

STEEL STRIPS WHEELS LIMITED

STEEL STRIPS WHEELS LIMITED

(CIN: L27107PB1985PLC006159)

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

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NOTICE

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting of the Members of Steel Strips Wheels Limited ("Company") will be held on **Wednesday, 23rd day of August, 2023 at 11:00 A.M.** at the Registered Office of the Company at **Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab) 140506**, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors' thereon and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of Auditors' thereon.

2. Declaration of Final Dividend

To declare a Final Dividend of Rs. 1.00/- per Equity Share of face value Rs. 1/- for the financial year 2022-23.

3. Re-appointment of a Director

To appoint a Director in place of Sh. Rajinder Kumar Garg (DIN: 00034827), who retires by rotation and being eligible, offers himself for re-appointment.

4. Re-appointment of a Director

To appoint a Director in place of Sh. Manohar Lal Jain (DIN: 00034591), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of Remuneration of Cost Auditors

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, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and/or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required, necessary, proper, or expedient 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."

6. Re-appointment of Sh. Dheeraj Garg (DIN: 00034926) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Dheeraj Garg, (DIN: 00034926) as Managing Director of the Company whose office shall be liable to retire by rotation, for a period of five(5) years effective from 01.06.2023 till 31.05.2028 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

- A. Salary: Rs. 40,00,000/- (Rupees Forty Lakhs Only) per month inclusive of all perks and facilities
- B. One Company maintained Car with driver for use exclusively for Company's business.
- C. In addition to the above, he shall also be eligible for the following perquisites which shall not be included in computation of the ceiling as specified.

- a) Contribution to provident fund, superannuation fund or annuity fund as per the Rule of the Company, to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.
- b) Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service.
- c) Encashment of 30 day's leave for each year of working at the end of the tenure.

D. Commission: 5% of net profit inclusive of remuneration mentioned in (A) & (B) above

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Sh. Dheeraj Garg shall be entitled to receive managerial remuneration consisting of salary and all other perquisites as mentioned at (A), (B) & (C) above, as minimum remuneration.

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

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

7. Re-appointment and continuation of Directorship of Sh. Andra Veetil Unnikrishnan (DIN:02498195), as Deputy Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Andra Veetil Unnikrishnan (DIN: 02498195) as Deputy Managing Director (Executive Director) of the Company, whose office shall be liable to retire by rotation, for a period of five (5) years effective from 01.01.2024 till 31.12.2028 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

A. Basic Salary:

Rs. 4,15,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 5,50,000/- per month.

B. House Rent Allowance:

35% of basic salary

C. Special Allowance:

Rs. 1,25,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 2,25,000/- per month.

D. One company maintained Car with driver for use exclusively for Company's business.

E. Medical as per the Company's Rule.

F. Stock Options as per the Employee stock option scheme(s) framed by the Company from time to time.

G. Other perquisites:

In addition to the above, he shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling as specified as above:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.
- b) Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service as per provisions of the Gratuity Act and as per the Company's Rule.
- c) Leave and encashment of leave at the end of the tenure as per Rules of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 read with Schedule V and Rules made thereunder and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby also accorded to continue the employment of Sh. Andra Veetil Unnikrishnan, who will attain the age of seventy years (on 05.06.2025) during his proposed tenure of Directorship of five(5) years effective from 01.01.2024, as Deputy Managing Director (Executive Director) of the Company after attaining the age of such seventy years till the expiry of his proposed term i.e. upto 31.12.2028.

STEEL STRIPS WHEELS LIMITED

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director (Executive Director), the aforesaid salary and all other benefits and other remuneration/ perquisites, mentioned above, be paid to Sh. Andra Veetil Unnikrishnan as minimum remuneration.

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

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

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

8. Re-appointment and continuation of Directorship of Sh. Manohar Lal Jain (DIN:00034591), as Executive Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Manohar Lal Jain (DIN:00034591), as Executive Director of the Company, whose office shall be liable to retire by rotation, for a period of five(5) years effective from 01.07.2023 till 30.06.2028 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

A. Basic Salary:

Rs. 4,15,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 5,50,000/- per month.

B. House Rent Allowance:

35% of basic salary

C. Special Allowance:

Rs. 26,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 1,25,000/- per month.

D. One company maintained Car with driver for use exclusively for Company's business.

E. Medical as per the Company's Rule.

F. Other perquisites:

In addition to the above, he shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling as specified as above:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.
- Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service as per provisions of the Gratuity Act and as per the Company's Rule.
- Leave and encashment of leave at the end of the tenure as per Rules of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 read with Schedule V and Rules made thereunder and other applicable provisions, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby also accorded to continue the employment of Sh. Manohar Lal Jain, who will attain the age of seventy years (on 07.06.2025) during his proposed tenure of Directorship of five(5) years effective from 01.07.2023, as Executive Director of the Company after attaining the age of such seventy years till the expiry of his proposed term i.e. upto 30.06.2028.

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Sh. Manohar Lal Jain as Executive Director, the aforesaid salary and all other benefits and other remuneration/ perquisites, mentioned above, be paid to Sh. Manohar Lal Jain as minimum remuneration.

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

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

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

9. Re-appointment and Continuation of Directorship of Sh. Virander Kumar Arya (DIN: 00751005) as Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (the Act) and Regulation 25(2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI(LODR) Regulations, 2015}(including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Virander Kumar Arya (DIN: 00751005), who holds the office of Independent Director of the Company upto 30.09.2023 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his re-appointment for the second term as an Independent Director, not liable to retire by rotation, as an Independent Director for the second term of three (3) consecutive years effective from 01.10.2023 to 30.09.2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI(LODR) Regulations, 2015 and relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby also accorded for the continuation of the Directorship of Sh. Virander Kumar Arya, who will attain the age of seventy-five years (on 05.09.2025) during his proposed tenure of Directorship of three(3) years effective from 01.10.2023, as Non-Executive Independent Director of the Company after attaining the age of such seventy-five years till the expiry of his second term i.e. upto 30.09.2026.

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

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

10. Continuation of Directorship of Sh. Rajinder Kumar Garg(DIN: 00034827), Chairman and Non-Executive Director of the Company

To consider and if thought it, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for the continuation of the Directorship of Sh. Rajinder Kumar Garg (DIN: 00034827) as Chairman and Non-Executive Director of the Company (aged almost 80 years) till the date he retires by rotation in terms of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place:Chandigarh
Date: 12.07.2023

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 (LODR) Regulations, 2015") setting out material facts concerning the ordinary and special businesses with respect to Item No(s). 5 to 10 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**

STEEL STRIPS WHEELS LIMITED

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 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 representative 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. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **17.08.2023 to 23.08.2023** (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 Board of Directors of the Company at their meeting held on May 26, 2023 have, inter alia, approved and recommended payment of final dividend of Rs. 1/- (Rupee one only) per equity share of the face value of Rs. 1/- (Rupee one) each for the financial year ended March 31, 2023 ('final dividend'), subject to approval of the members at the ensuing AGM.
- iii. The final dividend, 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 in the register of members/depository records as at the closing hours of business on **16.08.2023**. (Record Date)
- iv. Pursuant to the amendments introduced in the Income-Tax Act, 1961 vide Finance Act, 2020, dividend income has been made 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/- in the following manner:

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

- d) Resident Individual Shareholders, desires to avail exemption from deduction of tax on payment of dividend exceeding Rs. 5,000/- during the financial year can do so in the following manner:

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 b) For individuals above the age of 60 years with no tax liability on total income	Nil	Copy of self-attested PAN & Declaration in Form 15G 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 as per the following details:

Category of shareholder	Applicable Tax Rate	Documents required to be submitted
Resident Non-Individual Shareholders with PAN	10%	PAN to be updated with Depository Participant / RTA
Resident Non-Individual Shareholders without PAN / invalid PAN	20%	NA

However, the shareholder can avail exemption from TDS or lower rates 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 1st 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 23.08.2023 (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/her 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%

STEEL STRIPS WHEELS LIMITED

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 tax deductions.

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, 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 bank account electronically or any other means, by sending scanned copy of the following details/ documents by email to the Company's RTA at 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.

Further, for the members holding shares in **physical form** and whose bank particulars are **already registered with RTA**, the same will be considered by the Company for payment of final dividend. However, in case the Company's dividend banker is unable to process the final dividend to any member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such Member by post.

Shares held in demat 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(DP) of the members. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

8. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to Securities and Exchange Board of India(SEBI) Circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be **frozen** by the RTA. However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. April 1, 2024) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at <https://sswllindia.com/investors/investor-service-request/>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to

- Aadhaar to avoid freezing of their folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.
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 dematerialized 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/ssw/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/LAD-NRO/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 dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialize 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 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 superseded by **SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023**. 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/investors/investor-service-request/>. 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 2022-23 and Notice of the AGM are uploaded on the Company's website at 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 2022-23 and Notice of the AGM are being sent by the permitted modes.
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 and 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, 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) (IST) 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 (LODR) Regulations, 2015, 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 1st floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi 110058 e-mail - 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.

STEEL STRIPS WHEELS LIMITED

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, alongwith the certificate obtained from the Secretarial Auditors in respect of the ongoing Employee Stock Option Schemes of the Company as prescribed under the Regulation 13 of the SEBI(Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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. Also, 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. 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 the unclaimed/unpaid dividend and corresponding shares to the IEPF Authority.

Particulars	Amount of Dividend (in Rs.)	No. of shares (FV Re. 1/-)
2014-15 (Final Dividend)	6,61,114.00	99050
2015-16 (Interim Dividend)	4,98,285.00	35500

The voting rights on these shares shall remain frozen until 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 **16.08.2023**. 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 (LODR) Regulations, 2015, 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 37th AGM by electronic means through remote e-voting services provided by Link Intime India Private Limited (LIPL) 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:

- The remote e-voting period begins on 20.08.2023 at 9.00 a.m. and will end on 22.08.2023 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. 16.08.2023**, may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently or cast vote again.
- 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.
- Further, pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, the Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat account.

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	- Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com 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 ‘IDeAS’ 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 “Access to e-Voting” 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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. - Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode	- Open the internet browser and launch the URL: https://instavote.linkintime.co.in - Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - A. User ID: 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.

STEEL STRIPS WHEELS LIMITED

	B. PAN: 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). C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. * <i>Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i> * <i>Shareholders holding shares in NSDL form, shall provide 'D' above</i> ➤ Set the password of your choice (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). ➤ Click "confirm" (Your password is now generated). 3. Click on 'Login' under 'SHARE HOLDER' tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. Cast your vote electronically: 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
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d. Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

e. Helpdesk for Shareholders

i. Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

ii. Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

f. Individual Shareholders holding securities in Physical mode who has forgotten the password:

If an Individual Shareholder holding securities in Physical mode who has 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 code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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

Individual Shareholders holding securities in demat mode with NSDL/ CDSL who has forgotten the password:

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

g. General Guidelines for shareholders:

- I. During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event".
 - II. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - III. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **16.08.2023**, 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 share capital of the Company as on the cut off date i.e. 16.08.2023. 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 shall only 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.**
 - IV. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - V. 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 Sh. 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 two working days 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 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. 23.08.2023.
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: 12.07.2023

Shaman Jindal
Company Secretary
M. No. A15397

STEEL STRIPS WHEELS LIMITED

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 (LODR) REGULATIONS, 2015")

ITEM NO. 5

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 31.03.2024 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. 5 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 2023-24.

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 resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Sh. Dheeraj Garg (DIN 00034926) has been associated with Company for almost 30 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has decades of experience in the field of finance, Corporate Strategy, development, planning and Business Management. His collaborative leadership style is focused on achieving objectives through teamwork and to take projects through from concept to reality.

Sh. Dheeraj Garg's previous term of three (3) years as Managing Director of the Company expired on 31.05.2023.

Keeping in view the managerial expertise and remarkable contribution made by Sh. Dheeraj Garg since his association with the Company, the Board upon recommendation of the Nomination and Remuneration Committee, in its meeting held on May 26, 2023 have considered and approved the re-appointment and remuneration payable to Sh. Dheeraj Garg as Managing Director for a period of five (5) years effective from 01.06.2023 to 31.05.2028, subject to the approval of members of the Company and other concerned statutory & other authorities, if applicable.

The term of his office shall be liable to determination by retirement of Director by rotation. Further, Sh. Dheeraj Garg is not debarred or disqualified from being re-appointed as Director of Company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs or any other Statutory Authority. Sh. Dheeraj Garg, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Also, in terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

A brief profile of Sh. Dheeraj Garg, including nature of his expertise, is provided in the Annexure I attached herewith the Notice. Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Sh. Dheeraj Garg as a Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V and rules made thereunder and SEBI (LODR) Regulations, 2015, the terms of re-appointment and remuneration of Sh. Dheeraj Garg as Managing Director of the Company requires approval of the members of the Company. The Board recommends the resolution mentioned at Item No. 6 of the accompanying Notice, for the approval of members of the Company as a **Special Resolution**.

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

ITEM NO. 7

Sh. Andra Veetil Unnikrishnan (DIN: 02498195) was appointed as Deputy Managing Director of the Company for a period of five years w.e.f. 01.01.2009 and thereafter re-appointed as Deputy Managing Director for a further period of five years w.e.f. 01.01.2014 upto 31.12.2018. Subsequently, the members of the Company in their AGM held on 28.09.2018 had approved his re-appointment as Deputy Managing Director for a period of five (5) years starting from 01.01.2019 upto 31.12.2023.

Thus, his present term of office is liable to expire on 31.12.2023.

Sh. Andra Veetil Unnikrishnan, 68 years of age (Date of Birth: 05.06.1955) is a qualified B.A. He is associated with the Group since 1980 and has held various portfolios since then. He has been actively involved in the overall management of the operations of the Company and putting up appropriate systems and processes for bringing improvement in each of the functions of the Company. He has played a pivotal role in the growth of the Company's business. His association with Company is favourable and necessary for the Company for its continual growth.

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V and rules made thereunder and SEBI (LODR) Regulations, 2015, the re-appointment and remuneration of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director requires approval of members of the Company.

Keeping in view of his performance and continued contribution to the growth of the Company, the Board of Directors of the Company in their meeting held on 26.05.2023, based on the recommendation of Nomination and Remuneration Committee, have approved the re-appointment and remuneration of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director of the company for a period of five (5) years w.e.f. 01.01.2024 till 31.12.2028, subject to the approval of the members of the Company at the ensuing Annual General Meeting. The term of his office shall be liable to determination by retirement of Director by rotation.

Further, Sh. Andra Veetil Unnikrishnan would attain the age of 70 years during his proposed tenure of re-appointment. Accordingly, in terms of provisions of section 196(3) read with Schedule V of the Act, for the continuation of his employment as Deputy Managing Director (Executive Director) post the completion of age of such seventy years requires the approval of members by way of a special resolution. Thus, the Board, on recommendation of Nomination and Remuneration Committee, have also approved to continue the employment of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director after attaining the age of seventy years, subject to the approval of the members in the ensuing Annual General Meeting. A brief justification for the continuation of Directorship of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director (Executive Director) of the Company post the completion of age of such seventy years is as under:

Sh. Andra Veetil Unnikrishnan has been associated with Company since long time. He has been actively involved in overall management of the operations of Company. Because of his continued efforts, the Company has sustained a growth pattern and achieved many milestones. He has immense experience in managing various operations and functions of the Company. Having regard to his vast experience and contribution, the Board is of the view that the continuation of directorship of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director (Executive Director) would be beneficial to the functioning and future growth opportunities of the company even after attaining the age of 70 years. Further, the remuneration proposed to be paid to him is commensurate with his abilities and experience.

Further, Sh. Andra Veetil Unnikrishnan is not debarred or disqualified from being re-appointed as Director of Company by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority. Sh. Andra Veetil Unnikrishnan, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Also, in terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

A brief profile of Sh. Andra Veetil Unnikrishnan, including nature of his expertise, is provided in the Annexure I attached herewith the Notice of the ensuing AGM.

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

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

ITEM NO. 8

Sh. Manohar Lal Jain (DIN: 00034591) was initially appointed as Non-Executive Director of the Company w.e.f. 01.08.2013. Later, he was elevated to Executive Director of the Company w.e.f. 01.07.2015 for a term of five years which completed on 30.06.2020. Subsequently, the members of the Company in their AGM held on 30.09.2020 had approved his re-appointment as Executive Director for a period of three (3) years starting from 01.07.2020 to 30.06.2023.

Thus, his current term as an Executive Director of the Company expired on 30.06.2023.

Sh. Manohar Lal Jain has been associated with the Group for a period of more than 42 years. He is a FCA and FCS by qualification. He is 68 years of age (Date of Birth: 07.06.1955). He worked as General Manager (Taxation) in Indian Acrylics Limited (a group company). He has vast experience in the field of finance, legal, secretarial and taxation matters.

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V and rules made thereunder and SEBI (LODR) Regulations, 2015, the re-appointment and remuneration of Sh. Manohar Lal Jain as Executive Director requires approval of members of the Company.

Taking into consideration his expertise, experience and valuable contribution to the growth of the Company, the Board of Directors of the Company in their meeting held on 26.05.2023, based on the recommendation of Nomination and remuneration Committee, have considered and approved the re-appointment and remuneration payable to Sh. Manohar Lal Jain as Executive Director of the company for a period of five (5) years w.e.f. 01.07.2023 to 30.06.2028, subject to the approval of the members in the ensuing Annual general meeting. The term of his office shall be liable to determination by retirement of Director by rotation.

Further, Sh. Manohar Lal Jain would attain the age of 70 years during his proposed tenure of re-appointment. Accordingly, in terms of provisions of section 196(3) read with Schedule V of the Act for the continuation of his employment as Executive Director post the completion of age of such seventy years, the approval of members is required by way of a special resolution. Thus, the Board, on recommendation of Nomination and Remuneration Committee, have also approved to continue the employment of Sh. Manohar Lal Jain as Executive Director after attaining the age of seventy years, subject to the approval of the members in the ensuing Annual General Meeting. A brief justification for the continuation of Directorship of Sh. Manohar Lal Jain as Executive Director of the Company post the completion of age of such seventy years is as under:

STEEL STRIPS WHEELS LIMITED

Sh. Manohar Lal Jain has been associated with Company since long time. He has vast experience in the field of finance, legal, secretarial and taxation matters. He possesses skills for development of various strategies in the said areas and ensuring its successful implementation for the betterment and growth of the Company. The Company has substantially benefitted by his vision, professional knowledge, legal expertise and made enormous progress. He has provided valuable insights into how company can grow, diversify, and prosper to maximize the shareholder's wealth. Having regard to his expertise and contribution, the Board is of the view that the continuation of directorship of Sh. Manohar Lal Jain as Executive Director would be beneficial to the functioning and future growth opportunities of the company even after attaining the age of 70 years. Further, the remuneration proposed to be paid to him is commensurate with his abilities and experience.

Furthermore, Sh. Manohar Lal Jain is not debarred or disqualified from being re-appointed as Director of Company by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority. He has also given his consent to act as a Director of the Company pursuant to Section 152 of the Act, subject to the approval of the Members. Also, in terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

A brief profile of Sh. Manohar Lal Jain, including nature of his expertise, is provided in the Annexure I attached herewith the Notice.

The Board recommends the resolution mentioned at Item No. 8 of the accompanying Notice, for the approval of members of the Company as a **Special Resolution**.

Except Sh. Manohar Lal Jain, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 8 of the accompanying Notice.

ITEM NO. 9

Sh. Virander Kumar Arya (DIN: 00751005) currently holds the office of Non-Executive Independent Director of the Company. His appointment was approved by the Members at the 33rd Annual General Meeting of the Company held on September 30, 2019 to hold office for a period commencing from 27.05.2019 to 30.09.2023 and is eligible for re-appointment for a second term on the Board of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, has approved the re-appointment of Sh. Virander Kumar Arya (DIN: 00751005) as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for second term of three(3) consecutive years w.e.f 01.10.2023 to 30.09.2026. Further, as per the Section 149(10) of the Act, a special resolution is required to be passed by the members of the Company for the re-appointment of an Independent Director for the second term.

Pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof. Sh. Virander Kumar Arya, if appointed, would attain the age of seventy years (75) during his proposed tenure of re-appointment.

Accordingly, in view of the aforesaid provisions, a special resolution is proposed to seek members' approval for the re-appointment of Sh. Virander Kumar Arya as Non-Executive Independent Director for a second term of three consecutive years w.e.f. 01.10.2023 to 30.09.2026 alongwith continuation of his Directorship post the attainment of age of seventy-five years. A brief justification for the re-appointment and such continuation of Sh. Virander Kumar Arya as Non-Executive Independent Director of the Company with effect from 01.10.2023 is as under:

Sh. Virander Kumar Arya (age: 72 years) is a MD Medicine, running a private limited Company in the name and style of Arya Hospital Pvt Ltd, which is engaged in providing healthcare services. He has a rich experience of more than four decades in this profession. Sh. Virander Kumar Arya has an expertise in the field of strategy & planning, governance & regulatory. He also has vast experience in financial matters and possess strong oversight toward risk management.

The Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company and based on the performance evaluation, concluded and recommended to the Board that Sh. Virander Kumar Arya's qualifications and the rich experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is also of the opinion that Sh. Virander Kumar Arya continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sh. Virander Kumar Arya for the office of Non-Executive Independent Director of the Company. The Company has also received declaration from Sh. Virander Kumar Arya, that he meets the criteria of independent directorship as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and is not debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any other authority. In terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, Sh. Virander Kumar Arya, has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Sh. Virander Kumar Arya has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director in terms of Section 152 of the Act, subject to the approval of the Members.

A brief resume of Sh. Virander Kumar Arya, the nature of his expertise, Directorships held in other companies, Committee Memberships/ Chairmanships, his shareholding etc., is separately annexed in Annexure I hereto .



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

The Board recommends the **Special Resolution** set out at Item No. 9 of the Notice for approval of the Members.

Except Sh. Virander Kumar Arya and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the Notice.

Item No. 10

Sh. Rajinder Kumar Garg (DIN: 00034827, aged almost 80 years), Chairman and Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible seeks re-appointment under Item No. 3 of this Notice.

In accordance with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 consent of the members is required to appoint/continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years. The consent of the members by way of Special Resolution is sought for the continuation of Directorship of Sh. Rajinder Kumar Garg, who has attained the age of almost 80 (eighty) years.

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, in its meeting held on 12.07.2023, has recommended the Continuation of Directorship of Sh. Rajinder Kumar Garg, Chairman and Non-Executive Director of the Company, till the date he retires by rotation in terms of Section 152 of the Companies Act, 2013, subject to the approval of the members of the Company at the ensuing Annual General Meeting. A brief justification for his continuation of Directorship as Chairman and Non-Executive Director of the Company is as under:

Sh. Rajinder Kumar Garg is a promoter of the Company. He has wide and varied experience in business development operations. He started his career in the government service and entered his own business in the year 1975. He is an industrialist and is a technocrat with more than four decades of rich experience in the industrial field including Steel, Acrylics Fibre, Automotive wheels rims, civil constructions and other allied activities. The Company is benefitted from his vision and vast experience in the various industrial fields and his contribution towards the growth of the Company.

A brief resume of Sh. Rajinder Kumar Garg, the nature of his expertise, Directorships held in other companies, Committee Memberships/ Chairmanships, his shareholding etc., is separately annexed as Annexure I hereto.

The Board recommends the **Special Resolution** as set out in Item No. 10 for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Sh. Rajinder Kumar Garg (whose continuation of directorship is proposed in the resolution) and Sh. Dheeraj Garg, Managing Director of the Company (relative) is in any way concerned or interested financially or otherwise in the resolution mentioned at Item No. 10 of the accompanying notice.

By Order of the Board of Directors

Place: Chandigarh
Date: 12.07.2023

Shaman Jindal
Company Secretary
M. No. A15397

STEEL STRIPS WHEELS LIMITED

Annexure I

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

Name of Director and DIN	Sh. Rajinder Kumar Garg (DIN: 00034827)	Sh. Dheeraj Garg (DIN:00034926)	Sh. Andra Veetil Unnikrishnan (DIN:02498195)	Sh. Manohar Lal Jain (DIN: 00034591)	Sh. Virander Kumar Arya (DIN:00751005)
Age/ Date of Birth	Almost 80 years (18.08.1943)	51 years (11.05.1972)	68 years (05.06.1955)	68 years (07.06.1955)	72 years (05.09.1950)
Qualification	B.E (Civil)	B.S (Finance)	B.A	FCS, FCA	M.D (Medicine)
Brief Resume and Expertise in specific functional areas	Sh. Rajinder Kumar Garg is a promoter of the Company. He has wide and varied experience in business development operations. He started his career in the government service and entered his own business in the year 1975. He is an industrialist and is a technocrat with more than four decades of rich experience in the industrial field including Steel, Acrylics Fibre, Automotive wheels rims, civil constructions and other allied activities. The Company is benefitted from his vision and vast experience in the various industrial fields and his contribution towards the growth of the Company.	Sh. Dheeraj Garg has been associated with Company for almost 30 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has decades of experience in the field of finance, Corporate Strategy, development, planning and Business Management. His collaborative leadership style is focused on achieving objectives through teamwork and to take projects through from concept to reality.	Sh. Andra Veetil Unnikrishnan is associated with the Group since 1980 and has held various portfolios since then. He has been actively involved in the overall management of the operations of the Company and putting up appropriate systems and processes for bringing improvement in each of the functions of the Company. He has played a pivotal role in the growth of the Company's business.	Sh. Manohar Lal Jain has been associated with the Group for a period of more than 42 years. He is a FCA and FCS by qualification. He worked as General Manager (Taxation) in Indian Acrylics Limited (a group company). He has vast experience in the field of finance, legal, secretarial and taxation matters. He also possesses skills for development of various strategies in the said areas and ensuring its successful implementation for the betterment and growth of the Company.	Sh. Virander Kumar Arya is a MD Medicine, running a private limited Company in the name and style of Arya Hospital Pvt Ltd, which is engaged in providing healthcare services. He has a rich experience of more than four decades in this profession. Sh. Virander Kumar Arya has an expertise in the field of strategy & planning, governance & regulatory. He also has vast experience in financial matters and possess strong oversight toward risk management.
Terms and Conditions of Appointment/ Re-appointment	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement.
Remuneration last drawn (including sitting fee if any)	Paid sitting fees for attending Board Meeting. For more details please refer Corporate Governance Report section of the Annual Report 2022-23.	Rs. 1368.04 lacs during 2022-23. For details please refer Corporate Governance Report section of the Annual Report 2022-23	Rs. 126.73 lacs during 2022-23. For details please refer Corporate Governance Report section of the Annual Report 2022-23	Rs. 76.48 lacs during 2022-23. For details please refer Corporate Governance Report section of the Annual Report 2022-23	Paid sitting fees for attending Board Meeting and Audit Committee meetings. For more details please refer Corporate Governance Report section of the Annual Report 2022-23.

Remuneration proposed to be paid	As per existing terms and conditions	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As per existing terms and conditions
Date of First Appointment on the Board	28.02.1985	29.04.1993	01.01.2009	01.08.2013	27.05.2019
Shareholding in the Company	3055333 equity shares as on 31.03.2023 as well as on the date of the Notice.	46402280 equity shares as on 31.03.2023 as well as on the date of the Notice.	16035 equity shares as on 31.03.2023 & 0 equity shares as on date of Notice.	203030 equity shares as on 31.03.2023 & 175756 equity shares as on date of Notice.	2500 Shares as on 31.03.2023 as well as on the date of the Notice.
Shareholding of Non-Executive Directors as a beneficial owner	NIL	NA	NA	NA	NIL
Relationship with other Director/ Key Managerial Personnel	He is related to Sh. Dheeraj Garg, Managing Director of the Company.	He 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.	He is not related to any other director/ Key Managerial Personnel of the Company.	He is not related to any Director or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2022-23	Please refer Corporate Governance Report section of the Annual Report 2022-23	Please refer Corporate Governance Report Section of the Annual Report 2022-23	Please refer Corporate Governance Report section of the Annual Report 2022-23	Please refer Corporate Governance Report section of the Annual Report 2022-23
Directorships held in other companies	- Indian Acrylics Ltd. - SAB Industries Ltd. - Steel Strips Infrastructures Ltd.	Indian Acrylics Ltd.	NIL	- Malwa Chemtex Udyog Ltd. - Indlon Chemicals Ltd. - Steel Strips Industries Ltd. - Munak Financiers Private Limited - S J Mercantile Private Limited - Steel Strips Holdings Private Limited - Munak Investments Pvt Ltd - Steel Strips Financiers Pvt Ltd - S S Credits Pvt Ltd - DHG Marketing (P) Ltd. - Chandigarh Developers (P) Ltd.	Arya hospital Pvt. Ltd.
Memberships/ chairmanships of committees of Board of Directors of the company (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	- Audit Committee-Member - Stakeholder Relationship Committee-Member	- Audit Committee-Member - Stakeholder Relationship Committee-Member

STEEL STRIPS WHEELS LIMITED

Memberships/ chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Indian Acrylics Limited- • Audit Committee (Member) • Stakeholders Relationship Committee (Member)	NIL	NIL	NIL
Listed Companies from which the Director has resigned in the past three years	NIL*	NIL	NIL	NIL	NIL

*Sh. Rajinder Kumar Garg was the Chairman of Steel Strips Ltd. (SSL). However, SSL was amalgamated into another Company. Thus, as on date SSL has ceased to exist.