

## Corporate Governance

|                                    |                                           |
|------------------------------------|-------------------------------------------|
| <b>STEEL STRIPS WHEELS LTD.-\$</b> |                                           |
| <b>Scrip Code :513262</b>          | <b>Quarter<br/>Ending : June<br/>2016</b> |

### Annexure 1

#### Composition of Board of Directors

| Title | Name of the Director      | Category                                             | Date of appointment in the current term | Date of cessation | Tenure of Director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|-------|---------------------------|------------------------------------------------------|-----------------------------------------|-------------------|--------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| Mr    | Rajender Kumar Garg       | Non-Executive - Non Independent Director,Chairperson | 30 Sep 2015                             | -                 | -                              | 5                                                                  | 0                                                                                     | 0                                                                                                              |
| Mr    | Dheeraj Garg              | Executive Director,MD                                | 01 Jun 2015                             | -                 | -                              | 2                                                                  | 0                                                                                     | 0                                                                                                              |
| Mr    | Madan Mohan Chopra        | Non-Executive - Independent Director                 | 30 Sep 2014                             | -                 | 24                             | 3                                                                  | 2                                                                                     | 1                                                                                                              |
| Mr    | Andra Veetil Unnikrishnan | Executive Director                                   | 01 Jan 2014                             | -                 | -                              | 1                                                                  | 0                                                                                     | 0                                                                                                              |

|    |                       |                                      |             |   |    |   |   |   |
|----|-----------------------|--------------------------------------|-------------|---|----|---|---|---|
| Mr | Manohar Lal Jain      | Executive Director                   | 01 Jul 2015 | - | -  | 1 | 2 | 0 |
| Mr | Surinder Kumar Bansal | Non-Executive - Independent Director | 30 Sep 2014 | - | 24 | 2 | 2 | 2 |
| Mr | Sukhbir Singh Grewal  | Non-Executive - Independent Director | 30 Sep 2014 | - | 24 | 1 | 2 | 0 |
| Mr | Sudhanshu Shekhar Jha | Non-Executive - Independent Director | 30 Sep 2014 | - | 24 | 1 | 1 | 0 |
| Mr | Chanakya Chaudhary    | Non-Executive - Nominee Director     | 05 Nov 2014 | - | -  | 1 | 0 | 0 |
| Ms | Jaspreet Takhar       | Non-Executive - Independent Director | 30 Mar 2015 | - | 30 | 1 | 0 | 0 |

#### Composition of Committee

| Audit Committee           |                                                   |
|---------------------------|---------------------------------------------------|
| Name of Committee members | Category                                          |
| Surinder Kumar Bansal     | Non-Executive - Independent Director, Chairperson |
| Sukhbir Singh Grewal      | Non-Executive - Independent Director ,Member      |
| Sudhanshu Shekhar Jha     | Non-Executive - Independent Director, Member      |
| Manohar Lal Jain          | Executive Director,Member                         |

| Nomination and remuneration committee     |                                                  |
|-------------------------------------------|--------------------------------------------------|
| Name of Committee members                 | Category                                         |
| Sukhbir Singh Grewal                      | Non-Executive - Independent Director,Chairperson |
| Surinder Kumar Bansal                     | Non-Executive - Independent Director,Member      |
| Sudhanshu Shekhar Jha                     | Non-Executive - Independent Director,Member      |
| Stakeholders Relationship Committee       |                                                  |
| Name of Committee members                 | Category                                         |
| Surinder Kumar Bansal                     | Non-Executive - Independent Director,Chairperson |
| Manohar Lal Jain                          | Executive Director,Member                        |
| Sukhbir Singh Grewal                      | Non-Executive - Independent Director,Member      |
| Corporate Social Responsibility Committee |                                                  |
| Name of Committee members                 | Category                                         |
| Sukhbir Singh Grewal                      | Non-Executive - Independent Director,Chairperson |
| Andra Veetil Unnikrishnan                 | Executive Director,Member                        |
| Manohar Lal Jain                          | Executive Director,Member                        |

### Meeting Of Board Of Directors

| Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meeting (in number of days) |
|-----------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------|
| 18 Jan 2016                                         | -                                                   | 0                                                                   |
| -                                                   | 28 Apr 2016                                         | 100                                                                 |

### Meeting Of Committees

| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)                   | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|-------------------|-------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|
| Audit Committee   | 28 Apr 2016                                                 | 2 independent directors and 1 executive Director were present | 18 Jan 2016                                                 | 100                                                                  |

### Related Party Transactions

| Subject                                                                                                | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance |
|--------------------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------|
| Whether prior approval of audit committee obtained                                                     | Yes                           | -                                           |
| Whether shareholder approval obtained for material RPT                                                 | NA                            | -                                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | Yes                           | -                                           |

### Affirmations

| Subject                                                                                                                                                                                 | Compliance status (Yes/No) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                           | Yes                        |
| The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                              | Yes                        |
| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                    | Yes                        |
| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                      | Yes                        |
| The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                | NA                         |
| The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015       | Yes                        |
| The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes                        |