</sup> AGM of the Company to be held in the year 2022.

As per the provisions of the Section 139 (2) of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years each. Accordingly, M/s AKR & Associates is eligible to be re-appointed as the statutory auditors of the Company for second term of five (5) consecutive years.

Considering M/s AKR & Associates' experience, expertise & performance as statutory auditors of the Company during their present tenure, the Audit Committee of the Company, after due deliberations and discussions, recommended to the Board, the re-appointment of M/s AKR & Associates as statutory auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this 36<sup>th</sup> AGM till the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at its meeting held on 02.09.2022, have approved the re-appointment of M/s AKR & Associates, as the statutory auditors of the Company for a second term of 5 (five) consecutive years i.e. from the conclusion of this 36<sup>th</sup> AGM till the conclusion of 41<sup>st</sup> AGM of the Company to be held in the year 2027. The Board of Directors on the recommendation of Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. The re-appointment is subject to approval of the shareholders of the Company.

As required under the SEBI Listing Regulations, M/s AKR & Associates holds a valid certificate issued by the Peer Review Board of ICAI. M/s AKR & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 read with Section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

None of the Director (s) and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

**ITEM NO. 6**

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 31.03.2023 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) (plus applicable taxes 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 amendment (s) or 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. 6 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 2022-23.

None of the Director (s) and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**ITEM NO. 7 & 8**

The Company's equity shares are listed and being traded on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). In order to provide enhanced liquidity to the Company's shares in the stock market through widening the shareholder base and with a view to encourage the participation of small investors by making equity shares of the Company affordable, the Board of Directors at its meeting held on 19.07.2022 has approved to sub-divide each equity share of the Company having present face value of Rs. 5/- each into 5 (Five) equity shares of face value of Re. 1/- each, subject to the approval of shareholders and all concerned Regulatory/Statutory Authority(ies), as applicable. The record date for the aforesaid sub-division of equity shares will be fixed by the Board of Directors after the approval of the shareholders is obtained.

The sub-division of equity shares would, inter alia, require appropriate adjustments with respect to the stock options of the Company under its stock option schemes i.e. "Steel Strips Wheels Limited- Employee Stock Option Scheme, 2016" and "Steel Strips Wheels Limited- Employee Stock Option Scheme, 2021" (hereinafter referred to as "ESOS 2016" and "ESOS 2021" respectively), such that the number of all outstanding stock options (vested but not exercised and unvested stock options), the number of stock options available for future grant(s) with effect from the record date and the exercise price thereof shall be proportionately adjusted.

## STEEL STRIPS WHEELS LIMITED

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The sub-division of equity shares proposed hereunder business Item no. 7 of this Notice shall also require consequential amendment to the existing Clause V of the Memorandum of Association of the Company and hence, the Board of Directors recommends the resolutions set out at Item no. 7 & 8 of the accompanying notice for the approval of the shareholders by way of Ordinary Resolutions.

The Memorandum of Association depicting the proposed alteration is available for inspection by the members at the Registered Office of the Company during working hours except on holidays till the conclusion of this AGM.

None of the Director (s) and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 7 & 8 of the Notice.

By Order of the Board of Directors

Place: Chandigarh  
Date: 02.09.2022

Shaman Jindal  
Company Secretary  
M. No. A15397

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Name of Director and DIN</b>	Sh. Dheeraj Garg (DIN: 00034926)	Sh. Sanjay Garg (DIN: 00030956)
<b>Date of Birth &amp; Age</b>	50 years (11.05.1972)	53 years (09.09.1968)
<b>Qualification</b>	B.S (Finance)	CWA, Bachelors of Law
<b>Nationality</b>	Indian	Indian
<b>Brief Resume/ Experience (including Expertise in specific functional areas)</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 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. He has vast experience in finance, Corporate Strategy and Business Management.	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>	The Shareholders of the Company in their AGM held on 30.09.2020 had approved the re - appointment of Sh. Dheeraj Garg as Managing Director of the Company for a period of three years w.e.f. 01.06.2020 liable to retire by rotation. Further, his remuneration was revised and approved by the shareholders in their AGM held on 30.09.2021.	As per the resolution passed by the Shareholders of the company in their AGM held on 30.09.2020, Sh. Sanjay Garg, was appointed as a Non-Executive Director of the company w.e.f. 24.08.2020 liable to retire by rotation.
<b>Remuneration last drawn (including sitting fee if any)</b>	Rs. 1452.46 lakhs.  For more details, please refer Corporate Governance Report section of the Annual Report 2021-22.	Paid sitting fees for attending Board Meetings during FY 2021-22. For more details, please refer Corporate Governance Report section of the Annual Report 2021-22.
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions.	As per Nomination and Remuneration Policy of the Company.
<b>Date of First Appointment on the Board</b>	29.04.1993	24.08.2020
<b>Shareholding in the Company</b>	9280456 equity shares as on 31.03.2022.	350 equity shares as on 31.03.2022.  In addition to this, 550 shares (0.001%) are standing in the name of his HUF.
<b>Relationship with other Director/Key Managerial Personnel</b>	Sh. Dheeraj Garg is related to Sh. Rajinder Kumar Garg, Chairman & Non-Executive Director 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 2021-22.	Please refer Corporate Governance Report section of the Annual Report 2021-22.
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>Indian Acrylics Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>SAB Industries Limited</li> <li>Steel Strips Infrastructures Limited</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>

## STEEL STRIPS WHEELS LIMITED

<b>Memberships/ chairmanships of committees of other companies</b>	<p>Indian Acrylics Ltd.: -</p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> <li>• Finance Committee (Member)</li> <li>• Secretarial Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> </ul>	<ol style="list-style-type: none"> <li>1. SAB Industries Limited: - <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Finance Committee (Member)</li> <li>• Secretarial Committee (Chairman)</li> <li>• Allotment Committee (Member)</li> </ul> </li> <li>2. SAB Udyog Limited <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> </li> <li>3. Steel Strips Infrastructure Limited <ul style="list-style-type: none"> <li>• Finance Committee (Member)</li> <li>• Secretarial Committee (Chairman)</li> </ul> </li> </ol>
<b>Listed Entities from which the director has resigned as Director in past 3 years</b>	<p>Nil</p>	<p>Sh. Sanjay Garg has not resigned as a director from any listed entity in the past 3 years. However, he held the position of whole time director in a listed entity i.e. Steel Strips Limited (SSL) which was amalgamated into SAB Industries Limited w.e.f. 19.10.2021.</p>

# BOARD'S

# REPORT

To  
The Members,

Your Directors take pleasure in presenting the 36<sup>th</sup> (thirty sixth) Annual Report on the business and operations of the Company together with audited financial statements for the financial year ended March 31, 2022.

## FINANCIAL HIGHLIGHTS

(Rs. in Millions)

S. No.	Particulars	2021-22	2020-21
A)	Revenue from Operations	35599.53	17494.15
B)	Other Income	130.27	163.18
C)	<b>Total Income (A+B)</b>	<b>35729.80</b>	<b>17657.33</b>
D)	Total Expenditures (excl. Finance Cost, depreciation and amortization)	31071.71	15456.61
E)	<b>Profit before interest, depreciation and amortization</b>	<b>4658.09</b>	<b>2200.72</b>
F)	Interest & Financial Charges	854.21	839.31
G)	Depreciation and amortization	768.70	723.11
H)	<b>Profit before tax and Exceptional Item</b>	<b>3035.18</b>	<b>638.30</b>
I)	Exceptional Item	0.00	0.01
J)	<b>Profit before tax</b>	<b>3035.18</b>	<b>638.29</b>
K)	<b>Tax expense</b>		
	Current tax	893.45	45.35
	Deferred tax	84.35	100.44
	Prior year tax adjustments	2.74	-
L)	<b>Profit after tax</b>	<b>2054.64</b>	<b>492.50</b>
M)	<b>Other Comprehensive Income (Net of Tax)</b>	<b>(25.73)</b>	<b>0.98</b>
N)	<b>Total Comprehensive Income for the period (L+M)</b>	<b>2028.91</b>	<b>493.48</b>

## FINANCIAL PERFORMANCE

The Financial Year (FY) 2021-22 remained a highly volatile and challenging year for the entire world economy as the world witnessed the severe second wave of COVID-19 owing to widespread lockdowns across the globe induced by the deadly second wave followed by a third wave though its intensity was not that grave and ended with rising geo-political tensions between Russia and Ukraine.

The Indian Automobile Industry also witnessed some volatility at the beginning of FY 2021-22 as the domestic economic growth was temporarily dented in by the second wave of COVID-19. This combined with continuing supply chain disruptions, escalating geo-political trade tensions, mounting oil and commodity prices and inflationary pressures and overall volatility that came as a storm which consequently dragged the growth prospects of economy as whole. However, widening reach of vaccines, pent up demand and timely fiscal and monetary policy measures helped the Indian economy to withstand the challenges and there was a strong bounce back in economic activity.

Despite the overall volatility, your company effectively managed to perform well during the year under review with improved capacity utilization and recorded significant growth in sales volume.

Amidst this scenario, the total income for the year under review increased by 102.35% to Rs. 35729.80 million as compared to Rs. 17657.33 million in FY 2020-21.

In terms of number of wheels, the Company has achieved sale of 17.89 million wheel rims during the FY 2021-22 against sale of 13.36 million wheel rims during the FY 2020-21, showing an increase of 33.91%.

The Earnings Before Interest, Depreciation and Tax (EBIDTA) increased by 111.66 % to Rs. 4658.09 million in FY 2021-22 from Rs. 2200.72 million in FY 2020-21.

The Depreciation and other amortization have increased to Rs. 768.70 million in FY 2021-22 from Rs. 723.11 million in FY 2020-21.

Profit before tax during the year under review has increased to Rs. 3035.18 million from Rs. 638.29 million in FY 2020-21 recording an increase of 375.51%. The profit after tax (before comprehensive income) have also increased to Rs. 2054.64 million from Rs. 492.50 million, showing an increase of 317.19%.

## TRANSFER TO RESERVES

Your Company proposes to transfer an amount of Rs. 492.50 million to the General Reserve out of the amount available for appropriation.

## DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the Board of Directors (Board) of the Company formulated and adopted the Dividend Distribution Policy. The same is available on the Company's website at <http://sswllindia.com/wp-content/themes/sswl/assets/docs/Dividend-Distribution-Policy.pdf>.



# STEEL STRIPS WHEELS LIMITED

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## **DIVIDEND**

In line with the Dividend Distribution Policy of the Company, the Board of Directors at its meeting held on 13.05.2022, has recommended a final dividend of Rs. 3.75 per equity share (i.e. 75%) of face value of Rs. 5/- each {previous year Rs. 2.00 per equity share (i.e. 20%) of face value of Rs. 10/- each} for the FY 2021-22. The dividend proposal is subject to the approval of shareholders at the ensuing Annual General Meeting (AGM) of the Company. The total cash outflow on account of proposed dividend, if approved by the shareholders for the current year will amount to Rs. 117.38 million (previous year Rs. 31.22 million), which represent 5.71% of the Profit After Tax earned during the year.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders effective from 01.04.2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at prescribed rates as per the Income Tax Act, 1961.

The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2022 to 30.09.2022 (both days inclusive) for the purpose of payment of the dividend and AGM for the financial year ended March 31, 2022.

## **SHARE CAPITAL**

During the year under review, the Board of Directors at its meeting held on 03.09.2021 approved sub-division of equity shares of the Company and the same was approved by the shareholders of the Company at their 35<sup>th</sup> AGM held on 30.09.2021 pursuant to which 1 (one) equity share of face value of Rs. 10/- each of the Company was sub-divided into 2 (two) equity shares of face value of Rs. 5/- each with effect from 22.11.2021 (record date for sub-division).

The Issued and Paid-up Equity Share Capital of the Company is Rs. 15,60,94,700/- (divided into 31218940 equity shares of Rs. 5/- each) as on 31.03.2022.

Besides above, the Company has allotted 83700 equity shares of Rs. 5/- each on 10.06.2022 upon exercise of options by the employees of the Company under "Steel Strips Wheels Limited-Employee Stock Option Scheme, 2016" ("ESOS 2016") at an exercise price of Rs. 100/- each. Consequent to the allotment of aforesaid shares, the Issued and Paid-up Equity Share Capital of the Company increased from Rs. 15,60,94,700/- (divided into 31218940 equity shares of Rs. 5/- each) to Rs. 15,65,13,200/- (divided into 31302640 equity shares of Rs. 5/- each) as on the date of this report.

Further, during the year under review, the Company has not issued shares with differential voting rights and sweat equity shares.

## **ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA)**

During the year under review, the Capital clause of the Memorandum of Association was altered in order to take effect of the sub-division on the equity share capital of the company. The same was duly approved by the Board of Directors and shareholders at their respective meetings held on 03.09.2021 and 30.09.2021.

Further, during the year under review, the company has also adopted a new set of Articles of Association ("AOA") (in substitution of the existing Articles of Association) so as to make it consistent and align it with the provisions of the Companies Act, 2013. The same was duly approved by the Board of Directors and shareholders at their respective meetings held on 06.09.2021 and 30.09.2021.

## **EMPLOYEE STOCK OPTION SCHEME**

During the year under review, there was one on-going Employee Stock Option Scheme titled as "Steel Strips Wheels Limited – Employee Stock Option Scheme, 2016" ("ESOS 2016") and a new scheme titled as "Steel Strips Wheels Limited – Employee Stock Option Scheme, 2021" ("ESOS 2021") was introduced. However, no options were granted under the said schemes during the year under review.

Pursuant to the aforesaid sub-division of equity shares of the Company and with effect from 22.11.2021 (record date for sub-division), appropriate adjustments were made to the number of all outstanding stock options (vested but not exercised and unvested stock options), the number of stock options available for future grant(s) and the exercise price thereof, in such a manner that each such stock option shall stand double and the respective exercise price for each such stock option shall be half of the exercise price fixed at the time of grant of such options or as specified in the scheme.

Further, there were no material changes in the ongoing employee stock option schemes of the Company i.e. "ESOS 2016" and "ESOS 2021" and the said schemes are in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {SEBI (SBEB & SE Regulations, 2021) including any amendment (s) thereof. The necessary disclosure as stipulated under Regulation 14 read with Part F of Schedule I of the SEBI (SBEB & SE) Regulations, 2021 with regard to "ESOS 2016" and "ESOS 2021" have been uploaded on the website of the Company under the web-link: <https://sswllindia.com/investors/sswl-disclosure-regarding-esos/>

The Company has received a certificate from the Secretarial Auditors of the Company that the aforesaid schemes i.e. "ESOS 2016" and "ESOS 2021" have been implemented in accordance with the SEBI (SBEB & SE) Regulations, 2021 and in accordance with the resolution passed by the members in their AGM(s) held on 30.09.2016 and 30.09.2021, respectively. The certificate would be placed at the ensuing AGM for inspection by members.

## **FURTHER SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

On 19.07.2022, the Board of Directors of the Company, in order to enhance the liquidity in the capital market, to widen shareholder base and to make the shares more affordable to small investors, considered and approved the proposal for sub-division of its existing 1 (one) equity share of the Company having face value of Rs. 5/- each into 5 (Five) equity shares of the Company having face value of Re. 1/- each, subject to the approval of the Shareholders of the Company in the ensuing AGM and other necessary approvals.

Further, there will be consequential amendments in the Capital Clause of the Memorandum of Association (MOA) of the Company subject to approval of the Shareholders of the Company at the ensuing AGM. The said proposal forms part of the Notice of this 36<sup>th</sup> AGM for your approval.

The proposed sub-division of equity shares would also require appropriate adjustments with respect to the stock options of the Company under its employee stock option schemes "ESOS 2016" and "ESOS 2021", such that the number of all outstanding stock options (vested but not exercised and unvested stock options), the number of stock options available for future grant(s) with effect from the record date and the exercise price thereof shall be adjusted appropriately in line with the face value of shares after sub-division, if approved by the members of the Company in the ensuing AGM of the Company.

#### **BIDDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

Your Company bid for acquisition of AMW Autocomponent Limited (AACL), a company engaged in manufacturing of Steel Wheel Rims catering to Passenger Vehicles/ Truck and Tractor Segment, which was undergoing Corporate Insolvency Resolution Process (CIRP). The Company under consideration owns a state of art wheel rims plant with capability to address domestic as well export requirements and completely supplements the existing steel wheel business of your Company. This acquisition will not only provide your Company with a ready operating capacity but will also save on time and efforts required to put up a green field project.

On September 21, 2021, your Company was declared as the successful resolution applicant by the Committee of Creditors of AACL under the CIRP process of the Insolvency and Bankruptcy Code, 2016 and received a letter of Intent from the Resolution Professional of AACL. The Company has unconditionally accepted the terms of the letter of intent and the closing of the transaction shall be subject to obtaining necessary regulatory approvals, including from the National Company Law Tribunal.

#### **NATURE OF BUSINESS**

During the year under review, 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 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 Regulation 34 of the SEBI Listing Regulations is presented in a separate section forming part of this Annual 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 working environment. The Company is committed for continual improvement in Health & Safety as well as Environmental protection by involving all the employees.

Significant emphasis was also laid towards raising awareness on health and wellness of employees through annual medical check-ups and awareness sessions and webinar on 'Health & Well-Being'.

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, enhanced safety and hygiene norms at offices, COVID vaccination drive for employees at all plant locations, 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. The 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 towards 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 the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. The policy is gender neutral and 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 year under review, the Company has not received any complaint on sexual harassment.

#### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors 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. The Independent Directors provide their declarations confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 (Act) and SEBI Listing Regulations.

## **Retirement by Rotation**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and Rules framed thereunder (including any amendment thereof), Sh. Dheeraj Garg, Managing Director and Sh. Sanjay Garg, Non-executive Director of the Company shall retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. The Board recommends their re- appointment for your approval.

## **Appointment/ Re-appointment of Director**

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. Siddharth Bansal (DIN: 02909820) as an additional director (Non-Executive and Independent Director) of the Company to hold office w.e.f. 09.11.2020 till the conclusion of the 35<sup>th</sup> AGM of the Company. Further, on the recommendation of the Nomination and Remuneration Committee, the Board of directors of the Company in its meeting held on 03.09.2021, had approved to regularize the appointment of Sh. Siddharth Bansal, as a Non-Executive Independent Director of the Company to hold office for a period commencing from 09.11.2020 to 30.09.2025, not liable to retire by rotation, subject to the approval of members of the Company in the 35<sup>th</sup> AGM. Subsequently, the said appointment was approved by the members in 35<sup>th</sup> AGM of the Company held on 30.09.2021.

Further, during the year under review, the shareholders had approved the re-appointment and continuation of directorship of Sh. Rajinder Kumar Garg, Chairman and Non-Executive Director, by passing special resolution in their AGM held on 30.09.2021 as required under the SEBI Listing Regulations.

## **Key Managerial Personnel**

During the year under review, there were no changes to the Key Managerial Personnel of the Company.

Accordingly, pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel (KMP) of the Company as on 31.03.2022 are Sh. Dheeraj Garg, Managing Director, Sh. Andra Veetil Unnikrishnan, Deputy Managing Director, Sh. Manohar Lal Jain, Executive Director, Sh. Naveen Sorot, Chief Financial Officer (CFO) and Sh. Shaman Jindal, Company Secretary 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 2021-22 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 OPERATIONS 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 are provided in the Corporate Governance Report, which forms part of this Annual Report.

## **INTERNAL FINANCIAL CONTROLS**

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).

## **AUDIT COMMITTEE AND OTHER COMMITTEES OF THE BOARD**

The details pertaining to composition of Audit Committee and other committees of the Board constituted by the Board of Directors of the Company as per the provisions of the Companies Act, 2013 and SEBI Listing Regulations are provided in the Corporate Governance Report which forms part of this Annual Report.

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## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In compliance with the requirements under Section 177(9) & (10) of the Companies Act, 2013 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. This Policy is also available on the Company's website at <http://sswllindia.com/wp-content/themes/sswl/assets/docs/whistleblower.pdf>.

## **NUMBER OF MEETINGS OF THE BOARD**

During the year, six (6) Board Meetings were convened and held, details of which are provided in the Corporate Governance Report, which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI Listing Regulations 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.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013 and based on the representations, information and explanations received from the management, and after due enquiry, the Directors of the Company hereby confirm that:

- in the preparation of the annual accounts for the financial year 2021-22, 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 2021-22;
- 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 in accordance with Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI Listing Regulations that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations and that they are independent of the management.

The Board is of the opinion that during the financial year 2021-22, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and Board is satisfied that all the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder) 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, as amended, all the 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 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

Sh. Virander Kumar Arya, Smt. Deva Bharathi Reddy and Sh. Siddharth Bansal have passed the said online proficiency self-assessment test and rest of the Independent Directors are exempt from the requirement to undertake the said test.

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

The 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 Companies Act, 2013 is available on the website of the Company under the link <http://sswllindia.com/wp-content/themes/sswl/assets/docs/nomination.pdf>. The salient features of the policy are set out in the Corporate Governance Report which forms the part of this Annual Report.

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

During the year under review, the statutory auditors, the secretarial auditors and cost auditors of the Company have not reported any offence involving fraud which is being or has been committed against the Company by its officers or employees to the Audit Committee or to the Board of Directors or to the Central Government under section 143(12) of the Companies Act, 2013 and Rules framed thereunder.

## **STATUTORY AUDITORS AND THEIR REPORT**

Members of the Company at their 31<sup>st</sup> AGM held on 28.09.2017, approved the appointment of M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration Number 021179N), as the statutory auditors of the Company for a period of five consecutive years commencing from the conclusion of the 31<sup>st</sup> AGM held on 28.09.2017 until the conclusion of 36<sup>th</sup> AGM of the Company to be held in the year 2022.

# STEEL STRIPS WHEELS LIMITED

In terms of the provisions of the Companies Act, 2013, an audit firm acting as the statutory auditor of a company is eligible to be appointed as statutory auditors for two terms of five years each. The first term of M/s AKR & Associates as statutory auditors of the Company expires at the conclusion of the 36<sup>th</sup> AGM of the Company. Considering M/s AKR & Associates' experience, expertise & performance as statutory auditors of the Company during their present tenure, the Audit Committee of the Company, after due deliberations and discussions, recommended to the Board, the re-appointment of M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration Number 021179N) as statutory auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 36<sup>th</sup> AGM till the conclusion of the 41<sup>st</sup> AGM of the Company to be held in the year 2027.

Based on recommendations of the Audit Committee, the Board of Directors at its meeting held on 02.09.2022 has approved the re-appointment of M/s AKR & Associates, as the statutory auditors of the Company for a second term of 5 (five) consecutive years i.e. from the conclusion of the 36<sup>th</sup> AGM till the conclusion of 41<sup>st</sup> AGM of the Company to be held in the year 2027, at such remuneration plus applicable taxes, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors. The said re-appointment is subject to approval of the shareholders of the Company.

As required under the SEBI Listing Regulations, M/s AKR & Associates holds a valid certificate issued by the Peer Review Board of ICAI. M/s AKR & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

The above proposal forms part of the Notice of this 36<sup>th</sup> AGM for your approval.

Auditors' Report is self-explanatory and does not contain any qualification, reservations or adverse remarks or disclaimers in their report for the financial year ended 31.03.2022, 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 AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Sh. Sushil Kumar Sikka, a practicing Company Secretary (Membership No. 4241 and CP No. 3582), proprietor of M/s S. K. Sikka & Associates, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2021-22 is annexed herewith the Board's Report as an **Annexure-I**. There were no qualifications, reservations or adverse remarks in the Secretarial Audit Report of the Company.

## **ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the financial year 2021-22 pursuant to SEBI Circular No. CIR/CFD/CMD/II/27/2019 dated 08.02.2019 for all applicable compliances as per the SEBI Listing Regulations and Circular/ Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the Stock Exchanges within 60 days of the end of the financial year 2021-22 and is also annexed herewith the Board's Report as an **Annexure-II**.

## **SECRETARIAL STANDARDS**

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

## **MAINTENANCE OF COST RECORDS AND AUDIT THEREOF**

In terms of Section 148 of the Companies Act, 2013 read with relevant rules made thereunder, the Company is required to maintain cost records only for its HRM division (i.e. Hot Rolling Mills) and have the audit of its cost records conducted by a Cost Accountant. Accordingly, cost records have been prepared and maintained by the Company as required under Section 148(1) of the Act 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 31.03.2022.

The Cost Auditor has forwarded the Cost Audit Report for the financial year 2021-22 to the Board of Directors of the Company on 02.09.2022 and the said audit report shall be filed with Ministry of Corporate Affairs within the stipulated time limit as prescribed under the Companies Act, 2013 and relevant rules frame thereunder.

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 31.03.2023. 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 is subject to approval of Members of the Company at 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.

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

There have been no loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 and Rules framed thereunder (including any amendments thereof) and Schedule V of the SEBI Listing Regulations during the financial year 2021 - 22.

## **THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR 2021-22**

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2021-22.

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**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF DURING THE FINANCIAL YEAR 2021-22**

Not applicable during the financial year under review.

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

All contracts / arrangements / transactions entered into 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 2021-22, has approved related party transactions 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://sswliindia.com/wp-content/themes/sswl/assets/docs/relatedpartytransaction.pdf>.

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 2021-22 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 2021-22 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 Companies Act, 2013 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 Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits. 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.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy, inter alia, includes identification of risks, including cyber security and related risks which in the opinion of the Board may threaten the existence of the Company and its mitigation plans which have 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 Companies Act, 2013, and Rules framed thereunder (including any amendment(s) 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 <https://sswliindia.com/wp-content/themes/sswl/assets/docs/csr-policy.pdf>.

The Annual Report on CSR activities in terms of Section 135 of the Act and the Rules framed thereunder, including a brief outline of the Company's CSR Policy, is annexed to this Report as **Annexure B**.

**BOARD EVALUATION**

In compliance with the provisions of the Companies Act, 2013, the 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 towards stakeholders, governance issues, effectiveness of control system in identifying material risks and reporting of material violations of policies and law, Board/Committees structure, composition and role clarity, 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/Committee culture and dynamics, quality of relationship between Board members and the 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 21.03.2022, 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 ID 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.

## **ANNUAL RETURN**

In accordance with Section 92(3) & 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company for the financial year 2021-22 in form MGT-7 is available on the website of the Company at <https://sswllindia.com/investors/annual-return-and-extract-of-annual-return/>

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

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure C** to this report. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) 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(1) 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.sswllindia.com](http://www.sswllindia.com). Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

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

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Business Responsibility Report for the year ended 31.03.2022, describing the initiatives taken by the Company from an environmental, social and governance perspective, forms part of this Annual Report as **Annexure-D**.

## **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 made by the employees at all levels towards growth of the Company in all fields.

For and on behalf of the Board

Date: 02.09.2022  
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

As an ongoing strategy to adopt Environmental, Social & Governance (ESG) goals as central theme for your company, the Company has decided to move aggressively towards adoption of Natural Resources saving across all our plants. The company has taken targets to conserve a minimum 20% of water consumption by improving recyclability of water. Utilizing efficient water usage will help in achieving the target of 20% reduction. The company has appointed an external agency approved by TUV for assessing the ESG impact being created by the Company and how to counter its impact by productive strategy to reduce carbon emission. The Company will assess the study and will take targets to reduce carbon foot prints by a minimum 10% in FY 2022-23.

Implementation of Polycarbonate sheets across all the plants to reduce daylight usage in all plants will conserve 2-3% of fossil fuel consumption. We are constantly implementing VFD on most motors in our manufacturing capacities to reduce energy consumption. Solar path light implementation was taken in FY 2021-22 as trials and it will be horizontally deployed in all plants post successful trials.

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

Your company has taken aggressive targets to convert 75% of its power demand to renewable sources by FY 2024-25 which stands currently at 20% in FY 2021-22. We have initiated projects worth 8MW in Solar and wind power energy to convert from fossil fuel energy. We expect all of them to be on stream in FY 2022-23 to move towards the ESG goal. We also expect to get into Solar and Wind energy PPA with renewable energy giants to further reduce reliance on Fossil fuel based energy supplies.

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

The company is investing heavily for moving towards renewable energy sources and has committed to invest Rs. 22 to 25 crores in FY 2021-22 to FY 2022-23 for getting close to 8MW of Power conversion to renewable sources. All the capacity will come on stream by FY 2022-23 end. Additionally, up to Rs. 2.00 crores is committed towards rain water harvesting and water recycling.

### B. TECHNOLOGY ABSORPTION

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

The company is investing towards reducing the component weights in wheels and will be introducing Flow Forming technology to optimize 5-8% weights. This will cut carbon emission via reduction of material consumption.

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.

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

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

Not applicable as the Company has not imported any technology during the last three years including FY 2021-22.



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(b) **The year of import**

Not Applicable

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

Not Applicable

(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 lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Capital	2459.28	57.16
Recurring	817.90	640.24
Total	3277.18	697.40
Total R&D Expenditure as a percentage of Turnover	0.92%	0.40%

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Rs. In lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
The Foreign exchange earned in terms of actual inflows during the year	82734.78	24789.59
The Foreign exchange outgo during the year in terms of actual outflows	42201.93	18120.54

For and on behalf of the Board

Date: 02.09.2022  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

# ANNEXURE-B

## TO THE BOARDS' REPORT

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

#### 1. Brief outline on CSR Policy of the Company

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 the quality of life of communities and the surrounding environment.

The Company believes that the corporate strategy which embraces social developments as an integral part of the business activities ensures 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 local communities in its operational areas.

As part of CSR initiatives, the Company, during the financial year 2021-22, had amongst other activities, undertook projects in the areas of promotion of education, construction of modern Anganwadi Centres, providing special life skills to mentally challenged children, sanitation and cleanliness, healthcare facilities including preventive healthcare, providing artificial aid & limbs to differently abled, rural & slum area development, ensuring environment sustainability, eliminating hunger, providing support for livelihood to underprivileged women, reduction of inequalities faced by socially and economically backward groups and spent Rs. 142.11 lakhs on these CSR programmes towards its CSR obligation for FY 2021-22. The aforesaid CSR initiatives were in accordance with Schedule VII of the Companies Act, 2013 and Company's CSR policy & CSR Annual Action Plan.

The Company's CSR policy has been amended by the Board of Directors in its meeting held on 07.05.2021 to keep in line with the amended laws and the same has been uploaded on the website of the Company under the web-link: <https://sswllindia.com/wp-content/themes/sswl/assets/docs/csr-policy.pdf>.

#### 2. Composition of CSR Committee:

S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sh. Surinder Singh Virdi	Chairman, Non-Executive Independent Director	5	5
2.	Sh. Virander Kumar Arya	Member, Independent Non-Executive Director	5	5
3.	Sh. Manohar Lal Jain	Member, Executive Director	5	5
4.	Sh. Andra Veetil Unnikrishnan	Member, Deputy Managing Director	5	5

#### 3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

1.	Composition of the CSR committee shared above and is available on the Company's website on:	<a href="http://sswllindia.com/wp-content/themes/sswl/assets/docs/composition_of_various_committees_ofthe_Board_01.10.2019.pdf">http://sswllindia.com/wp-content/themes/sswl/assets/docs/composition_of_various_committees_ofthe_Board_01.10.2019.pdf</a>
2.	CSR Policy	<a href="http://sswllindia.com/wp-content/themes/sswl/assets/docs/csr-policy.pdf">http://sswllindia.com/wp-content/themes/sswl/assets/docs/csr-policy.pdf</a>
3.	CSR projects/ programmes:	<a href="https://sswllindia.com/investors/CSR/">https://sswllindia.com/investors/CSR/</a>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**
6. Average net profit of the company as per section 135(5): **Rs. 6795.86 lakhs**
7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 135.92 lakhs**  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**  
 (c) Amount required to be set off for the financial year, if any: **NIL**  
 (d) Total CSR obligation for the financial year (7a+7b- 7c): **Rs. 135.92 lakhs**

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8. (a) **CSR amount spent or unspent for the financial year: FY 2021-22**

Total Amount Spent for the Financial Year (Rs. In lakhs)	Amount Unspent (Rs. In lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
142.11	-	-	-	-	-

(b) **Details of CSR amount spent against ongoing projects for the financial year: FY 2021-22**

(1) S.No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in Rs.) (in lakhs)	(8) Amount spent in the current financial Year (in Rs.) (in lakhs)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.) (in lakhs)	(10) Mode of Implementation-Direct (Yes/No)	(11) Mode of Implementation -Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL												

(c) **Details of CSR amount spent against other than ongoing projects for the financial year 2021-22:**

(1) S. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in Rs.) (in lakhs)	(7) Mode of Implementation - Direct (Yes/No)	(8) Mode of Implementation -Through Implementing Agency	
				State	District			Name	CSR Registration number
1.	Promotion of education by strengthening government schools & helping poor students by providing financial assistance	Item No. (ii)	Yes	Punjab	Sangrur	68.14	Both	Hansraj Trust	CSR00002756
2.	Promotion of education by way of construction of modern Anganwadi Centers	Item No. (ii)	Yes	Punjab	SAS Nagar	19.01	Yes	NA	
3.	Providing help to the mentally challenged children in getting special life skills education to make them self-dependable and able to manage the real life situations at home, in the community and at work place	Item No. (ii)	Yes	Chandigarh	Chandigarh	1.37	Yes	NA	
4.	Providing access to education to Orphan Children who lost their parents due to Covid-19	Item No. (ii)	Yes	Punjab	SAS Nagar	2.35	Yes	NA	
5.	Running informal learning Centre for Tribal Community	Item No. (ii)	Yes	Jharkhand	East Singhbhum	2.36	Yes	NA	
6.	Strengthening Community Health Centre at Lalru, Punjab by providing essential medical machineries, equipments and other items to deal with Covid-19 & other health problems	Item No. (i)	Yes	Punjab	SAS Nagar	14.13	Yes	NA	
7.	Emergency Medical Support to needy patients	Item No. (i)	Yes	Chandigarh	Chandigarh Ambala	4.50	Yes	NA	
8.	Support to Government Hospitals during Covid-19	Item No. (i)	Yes	Jharkhand	East Singhbhum	4.76	Yes	NA	
9.	Providing Fitness equipment for public use	Item No. (i)	Yes	Punjab	Sangrur	1.18	No	Hansraj Trust	CSR00002756

10.	Providing food items to migrant workers to eradicate hunger emerged due to Covid-19 Pandemic	Item No. (i)	Yes	Chandigarh	Chandigarh	0.19	Yes	NA	
11.	Providing Artificial Limbs & Aid to differently abled to support their livelihood	Item No. (iii)	Yes	Punjab	SAS Nagar	0.74	No	Bharat Vikas Parishad Charitable Trust	CSR00012263
12.	Ensuring environment sustainability through developing & maintaining green park & cleaning activities	Item No. (iv)	Yes	Punjab	Sangrur	16.58	Both	Hansraj Trust	CSR00002756
				Jharkhand	East Singhbhum				
13.	Self-Business Start-up Support to underprivileged women	Item No. (iii)	Yes	Punjab	SAS Nagar	0.50	Yes	NA	
<b>Total</b>						<b>135.81</b>			

(d) **Amount spent in Administrative Overheads:** Rs. 6.30 lakhs

(e) **Amount spent on Impact Assessment, if applicable:** Nil

(f) **Total amount spent for the Financial Year (2021-22) (8b+8c+8d+8e) :** Rs. 142.11 lakhs

(g) **Excess amount for set off, if any:** Rs. 6.19 lakhs

S. NO.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 135.92 lakhs
(ii)	Total amount spent for the Financial Year	Rs. 142.11 lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 6.19 lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 6.19 lakhs

9. (a) **Details of Unspent CSR amount for the preceding three financial years:**

S. NO.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) (in Lakhs)	Amount spent in the reporting Financial Year (in Rs.) (in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.) (in Lakhs)
				Name of the Fund	Amount (in Rs) (in Lakhs)	Date of transfer	
1.	2020-21	109.49	85.59	Not Applicable			23.90
2.	2019-20	26.84	26.84	Not Applicable			0.00
3.	2018-19	Not Applicable					
	<b>TOTAL</b>	<b>136.33</b>	<b>112.43</b>	<b>Not Applicable</b>			<b>23.90</b>

(b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year : FY 2019-20**

(1) S. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced	(5) Project duration (in years)	(6) Total amount allocated for the project (in Rs.) (in Lakhs)	(7) Amount spent on the project in the reporting Financial Year (in Rs.) (in Lakhs)	(8) Cumulative amount spent at the end of reporting Financial Year (in Rs.) (in Lakhs)	(9) Status of the project –Completed /Ongoing
1.	CSR /SSWL/ 2019-20/001	For the promotion of Education by renovation & Modernization of Schools etc.	2019-20	3	124.00	18.30	124.00	Completed
2.	CSR /SSWL/ 2019-20/002	Park Development & maintenance	2019-20	3	7.97	0.51	7.97	Completed
3.	CSR /SSWL/ 2019-20/003	Safe Drinking water- Water to Villagers	2019-20	3	1.20	0.42	1.20	Completed
4.	CSR /SSWL/ 2019-20/004	Financial Assistance/ Fee payment of the needy students	2019-20	3	20.80	3.98	20.80	Completed
5.	CSR /SSWL/ 2019-20/006	CSR activities in Urmal Village (Rural Development Project)	2019-20	3	2.00	1.87	2.00	Completed

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6.	CSR /SSWL/ 2019-20/007	Welfare of youth, drug eradication and socio economic development.	2019-20	3	2.00	1.00	2.00	Completed
7.	CSR /SSWL/ 2019-20/008	Promotion of Health	2019-20	3	4.00	0.76	4.00	Completed
<b>TOTAL</b>					<b>161.97</b>	<b>26.84</b>	<b>161.97</b>	

### Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year: FY 2020-21

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration (in years)	Total amount allocated for the project (in Rs.) (in Lakhs)	Amount spent on the project in the reporting Financial Year (in Rs.) (in Lakhs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.) (in Lakhs)	Status of the project –Completed / Ongoing
1.	FY31.03.2021_1	Strengthening Government Health Infrastructure and Needy Community by providing essentialities to fight against Covid-19	2020-21	2	40.22	38.61	40.22	Completed
2.	FY31.03.2021_2	Empowering Slum Community by providing them basic essentialities i.e. health, food, electricity and health, Hygiene & sanitation	2020-21	3	16.74	10.37	16.74	Completed
3.	FY31.03.2021_3	Ensuring Environment Sustainability through Awareness Generation & Cleanliness activities	2020-21	3	29.03	12.42	26.45	Ongoing
4.	FY31.03.2021_4	Installation of CCTV Cameras to minimize the risk of road accidents	2020-21	2	2.99	2.99	2.99	Completed
5.	FY31.03.2021_5	Promotion of education by way of Strengthening most needy government schools	2020-21	3	41.52	20.20	20.20	Ongoing
6.	FY31.03.2021_6	Emergency Medical Support	2020-21	2	1.00	1.00	1.00	Completed
<b>Total</b>					<b>131.50</b>	<b>85.59</b>	<b>107.60</b>	

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) :**

- a) Date of creation or acquisition of the capital asset(s) : NA
- b) Amount of CSR spent for creation or acquisition of capital asset : NA
- c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: NA
- d) Provide details of the capital asset(s) created or acquired including complete address and location of the capital asset : NA

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA**

Date: 02.09.2022  
Place: Chandigarh

(Sh. Dheeraj Garg)  
Managing Director

(Sh. Surinder Singh Virdi)  
Chairman, CSR Committee

# ANNEXURE-C

## 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	454.42
Sh. Andra Veetil Unnikrishnan	29.15
Sh. Manohar Lal Jain	20.54

Note: The Non-Executive Directors of the Company are entitled to sitting fee only for attending Board Meetings and Audit Committee Meetings as per the statutory provisions. 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)	235.48
Sh. Andra Veetil Unnikrishnan (DMD)	64.31
Sh. Manohar Lal Jain (ED)	45.80
Sh. Naveen Sorot (CFO)*	N.A
Sh. Shaman Jindal (CS)	58.88

Note: \*Sh. Naveen Sorot was appointed as Chief Financial Officer w.e.f 16.09.2020. Percentage increase in remuneration for FY 2021-22 over FY 2020-21 is not comparable since the remuneration is only for part of the FY 2020-21, hence not stated above.

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

3.74%

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

As on 31.03.2022 the Company had 2304 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 12.76% for employees other than Managerial Personnel and 201.35% for Managerial Personnel. Sh. Dheeraj Garg, Managing Director was also paid commission @ 5% of net profits of the Company calculated as per section 198 of the Act (including fixed remuneration) for the FY 2021-22. The remuneration of employees and Managerial Personnel is decided based on the individual performance, Company's overall 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: 02.09.2022  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

**ANNEXURE-D****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, 2022

**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@qlide.net.in">ssl_ssg@qlide.net.in</a> <a href="mailto:shamanjindal@sswlindia.com">shamanjindal@sswlindia.com</a>
6	Financial Year Reported	01.04.2021 to 31.03.2022
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 (HCV) and Off The Road (OTR) vehicle. Alloy wheels are mainly 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 7 (including Registered office, Head office, Branch offices and manufacturing units) and 16 warehouses
10	Markets served by the Company –Local/ State/National/ International	We serve all the markets - Local, State, National or International

**SECTION B: FINANCIAL DETAILS OF THE COMPANY (AS ON 31.03.2022)**

Paid-up Capital	INR 1560.95 lakhs
Total Turnover (sale of products)	INR 357298.00 lakhs (including other income)
Total Profit after taxes	INR 20546.41 lakhs
Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	0.69% (as a percentage of profit after tax pertaining to FY 2021-22).
List of activities in which expenditure on CSR has been incurred:	Education and Skilling, Healthcare including preventive healthcare, Sanitation and Ensuring environment sustainability, Empowerment of persons with disability.  Annual Report on Company's CSR projects/programmes is attached as 'Annexure B' 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
- 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. Naveen Sorot
3.	Designation	Chief Financial Officer
4.	Telephone Number	0172-2793112
5.	E-mail ID	<a href="mailto:naveen.sorot@sswllindia.com">naveen.sorot@sswllindia.com</a>

**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 & international standards and meet national regulatory requirements such as Companies Act, 2013, SEBI Listing Regulations and various other statutes as may be applicable to the Company.								
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.								
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/investor/">http://sswllindia.com/investor/</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.								



# STEEL STRIPS WHEELS LIMITED

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7*	P8	P9
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.

b) 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.

The Board of Directors reviews the BR performance of the Company 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 publishes BR report. It is annexed as **Annexure D** to the Board's Report which forms part of the Annual Report and is available on the Company's website:- [www.sswlindia.com](http://www.sswlindia.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.

No.

Does it extend to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs/Others?

Yes. 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 behaviour, actual or suspected fraud or violation of the Code of Conduct. No complaints were received during the FY 2021-22. No Complaint was outstanding as on March 31, 2022. 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 forms 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 endeavours to reduce energy consumption by efficient planning & usage of available equipment/ infrastructure and resources and by taking substantive energy conservation measures all across the Plants by using LED lights, reduction in air leakages and optimization of compressor usage.

During the year, the company has taken aggressive targets to convert 75% of its power demand to renewable sources by FY 2024-25 which stands currently at 20% in FY 2021-22. We have initiated projects worth 8MW in Solar and wind power energy to convert from fossil fuel energy. We expect all of them to be on stream in FY 2022-23 to move towards the ESG goal. We also expect to get into Solar and Wind energy PPA with renewable energy giants to further reduce reliance on Fossil fuel based energy supplies.

In addition to above, the Company always takes efforts for reduction in power & water consumption, reduce CO2 emissions, recycle Hydraulic Oil & Cutting Oil, hazardous waste reduction, paper consumption reduction, efficient use of raw material (steel) by using technologically advanced software and recycling & reusing of Aluminum scrap and swarf in a major portion by directly using in foundry.

(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.

Yes. The Company has well established set of procedures for selection and evaluation of suppliers. It has identified the regional vendors for different components/ materials based on QCDDS (Quality, Cost, Development, Deliver & Services) criteria. 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 stakeholders.

- 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) including communities surrounding our place of work. The Company endeavors to source goods and services from local producers at competitive terms, covering quality, cost and delivery.

Further, the Company assesses their capability on a regular basis and provides technical assistance through our engineering team to improve their capability and quality 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 mechanism for 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 5%. 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%). Steel Scraps generated are being sold to casting industries, re-rollers and to other industries as an input into their processes. Aluminum scrap is being sent to smelting unit and is recycled into Aluminum ingots/billets for further use within our factories.

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

1. Please indicate the Total number of employees: 2304 (on payroll of the Company)
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis: 4367
3. Please indicate the Number of permanent women employees: 26
4. Please indicate the Number of permanent employees with disabilities: 5
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? 29.86%
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:

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	Discriminatory employment	Nil	Nil

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

- (a) Permanent Employees: 100%
- (b) Permanent Women Employees: 100%
- (c) Casual/Temporary/Contractual employees: 100%
- (d) Employees with Disabilities: 100%

# STEEL STRIPS WHEELS LIMITED

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**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? If so, provide details thereof, in about 50 words or so.  
Yes. The Company is carrying out various welfare activities for the disadvantaged, vulnerable and marginalized stakeholders through its CSR programmes as we understand that inclusivity is paramount to a responsible business and collective growth of disadvantaged sections of society. Taking this into account, the Company has taken initiatives to provide artificial limbs/aids to physically disabled people, contributed to SOREM school for the welfare of the mentally challenged children, provided help to the underprivileged women to start their own business.

**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 were 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 of the Company to participate in protecting the environment.
- (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. All the Units of the Company have filed environmental compliance reports as per the requirement of applicable environmental laws.
- (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. (please refer to clause (ii) of Principle 2 as stated above).
- (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.  
At the end of the Financial Year 2021-22, no show cause/legal notice from State or Central Pollution Control board is pending.

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**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 and relevant rules framed thereunder. The CSR initiatives of the Company aim towards inclusive development of the communities largely around the vicinity of its plants and registered office and at the same time ensure environmental protection through a range of structured interventions in the areas of Promotion of education, sanitation and cleanliness, healthcare including preventive health care, rural development & slum development, ensuring environment sustainability, contribution to society for rehabilitation of mentally challenged students, reduction of inequalities faced by socially and economically backward groups and eradication of hunger and poverty.

The detailed report on the Company's CSR programmes/projects is annexed as 'Annexure- B' 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?

The CSR programmes/projects are carried out directly by the Company through in-house CSR teams and also through engaging various implementing agency (ies).

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

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 Rs. 142.11 lakhs on the CSR Activities towards its CSR obligation for the financial year 2021-22. The detailed report on the Company's CSR programmes/projects along with details of CSR expenditure incurred during the year is annexed as 'Annexure- B' to the Director's Report which forms part of the Annual Report.

- (v) Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company endeavours to make attempts to ensure that projects continue and sustain within communities beyond our interactions. The Communities are involved right from the stage of project identification till its implementation and smooth running thereof with due interaction with the beneficiaries and their Parents, Panchayats, Government Authorities.

The feedback from the stakeholders are analyzed and accordingly various actions are prioritized.

**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 behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

None.

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

Yes.

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2022, 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 March 31, 2022 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 (now The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021);
  - 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 The National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

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 (BOD) 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.

Adequate notice has been given to all the Directors to schedule the board meetings during the financial year under review, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

As per the minutes of the meetings, all decisions at the Board 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 there were following specific events / actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. and the Company has duly complied with all applicable laws/rules/regulations with respect to the following:

- (i) The BOD and the Shareholders of the Company at their respective meetings held on September 3, 2021 and September 30, 2021, have approved the sub-division of Company's existing 1 (One) equity share of face value of Rs.10/- each into 2 (Two) equity shares of face value of Rs. 5/- each. The sub-division of shares was made effective from November 22, 2021 (Record Date);
- (ii) The BOD and the Shareholders of the Company at their respective meetings held on September 3, 2021 and September 30, 2021 have approved the alteration of the Capital Clause of Memorandum of Association of the Company pursuant to the sub-division of Equity Shares;
- (iii) The BOD and the Shareholders of the Company at their respective meetings held on September 6, 2021 and September 30, 2021, have approved the adoption of a new set of Articles of Association (AOA) of the Company in line with the Companies Act, 2013;
- (iv) The BOD and the Shareholders of the Company at their respective meetings held on September 3, 2021 and September 30, 2021, have approved to introduce and implement "Steel Strips Wheels Limited- Employee Stock Option Scheme 2021" ("ESOS 2021") to create, issue, offer and grant Stock Options to Employees of the Company exercisable into equal number of equity shares under section 62 (1)(b) of Companies Act, 2013.

**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.

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

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

Place: Chandigarh  
Date: 02.09.2022

(Sushil Kumar Sikka)  
Company Secretary  
FCS 4241  
CP 3582

**UDIN: F004241D000893351**

# STEEL STRIPS WHEELS LIMITED

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## Annexure A

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: 02.09.2022

(Sushil Kumar Sikka)  
Company Secretary  
FCS 4241  
CP 3582

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

**[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dt. 8<sup>th</sup> February, 2019]**

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

- all the documents and records made available to us and explanation provided by **Steel Strips Wheels Limited** (“the listed entity”);
  - the filings/ submissions made by the listed entity to the stock exchanges;
  - website of the listed entity;
  - any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended **31<sup>st</sup> March, 2022** (“**Review Period**”) in respect of compliance with the provisions of:
- The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - 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: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable from time to time; and circulars/guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

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

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

- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- 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:

S. 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.
NIL				

Further no action has been taken against the 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



## STEEL STRIPS WHEELS LIMITED

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

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17(1) of SEBI (LODR) Regulations, 2015  - One Independent Director was required to be appointed to make the composition of the Board of Directors in conformity with SEBI Listing Regulations.	The observation was made in the Annual Secretarial Compliance report for the year ended 31.03.2021	As informed in my previous report for the FY ending 31.03.2021, the Company had appointed an Independent Director on the Board w.e.f. 09.11.2020 and hence, the board Composition was corrected in accordance with the SEBI Listing Regulations and duly paid fines imposed by BSE and NSE.  Further, BSE and NSE had denied the Company's request for waiver of said fine.	The matter stands closed as on end of FY 2021-22.

Place: Chandigarh  
Date: 26.05.2022

(Sushil Kumar Sikka)  
FCS No.: 4241  
C P No.: 3582  
UDIN: F004241D000393542

# CORPORATE

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# GOVERNANCE

## 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 Company's philosophy 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 (UPSI).

The Company is in compliance with the requirements stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and para C, D & E of Schedule V of the 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, Non- Executive and Independent Directors including Woman Director 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 the Company is in conformity with Regulation 17 of SEBI Listing Regulations read with Section 149 of the Act. As on 31.03.2022, the Company's Board consisted of twelve (12) directors. Of the twelve directors, three (3) (i.e. 25%) are Executive Directors (one ED belonging to promoter category) and two (2) (i.e. 17%) are Non-Executive - Non Independent Directors out of which one (1) is Non-Executive Chairman belonging to promoter category. Remaining seven (7) (i.e. 58%) are Non-Executive Directors of which, six (6) are Independent Directors (including one Woman Independent Director) and one (1) is Nominee Director [Nominated by Tata Steel Limited (Equity Investor)].
- (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/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(1)(b) 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 31.03.2022 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 Rules framed thereunder and clarifications/circulars issued by the Ministry of Corporate Affairs in this regard 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. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors databank maintained with the Indian Institute of Corporate Affairs.
- (iv) Sh. Rajinder Kumar Garg (Chairman & Non-Executive Director) is father of Sh. Dheeraj Garg (Managing Director), hence 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) Six (6) 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 six (6) board

## STEEL STRIPS WHEELS LIMITED

meetings were held on 07.05.2021, 12.07.2021, 03.09.2021, 06.09.2021, 22.10.2021 and 24.01.2022. 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, DIN, 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 31.03.2022 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, Designation & DIN	Category	No. of Board meetings attended during the FY 2021-22	Whether attended last AGM held on 30-09-2021	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)	6	No	2	1	-	-	1. Indian Acrylics Limited (Managing Director) - Promoter 2. Sab Industries Limited (Chairman, Non-Executive Director) - Promoter 3. Steel Strips Infrastructures Limited (Chairman, Non-Executive Director) - Promoter
Sh. Dheeraj Garg (Managing Director) DIN: 00034926	Executive Director (Promoter)	4	Yes	-	1	-	2	Indian Acrylics Limited (Whole time Director, Additional MD)
Sh. Andra Veetil Unnikrishnan (Deputy Managing Director) DIN: 02498195	Whole Time Director	6	Yes	-	-	-	-	-
Sh. Manohar Lal Jain (Executive Director) DIN: 00034591	Whole Time Director	6	Yes	-	3	-	-	-
*Sh. Sanjay Garg (Director) DIN: 00030956	Non-Executive Non-Independent Director	4	No	-	6	-	2	1. SAB Industries Limited (Executive Director, Managing Director) 2. Steel Strips Infrastructures Limited (Executive Director, Managing Director)
Sh. Sanjay Surajprakash Sahni (Director) DIN: 08263029	Nominee of Tata Steel Ltd (equity investor), Non-Executive Director	2	No	-	-	-	-	-
Sh. Virander Kumar Arya (Director) DIN: 00751005	Independent Non-Executive Director	5	Yes	-	-	-	-	-
**Sh. Ajit Singh Chatha (Director) DIN: 02289613	Independent Non-Executive Director	5	Yes	-	1	1	1	Indian Acrylics Ltd. (Independent, Non-executive Director)

Name of Director, Designation & DIN	Category	No. of Board meetings attended during the FY 2021-22	Whether attended last AGM held on 30-09-2021	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. Shashi Bhushan Gupta (Director) DIN: 00154404	Independent Non-Executive Director	5	No	-	2	-	-	Indian Acrylics Limited (Independent, Non-executive Director)
*Sh. Surinder Singh Viridi (Director) DIN: 00035408	Independent Non-Executive Director	3	No	-	3	3	1	1. SAB Industries Limited (Independent, Non-executive Director) 2. Steel Strips Infrastructures Limited (Independent, Non-executive Director)
Smt. Deva Bharathi Reddy (Director) DIN: 08763741	Independent Non-Executive Director	5	No	-	1	-	-	Indian Acrylics Limited (Independent, Non-executive Director)
Sh. Siddharth Bansal (Director) DIN: 02909820	Independent Non-Executive Director	4	No	-	-	-	-	-

**Note:** \*Sh. Rajinder Kumar Garg, Sh. Sanjay Garg & Sh. Surinder Singh Viridi were holding Directorships in another listed entity i.e. Steel Strips Ltd. (SSL) (a promoter group Company). However, w.e.f. 19.10.2021, SSL was amalgamated into SAB Industries Ltd., hence not considered in the above table.

\*\*Sh. Ajit Singh Chatha had resigned from the position of Independent Director from Monte Carlo Fashions Ltd. (Listed Entity) w.e.f. 31.03.2022, hence not considered in his directorship as on end of the year under review.

- (vii) During the financial year 2021-22, information as specified in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board of Directors for its discussion and consideration.
- (viii) The Board periodically reviews compliance reports pertaining to all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations. Necessary steps are taken to rectify instances of non-compliances, if any.
- (ix) The Board has satisfied itself that plans are in place for orderly succession for appointment to 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 31.03.2022 are given below:

**(a) Executive Directors**

Name of the Director	Designation	No. of Shares held	Percentage
Sh. Dheeraj Garg	Managing Director	9280456	29.73
Sh. Andra Veetil Unnikrishnan	Deputy Managing Director	0	0.00
Sh. Manohar Lal Jain	Executive Director	40606	0.13

**(b) Non-Executive Directors**

Name of the Director	Designation	No. of Shares held	Percentage
Sh. Rajinder Kumar Garg	Chairman, Non-Executive Director	585142	1.87
Sh. Virander Kumar Arya	Independent, Non-Executive Director	500	0.002
Sh. Sanjay Garg*	Non-Executive Director	350	0.001

\*In addition to the above mentioned 350 shares held by Sh. Sanjay Garg, Non-Executive Director of the Company, 550 shares (0.001 %) are also held in the name of his HUF.

Note:

- (i) Apart from receiving directors sitting fees and dividend declared by the Company on the shares held, if any, none of the Non-Executive or 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 financial year 2020-21, the Company had granted 3000 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).

## STEEL STRIPS WHEELS LIMITED

(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	*Sh. Siddharth Bansal	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.	√	√	√	√	√	√	√	√	√	√	√	√
<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	√	√	√	√	√	√	√	√	√	√	-	√
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Note: \*Sh. Siddharth Bansal was appointed as the Non-Executive Independent Director of the Company w.e.f. 09.11.2020 and subsequently, his appointment was approved by the shareholders in the Annual General Meeting held on 30.09.2021.

#### **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.

#### **FAMILIARISATION 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. As required under Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors including their role, responsibility and duties are disclosed on the Company's website at [http://sswllindia.com/wp-content/themes/sswl/assets/docs/terms\\_conditions.pdf](http://sswllindia.com/wp-content/themes/sswl/assets/docs/terms_conditions.pdf).

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, nature of the industries in which the Company operates, 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.

A newly appointed Independent Director is provided with an appointment letter incorporating the role, rights, duties and responsibilities, remuneration and performance evaluation process, insurance cover and obligations on disclosures, as may be applicable to them. They are also 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.

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 e-mail (s) 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 Company's website at <https://sswllindia.com/investors/familiarisation-programme-for-independent-directors/>

# STEEL STRIPS WHEELS LIMITED

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

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

## **DETAILED REASON FOR THE RESIGNATION OF AN 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, none of the Independent Directors of the Company had resigned from the Board of the Company before the expiry of their respective tenure(s).

## **COMMITTEES OF THE BOARD**

There are nine (9) committees of the Board of Directors of the Company as on 31.03.2022 which comprises five (5) statutory committees and four (4) other committees that have been constituted after 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).

During the year under review, five (5) AC meetings were held and the intervening gap between two consecutive meetings did not exceed one hundred and twenty (120) days. The dates on which the said meetings were held are 07.05.2021, 12.07.2021, 03.09.2021, 22.10.2021 and 24.01.2022. Necessary quorum was present at all the meetings.

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

Name of Chairperson & Members	Category	Meetings Attended
Sh. Ajit Singh Chatha, Chairman	Independent Non-Executive Director	5
Sh. Shashi Bhushan Gupta, Member	Independent Non-Executive Director	4
Sh. Virander Kumar Arya, Member	Independent Non- Executive Director	5
Sh. Manohar Lal Jain, Member	Non Independent Executive Director	5

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

The previous Annual General Meeting of the Company was held on 30.09.2021 and was attended by Sh. Ajit Singh Chatha, 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 Board of Directors in its meeting held on 13.05.2022 has amended the terms of reference of the NRC in line with the SEBI Listing Regulations, as amended, which includes the following: -

- (i) 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;
- (ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
- (iii) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (iv) 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;



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- (v) Devising a policy on diversity of board of directors;
- (vi) 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;
- (vii) Whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.
- (viii) Recommend to the board, all remuneration, in whatever form, payable to senior management.
- (ix) Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

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, 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. The details of which are given in Board's Report that forms part of this Annual Report.

During the year under review, three (3) meetings of NRC were held, i.e. on 20.04.2021, 01.07.2021, and 16.08.2021. Necessary quorum was present at all the meetings.

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. Ajit Singh Chatha, Chairman	Independent, Non-Executive Director	3
Sh. Surinder Singh Virdi, Member	Independent, Non-Executive Director	3
Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director	3

Sh. Shaman Jindal, Company Secretary acts as the Secretary of Nomination & Remuneration Committee.

The previous Annual General Meeting of the Company was held on 30.09.2021 and was attended by Sh. Ajit Singh Chatha, Chairman of NRC.

## **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://sswllindia.com/wp-content/themes/sswl/assets/docs/nomination.pdf>

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 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 2021-22, 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 Managing Director and 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 2021-22:

(Rs. in lakhs)

Particulars	Sh. Dheeraj Garg, MD	Sh. Andra Veetil Unnikrishnan, (Dy. MD), ED	Sh. Manohar Lal Jain, ED
Basic Salary	480.00	41.76	42.60
House Rent Allowance	Nil	14.62	14.91
Special Allowance	Nil	15.00	2.87
Medical allowance	Nil	Nil	0.15
Reimbursement of Medical expenses	Nil	0.09	Nil
Perquisites	Nil	Nil	Nil
Contribution to Provident Fund	57.60	5.01	5.11
Commission	914.86	Nil	Nil
Stock Options	Nil	16.68	Nil
<b>Total</b>	<b>1452.46</b>	<b>93.16</b>	<b>65.64</b>
Date of Original appointment	29/04/1993	01/01/2009	01/08/2013
Date of Appointment/Re-appointment	01/06/2020	01/01/2019	01/07/2020
Tenure Up to	31/05/2023	31/12/2023	30/06/2023

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

The Non- Executive Directors are entitled to get sitting fees for attending the Board Meeting and Audit Committee Meeting. Sitting fees 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 payment of sitting fees to the Non-Executive Directors for attending the Board and Audit Committee Meetings of the Company during the year under review.

Further, on the recommendation of NRC at its meeting held on 20.04.2022, the Board of Directors at its meeting held on 13.05.2022 had approved to enhance the sitting fees to be paid to Non-Executive Directors for attending each Board Meeting from existing amount of Rs. 20000/- to Rs. 50000/-. The sitting fees for attending each Audit Committee meeting remains unchanged as Rs. 10000/-.

#### Details of sitting fee paid to the Non-Executive Directors during the financial year 2021-22 are as follows:-

Name of Director	Dates on which Board Meetings were held						Sitting fee (in Rs.)
	07.05. 2021	12.07. 2021	03.09.2021	06.09.2021	22.10. 2021	24.01.2022	
Sh. Rajinder Kumar Garg	√	√	√	√	√	√	1,20,000
Sh. Sanjay Garg	√	√	-	-	√	√	80,000
Smt. Deva Bharathi Reddy	√	√	-	√	√	√	1,00,000
Sh. Virander Kumar Arya	√	√	√	-	√	√	1,00,000
Sh. Ajit Singh Chatha	√	√	√	-	√	√	1,00,000
Sh. Shashi Bhushan Gupta	√	√	-	√	√	√	1,00,000
Sh. Surinder Singh Virdi	√	-	√	-	√	-	60,000
Sh. Siddharth Bansal	√	√	-	√	√	-	80,000

## STEEL STRIPS WHEELS LIMITED

Name of Directors	Dates on which Audit Committee Meetings were held					Sitting fee (in Rs.)
	07.05.2021	12.07.2021	03.09.2021	22.10.2021	24.01.2022	
Sh. Ajit Singh Chatha	√	√	√	√	√	50,000
Sh. Virander Kumar Arya	√	√	√	√	√	50,000
Sh. Shashi Bhushan Gupta	√	√	-	√	√	40,000

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 was re-appointed as Managing Director from 01.06.2020 till 31.05.2023, is liable to retire by rotation and his status continues.

Sh. Andra Veetil Unnikrishnan was re-appointed as an Executive Director (Deputy Managing Director) for a term beginning from 01.01.2019 till 31.12.2023 is liable to retire by rotation and his status continues.

Sh. Manohar Lal Jain was re-appointed as an Executive Director from 01.07.2020 till 30.06.2023, is liable to retire by rotation and his status continues.

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/ shareholders 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 year under review, 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 the 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 service 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.

During the year, one meeting of SRC was held on 20.04.2021 and 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. Ajit Singh Chatha, Chairman	Independent, Non-Executive Director	1
Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director	1
Sh. Manohar Lal Jain, Member	Non-Independent, Executive Director	1

Sh. Shaman Jindal, Company Secretary acts as the Secretary of Stakeholders' Relationship Committee.

The previous Annual General Meeting of the Company was held on 30.09.2021 and was attended by Sh. Ajit Singh Chatha, Chairman of SRC.

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
NIL	18	18	NIL

#### Compliance Certificates

In compliance to the provisions of Regulation 40(9) of the SEBI Listing Regulations as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 (w.e.f. 05.05.2021), a yearly certificate has been issued as on March 31, 2022 by a Company Secretary in Practice, certifying due compliance of share transfer formalities by the Company. Further, the Company has filed a copy of the said certificate simultaneously with the Stock Exchanges under Regulation 40(10) of the SEBI Listing Regulations.

Further, the compliance certificate under Regulation 7(3) of the SEBI Listing Regulations as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 (w.e.f. 05.05.2021), 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 share transfer facility are maintained by Registrar and Share Transfer Agent, registered with the Securities and Exchange Board of India, has been filed with the Stock Exchanges on annual 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 which shall indicate the activities to be undertaken by the company in areas or subject specified in Schedule VII of the Companies Act, 2013;
- to recommend the amount of expenditure to be incurred on CSR activities;
- to monitor CSR Policy of the Company from time to time;
- discharge such duties and functions as indicated in the section 135 of the Companies Act, 2013 and Rules made thereunder from time to time and such other functions as may be delegated to the Committee by the Board from time to time.

During the year under review, the CSR policy was amended in line with Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 effective from 22<sup>nd</sup> January, 2021. Accordingly, the CSR Policy of the Company as duly amended has been uploaded on the website of the Company under the web link <https://sswllindia.com/wp-content/themes/sswl/assets/docs/csr-policy.pdf> and the areas and amount of expenditure incurred by the Company on CSR projects or programs during the financial year 2021-22 has been updated and is available on the website of the Company.

During the year, five (5) meetings of CSR Committee were held, i.e. on 20.04.2021, 14.05.2021, 01.07.2021, 01.10.2021 and 03.01.2022. Necessary quorum was present at all the CSR Committee meetings.

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

Name of Chairperson & Members	Category	Meetings Attended
Sh. Surinder Singh Virdi, Chairman	Independent, Non-Executive Director	5
Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director	5
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director	5
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	5

Sh. Shaman Jindal, Company Secretary acts as the Secretary of Corporate Social Responsibility Committee.

#### V. 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 has duly constituted a Risk Management Committee (RMC) in concurrence with the provisions of Regulation 21 of the SEBI Listing Regulations. The Board of Directors in its meeting held on 12.07.2021 has amended the terms of reference of the RMC in line with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 which includes the following:

- To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.

## STEEL STRIPS WHEELS LIMITED

c) Business continuity plan.

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Also, the RMC shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

During the year two (2) meetings of RMC were held i.e. on 05.07.2021 & 01.01.2022 and the intervening gap between the two consecutive meetings did not exceed one hundred and eighty (180) days. Necessary quorum was present at the said meetings.

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

Name of Chairperson & Members	Category	Meetings Attended
Sh. Shashi Bhushan Gupta, Chairman	Independent, Non- Executive Director	2
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director	2
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	2

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

### VI. 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 options to be offered and granted per employee and in aggregate under ESOS Scheme(s) to employee;
- The conditions under which options may vest in employees and may lapse in case of termination of employment for misconduct;
- The exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same 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 fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, split or sub-division, merger, sale of division and others;
- The grant, vesting and exercise of options in case of employees who are on long leave;
- The procedure for funding the exercise of options;
- Any other matter, which may be relevant for administration of ESOS schemes from time to time.

During the year, two (2) meetings of ECC were held i.e. on 18.08.2021 and 30.11.2021. Further, necessary quorum was present at both the meetings.

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

Name of Chairperson & Members	Category	Meetings Attended
Sh. Surinder Singh Virdi, Chairman	Independent, Non- Executive Director	2
Sh. Virander Kumar Arya, Member	Independent, Non- Executive Director	2
Sh. Shashi Bhushan Gupta, Member	Independent, Non- Executive Director	2

Sh. Shaman Jindal, Company Secretary acts as the Secretary of Employee Compensation 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 STC met ten (10) times during the year i.e. on 08.06.2021, 15.07.2021, 16.08.2021, 14.10.2021, 22.10.2021, 08.11.2021, 12.11.2021, 22.11.2021, 30.11.2021 and 25.03.2022. 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. Virander Kumar Arya, Chairman	Independent, Non-Executive Director	10
Sh. Manohar Lal Jain, Member	Non-Independent, Executive Director	10
Sh. Andra Veetil Unnikrishnan, Member	Non-Independent, Executive Director	10

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

#### **VIII. FINANCE COMMITTEE**

The Board of Directors of the Company has constituted a Finance Committee (FC) and delegated its below mentioned powers to the FC:

- to borrow funds, not exceeding Rs. 2000.00 crores and also to create security on the assets of the Company;
- to open, close and authorize various officials of the Company to operate various bank accounts (Current/Cash Credit) of the Company;
- to manage exchange rate and interest rate exposures of the Company through entering into transactions with various banks such as Foreign Exchange Cash, Tom, Spot and Forward Contracts, Currency Swaps including Cross-Currency Swaps, Interest Rate Swaps and Forward Rate Agreements, Permitted/Structured derivative products and any other Product which is permitted under the extant regulatory guidelines by RBI.

During the year, twelve (12) meetings of the FC were held i.e. on 20.04.2021, 19.05.2021, 21.05.2021, 27.05.2021, 24.06.2021, 08.07.2021, 21.09.2021, 11.10.2021, 18.10.2021, 29.11.2021, 20.12.2021, and 31.12.2021. 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	12
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director	12
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	12

The Board of Directors of the Company at its meeting held on 13.05.2022 has duly re-constituted the Finance Committee with immediate effect with following members: -

Name of Chairperson & Members	Category
Sh. Andra Veetil Unnikrishnan, Chairman	Non Independent, Executive Director
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director
Sh. Sanjay Garg, Member	Non Independent, Non-Executive Director

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

#### **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 was held.

The composition of the Allotment Committee is given below:

Name of Chairperson & Members	Category
Sh. Dheeraj Garg, Chairman	Non Independent, Executive Director
Sh. Surinder Singh Virdi, Member	Independent, Non-Executive Director
Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director

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

#### **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, Sh. Siddharth Bansal and Smt. Deva Bharathi Reddy met on 21.03.2022 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.

# STEEL STRIPS WHEELS LIMITED

## **GENERAL BODY MEETINGS**

### ➤ **GENERAL MEETING**

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

Date and venue of last three Annual General Meetings:

Details of Meeting (Financial year)	Date of Meeting	Time of Meeting	Venue of Meeting
33 <sup>rd</sup> Annual General Meeting (2018-19)	30.09.2019	11.00 A.M	Village Somalheri/Lehli, P. O. Dappar, Tehsil Derabassi, Distt. S.A.S, Nagar Mohali, Punjab, 140506
34 <sup>th</sup> Annual General Meeting (2019-20)	30.09.2020	3.30 P.M	AGM was held through Video Conferencing (VC) /Other Audio Visual Means (OAVM) at the deemed venue i.e. the Registered Office of the Company at Village Somalheri/Lehli P.O. Dappar, Tehsil Derabassi, Distt. S.A.S, Nagar Mohali, Punjab, 140506
35 <sup>th</sup> Annual General Meeting (2020-21)	30.09.2021	11.00 A.M	Village Somalheri/Lehli, P. O. Dappar, Tehsil Derabassi, Distt. S.A.S, Nagar Mohali, Punjab, 140506

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

No extraordinary general meeting of the members of the Company was held during the financial year 2021-22.

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

At the AGM held on 30.09.2021, five (5) special resolutions were passed as follows:

- (i) To approve the continuation of Directorship of Sh. Rajinder Kumar Garg (DIN: 00034827), as Chairman and Non-Executive Director of the Company.
- (ii) To approve revision in the remuneration of Sh. Dheeraj Garg (DIN: 00034926), Managing Director of the Company
- (iii) To approve revision in the remuneration of Sh. Manohar Lal Jain (DIN: 00034591), Executive Director of the Company
- (iv) To approve to introduce and implement “Steel Strips Wheels Limited- Employee Stock Option Scheme 2021” (“ESOS 2021”) to create, issue, offer and grant Stock Options to Employees of the Company exercisable into equal number of equity shares
- (v) To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

At the AGM held on 30.09.2020, two (2) special resolutions were passed as follows:

- (i) To re-appoint Sh. Dheeraj Garg, (DIN: 00034926), as Managing Director of the Company for a period of 3 years w.e.f 01.06.2020
- (ii) To re-appoint Sh. Manohar Lal Jain (DIN:00034591) as Executive Director of the Company for a period of 3 years w.e.f 01.07.2020

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

- (i) 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
- (ii) 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

### ➤ **POSTAL BALLOT**

- (a) No Postal Ballot was conducted during the financial year 2021-22.
- (b) 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 Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end, major steps taken are as under:

**Financial Results:** The quarterly, half-yearly and yearly financial results of the company are generally published in two newspapers i.e. ‘Financial Express’ & ‘Desh Sewak’ and are also submitted to the stock exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved.

**Other Information:** The Company discloses to the stock exchanges, all information required to be disclosed under Regulation 30 read with Part ‘A’ and Part ‘B’ of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited – Corporate Compliance & Listing Centre (BSE Listing Centre) and on the online portals of National Stock Exchange of India Limited – NSE’s Electronic Application Processing System (NEAPS) and NSE’s Digital Exchange Platform.

**Website:** The Company’s website <https://sswindia.com/> contains a separate section “Investors” where information for shareholders is available. The Quarterly/Annual Financial Results, annual reports, analysts presentations, investor forms, stock exchange information, shareholding pattern, corporate governance, corporate benefits, policies, investors’ contact details, updated credit ratings, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Analyst/Institutional Investors Presentations:** 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 website of the Company. Further, the audio recordings and

transcripts of post earnings/quarterly calls are also submitted to the stock exchanges and uploaded on the website of the Company with effect from 01.04.2022 in accordance with SEBI Listing Regulations.

### GENERAL SHAREHOLDER INFORMATION

<b>(i) Annual General Meeting for FY 2021-22</b>	
Date	30.09.2022
Time	11:00 A.M.
Mode & Venue	Through Physical Mode At the Registered Office i.e. Village Somalheri/ Lehli, P.O. Dappar, Teh. Derabassi, Distt. S.A.S. Nagar (Mohali), Punjab-140506
<b>(ii) Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>(iii) Year Ending</b>	31.03.2022
<b>(iv) Financial Calendar (tentative) for Results for</b>	
Quarter ending June 2022	3rd week of July, 2022
Quarter ending September 2022	3rd week of October, 2022
Quarter ending December 2022	3rd week of January, 2023
Quarter ending March 2023	3rd week of May, 2023
<b>(v) Book Closure date</b>	24.09.2022 to 30.09.2022 (both days inclusive)
<b>(vi) Dividend Payment date</b>	On or before 30.10.2022 (Subject to the approval of shareholders)
<b>(vii) Name and Address of Stock Exchange at which Company's securities are Listed</b>	<b>(a) BSE Ltd. (BSE)</b> , Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 <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
<b>(viii) Listing fee</b>	The Company has paid listing fees to both the aforesaid 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>	INE802C01025 (with NSDL and CDSL)

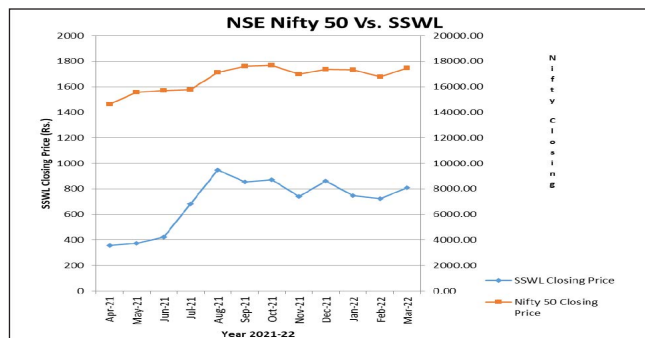
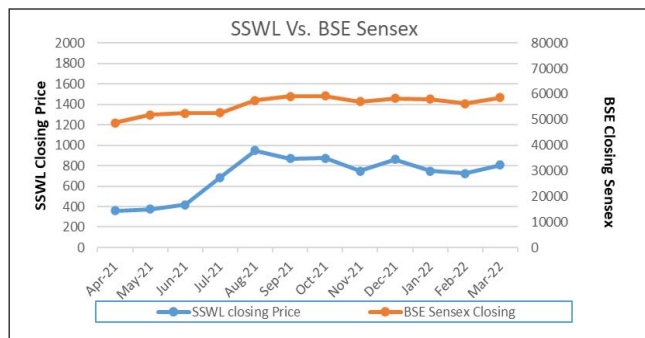
### (xi) Stock Market Price Data

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

Month	BSE Limited (BSE)				National Stock Exchange of India Limited (NSE)			
	Actual		Re-stated		Actual		Re-stated	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2021	758.00	644.90	379.00	322.45	753.50	645.00	376.75	322.50
May, 2021	830.00	625.00	415.00	312.50	830.00	694.85	415.00	347.43
June, 2021	860.10	726.70	430.05	363.35	862.00	725.00	431.00	362.50
July, 2021	1383.35	841.00	691.68	420.50	1375.20	840.35	687.60	420.18
August, 2021	1968.00	1368.45	984.00	684.23	1958.40	1370.00	979.20	685.00
September, 2021	1990.00	1640.00	995.00	820.00	1940.00	1670.00	970.00	835.00
October, 2021	1945.00	1705.10	972.50	852.55	1928.00	1700.00	964.00	850.00
November, 2021*	1884.80	741.85	942.40	741.85	1875.00	738.15	937.50	738.15
December, 2021*	917.00	710.00	917.00	710.00	917.35	704.00	917.35	704.00
January, 2022*	891.15	678.60	891.15	678.60	895.00	676.70	895.00	676.70
February, 2022*	825.75	690.00	825.75	690.00	823.75	702.35	823.75	702.35
March, 2022*	845.75	716.10	845.75	716.10	847.00	716.10	847.00	716.10

\*Each equity share of the Company of face value Rs. 10/- has been sub-divided into two (2) equity shares of Rs. 5/- each w.e.f. 22.11.2021 (the record date for sub-division)

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



**Note:** Each Equity Share of face value of Rs. 10/- of the Company has been sub divided into two (2) Equity Shares of Rs. 5/- each w.e.f. 22.11.2021 and therefore, for meaningful comparison, the prices of Equity Shares traded at face value of Rs. 10/- has been restated to Rs. 5/-.



# STEEL STRIPS WHEELS LIMITED

(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 1<sup>st</sup> 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](mailto: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 1<sup>st</sup> 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. Request for transmission/dematerialisation 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.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, has mandated all listed companies to issue securities in dematerialized form only, while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. The manner and process of making application as per the revised framework and operational guidelines thereto is available on the website of the RTA at <https://linkintime.co.in/home-KYC.html> and the Company at <http://sswllindia.com/investor/>.

In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are advised to consider converting their holdings to dematerialised form. The Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account to seek guidance in the demat procedure. Also members can contact the Company or RTA, for assistance in this regard.

## Update of PAN, KYC and Nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 has mandated furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Further SEBI has also instructed RTAs to freeze folios on or after 1st April, 2023 wherein PAN, KYC details and Nomination are not available. The shareholders are requested to update their details with Company/RTA by submitting form ISR-1 which is available on website of the Company at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/Form-ISR-1.pdf>.

The Company has sent individual letters to all the shareholders holding shares in physical form to furnish their PAN, KYC and Nomination details. The relevant circular(s) and necessary forms in this regard have been made available on the website of the Company at <http://sswllindia.com/investor/> under the head 'Investor Service Request' and RTA's website at <https://linkintime.co.in/home-KYC.html>. Members are advised to register/update their details with the Company/RTA, in compliance with the said circular for smooth processing of their service requests.

## (xvii) Distribution of Shareholding

(a) Class-wise Distribution of Equity Shares as on 31.03.2022

Shares/Debentures Holding of Nominal Value	Number of Shares	% age of Total
Up to 500	2137910	6.85
501 - 1000	663554	2.13
1001 - 2000	627662	2.01
2001 - 3000	343608	1.10
3001 - 4000	173065	0.55
4001 - 5000	197826	0.63
5001 - 10000	515740	1.65
10001 and above	26559575	85.08
<b>Total</b>	<b>31218940</b>	<b>100.00</b>

(b) Shareholding Pattern as on 31.03.2022

S. No	Particulars	No. of Shares	Percentage
1.	Promoter and Promoter Group	19594804	62.77
2.	Mutual Funds/UTI/Financial Institutions, Banks & Foreign Institutional Investors/Foreign Portfolio Investor/Alternative Investment Fund	182326	0.58
3.	Foreign Bodies Corporate	1700000	5.45
	Indian Body Corporate	3624565	11.61
4.	Individuals	5299168	16.97
5.	Any other:		
	Non Residents	208184	0.67
	Clearing Members	30075	0.10
	HUF	155989	0.50
	Trust	156	0.00
	IEPF	413288	1.32
	LLP	10385	0.03
	<b>Total</b>	<b>31218940</b>	<b>100.00</b>

(xviii) Dematerialization of Shares and Liquidity

As on 31.03.2022, there were 27094 shareholders of the Company. Out of these 25529 shareholders were holding 30802514 (98.67%) equity shares in the dematerialized form and rest of them i.e. 1565 shareholders were holding 416426 (1.33%) equity shares in physical form. The non-promoters holding as on 31.03.2022 is 37.23% and the stock is liquid.

The Company's scrip forms part of the compulsory demat segment for all investors and can only be traded in dematerialized form. The Company has established connectivity with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrar and Share Transfer Agent i.e. M/s Link Intime India Private Limited (LIPL). The Company had also appointed LIPL 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 31.03.2022, the Company has no outstanding GDR/ADR or any other convertible instruments.

(xx) Corporate Identification No. : **L27107PB1985PLC006159**

- (xxi) Plant Location :
- (a) Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, District Mohali, Punjab, 140506
  - (b) Plot No. A-10, SIPCOT Industrial Growth Centre, Oragadam, Vallam Village, Sriperumbudur, Tamil Nadu 602105
  - (c) Plot No. 733, 734, 735, 747  
Mouza Jojobera, P. O. & P. S. Chhota Govindpur East Singhbhum, District Jamshedpur, Jharkhand, 831015
  - (d) Plot No. 77,78,136B,394, Village- Martoli/ Tejpura, Taluka – Jotana, Dist. – Mehsana, Gujarat, India, 384430
  - (e) Village-Muria, P.O.- Kolabira Thana No.-150 Dist. Saraikele- Kharsawan, Jharkhand, 833220

(xxii) Address for Correspondence:

To the Registrar & Share Transfer Agents	To the Company (Corporate Office)
Link Intime India Pvt. Ltd. Noble Heights 1 <sup>st</sup> 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 : <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> Contact Persons : Sh. Swapan Kumar Naskar	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@sswIndia.com">mjain@sswIndia.com</a> : <a href="mailto:shamanjindal@sswIndia.com">shamanjindal@sswIndia.com</a>  Contact Person : Sh. Manohar Lal Jain Sh. Shaman Jindal

(xxiii) The Company during the financial year 2021-22 obtained credit rating from India Ratings and Research Pvt. Ltd. (Ind-Ra) (a 100% owned subsidiary of Fitch Group) for credit facilities, the details of which are as follows:

Instrument Type	Ratings by India Ratings and Research
Fund Based Working Capital Limits	IND A-/Positive/IND A2+
Term Loans	IND A-/Positive
Non-Fund Based Working Capital Limits	IND A-/Positive/IND A2+
Proposed non-fund based working capital Limits	IND A-/Positive/IND A2+

# STEEL STRIPS WHEELS LIMITED

It has upgraded the Company's Long Term Issuer Rating to 'IND A-' from 'IND BBB+' and the outlook is positive. The same is also available on the Company's website at <https://sswllindia.com/investor/>. 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 into by the Company with related parties during the financial year 2021-22, were in the ordinary course of business and on an arm's length basis. 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 details of the related party transactions are set out in the Notes to Financial Statement forming part of this Annual Report.

During the financial year 2021-22, the Audit Committee has approved related party transactions 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 transactions entered into by the company pursuant to the omnibus approval given. The Company had not entered into any materially significant related party transaction and none of the related party transactions entered into have any potential conflict with the interest of the Company. The Policy on materiality of Related Party Transactions and also on dealing with such Related Party Transactions as approved by the board of directors has been uploaded on the Company's website at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/relatedpartytransaction.pdf>.

As per the SEBI Listing Regulations, the Company has also submitted the disclosures of Related Party transactions to the Stock Exchanges in the prescribed format and also published it on the website of the Company.

- (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 Section 177(9) & (10) of the Act and in accordance with Regulation 22 of SEBI Listing Regulations and other applicable SEBI Regulations, 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 on the Company's website at <https://sswllindia.com/wp-content/themes/sswl/assets/docs/whistleblower.pdf>. During the financial year 2021-22, the Company has not received any instances of genuine concerns from Directors or employees.
- (iv) In accordance with the SEBI Circular dated February 8, 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. S.K Sikka & Associates, Practicing Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2022.
- (v) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) of the SEBI Listing Regulations.
- (vi) 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.
- (vii) 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 financial statements with 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.
- (viii) The Senior Management of the Company have made disclosures to the Board of Directors confirming that no material, financial and commercial transactions, have been entered into by them with the Company, where they have personal interest, which could have potential conflict of interest with the Company at large.
- (ix) 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.

(x) **Risk Management:** The Company has Risk Management Committee for the risk assessment and to decide on minimization procedures. These procedures are periodically reviewed by the Risk Management Committee to ensure that executive management controls risk through means of a properly defined framework.

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

The Company is in the business of manufacture of wheel rims. 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. The Company is already taking steps to indigenize the imported raw material by developing it with Indian vendors and de-risking the business model.

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 31.03.2022 was Rs. 528.60 crores.

b. Exposure of the listed entity to various commodities:

Commodity Name (Inventory as on 31.03.2022)	Exposures in INR (Crores) towards the Particular Commodity	Exposures in qty (MT) terms towards the Particular Commodity	% of such exposure hedged through commodity derivatives				TOTAL
			Domestic Market		International Market		
			OTC	EXCHANGE	OTC	EXCHANGE	
Raw Material	398.59	55194.54	NIL	NIL	NIL	NIL	NIL
Work in Progress	54.38	6420.40	NIL	NIL	NIL	NIL	NIL
Finished Goods	68.88	7357.08	NIL	NIL	NIL	NIL	NIL
Scrap	6.75	1228.43	NIL	NIL	NIL	NIL	NIL
Misc. Stocks	0.00	0.00	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. However, Company is fairly insulated from any impact of adverse move in commodity prices due to provision of clean pass through of price fluctuations to our customers. Further one of the key supplier of the main commodity that we consume (Steel) also happens to be our stakeholder thereby alleviating any risk with respect to availability of raw material.

(xii) 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 SEBI Listing Regulations.

(xiii) A certificate has been received by the Company from M/s 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(ies). (Annexed herewith as part of report)

(xiv) 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 2021-22.

(xv) M/s AKR & Associates, Chartered Accountants (ICAI 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 2021-22, is given below:

(Rs. In Lakhs)

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

(xvi) 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 2021-22, the Company has not received any complaint on sexual harassment.

# STEEL STRIPS WHEELS LIMITED

## **CODE OF CONDUCT**

The Board of Directors has laid down Code of Conduct ("Code") for all board members and senior management personnel of the Company. The said Code incorporated the duties of directors including independent directors as laid down in the Act and is available on the website of the Company under the link [https://sswllindia.com/wp-content/themes/sswl/assets/docs/code\\_conduct.pdf](https://sswllindia.com/wp-content/themes/sswl/assets/docs/code_conduct.pdf).

All board members and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31.03.2022. 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 board members 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:

[https://sswllindia.com/wp-content/themes/sswl/assets/docs/code\\_insider\\_trading.pdf](https://sswllindia.com/wp-content/themes/sswl/assets/docs/code_insider_trading.pdf)

Web link for Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is [https://sswllindia.com/wp-content/themes/sswl/assets/docs/code\\_unpublished\\_price.pdf](https://sswllindia.com/wp-content/themes/sswl/assets/docs/code_unpublished_price.pdf).

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 the said 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.

## **RECONCILIATION OF SHARE CAPITAL AUDIT**

The Statutory Auditor of the Company carried out a Reconciliation of 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) (**collectively referred to as 'Depositories'**) and the total issued and listed equity share capital. The audit report confirms that the total issued and paid up capital is in agreement with the total number of shares in physical form and dematerialized form held with NSDL and CDSL. The said Audit Report was disseminated to the stock exchanges on quarterly basis well within the stipulated time limit as prescribed in this regard.

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

The Company has submitted quarterly compliance report on corporate governance, duly signed by the Company Secretary/Compliance Officer of the Company, to both the stock exchanges i.e. BSE and NSE wherein the shares of the Company are listed and was also placed before the Board of Directors of the Company.

## **CEO AND CFO CERTIFICATION**

As required under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, the Managing Director, Deputy Managing Director & Chief Financial Officer of the Company have given appropriate certifications for the financial year 2021-22 and the same was placed before the Board of Directors of the Company in its meeting held on 13.05.2022.

## **CONSTITUENTS OF RELATED PARTIES**

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

### **Promoter Group Companies:**

Indian Acrylics Limited, SAB Industries 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 Limited, 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. Limited.

One of the group companies Steel Strips Limited, has been amalgamated into SAB Industries Limited w.e.f. 19.10.2021.

### **Promoters Individuals:**

Sh. Rajinder Kumar Garg, Sh. Dheeraj Garg, Smt. Sunena Garg and Ms. Priya 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 (IEPF)**

The Company has been paying dividend regularly from the last twenty four years (except for the year 2008-09 & 2019-20), starting from the year 1996-97. Some amount of the dividend remain unpaid or 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 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 i.e. both national (English) and local (Punjabi) seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company had transferred an amount of Rs. 4,74,171.00 of unpaid/unclaimed dividend for the financial year 2013-14 and 28,154 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 detailed procedure to claim the shares/unpaid dividend from the IEPF Authority is also available on Company's website at [https://sswllindia.com/wp-content/themes/sswl/assets/docs/Procedure\\_for\\_claiming\\_shares\\_from\\_IEPF\\_Authority.pdf](https://sswllindia.com/wp-content/themes/sswl/assets/docs/Procedure_for_claiming_shares_from_IEPF_Authority.pdf).

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 the act and IEPF Rules, 2016 the details of which are available on the website of the Company under the link:

<https://sswllindia.com/wp-content/themes/sswl/assets/docs/particulars-of-nodal-officer.pdf>.

During the financial year 2022-23, the company would be transferring unpaid or unclaimed dividend amount for the financial year 2014-15 and 2015-16 (Interim Dividend) within 30 days from the due date of transferring the amount to IEPF i.e. 05.11.2022 & 28.11.2022 respectively. Further, the Company is also required to transfer the shares in respect of which dividends have not claimed for seven consecutive years from the Financial Year 2014- 15, to the demat account of the IEPF Authority. The Company has also given individual intimations to concerned shareholders indicating that such shares shall be transferred to IEPF Authority and also advertised in the newspapers seeking action from said shareholders. Accordingly, the concerned members are requested to claim the unclaimed dividend for FY 2014-15 and FY 2015-16 (Interim Dividend) on or before 31.10.2022 and 20.11.2022, respectively.

The details of unpaid dividend for the FY 2014-15 & onwards and the details of shares/ shareholders against which dividends is unclaimed for seven consecutive years from the FY 2014- 15 & FY 2015-16 (Interim Dividend) are provided on the website of the Company at [www.sswllindia.com](http://www.sswllindia.com) under the Investors tab.

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 the act and IEPF Rules, 2016 are given below and the same is disseminated on 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.	7009876354
Email ID	<a href="mailto:shamanjindal@sswllindia.com">shamanjindal@sswllindia.com</a>
Address	SCO 49-50, Sector-26, Madhya Marg, Chandigarh-160019

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

Auditor's Certificate 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

Date: 02.09.2022  
Place: Chandigarh

Rajinder Kumar Garg  
Chairman  
DIN: 00034827

# STEEL STRIPS WHEELS LIMITED

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## 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 (hereinafter referred to as "the Company") for the year ended on 31.03.2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) 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 the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance with 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, and the representations made by directors and the management, 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 31.03.2022.

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

Date: 02.09.2022  
Place: Chandigarh

For AKR & Associates  
Chartered Accountants  
Firm Registration No: 021179N

Sd/-  
(Kailash Kumar)  
Partner  
M. No. 505972  
UDIN: 22505972AQPWAJ7330

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

This is to confirm that the Company has adopted the Code of Conduct for all the Board members and Senior Management of the Company which is available on the website of the Company at <https://sswllindia.com/investor/>.

I confirm that the Company has in respect of the financial year ended 31.03.2022, received from its Board members as well as Senior Management Personnel, a declaration of compliance with the code of conduct as applicable to them.

For Steel Strips Wheels Limited

Dated: 02.09.2022  
Place: Chandigarh

Sd/-  
(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**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Steel Strips Wheels Limited** having CIN: L27107PB1985PLC006159 and having registered office at Village Somalheri/Lehli P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab), 140506 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number ('DIN') status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby certify that none of the Directors on the Board of the Company as stated below for the year ended 31<sup>st</sup> March, 2022, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India ('SEBI'), Ministry of Corporate Affairs ('MCA') or any such statutory authority(ies).

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>
1.	Mr. Rajinder Kumar Garg	00034827
2.	Mr. Dheeraj Garg	00034926
3.	Mr. Andra Veetil Unnikrishnan	02498195
4.	Mr. Manohar Lal Jain	00034591
5.	Mr. Sanjay Garg	00030956
6.	Mr. Sanjay Surajprakash Sahni	08263029
7.	Mr. Virander Kumar Arya	00751005
8.	Mr. Ajit Singh Chatha	02289613
9.	Mr. Surinder Singh Viridi	00035408
10.	Mr. Shashi Bhushan Gupta	00154404
11.	Mrs. Deva Bharathi Reddy	08763741
12.	Mr. Siddharth Bansal	02909820

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Date: 02.09.2022  
Place: Chandigarh

Sd/-  
(Sushil Kumar Sikka)  
Proprietor  
FCS 4241, CP No.: - 3582  
**UDIN: F004241D000893338**



# MANAGEMENT

## DISCUSSION & ANALYSIS

The Indian economy grew 8.7% in FY 2021-22, with the Gross Domestic Product (GDP) expanding 4.1% in the March quarter from a year ago. The GDP growth for FY 2021-22 takes the economy above its pre-pandemic level and is an improvement after contracting 6.6% in FY 2020-21. But the January-March quarter expansion was the weakest in the previous fiscal year. It is lesser than the 5.4% growth seen during the December quarter of FY 2021-22. At the same time, the 4.1% growth in March quarter of FY 2021-22 is an expansion over the meagre 1.6% growth seen during the fourth quarter of FY 2020-21.

### Strong Comeback post COVID Shock for Automobile Sector

Impacted by supply-side challenges, total automobile dispatches during the last financial year fell 6% in all segments, dragged down by lower sales of two-wheelers and entry-level cars amid rising vehicle and fuel costs. As per the data released by the SIAM, two-wheeler sales fell by 11% to 1,34,66,412 units with scooter sales falling 10.55% to 40,09,076 units and motorcycle sales dropping 10.30% to 89,84,186 units. In March, the two-wheeler sales nosedived 21% to 11,84,210 units as motorcycle and scooter sales declined by 21% each to 7,86,479 units and 3,60,082 units, respectively. During the year, passenger vehicle sales during FY 2021-22 stood at 30,69,499 units, up 13.20% from 27,11,457 units a year ago, mainly driven by a 40% growth in sales of utility vehicles. The Commercial Vehicles sales for the last year grew 26% to 7,16,566 units, while three-wheeler sales were up almost 19% to 2,60,995 units.

In April 2021 to March 2022, Passenger Vehicle Exports increased from 404,397 to 577,875 units, Commercial Vehicle Exports increased from 50,334 to 92,297 units, Three Wheeler Exports increased from 393,001 to 499,730 units and Two Wheelers Exports increased from 3,282,786 to 4,443,018 units in April 2021 to March 2022 over same period last year.

The year saw huge volatility in manufacturing due to supply side bottlenecks and the momentum for the next year seems solid on the back of good order book along with order backlogs.

Automobile Sector Recovery post Covid has been solid and was backed by pent up demand. The below table indicates strong momentum for many segment of automobiles to maintain growth momentum and reach very close to pre Covid peaks.

### Total Vehicle Sales Trends

Category	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Passenger Vehicles	3,801,670	4,020,267	4,028,471	3,424,564	3,062,280	3,650,698
Commercial Vehicles	810,253	895,448	1,112,405	756,725	624,939	805,527
Three Wheelers	783,721	1,022,181	1,268,833	1,132,982	614,613	758,088
Two Wheelers	19,933,739	23,154,838	24,499,777	21,032,927	18,349,941	17,714,856
Quadracycles	1,584	1,713	5,388	6,095	3,836	4,061
<b>Grand Total</b>	<b>25,330,967</b>	<b>29,094,447</b>	<b>30,914,874</b>	<b>26,353,293</b>	<b>22,655,609</b>	<b>22,933,230</b>

Domestic Trends are very encouraging and we expect the momentum to carry in FY 2022-23 to post stronger growth for all segment of vehicles. PV segment seems to outperform and may surpass the all-time highs in FY 2022-23 backed by very strong consumer demand.

### Domestic Vehicle Sales Trends

Category	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Passenger Vehicles	3,047,582	3,288,581	3,377,389	2,773,519	2,711,457	3,069,499
Commercial Vehicles	714,082	856,916	10,07,311	717,593	568,559	716,566
Three Wheelers	511,879	635,698	7,01,005	637,065	2,19,446	260,995
Two Wheelers	17,589,738	20,200,117	21,179,847	17,416,432	15,120,783	13,466,412
Quadracycles	0	0	627	942	-12	124
<b>Grand Total</b>	<b>21,863,281</b>	<b>24,981,312</b>	<b>26,266,179</b>	<b>21,545,551</b>	<b>18,620,233</b>	<b>17,513,596</b>

### SSWL Key Growth Drivers Post Covid

Post COVID, SSWL worked extensively on China plus one philosophy and marked many global territories to record highest ever exports revenue for the company. SSWL went on aggressive development plan to further push for global market share in Steel & Aluminum wheel industry to make this shift permanent. The exports went up around 3X in FY 2021-22 with larger mind space captured by SSWL in FY 2021-22. We expect with entry of alloy wheel exports we will be able to continue this journey in coming years. SSWL reports highest ever Alloy wheel segment sales in FY 2021-22 with the help of strong customer belief in SSWL development capabilities. We expect to work closely with customers and ensure strong growth momentum in coming years for alloy wheel segment.

SSWL expects to maintain double digit revenue growth with its focus on all segments of automobiles in FY 2022-23. The Company is committed towards reduction of long term liabilities with the help of consistent double digit EBITDA margins. Company is keeping strong focus on ROC and other return ratios to ensure financial matrix improvement.

### Industry Outlook

The Automobile sector is expected to a very strong growth in FY 2022-23 on a weaker base and very strong consumer demand in all segments. Post Covid there is a strong pent-up demand in all segments and we expect the industry to maintain very strong volume growth.

We expect PV segment to report more than 12% Growth in FY 2022-23 with order back log supporting the demand. Supply chain bottlenecks will remain most important factors for manufacturing.

Commercial vehicle segment is expected to grow more than 15-18% in FY 2022-23 with very strong government infrastructure spend and base line capex returning for the sector. The sector still remains well below FY 2018-19 peak performance but slowly gathering pace to catchup some lost ground.

2 & 3 wheelers are bearing strong demand slowdown current for past few years with cost of ownership increasing every year. The industry has reached almost a decade low for the segment and we expect the industry will try to stabilize around the current output levels and will turn the corner for better perspective in FY 2022-23. We expect the industry to report in 5-7% volume growth in FY 2022-23. Stronger farm income and normalcy in rains will also help to attain the growth.

### Export Outlook

Exports again remain robust and it seems that India is catching up with the world with the help of Make in India initiative catching strong undercurrent.

### Export Sales Trends

Category	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Passenger Vehicles	758,727	748,366	676,192	662,118	404,397	577,875
Commercial Vehicles	108,271	96,865	99,933	60,379	50,334	92,297
Three Wheelers	271,894	381,002	567,683	501,651	393,001	499,730
Two Wheelers	2,340,277	2,815,003	3,280,841	3,519,405	3,282,786	4,443,018
Quadracycles	1,556	1,605	4,400	5,185	3,529	4,326
<b>Grand Total</b>	<b>3,480,725</b>	<b>4,042,841</b>	<b>4,629,049</b>	<b>4,748,738</b>	<b>4,134,047</b>	<b>5,617,246</b>

We expect Indian automobile makers making all attempts to improve global market share and continue to gain momentum for higher exports in FY 2022-23. Major thrust is being put on developing the alloy wheel segment export market and ensure it sails the similar journey in line with Steel Wheels.

### Opportunities

SSWL is looking to expand its presence in alloy wheel with global passenger car segment customer. In view of that we are expanding the capacities also to cater the global demand. Globally Alloy wheel is very popular with more than 80 % wheel penetration. It gives huge export opportunity to SSWL to imitate the steel wheel exports story. As an organization we are focusing on developing this segment of market to become globally competitive and take market share. This segment of business has huge potential towards value addition and bringing foreign exchange to the country. This remains top priority for SSWL to grow its alloy wheel presence in coming 2-3 years.

### Threats

The global economy is going through a rough patch with huge surge in commodity prices bringing in a log of Inflation in developed world. This poses a larger risk for the global economy which may have its impact on Consumer demand due to decades high

## STEEL STRIPS WHEELS LIMITED

Inflation. The global economic turmoil can pose a threat to Indian growth dynamics and can hit consumer sentiment. This can be a probable threat for automotive market sentiment also.

### Financial Performance with respect to Operational Performance

In FY 2021-22 Company achieved the highest ever topline as well bottom-line in its history. Revenue from operations stood at Rs. 3559.95 crores in FY 2021-22 as compared to Rs. 1749.42 crores in FY 2020-21. The company witnessed growth across all the segments it is operating in and outperformed the overall industry in terms of annual growth rate. The two key drivers for the Company in FY 2021-22 were Exports which grew by 203% with overall Exports reaching the best ever figure of Rs. 829.00 crores and alloy wheels which grew by almost 109% to reach Rs. 704.00 crores for the year. The PAT for FY 2021-22 stood at Rs. 205.46 crores vs Rs. 49.25 crores in FY 2020-21. Considering the stellar growth in PAT as well as cash accruals the Company prepaid Rs. 122.00 crores of its term liability in FY 2021-22 and remain focused on optimally utilizing the accruals going forward keeping the overall goal of deleveraging as well as maximizing Return on Capital. Further Company is working aggressively on keeping the overall sales mix tilted towards EBITDA accretive businesses like Alloy Wheels and Exports.

### Risk & Outlook

Steel & Aluminum is the primary raw material for the products of the company, and is a very significant part of the final product cost of Steel & aluminum wheel. Rising steel & aluminum prices continue to be a reality and pose a challenge to inventory and financial management for the company in this competitive auto component sector.

Factor of global growth has become a key linkage between economies and the consumer sentiment. Global growth is still limping on weak wicket and manufacturing output is still shrinking for a large part of the globe. The world economies are making a base after financial crisis and will keep the growth parameters for company in check as the cross border trade is suffering due to low consumption. We are constantly de-risking ourselves by broadening our product reach and extending our reach to across the globe to avoid geographical slowdown risk.

Top customer concentration is a risk as above 75% of revenues come from domestic market customers and company is increasing its foot print in Export markets by catering to wide ranges of segment and customers. Company has ventured into alloy wheel segment to improve the product category to de-risk itself from being only in steel wheel segment. Company is also moving ahead on Alloy wheel market development to further de-risk the steel wheel dependency from Domestic and export customers.

Foreign currency movement also poses the risk towards the corporate performance as global currencies swings are extreme due to various macro issues persisting in current environment. This may act as a headwind for some time to come till situation becomes normal and volatility among global currency recedes to normalized levels. The Company is working aggressively to build larger export to hedge the import currency risk.

To mitigate the risk, the Company continues to strive to improve its operational performance and develop new components, which are technologically superior and have an edge over the competitors.

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

FY2022	FY2021	Detailed Explanation
13.70%	6.57%	The Profit after Tax for financial year 2021-22 has been increased due to increase in overall turnover mainly attributed to Company's Export and Alloy Wheel sales which has contributed to better profit margin.

### Key Financial Ratios

Key Financial Ratio	FY2022	FY2021	%Change	Calculation formula	Detailed Explanation in case change is more than 25%
Debtors Turnover	27.42 days	36.50 days	-24.87%	Average trade Receivables/Gross Revenue from operations	Variation in Coverage, turnover and other profitability ratios is primarily due to increase in turnover and profitability during the year ended 31 <sup>st</sup> March 2022.
Inventory Turnover	58.62 days	86.15 days	-31.95%	Average Inventory/ Sale of Products in days	
Interest Coverage Ratio	2.87	1.09	163.36%	Net profit after taxes + Non-cash operating expenses+ finance cost / Debt service = Finance cost+ Schedule Repayment (excluding prepayment)	
Current Ratio	1.09	1.15	-5.66%	Current Assets/Current Liabilities (excluding Current Maturities of Long term Debt)	
Debt Equity Ratio	0.31	0.51	-38.72%	Long Term Debt (excluding Current Maturities of Long term Debt)/ Shareholder's Equity (excluding Revaluation reserve)	
Operating Profit Margin (%)	10.93%	8.45%	29.35%	Profit before tax before interest/Net Sales=Total sales-sales return	
Net Profit Margin (%)	5.77%	2.82%	105.01%	Net Profit/Net Sales= Total sales - sales return	

## SEGMENT REPORTING

The Company is primarily engaged in the business of manufacturing 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).

## RISKS & CONCERNS

The Company's business is exposed to many internal and external risks and it has consequently put in place robust systems and processes, along with appropriate review mechanisms to actively monitor, manage and mitigate these risks. 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.
	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. <b>Focus on employee engagement:</b>  Increased focus on offering learning opportunities with allocation of funds for training requirements.
	Competition	The Company faces competition in the business field it operates in. As a result, the Company is exposed to dual risk of either being displaced by existing or new competitors or its products being replaced by product innovations and new technological features. Customer dissatisfaction on price, quality, delivery performance, and design could lead to loss of market share.	The Company ensures close cooperation with its key customers on product development. It has implemented strict product quality controls in order to reduce the likelihood of substitution. The company remains ahead on technology front on light weighting the products to offer best in class products to its customer.

## STEEL STRIPS WHEELS LIMITED

Financial Risk	Currency Volatility	Volatility in currency exchange movements resulting in transaction and translation exposure.	Board approved Currency hedging policies and practices are 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 Company 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.

### DEVELOPMENT IN HUMAN RESOURCES

Though the second wave has impacted the supply chain in Q1 of FY 2021-22, all our plants have been functioning normally subject to strict adherence to safety protocols mandated by the government/local authorities in order to contain the spread of COVID-19. Post the easing of lockdown restrictions and widening reach of vaccines, there has been a focus on renewing and continuing operations in a safe and sustainable manner. The workforce showed great resilience in the face of an unprecedented pandemic demonstrating its ability to adapt to new circumstances. They ensured that your company was quickly on its way to normalcy and well placed to exploit opportunities in favorable market conditions.

Furthermore, 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



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continuous improvement and development among the employees of the Company. The Company provides a holistic environment where employees get opportunities to realize their potential. The 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 31.03.2022, the Company had 2304 permanent employees on the rolls of the Company.

**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: 02.09.2022  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

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# 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 2022, 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 2022, 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. 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.

### 4. 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.

### 5. 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.

## 6. 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 judgement 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.

## 7. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" to this report a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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.



## STEEL STRIPS WHEELS LIMITED

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- e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 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 B". 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
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.
  - v. The final dividend declared and paid by the Company during the year in respect of the previous financial year is in accordance with section 123 of the Act 2013 to the extent it applies to payment of dividend.
  - vi. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

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

per **Kailash Kumar**  
Partner  
Membership No.: 505972  
Place : Chandigarh  
Date : 13.05.2022

UDIN: 22505972AJEHPU8110  
UDIN DATED 18.05.2022

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## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF STEEL STRIPS WHEELS LIMITED FOR THE YEAR ENDED 31.03.2022

[Referred to in paragraph 7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i) a) A) The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
B) The company has maintained proper records showing full particulars of intangible assets.
- b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- d) The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) a) The inventories were physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in aggregate of each class of inventories were noticed on such physical verification of inventories when compared with the books of accounts.
- b) The company has been sanctioned working capital limit in excess of five crore rupees in aggregate from banks/financial institutions on the basis of the security of the current assets of the company. The quarterly returns/statements filed by the company with such banks/ financial institutions are in agreement with the books of accounts of the company.
- iii) During the year, the company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties hence clause 3(iii) (a) to 3(iii) (f) is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with the view to determine whether they are accurate and complete.
- vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess have been regularly deposited by the company with appropriate authorities in all cases during the year.
- b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of goods and service tax, income tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.
- viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

## STEEL STRIPS WHEELS LIMITED

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- c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short term basis have been used for long term purposes by the company.
- e) The Company does not have any subsidiary, associate or joint venture, hence reporting under the clause (ix)(e) of the order is not applicable to the Company.
- f) The Company does not have any subsidiary, associate or joint venture, hence reporting under the clause (ix)(f) of the order is not applicable to the Company.
- x) a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the clause 3(x)(b) of the Order is not applicable.
- xi) a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor on the Company.
- b) We have not come across of any instance of fraud by the Company or on the Company during the course of audit of the standalone financial statement for the year ended March 31, 2022, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.
- c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to the company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) 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) a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit report of the company issued till date for the period under audit.
- xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- xvi) a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.
- b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3 (xvi)(b) of the Order is not applicable to the Company.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii) Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph clause 3 (xvii) of the Order are not applicable to the Company.
- xviii) There has been no resignation of the statutory auditors during the year and accordingly, requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b) There are no unspent amounts towards Corporate Social Responsibility (CSR) as at the end of financial year on ongoing projects requiring a transfer to a Special account in compliance with Section 135 (6) of the Act and the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.
- xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in the report.

**For AKR & Associates**

Chartered Accountants

Firm's Registration No.: 021179N

per **Kailash Kumar**

Partner

Membership No.: 505972

Place : Chandigarh

Date : 13.05.2022

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## Annexure B to Independent Auditor's Report Referred to in paragraph 7 of 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, 2022 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, 2022 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 : 13.05.2022

# BALANCE SHEET

As at 31st March, 2022

(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	Note no.	As at 31st March 2022	As at 31st March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	3	1,35,826.81	1,25,737.56
b) Capital work-in-progress	4	9,694.38	10,933.90
c) Other Intangible assets	5	134.98	180.26
d) Financial assets			
i) Investments	6	19.40	19.40
ii) Loans	7	2,223.51	1,139.14
iii) Other Financial assets	8	791.20	906.56
e) Other non-current assets	9	1,012.06	3,672.60
<b>Total Non-Current assets</b>		<b>1,49,702.34</b>	<b>1,42,589.42</b>
<b>Current assets</b>			
a) Inventories	10	64,698.69	49,647.90
b) Financial assets			
i) Trade receivables	11	39,233.65	25,708.06
ii) Cash and Cash equivalents	12	2,320.42	2,791.83
iii) Bank balances other than above	13	3,470.55	2,527.75
iv) Loans	14	412.28	283.98
v) Other financial asset	15	0.05	54.18
c) Current tax assets (net)	16	-	230.58
d) Other current assets	17	10,321.06	13,840.62
<b>Total Current assets</b>		<b>1,20,456.70</b>	<b>95,084.90</b>
<b>Total Assets</b>		<b>2,70,159.04</b>	<b>237,674.32</b>
<b>EQUITY AND LIABILITIES</b>			
a) Equity Share capital	18	1,560.95	1,560.95
b) Share Application Money pending allotment		-	-
c) Other equity	19	93,622.77	73,368.86
<b>Total Equity</b>		<b>95,183.72</b>	<b>74,929.81</b>
<b>Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	27,925.43	37,978.07
ii) Others financial liabilities	21	7,505.16	8,014.74
b) Provisions	22	2,345.66	1,147.95
c) Deferred tax liabilities (Net)	23	17,064.15	16,371.29
<b>Total Non-Current Liabilities</b>		<b>54,840.40</b>	<b>63,512.05</b>
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	24	49,864.42	55,745.86
ii) Trade and other payables			
Total outstanding dues of micro enterprises and small enterprises	25	2,093.31	1,128.59
Total outstanding dues of creditors other than micro enterprises and small enterprises		63,819.18	40,095.09
iii) other financial liabilities	26	-	-
b) Current Tax Liabilities (Net)	27	182.11	-
c) Provisions	28	456.44	660.12
d) Other current liabilities	29	3,719.46	1,602.80
<b>Total Current Liabilities</b>		<b>1,20,134.92</b>	<b>99,232.46</b>
<b>Total Equity and liabilities</b>		<b>2,70,159.04</b>	<b>2,37,674.32</b>

The accompanying notes are an integral part of these financial statements (1-52)

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 : 13th May 2022

For and on behalf of the Board

Sanjay Garg  
Ajit Singh Chatha  
Shashi Bhushan Gupta  
Virander Kumar Arya  
Surinder Singh Viridi  
Siddharth Bansal  
Deva Bharathi Reddy  
Directors

Rajinder Kumar Garg  
Chairman  
Manohar Lal Jain  
Executive Director  
Naveen Sorot  
CFO

Shaman Jindal  
Company Secretary

## STATEMENT OF PROFIT & LOSS ACCOUNT

For the year ended 31st March, 2022

(All amounts ₹ in Lakhs, unless stated otherwise)

S. No.	Particulars	Notes	Year Ended 31st March 2022	Year Ended 31st March 2021
I	Revenue from operations	30	3,55,995.34	1,74,941.53
II	Other Income	31	1,302.66	1,631.81
	<b>Total income(I+II)</b>		<b>3,57,298.00</b>	<b>1,76,573.34</b>
III	Expenses			
a	Cost of materials consumed	32	2,22,164.98	1,08,236.99
b	Change in inventories of finished goods, stock in trade and work -in-progress	33	(3,450.63)	1,670.88
c	Employee benefit expense	34	21,867.52	15,294.47
d	Finance costs	35	8,542.09	8,393.14
e	Depreciation and amortisation expense	36	7,686.99	7,231.13
f	Other expenses	37	70,135.19	29,363.74
	<b>Total Expenses III (a to f)</b>		<b>3,26,946.14</b>	<b>1,70,190.35</b>
IV	Profit/(loss) before exceptional items and tax (I+II-III)		30,351.86	6,382.99
V	Exceptional items	38	-	0.09
VI	Profit/(loss) before tax after exceptional items(IV-V)		<b>30,351.86</b>	<b>6,382.90</b>
VII	Tax expense: (refer note 51)			
	(1) Current tax		8,934.51	453.52
	(2) Deferred tax		843.50	1,004.36
	Prior years tax Adjustments		27.44	-
VIII	Profit/(loss) for the period after Tax (VI-VII)		<b>20,546.41</b>	<b>4,925.02</b>
IX	<b>Other Comprehensive Income</b>		<b>(257.30)</b>	<b>9.80</b>
A	(i) Items that will not be reclassified to profit or loss			
	-Re-measurement gains (losses) on defined benefit plans		(395.81)	15.07
	-Income tax relating to above items		138.51	(5.27)
X	Total Comprehensive Income for the period (VIII+IX)(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		20,289.11	4,934.82
XI	Paid-up equity share capital (Face value of Rs 5 per share)		1,560.95	1,560.95
XII	Earnings per equity share in Rs. (refer note 39)			
	(1) Basic (in ₹)		65.81	15.78
	(2) Diluted (in ₹)		65.65	15.74

The accompanying notes are an integral part of these financial statements (1-52)  
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 : 13th May 2022

**For and on behalf of the Board**

Sanjay Garg  
Ajit Singh Chatha  
Shashi Bhushan Gupta  
Virander Kumar Arya  
Surinder Singh Viridi  
Siddharth Bansal  
Deva Bharathi Reddy  
**Directors**

Rajinder Kumar Garg  
**Chairman**

Manohar Lal Jain  
**Executive Director**

Naveen Sorot  
**CFO**

Shaman Jindal  
**Company Secretary**

# CASH FLOW STATEMENT

For the year ended 31st March, 2022

(All amounts ₹ in Lakhs, unless stated otherwise)

S. No.	Particulars	For Year Ended		For Year Ended	
		31st March 2022		31st March 2021	
<b>A.</b>	<b>Cash Inflow/ (Outflow) from Operating activities</b>				
	Profit before tax		30,094.56		6,392.70
	Depreciation	7,686.99		7,231.13	
	(Profit)/ Loss on sale of assets	(60.58)		(72.51)	
	Interest received	(1,079.41)		(1,105.46)	
	Financial charges paid	8,542.09	15,089.09	8,393.14	14,446.30
	<b>Operating profit before working capital changes</b>		<b>45,183.65</b>		<b>20,839.00</b>
	Adjustment for				
	- (Increase)/ decrease in inventory	(15,050.79)		(16,717.28)	
	- (Increase)/ decrease in trade and other receivables	(13,599.76)		(5,610.37)	
	- Non Current/Current Financial Liabilities and Assets provision	4,510.19		-	
	- Changes in Tax Provision	(500.89)		-	
	- Increase/ (decrease) in trade payables	24,688.81	47.56	19,860.51	(2,467.14)
	<b>Cash inflow from operating activities</b>		<b>45,231.21</b>		<b>18,371.86</b>
	Taxes paid		4,620.00		1,457.88
	<b>Net cash from / (used) in operating activities</b>		<b>40,611.21</b>		<b>16,913.98</b>
<b>B.</b>	<b>Cash flows from/ (used) in Investing Activities</b>				
	Purchase of fixed assets	(16,912.94)		(5,626.63)	
	Sale of fixed assets	421.50		743.32	
	Profit on sale of investments / Assets	60.58		72.51	
	Interest received	1,079.41		1,105.46	
	<b>Net cash from / (used) in investing activities</b>		<b>(15,351.45)</b>		<b>(3,705.34)</b>
<b>C.</b>	<b>Cash flows from/ (used) in Financing Activities</b>				
	Proceeds from issue of equity shares incl premium	-		1.98	
	Proceeds from long term borrowings	12,256.43		10,660.00	
	Proceeds(payment) from/(of)long term Provisions/Short Term Provisions /	-		1,013.32	
	Change in Reserve/Change in Tax Provisions				
	Repayment of long term borrowings (net of fluctuation)	(29,649.63)		(10,436.26)	
	Changes in working capital loans/short term borrowings	1,459.10		(6,248.87)	
	(Increase)/Decrease in Long/short Term Loan and Advances	-		(3,656.36)	
	Dividend paid	(312.19)		-	
	Financial charges paid	(8,542.09)		(8,393.14)	
	<b>Net cash from / (used) in financing activities</b>		<b>(24,788.38)</b>		<b>(17,059.33)</b>
	<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>471.38</b>		<b>(3,850.69)</b>
	<b>Cash and cash equivalents as at April 1, 2021</b>		<b>5,319.59</b>		<b>9,170.28</b>
	<b>Cash and cash equivalents as at March 31, 2022</b>		<b>5,790.97</b>		<b>5,319.59</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, 2022 and found the same in agreement therewith.

The accompanying notes are an integral part of these financial statements (1-52)

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 : 13th May 2022

## For and on behalf of the Board

Sanjay Garg  
Ajit Singh Chatha  
Shashi Bhushan Gupta  
Virander Kumar Arya  
Surinder Singh Viridi  
Siddharth Bansal  
Deva Bharathi Reddy  
Directors

Rajinder Kumar Garg  
Chairman  
Manohar Lal Jain  
Executive Director  
Naveen Sorot  
CFO

Shaman Jindal  
Company Secretary



# STEEL STRIPS WHEELS LIMITED

Notes on Financial Statement for the year ended 31st March 2022.

## 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 13th May 2022.

## 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

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.

### 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

Notes on Financial Statement for the year ended 31st March 2022.

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 recognizes 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.

Notes on Financial Statement for the year ended 31st March 2022.

## 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 amortized cost

A financial asset is subsequently measured at amortized 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 counterparty 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 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, maximizing the use of relevant observable inputs and minimizing 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 recognized 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/ inventorized 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 recognized 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 recognized 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 recognized 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 past 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 recognized 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 recognized 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 recognized 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 recognized 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 recognized in profit or loss in the period in which they arise. Past-service costs are recognized 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 straight-line 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 recognized 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 recognized 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 recognized 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).

# STEEL STRIPS WHEELS LIMITED

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 realization 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**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 021179N**

**per Kailash Kumar**  
**Partner**  
**Membership Number : 505972**

**Place : Chandigarh**  
**Date : 13th May 2022**

## For and on behalf of the Board

Sanjay Garg  
Ajit Singh Chatha  
Shashi Bhushan Gupta  
Virander Kumar Arya  
Surinder Singh Viridi  
Siddharth Bansal  
Deva Bharathi Reddy  
**Directors**

Rajinder Kumar Garg  
**Chairman**

Manohar Lal Jain  
**Executive Director**

Naveen Sorot  
**CFO**

Shaman Jindal  
**Company Secretary**

## Statement of Changes in Equity for the period ended 31 March 2022

(All amounts ₹ in Lakhs, unless stated otherwise)

		(₹ In lacs)							
		Reserve and surplus							
PARTICULARS	Share Forefeiture Reserve	Securities premium reserve	Capital Reserve	General Reserve	Share Option Outstanding	Deferred Employee Compen sation	Retained Earnings	Total	
<b>A. Equity Share Capital</b>									
As at 31 March, 2020			1,558.97						
Changes in equity share capital during the year			1.98						
As at 31 March, 2021			<u>1,560.95</u>						
Changes in equity share capital during the year			-						
As at 31 March, 2022			<u>1,560.95</u>						
<b>B. Other Equity</b>									
<b>(a) Balance at 31 March, 2020</b>	2,237.85	13,347.64	5,358.59	45,966.96	729.84	(529.52)	1,124.20	68,235.56	
(i) Profit for the year	-	-	-	-	-	-	4,925.04	4,925.04	
(ii) Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	9.80	9.80	
<b>(b) Total comprehensive income for the year</b>	-	-	-	-	-	-	4,934.84	4,934.84	
Deductions during the year							-	-	
(iii) Dividends including tax thereon	-	-	-	-	-	-	-	-	
(iv) Transfer to general reserve	-	-	-	2,381.34	-	-	(2,365.06)	16.28	
(v) Shares issued/options exercised	-	182.69	-	-	(0.53)	-	-	182.16	
<b>(c) Balance at 31 March, 2021</b>	<u>2,237.85</u>	<u>13,530.33</u>	<u>5,358.59</u>	<u>48,348.30</u>	<u>729.31</u>	<u>(529.52)</u>	<u>3,693.98</u>	<u>73,368.84</u>	
(vi) Profit for the year	-	-	-	-	-	-	20,546.42	20,546.42	
(vii) Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(257.30)	(257.30)	
<b>(d) Total comprehensive income for the year</b>	-	-	-	-	-	-	20,289.12	20,289.12	
Deductions during the year									
(viii) Dividends including tax thereon	-	-	-	-	-	-	(312.19)	(312.19)	
(ix) Transfer to general reserve	-	-	-	4,925.04	-	-	(4,925.05)	(0.01)	
(x) Shares issued/options exercised	-	-	-	-	277.00	-	-	277.00	
<b>(e) As at 31 March, 2022</b>	<u>2,237.85</u>	<u>13,530.33</u>	<u>5,358.59</u>	<u>53,273.34</u>	<u>1006.31</u>	<u>(529.52)</u>	<u>18,745.86</u>	<u>93,622.76</u>	

The accompanying notes are an integral part of these financial statements (1-52)  
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 : 13th May 2022

For and on behalf of the Board

Sanjay Garg  
Ajit Singh Chatha  
Shashi Bhushan Gupta  
Virander Kumar Arya  
Surinder Singh Viridi  
Siddharth Bansal  
Deva Bharathi Reddy  
Directors

Rajinder Kumar Garg  
Chairman

Manohar Lal Jain  
Executive Director

Naveen Sorot  
CFO

Shaman Jindal  
Company Secretary



# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022  
(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,2020</b>	10,451.17	1,207.17	30,741.35	1,119.33	5,166.03	1,39,237.52	1,986.04	1,89,908.61
Additions	832.50	-	71.00	50.05	25.83	1,871.53	8.65	2,859.56
Disposals	-	-	-	-	(17.29)	(990.83)	(73.06)	(1,081.18)
<b>Balance as at 31st March,2021</b>	<b>11,283.67</b>	<b>1,207.17</b>	<b>30,812.35</b>	<b>1,169.38</b>	<b>5,174.57</b>	<b>1,40,118.22</b>	<b>1,921.63</b>	<b>1,91,686.99</b>
Additions	10.25	-	5,511.20	72.15	107.30	12,343.45	-	18,044.35
Disposals	-	-	(5.73)	-	(19.74)	(391.05)	(4.98)	(421.50)
<b>Balance as at 31st March,2022</b>	<b>11,293.92</b>	<b>1,207.17</b>	<b>36,317.82</b>	<b>1,241.53</b>	<b>5,262.13</b>	<b>1,52,070.62</b>	<b>1,916.65</b>	<b>2,09,309.83</b>
<b>Accumulated Depreciation</b>								
<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>
Additions	-	12.06	941.02	107.57	509.06	5,443.12	168.29	7,181.12
Disposals	-	-	-	-	(16.24)	(592.01)	(59.70)	(667.95)
<b>Balance as at 31st March,2021</b>	-	<b>176.04</b>	<b>6,647.00</b>	<b>888.10</b>	<b>3,757.57</b>	<b>53,172.98</b>	<b>1,307.61</b>	<b>65,949.30</b>
Additions	-	12.06	1,070.97	82.92	408.29	5,916.94	150.45	7,641.63
Disposals	-	-	(0.36)	-	(17.39)	(85.62)	(4.73)	(108.10)
<b>Balance as at 31st March,2022</b>	-	<b>188.10</b>	<b>7,717.61</b>	<b>971.02</b>	<b>4,148.47</b>	<b>59,004.30</b>	<b>1,453.33</b>	<b>73,482.83</b>
<b>Net carrying amount</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>786.86</b>	<b>1,30,472.28</b>
<b>Balance as at 31st March,2021</b>	<b>11,283.67</b>	<b>1,031.13</b>	<b>24,165.35</b>	<b>281.28</b>	<b>1,417.00</b>	<b>86,945.24</b>	<b>613.89</b>	<b>1,25,737.56</b>
<b>Balance as at 31st March,2022</b>	<b>11,293.92</b>	<b>1,019.07</b>	<b>28,600.21</b>	<b>270.51</b>	<b>1,113.66</b>	<b>93,066.32</b>	<b>463.32</b>	<b>1,35,826.81</b>

### Notes:

- The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 on Property, plant and equipment and Note 5 on Other Intangible Assets to the financial statements, are held in the name of the Company
- 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.
- There is no change in the carrying value of Assets on the account of Revaluation of Assets.
- Capital expenditure incurred on R & D Centre

Particular	FY 2021-22		FY 2020-21		FY 2019-20	
	Dappar	Mehsana	Dappar	Mehsana	Dappar	Mehsana
Plant & Machinery R & D	558.16	811.64	-	-	517.90	-
Data Processing Equipments-R&D	-	21.27	-	40.45	-	-
Die Tooling (R&D)	1,068.21	-	16.71	-	1,010.63	-
<b>Total</b>	<b>1,626.37</b>	<b>832.91</b>	<b>16.71</b>	<b>40.45</b>	<b>1,528.52</b>	-
Less: Transfer/adjustments	-	-	-	-	(52.61)	-
<b>Total R&amp;D Capital Expenditure</b>	<b>1,626.37</b>	<b>832.91</b>	<b>16.71</b>	<b>40.45</b>	<b>1,475.92</b>	-

Revenue expenditure incurred on R & D Centre

Particular	FY 2021-22		FY 2020-21		FY 2019-20	
	Dappar	Mehsana	Dappar	Mehsana	Dappar	Mehsana
SALARIES, WAGES AND OTHER ALLOWANCES	620.07	170.62	484.49	134.36	568.92	129.83
POWER & FUEL	16.41	4.31	12.82	4.34	23.97	2.37
TRAVELLING AND CONVEYANCE	5.30	1.17	1.32	2.91	18.79	2.55
<b>Total</b>	<b>641.79</b>	<b>176.11</b>	<b>498.63</b>	<b>141.61</b>	<b>611.67</b>	<b>134.75</b>
Less: Salaries and wages Adjusted	-	-	-	-	-	-
<b>Total R&amp;D Revenue Expenditure</b>	<b>641.79</b>	<b>176.11</b>	<b>498.63</b>	<b>141.61</b>	<b>611.67</b>	<b>134.75</b>

Leases	As at	As at
	31st March 2022	31st March 2021
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	958.77	970.83
d) The company has used deemed cost exemption under Ind AS 101 as on the date of transition to Ind AS.		

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

**Note-4 Capital Work-in-Progress**

Particulars	Amount
Balance as at 31st March,2020	5,280.33
Balance as at 31st March,2021	10,933.90
Balance as at 31st March,2022	9,694.38

**Notes:**

1) Ageing of Capital work in Progress is as below:

**As on 31st March 2022**

Particulars	Less than 1year	1-2 Years	2-3 Years	More than 3 Years	Total
Capital work in Progress	2,288.88	7,405.49	-	-	9,694.38

**As on 31st March 2021**

Particulars	Less than 1year	1-2 Years	2-3 Years	More than 3 Years	Total
Capital work in Progress	10,933.90	-	-	-	10,933.90

There is no project lying in Capital work in progress which have been exceeded from its timeline of completion.

**Note-5 Other Intangible Assets**

Particulars	As at 31st March 2022
Particulars	Intangible Assets
<b>Gross Carrying Value</b>	
Balance as at 31st March,2020	527.58
Additions	58.47
Disposals	(8.46)
Balance as at 31st March,2021	577.59
Additions	(2.85)
Disposals	-
Balance as at 31st March,2022	574.74
<b>Accumulated Depreciation</b>	
Balance as at 31st March,2020	347.32
Additions	50.01
Disposals	-
Balance as at 31st March,2021	397.33
Additions	42.43
Disposals	-
Balance as at 31st March,2022	439.76
<b>Net carrying amount</b>	
Balance as at 31st March,2020	180.26
Balance as at 31st March,2021	180.26
Balance as at 31st March,2022	134.98

**Note 6. Non-current investments**

Particulars	As at 31st March 2022	As at 31st March 2021
<b>OTHERS</b>		
<b>Investment in Equity Shares</b>	11.25	11.25
(Unquoted and valued at cost)		
112,500 (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

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note 7. Loans</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Advance recoverable in cash or kind	2,258.51	1,174.13
Less :- Provisions for Doubtful Advances( Other loan & advances)	35.00	35.00
	<b>2,223.51</b>	<b>1,139.14</b>

1) 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.

2) There are no outstanding loans/advances in nature of loan to promoters, key management personnel, Director Related party or other officers of the Company.

### Note:- 8. Other financial assets (non-current)

Security deposits	775.34	890.70
Income tax Refundable of earlier years	15.86	15.86
	<b>791.20</b>	<b>906.56</b>

### Note:- 9. Other non-current assets

Capitall advances	880.65	3,539.60
Prepaid expenses	131.41	133.00
	<b>1,012.06</b>	<b>3,672.60</b>

### Note:-10 Inventories

#### (Valued at cost, unless otherwise stated)

a) Raw material		
- Raw Material & Components in hand	25,922.30	22,103.97
- Raw Material & Components (in transit)	13,935.78	5,391.07
b) Work in Progress	5,439.90	4,095.86
c) Finished Goods	6,888.72	5,223.82
d) Stores & Spares	11,837.94	12,600.79
e) Scrap	674.06	232.37
	<b>64,698.69</b>	<b>49,647.90</b>

### Note:- 11 Trade receivables

#### (Unsecured, considered good unless otherwise stated)

Unsecured, considered good	39,233.65	25,708.07
Unsecured, considered doubtful	35.01	55.66
	39,268.66	25,763.73
Less :- Provisions for Doubtful Debtors	35.01	55.66
	<b>39,233.65</b>	<b>25,708.06</b>

### Detail of Debtors ageing as below:

#### As at 31st March 2022

Trade recievable	Unbilled	Not Due	Less then 6 months	6 months -1year	1-2 Year	2-3 year	Total
a) Undisputed Considered good	-	28,284.85	10,337.96	509.40	65.27	36.17	39,233.65
b) Undisputed Considered Doubtfull	-	-	-	-	-	35.01	35.01
c) Disputed Considered good	-	-	-	-	-	-	-
d)Disputed Considered Doubtfull	-	-	-	-	-	-	-
<b>Total</b>	-	28,284.85	10,337.96	509.40	65.27	71.18	39,268.66

#### As at 31st March 2021

Trade recievable	Unbilled	Not Due	Less then 6 months	6 months -1year	1-2 Year	2-3 year	Total
a) Undisputed Considered good	-	18,386.52	6,996.46	150.49	140.50	34.09	25,708.06
b) Undisputed Considered Doubtfull	-	-	-	-	-	55.66	55.66
c) Disputed Considered good	-	-	-	-	-	-	-
d)Disputed Considered Doubtfull	-	-	-	-	-	-	-
<b>Total</b>	-	18,386.52	6,996.46	150.49	140.50	89.75	25,763.72

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note:- 12 Cash and bank balances</b>		
Balances with banks		
-Current account	22.34	271.15
Cheques in hand	2,295.00	2,517.44
Cash in hand	3.08	3.24
	<b>2,320.42</b>	<b>2,791.83</b>
<b>Note:- 13. Other Bank Balances</b>		
Current Account-Funds for CSR activities	0.47	0.47
Unpaid dividend accounts	43.45	38.44
Fixed deposits maturing within 12 months	3,426.63	2,488.86
	<b>3,470.55</b>	<b>2,527.75</b>
<b>Note:- 14. Loans</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Advances Recoverable in Cash or in Kind (Short Term)	412.28	283.98
	<b>412.28</b>	<b>283.98</b>
<b>Note:- 15. Other financial assets</b>		
Interest Accrued But Not Received	0.05	54.18
	<b>0.05</b>	<b>54.18</b>
<b>Note:-16. Current/Non-current tax assets/ liabilities (net)</b>		
Advance Tax/ Tax Deducted at Source	-	230.58
	<b>-</b>	<b>230.58</b>
<b>Note:-17. Other current assets</b>		
MAT Credit Entitlement	6,675.08	10,254.09
Balance with Statutory Authorities	440.20	44.52
GST/VAT Recoverable	3,097.66	3,470.60
Prepaid Expenses	108.12	71.42
	<b>10,321.06</b>	<b>13,840.63</b>
Less :- Provisions for Doubtful Advances	-	-
	<b>10,321.06</b>	<b>13,840.63</b>

Particulars	As at 31st March 2022		As at 31st March 2021	
<b>Note:- 18(a) Equity Share Capital</b>				
<b>Authorised capital</b>	<b>No. of shares</b>	<b>Amount</b>	<b>No. of shares</b>	<b>Amount</b>
Equity Shares of Rs.5/-each (Previous Year Rs. 10/- each) [Refer Note 18(e)]	3,80,00,000	19,00,00,000	1,90,00,000	19,00,00,000
Preference shares of Rs. 145/- each Optionally Convertible cumulative or Non Cumulative	12,00,000	17,40,00,000	12,00,000	17,40,00,000
<b>Issued, subscribed and Fully paid up.</b>	<b>No. of shares</b>	<b>Amount</b>	<b>No. of shares</b>	<b>Amount</b>
Equity Shares of ₹ 5/- each (Previous Year Rs. 10/- each) [Refer Note 18(e)]	31218940	1,560.95	15609470	1,560.95
<b>a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year</b>				
Equity shares at the beginning of the year	1,56,09,470	1,560.95	1,55,89,720	1,558.97
Add: Issued during the year	-	-	19,750	1.97
Add: Adjustment for sub-division of equity shares [Refer Note 18(e)]	1,56,09,470	-	-	-
Equity shares at the end of the year	<b>3,12,18,940</b>	<b>1,560.95</b>	<b>1,56,09,470</b>	<b>1,560.95</b>

**b) Rights, Preferences and restrictions attached to shares**

The Company has issued only one class of shares i.e. equity shares of Rs. 5/- per share (previous year 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.

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022  
(All amounts ₹ in Lakhs, unless stated otherwise)

**c) Details of shareholders holding more than 5% shares in the Company [Refer Note 18(e)]**

	As at 31st March 2022		As at 31st March 2021	
	No. of shares	% holding	No. of shares	% holding
MR. DHEERAJ GARG	9280456	29.73	4640228	29.73
SAB INDUSTRIES LIMITED	2648374	8.48	1324187	8.48
SAB UDYOG LIMITED	2285164	7.32	1142582	7.32
TATA STEEL LIMITED	2173944	6.96	1086972	6.96
SUMITOMO METAL INDUSTRIES LIMITED	1700000	5.45	850000	5.45

d) Share Reserved for Issue under Options outstanding as at the end of the year (refer note no. 47)

(e) Pursuant to the approval of the shareholders at the 35th Annual General Meeting of the Company held on September 30, 2021, each equity share of face value of Rs. 10/- per share was sub-divided into 2( two) equity shares of face value of Rs. 5/- per share, with effect from the record date i.e., November 22, 2021.

**(f) Details of Promoter's shareholding in the Company**

S. No.	Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year*
		No. of shares (FV @RS. 5/- each)	% of total shares of the Company	No. of shares (FV @RS. 10/- each)	% of total shares of the Company	
	<b>Individuals</b>					
1	Dheeraj Garg	9280456	29.73	4640228	29.73	0.00
2	R K Garg	585142	1.87	292571	1.87	0.00
3	Priya Garg	158524	0.51	79262	0.51	0.00
4	Sunena Garg	1600536	5.13	800268	5.13	0.00
	<b>TOTAL (A)</b>	<b>11624658</b>	<b>37.24</b>	<b>5812329</b>	<b>37.24</b>	<b>0.00</b>
	<b>Promoter Body Corporate</b>					
1	SAB INDUSTRIES LIMITED	2648374	8.48	1324187	8.48	0.00
2	SAB UDYOG LIMITED	2285164	7.32	1142582	7.32	0.00
3	CHANDIGARH DEVELOPERS PRIVATE LTD	1138264	3.65	569132	3.65	0.00
4	DHG MARKETING PRIVATE LTD	1002188	3.21	501094	3.21	0.00
5	MALWA CHEMTEX UDYOG LTD	770000	2.47	385000	2.47	0.00
6	STEEL STRIPS FINANCIERS PVT LTD	40000	0.13	20000	0.13	0.00
7	MUNAK INTERNATIONAL PVT LTD	4500	0.01	2250	0.01	0.00
8	S S CREDITS (P) LTD	3200	0.01	1600	0.01	0.00
9	S J MERCANTILE PVT. LIMITED	2400	0.01	1200	0.01	0.00
10	MALWA HOLDINGS (P) LTD	800	0.00	400	0.00	0.00
11	MUNAK INVESTMENTS (P) LTD	800	0.00	400	0.00	0.00
12	MUNAK FINANCIERS PVT LTD	800	0.00	400	0.00	0.00
13	STEEL STRIPS LTD**	600	0.00	300	0.00	0.00
14	STEEL STRIPS HOLDINGS (P) LTD	240	0.00	120	0.00	0.00
15	CHANDIGARH AIRCRAFT MANAGEMENT SERVICES PRIVATE LIMITED	72816	0.23	36408	0.23	0.00
16	INDIAN ACRYLICS LIMITED	0	0.00	0	0.00	0.00
17	STEEL STRIPS INFRASTRUCTURE LIMITED	0	0.00	0	0.00	0.00
18	INDLON CHEMICALS LIMITED	0	0.00	0	0.00	0.00
19	SAB DEVELOPERS PRIVATE LIMITED	0	0.00	0	0.00	0.00
20	STEEL STRIPS MERCANTILE PRIVATE LIMITED	0	0.00	0	0.00	0.00
21	INDIAN ACRYLICS INVESTMENTS LIMITED	0	0.00	0	0.00	0.00
22	STEEL STRIPS INDUSTRIES LIMITED	0	0.00	0	0.00	0.00
23	HANS RAJ TRUST	0	0.00	0	0.00	0.00
24	R.K. GARG AND SONS HUF	0	0.00	0	0.00	0.00
	<b>TOTAL (B)</b>	<b>7970146</b>	<b>25.53</b>	<b>3985073</b>	<b>25.53</b>	<b>0</b>
	<b>TOTAL SHAREHOLDING (A+B)</b>	<b>19594804</b>	<b>62.77</b>	<b>9797402</b>	<b>62.77</b>	<b>0</b>

Note: \*During the FY 2021-22, the company had sub-divided its each equity share of face value of Rs. 10/- per share into 2( two) equity shares of face value of Rs. 5/- per share, with effect from the record date i.e., November 22, 2021. Hence, the change in shareholding of promoters and promoter group in point 18(f) at the end of the financial year is solely on account of sub-division.

\*\* Steel Strips Ltd.(SSL) has been amalgamated into SAB Industries Ltd. Therefore SSL does not exist as on date. However the name of SSL has been shown above because as per Company's member register SSL is holding 300 shares (after sub division 600 shares) whereas SSL has sold these shares long back and the purchaser did not lodge the same in his own name.

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note:- 19 Other Equity</b>		
<b>Reserves &amp; Surplus</b>		
Share Forfeiture Reserve	2,237.85	2,237.85
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>7,596.44</b>
<b>Securities Premium Reserve</b>		
As per Last Balance sheet	13,530.33	13,347.64
Addition during the Year	-	182.69
Deduction during the Year	-	-
<b>Closing Balance</b>	<b>13,530.33</b>	<b>13,530.33</b>
<b>Share Options Outstanding Account</b>		
Employee Stock Options Outstanding		
As per Last Balance sheet	729.31	729.84
Addition during the Year	277.00	-
Deduction during the Year	-	0.53
<b>Closing Balance</b>	<b>1,006.31</b>	<b>729.31</b>
<b>Deferred Employee Compensation Expenses</b>		
As per Last Balance sheet	(529.52)	(529.52)
Addition during the Year	-	-
Deduction during the Year	-	-
<b>Closing Balance</b>	<b>(529.52)</b>	<b>(529.52)</b>
<b>General Reserves</b>		
Opening Balance as per last Balance Sheet	48,348.29	45,966.96
Add : Additions during the year	4,925.04	2,381.34
<b>Balance as at the year end</b>	<b>53,273.33</b>	<b>48,348.30</b>
<b>Retained Earnings</b>		
Opening Balance as per last Balance Sheet	3,694.00	1,124.21
Profit for the year	20,546.42	4,925.04
Remeasurement gain/(loss) on defined benefit plan	-	-
Other Comprehensive Income	(257.30)	9.80
Dividends (including tax thereon)	312.19	-
Qualified Asset as per IND AS 116	(0.00)	17.85
Transfer to General Reserves	4,925.04	2,381.34
Appropriations	-	(1.57)
<b>Balance as at the year end</b>	<b>18,745.88</b>	<b>3,694.00</b>
<b>Total</b>	<b>93,622.77</b>	<b>73,368.86</b>

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note:- 20 Non-current Borrowings</b>		
(Refer note No: 46)		
<b>Secured</b>		
Rupee Term loans from banks	17,701.29	25,339.77
Foreign Currency Term Loans	5,724.14	7,896.91
Vehicle Loan from banks	-	13.37
Loans from NBFC	4,500.00	3,481.48
<b>Unsecured</b>		
Loans from NBFC	-	1,246.55
Buyer Credit for Capital Goods - Long Term	-	-
	<b>27,925.42</b>	<b>37,978.07</b>
<b>Note:-21 Other Financial Liabilities</b>		
Payables for Capital Goods - Long Term	7,505.16	8,014.74
	<b>7,505.16</b>	<b>8,014.74</b>
<b>Note:- 22 Provisions</b>		
Provision for Gratuity (refer note 43)	1,749.16	913.99
Provision for Leave Encashment	596.50	233.96
	<b>2,345.66</b>	<b>1,147.95</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	17,064.15	16,371.29
<b>Deferred tax asset arising on account of :</b>		
Expenses debited in current year but allowed for tax purposes in following year	-	-
	<b>17,064.15</b>	<b>16,371.29</b>
<b>Note:-24 Current Borrowings</b>		
<b>Secured</b>		
<b>Loan repayable on demand</b>		
- Rupee demand Loans from Banks	20,382.85	23,544.99
- Loan against Fixed Deposits	-	1,066.22
<b>Foreign Currency Loan</b>		
- Buyers/Suppliers Credit loan for Raw Material from Banks	19,967.85	11,923.62
<b>Current maturities of long-term borrowings</b>	9,513.72	16,854.28
<b>Unsecured</b>		
From Banks		
- Loan against Bills Receivables	-	1,601.85
From Others		
- NBFC	-	754.92
	<b>49,864.42</b>	<b>55,745.86</b>
<b>Nature of Securities</b>		
<b>Loan payable on Demand</b>		
I) 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. The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of accounts.		
2nd pari-passu charge is on entire Fixed Assets of the company.		
II) The Company do not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period		
<b>Foreign Currency Loan</b>		
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.		

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note:- 25 Trade payables</b>		
Micro, Small and Medium Enterprises	2,093.31	1,128.59
Others	63,819.18	40,095.08
	<b>65,912.49</b>	<b>41,223.68</b>

- I) Debit and credit balances in the accounts of suppliers and others are subject to confirmation and reconciliation.  
II) 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 :

Principal amount due and remaining unpaid	175.18	1,128.59
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>175.18</b>	<b>1,128.59</b>

**III) Ageing Schedule of Trade Payable is as below:**

**As at 31st March 2022**

Particulars	Not Due	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total
Undisputed MSME	1,919.37	173.93	-	-	-	2,093.31
Undisputed others	57,504.42	6,314.75	-	-	-	63,819.17
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-

**As at 31st March 2021**

Particulars	Not Due	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total
Undisputed MSME	12.51	1,116.09	-	-	-	1,128.59
Undisputed others	24,563.55	15,531.53	-	-	-	40,095.08
Disputed MSME	-	-	-	-	-	-
Disputed Others	-	-	-	-	-	-

**Note:- 26 Other financial liabilities**

-

**Note:-27. Current/Non-current tax assets/ liabilities (net)**

Advance income tax (net of prov.)	182.11	-
	<b>182.11</b>	<b>-</b>

**Note:- 28 Provisions**

**Provision for Employee benefits**

i) Provision for Gratuity (refer note 43)	347.78	493.89
ii) Provision for Leave Encashment	108.66	166.23
	<b>456.44</b>	<b>660.12</b>

**Note:- 29 Other Current liabilities**

Advances from customers	33.40	38.68
Due to directors	972.19	-
Government dues	699.24	176.12
Other Payable incl. (Employee related payables)	1,971.18	1,343.96
Unclaimed dividend	43.45	44.45
	<b>3,719.46</b>	<b>1,603.21</b>



# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note:- 30 Revenue from operations</b>		
Operating revenues		
Sale of products		
Export	82,947.44	27,008.94
Domestic	2,71,156.23	1,46,985.67
	<b>3,54,103.68</b>	<b>1,73,994.61</b>
<b>Other Operating revenue</b>		
Duty Draw back Income	1,693.57	770.30
Job Work Income	198.09	176.62
	<b>1,891.66</b>	<b>946.92</b>
	<b>3,55,995.34</b>	<b>1,74,941.53</b>
<b>Note:- 31 Other Income</b>		
Interest income	1,079.41	1,105.46
Profit on disposal of fixed assets	60.58	72.51
Balances Written Back/ Off (Net)	-	-
Miscellaneous income	162.67	453.84
	<b>1,302.66</b>	<b>1,631.81</b>
<b>Note:- 32 Cost of materials consumed</b>		
Imported	48,980.00	17,442.73
Indigenous	1,73,184.98	90,794.26
	<b>2,22,164.98</b>	<b>1,08,236.99</b>
<b>Note:- 33 Change in inventories of finished goods, stock in trade and work -in-progress</b>		
Opening stock		
Finished Goods	5,223.82	5,962.83
Scrap	232.37	203.65
Work-in-Progress	4,095.86	5,056.45
Less: Closing Stock		
Finished Goods	6,888.72	5,223.82
Scrap	674.06	232.37
Work-in-Progress	5,439.90	4,095.86
	<b>(3,450.63)</b>	<b>1,670.88</b>
<b>Note:- 34. Employee benefit expense</b>		
Salaries, Wages, Bonus & Incentives etc.(Net)	19,930.08	13,968.05
Contribution to Provident and Other Funds	796.33	579.45
Workmen and Staff Welfare Expenses	512.73	465.52
Gratuity	351.38	142.70
Employee stock option scheme Share Expenses (refer note 47)	277.00	138.75
	<b>21,867.52</b>	<b>15,294.47</b>
<b>Note:- 35 Finance costs</b>		
a) Interest Expenses		
i) Paid to Banks		
- on Term Loan	3,811.94	3,560.34
- on Working Capital Loan	1,436.55	3,225.82
- on Foreign Currency Loan	247.71	363.14
- on Car Loan	1.90	3.93
ii) Interest Others	2,384.65	794.29
b) Other borrowing Charges	659.34	445.62
	<b>8,542.09</b>	<b>8,393.14</b>

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Note. 36 Depreciation and amortisation</b>		
Depreciation on		
Property, plant and equipment	7,633.50	7,177.64
Intangible assets	53.49	53.49
	<b>7,686.99</b>	<b>7,231.13</b>
<b>Note:- 37 Other Expenses</b>	<b>Year ended 31st March 2022</b>	<b>Year Ended 31st March 2021</b>
Store Spares Consumed :		
-Imported	2,882.00	1,381.29
-Indigenous	21,815.94	9,569.97
Other Misc. Manufacturing Exp	4,740.41	1,592.85
<b>Power, Electricity &amp; Water Charges (Net)</b>		
-Manufacturing	8,200.36	5,307.93
-Others	18.89	11.37
<b>Repair and Maintenance</b>		
-Plant & Machinery	930.42	447.11
-Repairs & Renewals	187.45	60.14
-Vehicle Running, Repair & Maintenance	60.79	36.80
Rent	650.93	481.48
Rates and Taxes	533.01	636.19
Insurance	503.04	396.49
Auditors' Remuneration	11.00	11.00
Advertisement, Publicity and Sales Promotion	0.38	0.01
<b>Travel &amp; Conveyance</b>		
-Directors	38.09	17.43
-Others	716.85	513.70
Legal & Professional Charges	1,002.42	465.47
Bad debts Written Off	1.12	-
Balances Written Back/ Off (Net)	0.44	18.35
Director's Sitting Fees	8.80	8.50
Managerial Remuneration incl. commission	914.88	534.68
Telephone & Communication Expenses	34.31	27.73
Business Promotion	46.96	34.82
Forwarding Expenses	24,481.47	6,682.12
Other Selling and Distribution Expenses	0.11	6.79
Rebates and Discounts	-	-
Loss/(Gain) on Foreign Exchange Fluctuation	20.28	8.30
Miscellaneous Expenses *	1,516.95	472.84
<b>Total</b>	<b>69,317.30</b>	<b>28,723.50</b>
* Miscellaneous Expenses includes expenses under the Corporate Social responsibilities under Section 135 of Companies Act 2013(Refer Note no 45)	142.11	88.47
Miscellaneous Expenses also include political donations pursuant to section 182 of the Companies Act,2013		
a) Shiromani Akali Dal (SAD)	10.00	-
<b>Research and Development Expenses</b>	<b>Year ended 31st March 2022</b>	<b>Year Ended 31st March 2021</b>
Salaries , Wages and other allowances	790.70	618.85
Power & Fuel	20.72	17.16
Travelling and Conveyance	6.47	4.23
	<b>817.89</b>	<b>640.24</b>
<b>Grand Total</b>	<b>70,135.19</b>	<b>29,363.74</b>

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

### Note:- 38 Exceptional items

Prior Period Expense (refer note 42)	-	0.09
	-	<b>0.09</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>

### Note: 39 Earnings per share (EPS)

Particulars	As at 31st March 2022	As at 31st March 2021
<b>Earnings per share (EPS)</b>		
Basic		
Net Profit as per profit and loss account	20,546.41	4,925.03
Weighted average number of equity shares outstanding during the year	3,12,18,940	31,218,940
<b>Earning per Share- Basic</b>	<b>65.81</b>	<b>15.78</b>
Diluted		
Net Profit as per profit and loss account	20,546.41	4,925.03
Weighted average number of equity shares outstanding during the year	3,12,95,600	31,295,624
<b>Earning per Share- Diluted</b>	<b>65.65</b>	<b>15.74</b>
<b>Nominal Value of Equity Share</b>	<b>5.00</b>	<b>5.00</b>

Note: The basic and diluted earnings per share and number of shares used for computation of the EPS have been adjusted retroactively to give effect to the sub division of shares from Rs 10/- face value to Rs 5/- face value.

### 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	3,794.18	923.79
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#### B) COMMITMENTS

Estimated amount of Contracts remaining to be executed on account of capital account and not provided for (net of advances)	3,074.45	6,321.15
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### 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. Naveen Sorot (Chief Financial Officer) Sh. Shaman Jindal ( Company Secretary)
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 Infrastructure Limited, Hans Raj Trust, Chandigarh Aircraft Management services Pvt Limited

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Related Party Transactions	Key management Personnel (KMP)	Relatives of KMP	Enterprises over which KMP are able to exercise significant influences	Total for current Year 2021-22	Total for Previous Year 2020-21
<b>EXPENDITURE</b>					
Donation Paid	-	-	90.00	90.00	52.00
Rent Paid	-	-	40.69	40.69	31.99
Sitting Fee	-	1.20	-	1.20	1.60
Remuneration incl. commission	1,704.97	-	-	1,704.97	588.11
Dividend Paid	93.34	23.45	79.70	196.49	-
	<b>1,798.31</b>	<b>24.65</b>	<b>210.39</b>	<b>2,033.35</b>	<b>673.70</b>

B. OUTSTANDING BALANCES	Key management Personnel (KMP)	Relatives of KMP	Enterprises over which KMP are able to exercise significant influences	Total Outstanding as at 31st March 2022	Total Outstanding as at 31st March 2021
Rent	-	-	6.89	6.89	-
Sitting Fee	-	-	-	-	-
Remuneration incl. commission	980.00	-	-	980.00	-
Dividend	-	-	-	-	-
	<b>980.00</b>	<b>-</b>	<b>6.89</b>	<b>986.89</b>	<b>-</b>

Particulars	As at 31st March 2022	As at 31st March 2021
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**Note:- 42. Prior period comprises of the following**

Expenses		
Sales tax demand	-	-
Freight and Others	-	0.09
<b>Total</b>	<b>-</b>	<b>0.09</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 2022	As at 31st March 2021
<b>(i) Changes in Defined Benefit Obligation</b>		
Present value obligation as at the start of the year	1,409.86	1,345.17
Interest cost	100.81	84.07
Current service cost	189.52	176.90
Actuarial loss/(Gains) - Experience Changes	456.87	(103.21)
Actuarial loss / (Gains)- on obligations		
Benefits directly paid by employer	(42.40)	(44.75)
Benefits directly paid by trust	(17.71)	(48.32)
<b>Present value obligation as at the end of the year</b>	<b>2,096.94</b>	<b>1,409.86</b>
<b>(ii) Change in fair value of plan assets</b>		
Fair value of plan assets as at the start of the year	1,022.45	858.65
Interest income on plan assets	73.10	53.67
Employer Contributions		
Return on plan assets greater/(lesser) than discount Rates	8.34	3.46
Benefits paid	832.29	106.67
<b>Fair value of plan assets as at the end of the year</b>	<b>1,936.18</b>	<b>1,022.45</b>

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2022	As at 31st March 2021
<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	456.87	(103.21)
Return on plan assets (greater)/less than discount rate	(8.34)	(3.46)
	<b>448.53</b>	<b>(106.67)</b>
<b>(iv) Net Asset / (Liability) recognised in the Balance Sheet</b>		
Present value obligation as at the end of the year	(2,096.94)	(1,409.86)
Fair value of plan assets as at the end of the year	1,936.18	1,022.45
<b>Net Asset / (Liability) in the Balance Sheet</b>	<b>(160.76)</b>	<b>(387.41)</b>
<b>(v) Amount recognized in the statement of profit and loss</b>		
Current service cost	189.52	176.90
Interest cost	100.81	84.07
Interest income on plan assets	(73.10)	(53.67)
<b>(Income)/Expense recognised in the statement of profit and loss</b>	<b>217.22</b>	<b>207.31</b>
<b>(vi) Remeasurements recognised in the statement of Other Comprehensive Income (OCI)</b>		
Changes in Financial Assumptions	-	-
Experience Adjustments	456.87	(103.21)
Return on plan assets (greater)/less than discount rate	(8.34)	(3.46)
<b>Amount recognised in Other Comprehensive Income</b>	<b>(448.53)</b>	<b>106.67</b>
<b>(vii) Actuarial assumptions</b>		
Discount Rate (p.a)	7.15%	6.25%
Salary Escalation Rate (p.a)	6.00%	5.00%
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%	128.32	89.96
Impact due to increase of 1%	(114.37)	(79.82)
Impact of change in Salary Escalation rate (p.a)		
Impact due to increase of 1%	(99.10)	90.16
Impact due to decrease of 1%	109.36	(81.44)
<b>Weighted average duration of defined plan obligation at the end of reporting period</b>	<b>5.79 Years</b>	<b>6.02 Years</b>

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

**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 Automtive Wheels. In view of the same, separate segmental information is not required to be given as per the requirements of IND AS 108 "Operating Segments"

**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 2022	As at 31st March 2021
<b>GROSS SALE REVENURE BY GEOGRAPHICAL SEGMENT</b>		
WITHIN INDIA	3,49,285.48	2,06,454.15
OUTSIDE INDIA	82,947.44	27,008.94
<b>TOTAL</b>	<b>4,32,232.93</b>	<b>2,33,463.10</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. CORPORATE SOCIAL RESPONSIBILITY EXPENSES**

As per the Companies Act, 2013, amount required to be spent by the Company on Corporate Social Responsibility (CSR) activities during the year was Rs. 135.92 lakhs (FY 2020-21: Rs. 158.51 lakhs).

During the year ended 31.03.2022, in respect of CSR activities revenue expenditure incurred by the Company amounted to Rs.142.11 lakhs as against CSR liability of Rs. 135.92 lakhs. The amount spent relates to purpose other than construction or acquisition of any asset. An amount of Rs. 6.19 lakhs spent by the Company in excess of the Company's CSR obligation for the FY 2021-22, shall be available for set off against the Company's CSR obligation in accordance with the provisions of the Act.

During the year ended 31.03.2021, as per the provisions of the Act, the Company was required to spend an amount of Rs. 158.51 lakhs towards its CSR obligation for the FY 2020-21 and an additional amount of Rs. 66.29 lakhs which remained unspent at the end of FY 2019-20 relating to the Company's ongoing multi-year CSR projects. The company had spent an aggregate amount of Rs. 88.47 lakhs (out of which Rs. 49.02 lakhs pertain to FY 2020-21 and Rs. 39.45 lakhs pertain to FY 2019-20) towards the CSR activities/ projects in the financial year 2020-21 and the balance amount of Rs. 136.33 lakhs (out of which Rs. 109.49 lakhs pertain to FY 2020-21 and Rs. 26.84 lakhs pertain to FY 2019-20) remained unspent as on 31.03.2021. The said unspent amount was related to the ongoing multi-year projects of the Company, the implementation of which was under process. Consequently, the said amount was deposited to the unspent CSR account in April, 2021 as per the provisions of the Act. Out of the said amount of Rs. 136.33 lakhs, the Company had spent an amount of Rs. 112.43 lakhs during the FY 2021-22. The remaining unspent amount relates to the ongoing projects of FY 2020-21 and shall be spent within the time limit as prescribed under the Act.

During the year ended 31.03.2022, the Company had contributed an amount of Rs. 90.00 lakhs (FY 2020-21: Rs. 52.00 lakhs) to Hans Raj Trust (a related party) for undertaking various CSR activities. However, during the year ended 31.03.2022, the trust had actually spent an amount of Rs. 66.96 lakhs (FY 2020-21: Rs. 38.21 lakhs) for undertaking various CSR activities.

**Nature of CSR activities undertaken by the Company:**

The CSR initiatives of the Company aim towards inclusive development of the communities largely around the vicinity of its plants and registered office and at the same time ensure environmental protection through a range of structured interventions in the areas of Promotion of education, sanitation and cleanliness, healthcare including preventive health care, rural development & slum development, ensuring environment sustainability, contribution to society for rehabilitation of mentally challenged students, reduction of inequalities faced by socially and economically backward groups and eradication of hunger and poverty.

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

### Note: 46. 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 paripassu basis. However in regard to loan taken from HDFC Bank and EXIM Bank for Mehsana (Gujrat) 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	9,500.40	9,011.64	9,509.13	5,561.20	3,100.18
Term Loans - Previous Year	16,854.28	13,492.45	8,927.98	8,826.99	4,991.48

#### 3) Detail of Intrest Capitalized during the year

	As at 31st March 2022	As at 31st March 2021
Intrest Capitalized during the year	29.94	325.94

### Note 47. Employee stock option plan

#### Share Reserved for Issue under Options outstanding as at the end of the year on unissued share capital

As on 1st April, 2021, the company had an ongoing employee Stock Options scheme i.e Steel Strips Wheels Limited- Employee Stock Option Scheme, 2016 (ESOS 2016) and a new scheme titled Steel Strips Wheels Limited- Employee Stock Option Scheme, 2021 (ESOS 2021) was approved by the shareholders of the Company in their 35th Annual General Meeting held on 30.09.2021.

#### 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 87350 options (26500 options were granted on 16.05.2017, 23300 options were granted on 08.01.2019 and 37550 options were granted on 15.03.2021) 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 87350 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 financial year, 2018-19, 24000 options and during the financial year 2020-21, 19750 options were exercised by the option holders and consequently, equivalent number of shares have been allotted. Further, pursuant to the approval of the shareholders at the 35th Annual General Meeting of the Company held on September 30, 2021, each equity share of face value of Rs. 10/- per share was sub-divided into 2 (two) equity shares of face value of Rs. 5/- per share, with effect from the record date i.e., November 22, 2021. Accordingly, the number of all outstanding stock options (vested but not exercised and unvested stock options), the number of stock options available for future grant(s) with effect from the record date i.e. 22.11.2021 and the exercise price thereof was proportionately adjusted.

#### 2. Steel Strips Wheels Limited- Employee Stock Option Scheme, 2021 (ESOS 2021)

During the year 2021-22, the Company had also introduced a fresh Employee Stock Option Scheme (ESOS) titled as "Steel Strips Wheels Limited - Employee Stock Option Scheme, 2021" ("ESOS 2021") in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 which was approved by the Board of Directors and subsequently by shareholders of the Company in their Annual General Meeting held on 30.09.2021, authorizing the company to create, offer, issue and grant, in one or more tranches, up to 10,00,000 options (adjusted figure post sub-division) to the employees of the company. No options were granted under ESOS 2021 until 31.03.2022. 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) and each option would entitle the holder thereof to subscribe one equity share of Rs. 5/- each at an exercise price as may be determined by the Employee Compensation Committee/ Board of Directors of the Company.

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

The Number and Weighted average exercise price of Stock Option are as follows:

Particulars	ESOS 2016			
	Year ended 31st March 2022		Year ended 31st March 2021	
	Options	Weighted average Exercise Price	Options	Weighted average Exercise Price
	Number	Amount	Number	Amount
Outstanding at the Beginning of the year	43600	200	25800	200
Granted Options	NIL	NIL	37550	200
Forfeited during the year	NIL	NIL	NIL	NIL
Exercised during the year	NIL	NIL	19750	200
Expired during the year	NIL	NIL	NIL	NIL
Adjustment for sub-division of equity shares	43600	NIL	NA	NA
Outstanding at the end of year	87200	100*	43600	200
Exercisable at the end of the year	87200	100*	43600	200
Number of Equity shares of Rs 5 each fully paidup to be issued on exercise of option (Previous Year Rs. 10/- each)	87200	100*	43600	200
Weighted Average share price in respect of options exercised during the year		NA		505.55
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.

\*Weighted average exercise price has been adjusted for sub-division of equity shares.

**Under ESOS 2021, the Company has not granted any options during the financial year 2021-22.**

**3. Impact of fair Valuation method on Net Profit under EPS**

In March 2005, the Institutes of Chartered Accountants of India had 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 Disclosures 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 there 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.

Particulars	ESOS 2016 ( 2021-22)	ESOS 2016 ( 2020-21)	ESOS 2016 ( 2019-20)
Weighted average Risk free interest rates ( in %)	No Options were granted during the financial year 2021-22	6.07%	No Options were granted during the financial year 2019-20
Weighted average Expected life		5 years	
Weighted average Volatility (in %)		35.88%	
Weighted average Dividend Yield (%)		0.28%	
Weighted average Exercise price		Rs. 200.00	
The Price of the underline share in market at the time of Option grant		Rs. 737.15	
Weighted average Fair Value of the Options		Rs. 581.57	

**Under ESOS 2021, the Company has not granted any options during the financial year 2021-22.**

The volatility of the options is based on the historical volatility of the share price applicable to the total expected life of each option.

6. 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.

7. 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.



# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

### 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 and Aluminium ingot. 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.

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate borrowings	27,925.42	37,978.07
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>27,925.42</b>	<b>37978.07</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 2022	As at 31 March 2021
50 bp decrease would Increase the profit before tax by	140	190
50 bp increase would decrease the profit before tax by	(140)	(190)

##### 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.

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**
*(All amounts ₹ in Lakhs, unless stated otherwise)*

i) The derivative outstanding as at the reporting date is as follows:-

Category Wise Quantitative Data	As at 31 March 2022 Amount in Foreign Currency
	(In Lacs)
<b>Forward Contracts, Options</b>	
Forward Contract Against USD/INR (USD Sell)	234.80
Forward Contract Against EUR/USD (Euro Sell)	34.72
Forward Contract Against USD/NOK (USD Sell)	5.00
Forward Contract Against USD/CAD(USD Sell)	70.00
Forward Contract Against USD/JPY(USD Sell)	40.00
Forward Contract Against AUD/USD (USD Sell)	104.35
Forward Contract Against NZD/USD (USD Sell)	27.81
Forward Contract Against EUR/USD (Euro Buy)	170.00
Forward Contract Against USD/INR (USD Buy)	-
Forward Contract Against GBP/USD (GBP Buy)	90.00
Forward Contract Against USD/CAD(USD Buy))	30.00
Put & Call Options Against Export(AUD/USD)	55.00
Put & Call Options Against Export(EURO/USD)	80.00
Put & Call Options Against Export(USD/CAD)	140.00

Foreign Currency option contracts mature within 12 months

**ii) Mark to market losses / (gain) on Forwards/Options**

	(Rs in Lacs)
	<b>As at 31 March 2022</b>
Mark to Market losses/(gain)	(826.07)

**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

**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 in 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, 2022	Upto 1 Year	Above 1 Years	Total
<b>Non - derivatives</b>			
Borrowings	49,864.42	27,932.15	77,796.57
Trade Paybles	65,912.49	-	65,912.49
Other Financial Liabilities	-	7,510.45	7,510.45
<b>Total Non Derivative Liabilities</b>	<b>1,15,776.91</b>	<b>35,442.60</b>	<b>1,51,219.51</b>

# STEEL STRIPS WHEELS LIMITED

## Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022 (All amounts ₹ in Lakhs, unless stated otherwise)

Year Ended March 31, 2021	Upto 1 Year	Above 1 Years	Total
<b>Non - derivatives</b>			
Borrowings	55,745.88	38,000.05	93,745.93
Trade Paybles	41,223.68	-	41,223.68
Other Financial Liabilities	-	8,010.45	8,010.45
<b>Total Non Derivative Liabilities</b>	<b>96,969.56</b>	<b>46,010.50</b>	<b>1,42,980.06</b>
<b>Year Ended March 31, 2020</b>			
<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>

### 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 peers 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 it 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 2022	As at 31 March 2021
Net Debt	71,998.88	88,404.35
EBITDA	46,580.94	22,007.17
Net Debt/EBITDA	1.55	4.02

#### 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 2022	As at 31 March 2021	AS at 31 March 2020
(a) Deferred tax assets	785.52	766.07	4,182.38
(b) Deferred tax liabilities	17,849.74	17,137.36	19,535.03
	<b>(17,064.22)</b>	<b>(16,371.29)</b>	<b>(15,352.65)</b>

The following is the analysis of deferred tax assets/(liabilities)

Recognised in profit and loss account and other comprehensive income

Deferred tax assets/(liabilities) in relation to:	As at 31 March 2021	Credit /(charge) to Profit or Loss	Credit /(charge) to Other Comprehensive Income	As at 31 March 2022
Property, plant and equipment	(16,394.06)	(450.18)	-	(16,844.25)
Intangible assets	(25.65)	(6.49)	-	(32.14)
Provision for Gratuity	49.77	(191.99)	-	(142.23)
Provision for Leave Encashment	32.68	(127.64)	-	(94.95)
Provision for Bonus	(27.66)	(74.59)	-	(102.25)
Provision for Doubtful Debt	(0.00)	19.45	-	19.45
Security Deposit	5.20	-	-	5.20
Payables for Capital Goods - Long Term	(854.85)	-	-	(854.85)
Recognized through OCI	9.41	-	138.51	147.92
Profit & Loss Ind AS Adj.	833.87	-	-	833.87
	<b>(16,371.29)</b>	<b>(831.44)</b>	<b>138.51</b>	<b>(17,064.22)</b>

**Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2022**  
(All amounts ₹ in Lakhs, unless stated otherwise)

Deferred tax assets/(liabilities) in relation to:	As at 31 March 2020	Credit /(charge) to Profit or Loss	Credit /(charge) to Other Comprehensive Income	As at 31 March 2021
Property, plant and equipment	(15,278.22)	(1,115.84)	-	(16,394.06)
Intangible assets	(25.65)	-	-	(25.65)
Provision for Gratuity	48.80	0.97	-	49.77
Provision for Leave Encashment	(21.07)	53.75	-	32.68
Provision for Bonus	(84.42)	56.76	-	(27.66)
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	14.68	-	(5.27)	9.41
Profit & Loss Ind AS Adj.	842.88	(9.01)	-	833.87
	<b>(15,352.65)</b>	<b>(1,013.37)</b>	<b>(5.27)</b>	<b>(16,371.29)</b>

**Note:- 51. Income Tax Expenses**

Reconciliation of tax liability on book profit vis-à-vis actual tax liability	As at 31 March 2022	As at 31 March 2021
Accounting profit before income tax	30,351.86	6,382.90
Tax at statutory income tax rate of 34.944%	10,606.15	2,230.44
Tax effect of the amounts not deductible for computing taxable income	-	-
Depreciation difference	-	273.08
Disallowances	56.05	430.23
Deductions/Exemption	(1,206.50)	(1,398.33)
Unutilised tax credits	-	-
Actuarial Valuation	-	-
Adjustment in capital gain under Income Tax Provision	-	-
Fair Valuation Gain on investments	-	-
MTM Gain on forex fluctuation	-	-
43B Disallowances	322.31	(58.53)
Provision for doubtful Debt	-	(19.01)
Others	27.44	-
<b>Income Tax</b>	<b>9,805.45</b>	<b>1,457.88</b>

## STEEL STRIPS WHEELS LIMITED

Note:- 52. Financial Ratios are as below

Particular	Numerator	Denominator	As at 31st March 2022	As At 31st March 2021
Current Ratio	Current Assets	Current Liabilities (excluding Current Maturities of Long term Debt)	1.09	1.15
Debt Equity Ratio*	Long Term Debt (excluding Current Maturities of Long term Debt)	Shareholder's Equity (excluding Revaluation reserve)	0.31	0.51
Debt Service Coverage ratio*	Net profit after taxes + Non-cash operating expenses+ finance cost	Debt service = Finance cost+ Schedule Repayment (excluding prepayment)	2.87	1.09
Return on Equity Ratio*	Net Profit after taxes	Average shareholder's Equity	25.76%	7.34%
Inventory turnover Ratio (in days)*	Average Inventory	Sale of Products in days	58.62	86.15
Trade Recievable ratio (in days)	Average trade Recievable	Gross Revenue from operations	27.42	36.50
Trade Payable Turnover ratio (in Days)	Average trade Payable	Total Expenses -Finance Cost-Depreciation-Employee benefit expense	68.04	82.71
Net Capital Turnover ratio (in Days)*	Working Capital (Current Assets-Current Liabilities (excluding Current Maturities of Long term Debt))	Net Sales=Total Sales-Sales return	10.08	26.51
Net Profit ratio*	Net profit after taxes	Net Sales=Total Sales-Sales return	5.77%	2.82%
Return on Capital Employed*	Profit before interest and taxes	Capital Employed=Tangible Net Worth +Long term Debt including Current maturities of Long term debt	24.38%	9.51%

\* Variation in Coverage, turnover and other profitability ratios is primarily due to increase in turnover and profitability during the year ended 31st March 2022.

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# STEEL STRIPS WHEELS LIMITED

**Form No.MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN** : L27107PB1985PLC006159  
**Name of the Company** : Steel Strips Wheels Limited  
**Registered Office** : Village Somalheri / Lehli P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab)-140506

<b>Name of the Member(s):</b>		
<b>Registered Address:</b>		
<b>E-mail Id:</b>	<b>Folio No /Client ID:</b>	<b>DP ID:</b>

I/We, being the member(s) of shares of the above named company, hereby appoint

<b>Name:</b>	<b>E-mail Id:</b>
<b>Address:</b>	
<b>Signature , or failing him</b>	

<b>Name :</b>	<b>E-mail Id:</b>
<b>Address:</b>	
<b>Signature , or failing him</b>	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> day of September, 2022 at 11:00 A.M. at the Regd. Office of the Company at Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab)- 140506, and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon <b>(Ordinary Resolution)</b>
2.	To declare a dividend on Equity Shares for the financial year 2021-22 <b>(Ordinary Resolution)</b>
3.	To appoint a Director in place of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment <b>(Ordinary Resolution)</b>
4.	To appoint a Director in place of Sh. Sanjay Garg (DIN: 00030956), who retires by rotation and being eligible, offers himself for re-appointment <b>(Ordinary Resolution)</b>
5.	To re-appoint M/s AKR & Associates, Chartered Accountants (ICAI Firm Registration No. 021179N) as Statutory Auditors for the second term of 5 (five) years <b>(Ordinary Resolution)</b>
<b>Special Business</b>	
6.	To ratify the remuneration of Cost Auditors for the Financial Year 2022-23 <b>(Ordinary Resolution)</b>
7.	To approve sub-division of 1 (One) Equity Share of face value of Rs. 5/- each into 5 (Five) Equity Shares of face value of Re. 1/- each <b>(Ordinary Resolution)</b>
8.	To approve alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of equity shares of the Company <b>(Ordinary Resolution)</b>

Affix  
Revenue  
Stamps

Signed this \_\_\_\_ day of \_\_\_\_ 2022

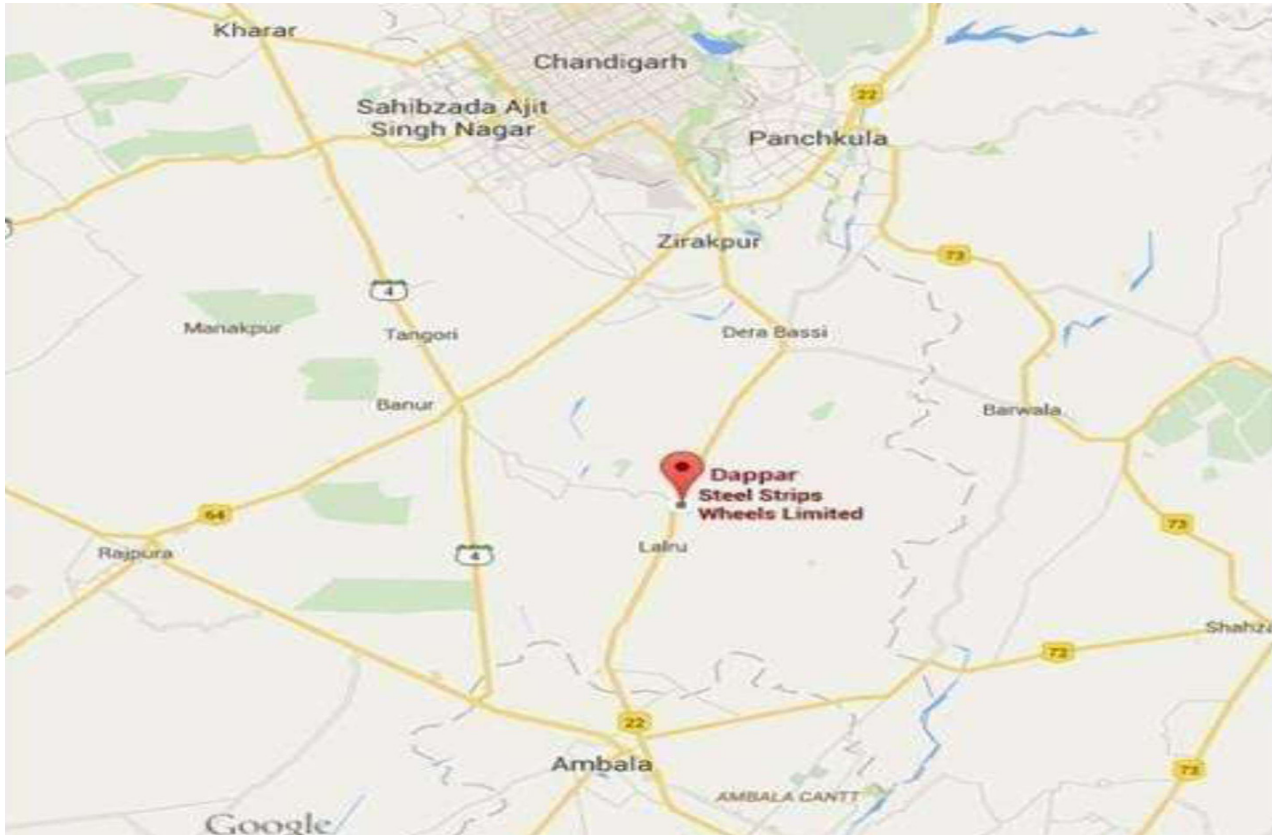
Signature of Shareholder

Signature of Proxy holder

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.

**Courier/ Regd. Post**  
**Location Map of Annual General Meeting**



**Steel Strips Wheels Limited**  
*Wheeling Towards Excellence*

CORPORATE OFFICE:  
**STEEL STRIPS GROUP**  
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Marg, Chandigarh-160 019 (India)  
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Fax: +91(172) 2794834, 2790887  
Website: [www.sswlindia.com](http://www.sswlindia.com)  
CIN: L27107PB1985PLC006159

[www.sswlindia.com](http://www.sswlindia.com)

