STEEL STRIPS GROUP

STEEL STRIPS WHEELS LTD.
CIN: L27107PB1985PLC006159
Head Office : **ISO /TS16949 Certified**
SCO 49-50-51, Sector-26,
Madhya Marg, Chandigarh -160 019 (INDIA)
Tel : +91-172-2793112, 2790979, 2792385
Fax : +91-172-2794834, 2790887
Website : www.sswlindia.com

Ref. SSWL/
Dated 05.09.2016

Bombay Stock Exchange Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Sub: Notice of 30th Annual General Meeting and Annual Report for 2015-16.

Dear Sir,

Please find enclosed herewith Copy of Annual Report for 2015-16, comprising thereby Notice of Annual General Meeting of the Company, Scheduled to be held on Friday, the 30th day of September, 2016.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

for Steel Strips Wheels Limited

(Shaman Jindal)
GM-Cum-Company Secretary
M.No.A15397
Encl:a/a

STEEL STRIPS GROUP

Steel Strips Wheels Limited

Wheeling Towards Excellence

ANNUAL REPORT

ISO 9002, QS 9000 & TS-16949 Certified Company

2015-16

STEEL STRIPS GROUP

CORPORATE Information

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REGD. OFFICE

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

WORKS

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

(ii) Plot No. A-10, SIPCOT, Industrial Growth Centre,
Vallam Village, Sriperumbudur, Tamil Nadu.

(iii) Plot No. 733, 734, 735, 747
Mouza Jojobera, P.O. & P.S. Chhota Govindpur,
East Singhbhum District Jamshedpur, Jharkhand.

(iv) Plot No. 77, 78, 136B, 394,
Village - Martoli/Tejpura, Taluka - Jotana,
District - Mehsana, Gujarat, India

(v) Village - Muria, P. O - Kolabira Thana No. - 150
District Seraikela - Kharsawan, Jharkhand

HEAD OFFICE

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

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-1
Near PVR Naraina, New Delhi-110028

BOARD OF DIRECTORS

Sh. Rajender Kumar Garg, Chairman
Sh. Dheeraj Garg, Managing Director
Sh. Andra Veetil Unnikrishnan, Dy. Managing Director
Sh. Manohar Lal Jain, Executive Director
Ms. Jaspreet Takhar
Sh. Madan Mohan Chopra, AVSM (Retd.)
Sh. Chanakya Chaudhary
Sh. Sudhanshu Shekhar Jha
Sh. Sukhbir Singh Grewal
Sh. Surinder Kumar Bansal

COMPANY SECRETARY

Sh. Shaman Jindal

CHIEF FINANCIAL OFFICER

Sh. Naveen Sorot

BANKERS / INSTITUTIONS

AXIS Bank Ltd.
Bank of Baroda
Canara Bank
DEG, Germany
Export-Import Bank of India
HDFC Bank
ICICI Bank Ltd.
Punjab National Bank
State Bank of India
Tata capital Financial Services
United Bank of India
Yes Bank
Syndicate Bank

AUDITORS

M/s S.C. Dewan & Co.
Chartered Accountants
SCO 90, 1st Floor, Swastik Vihar
Panchkula.

STEEL STRIPS WHEELS LIMITED
(CIN: L27107PB1985PLC006159)
Regd. Office: Village Somalheri/Lehli P.O.Dappar,
Tehsil Derabassi, Distt. S.A.S Nagar (Mohali) (Punjab)
Phone: +91- 172-2793112, Fax: +91-172-2794834
Email: ssl_ssg@glide.net.in, Website: www.sswlindia.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Steel Strips Wheels Limited ("Company") will be held as scheduled below:

Day & Date	:	Friday, 30th day of September, 2016
Time	:	11.00 A. M.
Venue	:	Company's Regd. Office at Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab)

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16.

3. To appoint a Director in place of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Sh. Andra Veetil Unnikrishnan (DIN: 02498195), who retires by rotation and being eligible, offers himself for re-appointment.

5. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and pursuant to the resolution passed by the members at the 28th Annual General Meeting held on 30th September, 2014, the Company hereby ratifies the appointment of M/s S. C. Dewan & Co., Chartered Accountants (Firm Registration No. 000934N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 at such remuneration plus service tax, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee, **Sh. Madan Mohan Chopra** (**DIN:00036367**), who holds the office of Independent Director of the Company upto 30.09.2016 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, be and is hereby re-appointed for the second term as an Independent Director of the Company for a period of three years from 01.10.2016 to 30.09.2019 and shall not be liable to retire by rotation."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee, **Sh. Sukhbir Singh Grewal (DIN:00031001)**, who holds the office of Independent Director of the Company upto 30.09.2016 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, be and is hereby re-appointed for the second term as an Independent Director of the Company for a period of three years from 01.10.2016 to 30.09.2019 and shall not be liable to retire by rotation."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time and pursuant to the

recommendation of the Nomination and Remuneration Committee, **Sh. Sudhanshu Shekhar Jha (DIN:01489603)**, who holds the office of Independent Director of the Company upto 30.09.2016 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, be and is hereby re-appointed for the second term as an Independent Director of the Company for a period of three years from 01.10.2016 to 30.09.2019 and shall not be liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as a S**pecial Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee, **Sh. Surinder Kumar Bansal (DIN:00165583)**, who holds the office of Independent Director of the Company upto 30.09.2016 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, be and is hereby re-appointed for the second term as an Independent Director of the Company for a period of three years from 01.10.2016 to 30.09.2019 and shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 **(" Act")** and the Rules framed thereunder and in accordance with the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (" Regulations"), including the relevant guidelines, rules, regulations, notifications, circulars and other requirements as specified by the SEBI and other appropriate authorities from time to time and subject to such approvals, consents, permissions and/or sanctions as may be necessary and also subject to such conditions, stipulations and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded to the introduction and implementation of "Steel Strips Wheels Limited- Employee Stock Option Scheme 2016" (hereinafter referred to as the "ESOS 2016" or "the Scheme"), authorizing the Board of Directors of the Company (hereinafter referred to as " Board", which term shall be deemed to include an Employee Compensation Committee ("**ECC**") or any other Committee of the Directors duly authorized in the matter) to create, offer, issue and grant, in one or more tranches, up to 1,00,000 (One Lac Only) options to such persons, present and future, who are in permanent employment of the Company, whether working in India or outside India, and to Directors of the Company, whether a Whole Time Director or not (excluding Independent Directors of the Company and an employee who is a Promoter or a person belonging to the Promoter group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) (all such persons are hereinafter collectively referred to as "Employees"), through "Steel Strips Wheels Limited- Employee Stock Option Scheme, 2016" ("ESOS 2016" or "the Scheme") of the Company which entitles the option holders to subscribe one equity share of the Company of face value of Rs. 10/- (Rupees Ten Only) each at an exercise price of Rs. 200/- (Rupees Two Hundred Only) per equity share, against each option granted to them, i.e. in total 1,00,000 (One Lac Only) equity shares aggregating to the face value of Rs. 10,00,000 (Rupees Ten Lac Only), which is equivalent to approx. 0.65% of the issued and paid up equity share capital of the Company as on the date of notice, on such terms and conditions as may be fixed or determined by the Board or ECC in accordance with the provisions of the law or regulations/guidelines issued by the relevant authority(ies).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as " Board", which term shall be deemed to include an Employee Compensation Committee ("**ECC**") or any other Committee of the Directors duly authorized in the matter) be and is hereby authorized to issue and allot such number of equity shares as may be required upon exercise of options from time to time in pursuance of the scheme and get the shares listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), and that the equity shares so issued and allotted shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT the number of options that may be granted to any Employee, in any financial year and in aggregate under the "ESOS 2016" shall not exceed 1% of the Issued Share Capital of the Company at the time of grant of option.

RESOLVED FURTHER THAT the Company shall conform to the Accounting Policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the "ESOS 2016."

RESOLVED FURTHER THAT in case the Company's equity share capital or its valuation is affected due to any corporate action like issue of Bonus Shares, Right Shares, any split or consolidation of face value of equity shares, or any event of merger, demerger, consolidation, capitalization or other reorganization of the Company, tender offer for equity shares or Sale of Undertaking or any other corporate action or otherwise, the Board/ECC is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the "ESOS 2016" are passed to the employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the "ESOS 2016" from time to time including but not limited to suspend, withdraw, terminate or revise the "ESOS 2016" as it may deem fit, from time to time as its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and SEBI regulations/guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, at its absolute discretion, as it may deem necessary including authorizing or directing to appoint Merchant Bankers, Solicitors, Advisors, Consultants or Representatives , being incidental to the effective implementation and administration of "ESOS 2016" and to delegate all or any powers conferred herein to ECC or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary in this regard to give effect to the aforesaid resolution."

By Order of the Board of Directors

Place: Chandigarh
Date: 26/08/2016

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") of the Company are also annexed.

2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. 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. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative 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.

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.

6. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2016 to 30.09.2016** (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members entitled to dividend, if declared at this meeting.

7. The dividend, as recommended by the Board of Directors, if declared at this Annual General Meeting will be paid within a period of 30 days from the date of declaration, to those members whose name will appear on the register of members/depository records as at the closing hours of business on **23.09.2016**.

8. Reserve Bank of India has introduced National Electronic Clearing Service (NECS) to facilitate credit of dividend directly to the shareholder's bank account. This facility eliminates loss of dividend warrants sent by post due to pilferage in transit, delay in receipt of dividend warrants and ensures quick credit of the dividend. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to Company/ Registrar and Transfer Agents of the Company.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form are requested to advise any change in their address along with Pin code number immediately to the Company/ Registrar and Transfer Agents of the Company.

   The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

   Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) 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 2015-16 are being sent by the permitted mode.

   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.

Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.sswlindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.00 am to 5.00 pm) on working days.

10. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.

11. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.

12. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under Section 170 of the Companies Act, 2013 and register of contracts or arrangements in which the directors are interested, to be maintained under Section 189 of the Companies Act, 2013 during the course of the meeting at the venue.

13. Pursuant to the provisions of Section 205A of the Companies Act, 1956, Unclaimed/Unpaid dividend for the financial year ended 2007-08 was transferred, on due date, to "INVESTORS EDUCATION AND PROTECTION FUND" established by the Central Government.

    Company has not declared any dividend for the financial year 2008-09. So this year no Unpaid/Unclaimed Dividend for the financial year 2008-09 shall be transferred to the "INVESTORS EDUCATION AND PROTECTION FUND".

    Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September, 2015 (date of Last Annual General Meeting) on the website of the Company (www.sswlindia.com) and also on the website of the Ministry of Corporate Affairs.

14. M/s Link Intime India Pvt. Limited, at 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase-I , Near PVR Naraina, New Delhi - 110028 are acting as the common agency to carry out the Dematerialization and physical transfer of shares. The shareholders are requested to send the shares for transfer at the above mentioned address of the Registrar.

15. **Voting through electronic means**

    In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and any amendment thereto, the Company is pleased to provide members, a facility to exercise their right to vote on the resolutions proposed to be passed in the 30th Annual General Meeting (AGM) by electronic means through remote e-voting services provided by Central Depository (Services) India Limited (CDSL).

    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 facility for voting through polling paper shall be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, votes casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their votes by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    Steps for remote e-voting

    (i) **The remote e-voting period begins on September 26, 2016 at 9.00 a.m. and will end on September 29, 2016 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 cutoff date i.e. September 23, 2016,** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL 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.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (iii) The shareholders should log on to the remote e-voting website www.evotingindia.com.

    (iv) Click on Shareholders.

    (v) Now Enter your User ID

        a. For CDSL: 16 digits beneficiary ID,

        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

        c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (vi) Next enter the Image Verification as displayed and Click on Login.

    (vii) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier remote e-voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for remote e-voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(xii) Click on the Company i.e. **"Steel Strips Wheels Limited"/ "Electronic Voting Sequence Number"** of Steel Strips Wheels Limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If De-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android, Apple and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **23.09.2016**, may follow the same instructions as mentioned above for remote e-voting. **The Voting rights of the members shall be in proportion to their shares in the paid up capital of the Company as on the cut off date i.e. 23.09.2016. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.**

(xxii) In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. Further Mr. Wenceslaus Furtado Deputy Manager having address i.e. Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street Fort, Mumbai - 400 001, email id: helpdesk.evoting@cdslindia.com and contact number 18002005533, is responsible to address the grievances connected with facility for voting by electronic means.

(xxiii) The Board of Directors has appointed Mr. Sushil K. Sikka, Practicing Company Secretary (Membership No. 4241 and C.P.No. 3 5 8 2) proprietor of 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.

(xxiv) The Scrutinizer shall, immediately after the conclusion of voting at the meeting , 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 not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

(xxv) The Chairman or any director or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sswlindia.com and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE), andNational 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 30th September, 2016.

16. 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 upto and including the date of AGM of the Company.

By Order of the Board of Directors

Place: Chandigarh
Date: 26/08/2016

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 5

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s S. C. Dewan & Co., Chartered Accountants (Firm Registration No. 000934N), were appointed as the Statutory Auditors of the Company for a period of three years at the 28th Annual General Meeting (AGM) of the Company held on 30th September, 2014.

As per the provisions of Section 139 (1) of the Act, their appointment for the above tenure is subject to the ratification by members at every Annual General Meeting.

Accordingly ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 5 of the Notice.

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

None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at item no. 5 of the accompanying Notice.

ITEM NO. 6 to 9

At the 28th Annual General Meeting held on 30th September, 2014, Members of the Company had appointed Sh. Madan Mohan Chopra (DIN: 00036367), Sh. Sukhbir Singh Grewal (DIN: 00031001), Sh. Sudhanshu Shekhar Jha (DIN: 01489603) and Sh. Surinder Kumar Bansal (DIN: 00165583) as Independent Directors of the Company not liable to retire by rotation. The current term of the said Independent Directors of the Company shall expire on 30.09.2016. As per Section 149(10) of the Companies Act,2013 **("Act")** an Independent Director shall be eligible for re-appointment for a second term of up to 5 years on passing a Special Resolution by the shareholders of the Company.

Since the current term of appointment of the said Independent Directors will expire on 30th day of September, 2016, your Board based on the recommendation of Nomination and Remuneration Committee and their performance evaluation and after reviewing confirmation of Independence received from these Directors, recommends the re-appointment of Sh. Madan Mohan Chopra, Sh. Sukhbir Singh Grewal, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal for a second term of three years commencing from 01.10.2016 to 30.09.2019. The notices in writing proposing their re-appointment as Independent Directors of the Company along with the deposit of requisite amount under Section 160 of the Act, have been received from the members of the Company. The Company has already received requisite consent from the said Directors pursuant to the provisions of Section 152 of the Companies Act, 2013.

All these Directors, have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Act. In the opinion of the Board, Sh. Madan Mohan Chopra, Sh. Sukhbir Singh Grewal, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal, who are proposed to be appointed for the second term as Independent Directors of the Company for a period of 3 years commencing from 01.10.2016 to 30.09.2019, fulfill all the conditions specified in the Act and Rules framed thereunder for appointment as Independent Directors and they are independent of the Management .These Directors are not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and they have given their consent to act as a Director.

The terms and conditions of re-appointment of the above Directors along with the performance evaluation report shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working day.

Your Board recommends the Special Resolution(s) as set out in Item No. 6 to 9 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Sh. Madan Mohan Chopra, Sh. Sukhbir Singh Grewal, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal (whose re-appointments are proposed in these resolutions) are in any way concerned or interested in the resolution.

ITEM NO. 10

Employees are considered to be back bone of the organization and for its business activities, more particularly in the increasingly competitive environment, where people are the key resources for success and achievement of corporate goals.

With the objective to attract, retain and motivate Employees as well as to reward Employees for their performance and association with the Company and motivate them to contribute to the growth and profitability of the Company, the Board of Directors of your Company have formulated an Employee Stock Option Scheme titled as " Steel Strips Wheels Limited-Employee Stock Option Scheme, 2016" (hereinafter referred as "ESOS 2016" or "the Scheme"), in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant guidelines, rules, regulations, notifications, circulars and other requirements as specified by the SEBI and other appropriate authorities.

"ESOS 2016" will enable the Company to align Employee's goal and interests with those of the Company and its shareholders and not only to retain best talents but also enable the Employees to develop a sense of ownership with the organization.

Earlier Company had introduced and implemented two Employee Stock Options Schemes as per the following details:

Date of approval of shareholders	Name of Employee Stock Option Scheme	Maximum No. of equity share options
30th September, 2013	Steel Strips Wheels Limited- Deputy Managing Director, Employee Stock Option Scheme 2013 ("DMD ESOS 2013")	51000 options exercisable into equal number of equity shares
27th February, 2015	Steel Strips Wheels Limited- Employee Stock Option Scheme, 2014 ("ESOS 2014")	150000 options exercisable into equal number of equity shares

Under "DMD ESOS 2013" Sh. A.V Unnikrishnan, Deputy Managing Director of the Company, had already exercised his options to convert 51000 options into 51000 equity shares of face value Rs. 10/- each at an exercise price of Rs. 10/- per equity share and Company had allotted 51000 shares to him.

Under "ESOS 2014" , the Company has already allotted 64825 equity shares of Rs.10/- each at an exercise price of Rs. 100/- per share upon exercise of options by the employees of the Company to whom options were granted under the said scheme. 50000 options were forfeited as certain employees to whom these options were granted have left the Company. The balance outstanding 35175 options are yet to be exercised by the option holders.

Pursuant to Regulation 6 and Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and requirements enumerated by SEBI through the Circular No. CIR/CFD/POLICY CELL/2/2015 dated June, 16, 2015, the Key details of "ESOS 2016" are set out below:

BRIEF TERMS AND CONDITIONS OF STEEL STRIPS WHEELS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2016 ("ESOS 2016")

1. **Brief Description of the Scheme**

   The Company has framed a draft Employees Stock Option Scheme (hereinafter referred as "ESOS 2016" or "the Scheme") to reward the eligible employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company.

2. **Total number of options to be granted:**

   The total number of options to be granted under the "ESOS 2016" shall not exceed 1,00,000 (One Lac Only) options. Each option is exercisable into equal number of equity shares of the face value of Rs. 10/- each.

   The Employee Compensation Committee (ECC) is authorized to determine in its absolute discretion, the number of tranches in which the option shall be granted

   In case of any corporate action like issue of Bonus Shares, Right Shares, any split or consolidation of face value of equity shares, or any event of merger, demerger, consolidation, capitalization or other reorganization of the Company, tender offer for equity shares or Sale of Undertaking or any other corporate action or otherwise, the Board/Employee Compensation Committee ("ECC") is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the "ESOS 2016" are passed to the employees. For making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price, in case of aforesaid corporate actions, the Board/ECC shall take the following into consideration:

   (a) the number and price of options under "ESOS 2016" shall be adjusted in a manner such that the total value to the employee of the options under "ESOS 2016" remains the same after corporate action;

   (b) the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options.

3. **Identification of classes of Employees entitled to participate and be beneficiaries in the "ESOS 2016" :**

   The following employees shall be eligible to participate in the scheme:

   All present and future, permanent employees of the Company, who has been working in India or outside India and Directors (whether Whole Time Director or not but excluding Independent Directors) of the Company.

   The following persons shall not be eligible to participate in the scheme:

   a. an employee who is a promoter or a person belonging to the promoter group; or

   b. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

4. **Requirements of vesting and period of vesting:**

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years from the respective date of grant of options as may be determined by ECC. The vesting may happen in one or more tranches. ECC may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable laws and in the interest of the option grantee.

The Vesting dates in respect of the options granted under the scheme shall be determined by the ECC and may vary from employee to employee or any class thereof and/or in respect of the numbers or percentage (%) of the options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that ECC may prescribe achievement of any performance condition (s).

5. **Maximum period within which options shall be vested:**

All the options granted on any date shall vest not later than a maximum period of 4 years from the date of grant of options as may be determined by the ECC.

6. **Exercise Price or the Pricing formula:**

The exercise price shall be Rs. 200/- per equity share of face value of Rs. 10/- per share.

7. **Exercise period and process of exercise:**

Exercise period would commence from the date of vesting and will expire on completion of 5 years from the respective date of grant or such other shorter period as may be decided by ECC from time to time.

The Options granted shall be capable of being exercised in one or more tranches.

The Options granted to the employee shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

The Options will be exercisable by the employee by a written application to the Company to exercise the options in such a manner, and on execution of such documents, as may be prescribed by the Board/ECC from time to time.

In the event of death of the Employee while in employment, all the options granted to him till such date shall vest in the legal heirs or nominees of the deceased Employee & shall be exercisable within one year thereof or before the expiry of the Exercise Period whichever is earlier. ECC may in its absolute discretion permit the exercise of the Options even beyond the said period. Any vested option not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.

In case the Employee suffers a permanent incapacity while in employment, all the options granted to him as on the date of permanent incapacitation, shall vest in him on that day and shall be exercisable within one year thereof or before the expiry of the Exercise Period whichever is earlier. The ECC may in its absolute discretion permit the exercise of the Options even beyond the said period. Any vested Options not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.

Where the Employee is on long leave, the Grant, Vesting, Exercise of the Options will be through a duly constituted attorney of the Employee. In case the Employee does not name such constituted attorney, Grant, Vesting and Exercise of Options will be decided at the discretion of the ECC.

In the event of separation from employment for reasons of normal retirement or a retirement specifically approved by the Company or where an extension in retirement date is granted, on completion of such extension period, all Vested Options should be exercisable by the Employee immediately after, but in no event later than one year from the date of the Employee's retirement or before the expiry of the Exercise Period whichever is earlier. The ECC may in its absolute discretion permit the exercise of the Options even beyond the said period. Any Vested Options not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period.

In the event of resignation, all unvested Options, on the date of submission of resignation, shall expire and stand terminated with effect from that date unless otherwise determined by the ECC whose determination will be final and binding. However, all vested options as on that date shall be exercisable by the Employee within 90 days from the date of resignation or before the expiry of the Exercise Period, whichever is earlier.

In the event of the Employee ceasing to be in the service of the Company, due to misconduct or violates the terms and conditions of his employment in any manner, all the Options outstanding on the date of cessation of his employment, shall stand cancelled forthwith and that the Employee shall not be permitted to exercise any right in respect thereof.

In the event of termination (other than termination due to misconduct), all unvested options, on the date of such termination, shall expire and stand terminated with effect from that date unless otherwise determined by the ECC whose determination will be final and binding . However, all vested options as on that date shall be exercisable by the employee within 90 days from the date of termination or before the expiry of the exercise period, whichever is earlier.

In the event of abandonment of employment by the Employee without the Company's consent, all the Options whether granted or vested but not exercised at the time of abandonment shall stand cancelled.

8. **Appraisal process for determining the eligibility of employees to "ESOS 2016"**

The criteria involved in selection of the eligible employees and the number of options to be granted to each of them will be determined by the ECC on the basis of various variables like:

- The performance and / or merit of the employee as indicated by his periodical performance appraisal; or
- The minimum period of service put in by him and his remaining future service; or

- His Cadre/Designation in the Company; or
- His present and potential contribution to the success of the Company; or
- The key functional areas in which the employee is involved; or
- Such other criteria and / or factors as may be deemed relevant and / or appropriate by the ECC.

The decision of the ECC in this regard shall be final and binding on all the employees. The ECC may, in its sole discretion, vary the conditions on the basis of which the grant size shall be determined.

9. **Maximum number of options to be issued per employee and in aggregate :**

The maximum number of Options that may be granted to any Employee , in any financial year and in aggregate under the "ESOS 2016" shall not exceed 1% of the Issued Share capital of the Company at the time of grant of option.

10. **Maximum quantum of benefits to be provided per employee under the "ESOS 2016":**

Same as point No. 9.

11. **Whether the Scheme is to implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented and administered directly by the Company.

12. **Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**

The scheme involves fresh/new issue of shares by the Company.

13. **Amount of Loan to be provided for implementation of the Scheme (s) by the Company to the trust, its tenure, utilization, repayment terms, etc:**

N. A.

14. **Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the scheme:**

N. A.

15. **Conformation to the Accounting Policies:**

The Company shall conform to the Accounting Policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 i.e. requirements of the Guidance Note on Accounting for employee share-based Payments' ("Guidance Note") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing guidance notes or Accounting standard do not prescribe accounting treatment or disclosure requirements for the said scheme under these Regulations, then the Company shall comply with the relevant accounting standard as may be prescribed by the ICAI from time to time.

16. **Method of Option Valuation:**

The Company will adopt the fair value method for accounting purposes. Black- Scholes option pricing model will be used for determining the fair value of an option granted under the **"ESOS 2016".**

17. **Lock-in of Equity Shares allotted upon exercise of option:**

The shares which shall be allotted upon exercise of option, shall not be subject to any Lock in Period.

18. **Procedure for cashless exercise of Options:**

There is no cashless exercise of Options. However, the Company may grant loan to the employee(s).

19. **Re-issue of the Lapsed Options:**

In case where options, whether vested or unvested, lapse or expire or are forfeited for any reason, the ECC may re-issue the options to other eligible employees. The options so issued shall be subject to the terms and conditions of the "ESOS 2016".

In the terms of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits) Regulations, 2014, the shareholders' consent is being sought to authorize the Board of Directors/ECC to introduce and implement the "ESOS 2016" and to issue, offer and grant up to 1,00,000 options to the employees under "ESOS 2016" and to issue and allot the resultant equity shares upon exercise of options by their holders, in the manner set out in the special resolutions aforesaid.

A copy of the draft Scheme on "ESOS 2016" shall be available at the registered office of the Company for inspection during working hours except on holidays.

Your Board recommends the Special Resolution as set out in Item No. 10 for your approval.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution, except to the extent of the Options/Equity Shares that may be offered to them under the "ESOS 2016".

By Order of the Board of Directors

Place: Chandigarh
Date: 26/08/2016

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

STEEL STRIPS GROUP

Details of Director's seeking Appointment/Re-appointment at the Annual General Meeting.

Name of Director and DIN	Sh. Dheeraj Garg (DIN No. 00034926)	Sh. Andra Veetil Unnikrishnan (DIN No. 02498195)	Sh. Madan Mohan Chopra (DIN No. 00036367)	Sh. Sukhbir Singh Grewal (DIN No. 00031001)	Sh. Sudhanshu Shekhar Jha (DIN No. 01489603)	Sh. Surinder Kumar Bansal (Din No. 00165583)
Age	44 years	61 years	83 years	83 years	73 years	70 years
Qualification	B.S (Finance)	B.A	B.A (Hons), LLB and MBA	B.A	M.SC. Physics M. Phil (Social Science) M.D.P. (Pub. Admn)	Chartered Accountant(CA)
Expertise	He has been associated with Company for more than 22 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has vast experience in finance, Corporate Strategy and business Management.	He is associated with the Group since 1980 and has held various portfolios since then. He has played a pivotal role in the growth of the company's business. He has vast experience in Project Management, Commercial Negotiations and Accounting Activities.	He has held various prestigious positions in Indian Navy. After retiring from Navy, he has functioned in advisory capacities to many big corporate and was also the Executive Director of M/s Bombay Dyeing & Mfg. Co. Limited. He has been guiding the Company to streamline procedures, ensure better coordination and faster decision making. He is the president of the Governing Board of Delhi Public School Society and Chairman of National Bravery Award Commission.	He has over 56 years of practical Experience occupying senior managerial Position in India and Abroad. He had worked with Burmah-Shell Refineries Limited/ Shell International Petroleum Company in India and Abroad. He has also served as an advisor to British Columbia Trade Development Corpn. He was coordinator in India of Del Monte Foods-USA.	He served as a Lecturer in Physics in constituent colleges of Magadh and Patna University. Thereafter he passed the examination conducted by UPSC and joined Indian Customs and Excise Service w.e.f. 9.11.1967. He served in various Capacities and retired as Chief Commissioner of Central Excise Customs. Presently he is engaged in Social work relating to rural development.	He possesses more than 40 years of experience in the areas of Corporate Finance, audit etc. Over the years he occupied several advisory positions. He is a Practicing Chartered Accountant. He is a member of Association of Certified Fraud Examiner, U.S.A. and an associate member of Institute of Internal Auditor Inc, Florida (U.S.A.). He has been empanelled as Non official Nominee Director for appointment on the Board of various companies by IDBI Bank Ltd. and IFCI Limited. He has also been a member of Indian Council of Arbitration.
Terms and Conditions of Re-appointment	As per the resolution passed by the Shareholders of the company at the Annual General Meeting held on 30th September, 2015, Sh. Dheeraj Garg, was re-appointed as a Managing Director of the Company for a period of 5 years w.e.f. 01.06.2015 , liable to retire by rotation. .	As per the resolution passed by the Shareholders of the company at the Annual General Meeting held on 30th September, 2013, Sh. Andra Veetil Unnikrishnan, was re-appointed as a Deputy Managing Director of the company for a period of 5 years w.e.f. 01.01.2014. Subsequently, pursuant to the Shareholders resolution passed in the AGM dated 30.09.2014, the period of his office was made liable to determination by retirement of directors by rotation.	Propose to re-appoint as Independent Director for second term for a period of three years from 01.10.2016 to 30.09.2019 and shall not liable to retire by rotation.	Propose to re-appoint as Independent Director for second term for a period of three years from 01.10.2016 to 30.09.2019 and shall not liable to retire by rotation.	Propose to re-appoint as Independent Director for second term for a period of three years from 01.10.2016 to 30.09.2019 and shall not liable to retire by rotation.	Propose to re-appoint as Independent Director for second term for a period of three years from 01.10.2016 to 30.09.2019 and shall not liable to retire by rotation.

Remuneration last drawn	Rs. 481.88 lacs during 2015-16 for details ,please refer Corporate Governance Report section of the Annual Report 2015-16	Rs. 36.09 Lacs during 2015-16 for details ,please refer Corporate Governance Report section of the Annual Report 2015-16	Paid sitting fee for attending Board Meeting Meeting. For details ,please refer Corporate Governance Report section of the Annual Report 2015-16	Paid sitting fee for attending Board Meeting and Audit Committee Meeting. For details ,please refer Corporate Governance Report section of the Annual Report 2015-16	Paid sitting fee for attending Board Meeting and Audit Committee Meeting. For details ,please refer Corporate Governance Report section of the Annual Report 2015-16	Paid sitting fee for attending Board Meeting and Audit Committee Meeting. For details ,please refer Corporate Governance Report section of the Annual Report 2015-16
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions
Date of First Appointment on the Board	April 29, 1993	January 01, 2009	November 28, 1994	March 30, 1993	August 22, 2005	August 22, 2005
Shareholding in the Company	4640228 equity shares	17500 equity shares	10000 equity shares	NIL	NIL	NIL
Relationship with other Director/Key Managerial Personal	Sh. Dheeraj Garg is related to Sh. R. K. Garg, Chairman of the Company.	NIL	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the financial year	4	3	2	3	2	2
Directorships held in other companies	Indian Acrylics Ltd.	NIL	Steel Strips Ltd. Indian Acrylics Ltd	NIL	NIL	Marudhar Hotels Pvt. Ltd Chetan Dalal Investigation and Management Services Pvt Ltd Vardhman Acrylics Ltd Shree Bhavani Infracon Pvt. Ltd. Virat Farms Pvt Ltd. Padmavati Leasing & Credits Pvt. Ltd.
Memberships/chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	**Chairman** Indian Acrylics Ltd.- Audit Committee **Member** Steel Strips Ltd. – Audit Committee	NIL	NIL	NIL

STEEL STRIPS GROUP

DIRECTORS' REPORT

To

The Members,

Your Board of Directors ("Board") are pleased to present the 30th Annual Report together with audited accounts of the Company for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

(Rs.in Millions)

S No	Particulars	2015-16	2014-15
A)	Gross Sales	13197.98	12788.49
B)	Other Income	188.37	206.02
C)	**Gross Income (A+B)**	**13386.35**	**12994.51**
D)	Total Expenditures (excl Finance Cost, depreciation and amortization)	11745.06	11712.56
E)	**Earnings before Interest and Depreciation (C-D)**	**1641.29**	**1281.95**
F)	Interest & Financial Charges	430.35	413.52
G)	**Earnings before Depreciation and amortization (E-F)**	**1210.94**	**868.43**
H)	Depreciation and other w/ off	420.61	381.51
I)	**Earnings after Depreciation (G-H)**	**790.33**	**486.92**
J)	Add/(Less): Prior Period Adjustment (net)	0.17	(0.20)
K)	**Profit Before Tax (I-J)**	**790.50**	**486.72**
L)	Income tax (net of MAT credit entitlement)	36.21	66.71
M)	Deferred Tax Liability/(Assets)	142.48	25.97
N)	**Profit after tax for the year (K-L-M)**	**611.81**	**394.04**

FINANCIAL PERFORMANCE

The Gross Income for the year under review increased by 3.02% to Rs. 13386.35 million as compared to Rs. 12994.51 million in FY 2014-15. In terms of Number of wheels, the Company has achieved sale of 13.17 million wheels rims against sale of 12.47 million wheel rims during the previous year, showing an increase of 5.61 % to previous year. Your Company expects to see higher growth in the FY 2016-17.

The Earnings Before Interest, Depreciation and Tax (EBIDTA) increased to Rs. 1641.29 million in FY 2015-16 from Rs. 1281.95 million in 2014-15, registering a growth of 28.03 %.

The Depreciation and other amortization have increased to Rs. 420.61 million in FY 2015-16 from Rs. 381.51 million in FY 2014-15.

Profit before tax during the year under review has increased to Rs. 790.50 million from Rs. 486.72 million in FY 2014-15 recording a growth of 62.41 % .The profit after Tax has also increased to Rs. 611.81 million from Rs 394.04 million, showing a growth of 55.27 %.

TRANSFER TO RESERVES

Your Company proposes to transfer an amount of Rs. 394.04 million to the General Reserve out of the amount available for appropriation.

DIVIDEND

The Board, in its meeting held on October 23, 2015, declared an interim dividend of Rs 1.50 (15%) per equity share of Rs. 10/- each and further, the Board, in its meeting held on April 28, 2016, has also recommended a final dividend of Rs. 1.50 per equity share for the financial year ended March 31, 2016, taking the total dividend to Rs. 3.00 per Equity Share (last year 2.00 per Equity Share). The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 30, 2016. The total cash outflow on account of dividend (including interim dividend and proposed final dividend) for the Current year will amount to Rs. 55.59 million (including Dividend Distribution Tax of Rs. 9.40 million) as against Rs. 35.70 million (including Dividend Distribution Tax of Rs. 5.18 millions) in the previous year, which represents 9.08% of the Profit After Tax earned during the year.

During the year, the unclaimed dividend for the Financial Year 2007-08 was transferred to the Investor Education & Protection Fund.

SHARE CAPITAL

There were no changes in the Equity Share Capital of the Company during the year under review.

However, on 10th June, 2016, your Company has allotted 209525 equity shares of Rs. 10/- each at a price of Rs. 640/- per equity share i.e. at a premium of Rs. 630/- per equity share on preferential allotment basis through private placement to Kalink Co. Ltd., a non promoter foreign body corporate.

Your Company has also allotted 53375 equity shares of Rs. 10/- each on 2nd July, 2016 and 11450 equity shares of Rs. 10/- each on 26th August, 2016 upon exercise of options by the employees of the Company to whom options were granted under "Steel Strips Wheels Limited-Employee Stock Option Scheme 2014" ("ESOS 2014") at an exercise price of Rs. 100/- each.

Consequent to the allotment of above stated shares , the issued and paid up Equity Share Capital of the Company increased from Rs. 152591700 (divided into 15259170 Equity Shares of Rs. 10/- each) to Rs. 155335200 (divided into 15533520 Equity Shares of Rs. 10/- each) as on the date of this report.

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

EMPLOYEE STOCK OPTION SCHEME

Your Company had introduced Employee Stock Option Scheme framed in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, titled "Steel Strips Wheels Limited-Employee Stock Option Scheme, 2014" ("ESOS 2014") during the financial year 2014-15, which was approved by the Board of Directors of the Company and subsequently by Shareholders of the Company in their Extra Ordinary General Meeting (EGM) held on 27th February, 2015.

In terms of the said scheme, the Company had granted 150000 Stock Options in financial year 2014-15, exercisable into equivalent number of equity shares of Rs. 10/- each to the employees of the Company having designation of Manager and above. For the purpose of the said scheme, "Manager" means Assistant Manager, Deputy Manager and Manager.

Out of the aforestated, 150000 options, the Company has already allotted 64825 equity shares of Rs. 10/- each at an exercise price of Rs. 100/- per equity share to the employees who have exercised their options to convert the same into Equity Shares. 50,000 options were forfeited as certain employees to whom these options were granted have left the Company. The balance outstanding 35175 options are yet to be exercised by the option holders.

The applicable details/disclosures as stipulated under SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 with regard to “ESOS2014” have been uploaded on the website of the Company under the **web-link: http://www.sswlindia.com/pages/disclosureregardingesos.htm.**

The said Scheme is being implemented directly by the Company and not through the Trust.

There is no change in the aforesaid "ESOS 2014" and the Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

The Company has received a certificate from the Auditors of the Company that the Scheme i.e. "ESOS 2014" have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution passed by the members in their EGM held on 27th February, 2015. The certificate would be placed at the Annual General Meeting for inspection by members.

Your Company has also proposed to introduce and implement a new Employee Stock Option Scheme titled as " Steel Strips Wheels Limited-Employee Stock Option Scheme 2016" ("ESOS 2016" or "the Scheme") to authorise Board of Directors of your Company to create, offer, issue and grant, in one or more tranches, up to 1,00,000 (One Lac Only) options to such persons, present and future, who are in permanent employment of the Company, whether working in India or outside India, and to Directors of the Company, whether a Whole Time Director or not (excluding Independent Directors of the Company and an employee who is a Promoter or a person belonging to the Promoter group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company). The said proposal is subject to the approval of shareholders in the ensuing Annual General Meeting to be held on 30th September, 2016.

NATURE OF BUSINESS AND MANUFACTURING CAPACITY

During the year, there has been no change in the nature of business of your Company. The updates regarding manufacturing capacity of the existing as well as new projects undertaken by the Company are detailed as follows:

During the year under review, the manufacturing capacity of Jamshedpur plant of the Company has enhanced from 1.00 million wheel rims to 1.60 million wheel rims p.a. The said additional capacity of 0.60 million has commenced its Commercial Production w.e.f 1st October, 2015.

Now the total installed capacity of the Company comprising of Jamshedpur, Dappar and Chennai Plant has increased from 16.00 million to 16.60 million wheel rims p.a.

During the year under review, the Company had also put up a high-tech Steel Processing Unit named "Ute Mayr Steel Service Centre" at Dappar unit (Punjab) of the Company, for Steel Pickling, Slitting and Cut to Length with a monthly processing capacity of 20,000 Ton Steel.

Apart from captive consumption, the Company will be undertaking steel processing of reputed Steel manufacturers like Tata Steel Limited, JSW and Essar Steel etc.

The said Steel Processing Unit has commenced its commercial production w.e.f. 31st March, 2016.

Your Company is also setting up a most modern Alloy Wheel Rim manufacturing facility with latest Technology at Mehsana, Gujarat with an

initial capacity of 1.50 million alloy wheel rims p.a with Paint shop facility of 2.50 million alloy wheel rims p.a. in first phase. The manufacturing capacity of 1.50 millions alloy wheels per annum will increase to 2.50 million alloy wheel rims in second phase. For the said purpose, the Company has already purchased land and entered into a Technical Collaboration Agreement with Kalink Co. Ltd, a South Korea based Foreign Body Corporate. Kalink Co. Ltd is engaged in manufacture of Alloy Wheels for automobiles since the year 2000. It is a renowned expert in the Alloy Wheel manufacturing technology and is having well established Alloy Wheel manufacturing facility in Korea and China and presently its customers are mainly located in U.S.A., Europe and Japan.

The trial production in the said facility is expected to start by February, 2017.

The said facility is located 18 km away from Becharaji (Distt. Mehsana, Gujarat) where Maruti Suzuki India Limited has put up a car manufacturing facility and about 32 km away from Honda Motor Scooter India Ltd's manufacturing facility and 60 km away from Tata Motor's and Ford's manufacturing facility. The said facility is 320 km away from the Adani port, Pipavav port and Kandla port.

Your Company is under discussion with Hyundai Motor India Limited, Mahindra & Mahindra,Suzuki and Volkswagon for developing Alloy Wheel Rims for them.

The total cost for setting up this plant (first phase) is approximately Rs.350 crore. The said cost will be funded through internal accruals/equity and partly by term loans.

Your Company is also setting up an additional manufacturing facility for the manufacture of Steel Wheel Rims for HCV and LCV segment on the land available at the existing manufacturing unit of the Company at Oragadam, Chennai with an initial capacity of one million Wheel Rims. Approx. 9 Acre land is available at the existing Chennai unit of the Company for setting up this manufacturing facility. Major portion (i.e around 50000 wheel rims p.m) of the output of this proposed manufacturing facility will be used for the supply to Bharat Benz at Chennai. As, the Chennai unit of the Company is located near to sea port, there is huge potential for Export of Tubeless type Steel Wheel Rims to Europe and South America. The proposed facility will be equipped with modern technology and will meet the international quality standards.

Total investment for setting up the said manufacturing facility will be Rs.165 crore and is expected to commence its commercial production by March, 2017. The said cost will be funded through internal accruals/equity and partly by term loans.

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION

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

HUMAN RESOURCES DEVELOPMENT

Your Company has continuously adopted structures that help in attracting best external talent and promote internal talent to take higher roles and responsibilities. Your Company's people centric focus is providing an open work environment fostering continuous improvement and development among the employees of the Company. Your Company provides a holistic environment where employees get opportunities to realize their potential. Company's performance driven culture helps and motivates employees to excel in their respective areas and progress within the organization.

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

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

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

During the financial year 2015-16, the Company has not received any complaint on sexual harassment.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consists of optimum number of Executive and Non- Executive Directors including Independent Directors who have wide and varied experience in the field of business, finance, education, industry, commerce and administration. Independent Directors provide their Declarations confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Listing Regulations.

Pursuant to provisions of Section 152 of the Companies Act, 2013, Sh. Dheeraj Garg, Managing Director and Sh. Andra Veetil Unnikrishnan, Deputy Managing Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The Board recommends their re- appointment for your approval.

Pursuant to the Members' approval at the 28th Annual General Meeting held on September 30, 2014, Sh. Madan Mohan Chopra, Sh. Sukhbir Singh Grewal, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal were appointed as Non Executive- Independent Directors of the

Company with effect from 30.09.2014 to 30.09.2016. Special Resolutions seeking members' approval for re-appointing them as Independent Director(s) for the second term of 3 years from expiry of their current terms i.e from 01.10.2016 to 30.09.2019, forms part of the Notice of the ensuing Annual General Meeting. Your Company has received notices in writing along with requisite amount pursuant to Section 160 of Companies Act, 2013, proposing their appointment for the second term and based on the recommendation of Nomination and Remuneration Committee and performance evaluation and contributions made by Sh. Madan Mohan Chopra, Sh. Sukhbir Singh Grewal, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal, your Board recommends their appointment for the second term of 3 years upon expiry of their current term w.e.f. 01.10.2016 to 30.09.2019.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Sh. Dheeraj Garg, Managing Director, Sh. Andra Veetil Unnikrishnan, Deputy Managing Director, Sh. Manohar Lal Jain, Executive Director, Sh. Naveen Sorot, Chief Financial Officer and Sh. Shaman Jindal, Company Secretary. There has been no change in the key managerial personnel during the year.

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

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

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public during the financial year 2015-16 and, as such, no amount on account of principal or interest on deposit from public was outstanding as on the date of this report.

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

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

INTERNAL FINANCIAL CONTROL

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

INTERNAL CONTROL SYSTEMS

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

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

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

AUDIT COMMITTEE AND OTHER COMMITTEES OF THE BOARD

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In compliance with the requirements under Section 177(9) & (10) of the Companies Act, 2013 and in accordance with regulation 22 of SEBI (LODR) Regulations, 2015, the Company has adopted a vigil mechanism named "Whistle Blower Policy" for Directors and Employees to report their genuine concerns and to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases. The details of Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.
(Website link: http://www.sswlindia.com/pages/whistleblower.htm)

During the year, no person was denied access to the Audit Committee

NUMBER OF MEETINGS OF THE BOARD

During the year, four Board Meetings were convened and held, details of which are given in the Corporate Governance Report that forms part of this Annual Report. The Intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e interval between two Meetings did not exceed 120 days.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013, (hereinafter referred as "Act") and based on the representations, information and explanations received from the management, your directors hereby confirm that:

- in the preparation of the annual accounts for the financial year 2015-16, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company, have submitted their declaration that they meet the criteria of Independence as provided in Sub Section (6) of Section 149 of the Companies Act, 2013. Further, there has been no change in the circumstances which may affect their status as Independent Director during the year.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013, are covered under Corporate Governance Report which forms part of this Report.

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

The Statutory Auditors and/or Secretarial Auditors of the Company have not reported any offence involving fraud which is being or has been committed against the Company by officers or employees to the Audit Committee or to the Board of Directors or to the Central Government under section 143(12) of the Companies Act, 2013 and Rules framed thereunder.

STATUTORY AUDITORS' AND THEIR REPORT

Auditors' Report is self explanatory and does not contain any qualification, reservations or adverse remarks or disclaimers in their report for the financial year ended March 31, 2016 , and therefore, needs no comments.

M/s S. C. Dewan & Co. was appointed as Statutory Auditor of the Company by the Shareholders in their 28th Annual General Meeting held on 30th September, 2014 till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 (subject to the ratification of their appointment at every AGM).

Your Directors request the members to ratify the appointment of M/s S.C. Dewan & Co, as Statutory Auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting to be held in the year 2017.

The Company has received a certificate from the Auditors to the effect that ratification of their re-appointment, if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under. The auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITORS' AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sushil K. Sikka, a practicing Company Secretary (Membership No. 4241 and CP No. 3582), proprietor of S.K. Sikka & Associates, to undertake the Secretarial Audit of the Company and the Secretarial Audit Report is being attached with the Directors Report as an Annexure, which is self explanatory and does not contain any qualification, reservations or adverse remarks or disclaimers ,hence needs no comments.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There have been no loans, guarantees and investments made by the Company under Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2015-16.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, disclosure in form AOC-2 is not required.

All Related Party Transactions were placed before the Audit Committee for their prior approval in accordance with the requirements of the

applicable provisions of Companies Act and Listing Regulations. The transactions entered into pursuant to such approval are placed periodically before the Audit Committee.

There are no materially significant Related Party Transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

The policy on materiality of Related Party Transactions and dealing with related party transactions as approved by the Board is uploaded on the Company's Website. http://www.sswlindia.com/pages/relatedpartytransaction.htm.

Disclosure as required under AS 18 has been made in Note 27 of the Notes to the financial statements.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

MATERIAL CHANGES AND COMMITMENT,EFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR 2015-16 AND THE DATE OF THIS REPORT

No material changes and commitment, effecting the financial position of the Company, has occurred between the end of the financial year 2015-16 of the Company and the date of this report except the following:-

On 10th June, 2016, the Company has allotted 209525 Equity Shares of Rs. 10/- each at a price of Rs. 640/- per Equity Share on preferential allotment basis through private placement to Kalink Co. Ltd, a non promoter Foreign Body Corporate.

Your Company has also allotted 53375 equity shares of Rs. 10/- each on 2nd July, 2016 and 11450 equity shares of Rs. 10/- each on 26th August, 2016 upon exercise of options by the employees of the Company to whom options were granted under "Steel Strips Wheels Limited-Employee Stock Option Scheme 2014" ("ESOS 2014") at an exercise price of Rs. 100/- each.

Consequent to the allotment of above stated shares , the issued and paid up Equity Share Capital of the Company increased from Rs. 152591700 (divided into 15259170 Equity Shares of Rs. 10/- each) to Rs.155335200 (divided into15533520 equity shares of Rs. 10/- each) as on the date of this report.

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

A Statement giving details of conservation of energy/technology absorption and foreign exchange earnings and outgo in terms of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 ,forms part of this report and is annexed herewith as **Annexure-A.**

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Regulation 21 of SEBI (LODR) Regulations, 2015, your Company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

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

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

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In compliance to Section 135 and in consonance with Schedule VII of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee and also framed a Corporate Social Responsibility Policy and the same is posted on the website of the Company at http://www.sswlindia.com/pages/csr-policy.htm

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure B** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

BOARD EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations and in consultation with Nomination and Remuneration Committee, performance evaluation of the Board, its Committees and individual Directors was conducted and the same was based on feedback from all the Directors on the Board as a whole and Committees.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

Based on the feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC).

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

Some of the key criteria for performance evaluation are as follows

Performance evaluation of Directors:

- Attendance and participation at Board or Committee Meetings
- Contribution and initiatives taken at Board or Committee Meetings
- Adherence to Code of Conduct of the Company
- Safeguarding of the confidential information and of Interest of Whistle Blowers under Vigil Mechanism
- Compliance with policies and disclosure of interest
- Rendering of independent and unbiased opinion
- Guidance/support to management outside Board/Committee Meetings

Performance evaluation of Board and Committees:

- Effectiveness of Board processes, information and functioning
- Degree of fulfilment of key responsibilities
- Effectiveness of control system in identifying material risks and reporting of material violations of policies and law
- Board Structure and composition
- Establishment and delineation of responsibilities to committees
- Frequency of Meetings
- Adherence to law
- Board culture and dynamics
- Quality of relationship between Board and Management
- Efficacy of communication with external stakeholders.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

EXTRACT OF THE ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 is enclosed as **Annexure C** in the prescribed form MGT-9 and forms part of this Report.

PARTICULARS OF REMUNERATION OF DIRECTORS/KMP'S/EMPLOYEES

The information required under Section 197 (12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure D** to this Report. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of same may write to the Company Secretary.

INSURANCE

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

INDUSTRIAL RELATIONS WITH THE PERSONNEL OF THE COMPANY

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Date: 26/08/2016
Place: Chandigarh

Rajender Kumar Garg
Chairman
(DIN: 00034827)

ANNEXURE-A

TO THE DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy

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

As a part of continuous process, the Company adopts all suitable measures to conserve energy. This includes periodical check-ups, preventive maintenance and calibration of all electrical instruments & machineries as well as energy audit by independent agencies to improve energy performance.

Major energy conservation initiatives taken during the financial year 2015-16:

(a) Installation of variable frequency drive on all machineries/equipments at all plants of the Company, which leads to the improvement of cycle time/productivity.

(b) Installation of Lincoln power sources at the Welding Section which has improved the efficiency in addition to the energy saving.

(c) The lighting system in all factories has been converted in LED for optimization of power consumption.

(ii) Steps taken by the Company for utilizing alternate source of energy
NIL

(iii) The Capital investment on energy conservation equipment
Approx. Rs. 1.20 crore.

B. TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption:

Your Company deploys State of the Art Technology. As a result, the products developed and designed are accepted by its various customers in India and abroad. Your Company has introduced flow forming process in a car wheel rim. Your Company has extended its Technical Collaboration Agreement with M/s Ring Techs Co. Ltd of Japan (a world renowned Steel Wheel manufacturing Company). Your Company has appointed an expert in R & D on full time basis, who was earlier engaged with M/s Ring Techs Co. Ltd for a period of more than 25 years. He will be responsible to support and extend training to our R &D Engineers. The Company has also entered into a Technical Collaboration Agreement with Kalink Co. Ltd, a South Korea based Foreign Company for setting up a Alloy Wheel manufacturing facility in Mehsana, Gujarat, a renowned expert in the Alloy Wheel manufacturing technology and is having well established Alloy Wheel Manufacturing facility in Korea and China and presently its customers are mainly located at U.S.A., Europe and Japan.

Your Company is increasingly devoting resources for process improvement, cost efficiencies and quality improvements.

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

Your Company has made efforts towards:-

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

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

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

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

The details of the technology imported	NIL
The year of import	Not applicable
Whether the technology been fully absorbed	Not applicable
If not absorbed, areas where absorption has not taken place and the reasons thereof;	Not applicable

(iv) The expenditure incurred on Research and Development

	Year ended 31.03.2016	Year ended 31.03.2015
Capital	**Rs. Nil**	Rs. 88.64 lac
Recurring	**Rs. 332.84 lac**	Rs. 261.35 lac
Total	**Rs. 332.84 lac**	Rs. 349.99 lac
Total R& D Expenditure as a percentage of Turnover	**0.28%**	0.30%

C. Foreign Exchange Earnings and Outgo:-

	Year Ended 31.03.2016	Year ended 31.03.2015
The Foreign Exchange earned in terms of actual inflows during the year	**Rs. 14092.80 lac**	Rs. 16817.43 lac
The Foreign Exchange outgo during the year in terms of actual outflows	**Rs. 15352.49 lac**	Rs. 3656.31 lac

For and on behalf of the Board

Date: 26/08/2016
Place: Chandigarh

Rajender Kumar Garg
Chairman
(DIN: 00034827)

ANNEXURE-B

TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1.	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	The Company believes in corporate excellance and social welfare. This corporate philosophy is the force for integrating Corporate Social Responsibility (CSR) into Company's values, culture, operation and business decisions at all levels of the organization. Being a responsible corporate citizen, the company has a value system of giving back to society and improving life of the people and the surrounding environment. The Company believes that the Corporate strategy which embraces social developments an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the company is committed to conduct its business in a socially responsible, ethical and environment friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. As part of CSR initiatives, the Company, during the financial year 2015-16, had amongst other activities, undertaken projects in the areas of promoting education, sanitation and making available safe drinking water, ensuring environment sustainability, and spent Rs. 81.56 lacs on these projects. These projects are in accordance with Schedule VII of the Companies Act, 2013. **Overview of the projects or programmes** For the Promotion of education, the Company has supported "The Vatsal Chaya Trust" which is focused on enabling, educating and empowering urban deprived children and women. With the contribution of the Company, over 400 children comprising child beggars, child laborers, child vendors, rag pickers and girls facing gender bias are provided free transport, clothing, study related material , skill training, craft training etc. The Company has also set up a School in Jamshedpur near its manufacturing unit and providing education to over 100 children. The Company has also spent for sanitation and making available safe drinking water and for ensuring environment sustainablity in Jamshedpur near its manufacturing unit. The Company has also supported Five Government Schools at Moonak Distt. Sangrur(Pb), by renovation and modernization of Govt. Senior Secondary School, Govt. Primary School, Govt Girls High School, Bhagat Ravidas Govt. Primary School and Govt. Primary Girls School. These Schools were facing shortage/absence of some basic amenities for providing education to the children like proper sitting facility, benches/desks, toilets, clear pathways etc and all these factors were leading to loss of education to the students. The company has provided these facilities to the said schools. Beside this, the Company has also built an Anganbari room in Govt. Primary School and provided Computers in Govt. Sr. Secondary School and built a Hall room and a Verandah in the premises of Govt.Girls High School. The Company's CSR policy has been uploaded on the website of the Company under the web-link: http://www.sswlindia.com/pages/csr-policy.htm

2.	The Composition of the CSR Committee	(i) Sh. S.S.Grewal- Chairman (ii) Sh. Andra Veetil Unnikrishnan- member (iii) Sh. Manohar Lal Jain- member
3.	Average Net Profit of the Company for last three financial years	Rs.3,633.52 lacs
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 72.67 lacs
5.	Details of CSR spend during the financial year: (a) Total amount spent for the financial year (b) Amount unspent, if any	 Rs. 81.56 lacs Nil

STEEL STRIPS GROUP

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

S.No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or programmes: (i) Local area or other (ii) Specify the state and district where projects or programmes were undertaken	Amount outlay (budget) Project or Programs wise	Amount spent on the projects or programs sub - heads: (i) Direct expenditure on projects or programs (ii) Overheads	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1.	Contribution to "The Vatsal Chaya Trust" for promotion of education	Education	Chandigarh (UT)	Rs. 30.87 lacs	Rs. 30.87 lacs	Rs. 30.87 lacs	Implementing Agency
2.	Company run School	Education	Jamshedpur Distt. East Singhbhum (Jharkhand)	Rs. 7.42 lacs	Rs. 7.42 lacs	Rs. 7.42 lacs	Direct
3.	Arranging water tanks and Road cleaning	Sanitation and making available safe drinking water and ensuring environment sustainability	Jamshedpur Distt. East Singhbhum (Jharkhand)	Rs. 2.90 lacs	Rs. 2.90 lacs	Rs. 2.90 lacs	Direct
4.	Renovation and modernization of Govt. Senior Secondary School, Govt. Primary School, Govt. Girls High School, Bhagat Ravidas Govt. Primary School , and Govt.Primary Girls School	Education	Moonak , Distt. Sangrur (Punjab)	Rs. 40.37 lacs	Rs. 40.37 lacs	Rs. 40.37 lacs	Direct
	Total			Rs. 81.56 lacs	Rs. 81.56 lacs	Rs. 81.56 lacs	

*Details of implementing agencies

(i) *Vatsal Chaya Trust is registered philanthropic trust which is committed to helping children and women steeped in poverty, find ways to lay a foundation of education, health, livelihood skills and live a gainful life.

Vatsal Chaya Trust is having a track record of more than three years in carrying out such charitable activities.

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report : NA

7. A responsibility statement of the CSR Committee of the Board of Directors of the company:
The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Place : Chandigarh
Date : 26/08/2016

ANDRA VEETIL UNNIKRISHNAN
(DEPUTY MANAGING DIRECTOR)

SUKHBIR SINGH.GREWAL
(CHAIRMAN CSR COMMITTEE)

ANNEXURE-C

TO THE DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L27107PB1985PLC006159
ii) Registration Date	28th February 1985
iii) Name of the Company	Steel Strips Wheels Limited
iv) Category / Sub-Category of the Company	Public Limited Company having Share Capital
v) Address of the Registered office and contact details	Village Somalheri/Lehli P.O.Dappar Tehsil Derabassi, District SAS Nagar (Mohali), Punjab-140506. Ph. No. 0172-2793112
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 44, Community Center, 2nd Floor, Naraina Industrial Area, Phase- I, Near PVR Naraina, New Delhi - 110 028 Ph. No. 011- 41410592,93

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

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

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES.

S. No	Name and address of the company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	applicable section
1	NIL	-	-	-	-

STEEL STRIPS GROUP

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

1. Category-wise Shareholding.

	No. of shares held at the beginning of the Year (As on 01.04.2015)				No. of shares held at the end of the Year (As on 31.03.2016)				% change during the year
Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. **Promoters**									
(1) Indian									
a)Individual/HUF	5150737	-	5150737	33.76	5315561	-	5315561	34.84	1.08
b) Central Govt.	-	-	-	-	-	-	-	-	-
c)State Govt.(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corporate	3701922	1250	3703172	24.26	3711922	1250	3713172	24.33	0.07
e)Banks/FI	-	-	-	-	-	-	-	-	
f) Any Other	-	-	-	-	-	-	-	-	
Sub-Total (A)(1):	**8852659**	**1250**	**8853909**	**58.02**	**9027483**	**1250**	**9028733**	**59.17**	**1.15**
(2) Foreign									
a)NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)Other-Individual	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e)Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A) (1)+(A)(2)	**8852659**	**1250**	**8853909**	**58.02**	**9027483**	**1250**	**9028733**	**59.17**	**1.15**
B. Public Shareholding									
(1) Institutions									
a)Mutual Funds	-	10300	10300	0.07	-	10300	10300	0.07	-
b)Banks/FI	52626	1450	54076	0.35	46357	1450	47807	0.31	(0.04)
c)Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt,	-	-	-	-	-	-	-	-	-
e)Venture Capital Fund	-	-	-	-	-	-	-	-	-
f)Insurance Company	-	-	-	-	-	-	-	-	-
g)Foreign Institutional Investor	86500	-	86500	0.57	27300	-	27300	0.18	(0.39)
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other (specify) UTI	-	100	100	-	-	100	100	-	-
Sub Total(B) (1)	**139126**	**11850**	**150976**	**0.99**	**73657**	**11850**	**85507**	**0.56**	**(0.43)**
B2 Non - Institution									
a)Bodies Corporate i) Indian ii) Overseas	3011476	4950	3016426	19.76	2807472	4950	2812422	18.43	(1.33)
b) **Individuals**									
i)individual shareholders holding nominal share capital up to Rs.1 lakh	1016750	506968	1523718	9.99	1356527	492268	1848795	12.11	2.12
ii)individual shareholders holding nominal share capital in excess of Rs.1 lakh	88489	-	88489	0.58	74704	-	74704	0.49	(0.09)
c) other (Specify)	-	-	-	-	-	-	-	-	-
Trusts	1200	-	1200	0.01	1000	-	1000	0.01	-
Directors & their Relatives	50652	51000	101652	0.67	66868	-	66868	0.44	(0.23)
Foreign Body Corporate	850000	377000	1227000	8.04	850000	377000	1227000	8.04	-
Non Resident Indian	216021	-	216021	1.42	25917	-	25917	0.17	(1.25)
Clearing Members	5254	-	5254	0.03	32656	-	32656	0.21	0.18
Hindu Undivided Family	74125	400	74525	0.49	55168	400	55568	0.37	(0.12)
Sub Total (B)(2)	**5313967**	**940318**	**6254285**	**40.99**	**5270312**	**874618**	**6144930**	**40.27**	**(0.72)**
(B)Total Public shareholding(B)=(B)(1)+(B)(2)	**5453093**	**952168**	**6405261**	**41.98**	**5343969**	**886468**	**6230437**	**40.83**	**(1.15)**
(c) Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A)+(B)+(C)	**14305752**	**953418**	**15259170**	**100.00**	**14371452**	**887718**	**15259170**	**100.00**	**-**

ii) Shareholding of Promoters

S.No.	Shareholders Name	Shareholding at the beginning of the Year (As on 01.04.2015)			Shareholding at the end of the Year (As on 31.03.2016)			
		No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	% change in shareholding during the year.
1	Sh. Rajender Kumar Garg	292571	1.92	-	292571	1.92	-	-
2	Smt. Sunena Garg	3500	0.02	-	3500	0.02	-	-
3	Sh. Dheeraj Garg	4640228	30.41	-	4640228	30.41	-	-
4	Ms. Priya Garg	214438	1.41	-	379262	2.49	-	1.08
5	SAB Udyog Ltd.	1142582	7.49	-	1142582	7.49	-	-
6	SAB Industries Ltd.	1314187	8.61	76.09	1324187	8.68	37.76	0.07
7	Malwa Chemtex Udyog Ltd.	385000	2.52	-	385000	2.52	-	-
8	Steel Strips Holdings P Ltd.	120	0.00	-	120	0.00	-	-
9	Steel Strips Finnanciers Pvt. Ltd.	20000	0.13	-	20000	0.13	-	-
10	*Munak International Pvt. Ltd	2250	0.02	-	2250	0.02	-	-
11	S.S.Credits Pvt. Ltd.	1600	0.01	-	1600	0.01	-	-
12	Malwa Holdings Pvt. Ltd.	400	0.00	-	400	0.00	-	-
13	*S J Mercantile Pvt. Ltd. (earlier known as S.A.Holdings Pvt. Ltd)	1250	0.01	-	1250	0.01	-	-
14	DHG Marketing Pvt. Ltd.	365000	2.39	-	365000	2.39	-	-
15	Chandigarh Developers P Ltd.	469183	3.07	-	469183	3.07	-	-
16	Munak Investments P Ltd.	400	0.00	-	400	0.00	-	-
17	*Steel Strips Leasing Ltd (now known as Steel Strips Industries Ltd)	500	0.01	-	500	0.01	-	-
18	*Munak Financiers P. Ltd	400	0.00	-	400	0.00	-	-
19	*Steel Strips Ltd	300	0.00	-	300	0.00	-	-
	Total	**8853909**	**58.02**	**11.30**	**9028733**	**59.17**	**5.54**	**1.15**

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

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

iii) Change in Promotors' shareholding (Please specify if there is no change)

S. No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**Ms. Priya Garg**				
	At the beginning of the Year	**214438**	**1.41**	**214438**	**1.41**
	Market Purchase on 06.05.2015	4000	0.02	218438	1.43
	Market Purchase on 11.05.2015	5700	0.04	224138	1.47
	Market Purchase on 12.05.2015	3000	0.02	227138	1.49
	Market Purchase on 06.07.2015	5000	0.03	232138	1.52
	Market Purchase on 15.07.2015	6000	0.04	238138	1.56
	Market Purchase on 17.07.2015	5000	0.03	243138	1.59
	Market Purchase on 20.07.2015	7000	0.05	250138	1.64
	Market Purchase on 21.07.2015	1230	0.01	251368	1.65
	Market Purchase on 22.07.2015	7574	0.05	258942	1.70
	Market Purchase on 25.08.2015	1823	0.01	260765	1.71
	Market Purchase on 26.08.2015	3767	0.02	264532	1.73
	Market Purchase on 27.08.2015	5856	0.04	270388	1.77
	Market Purchase on 03.11.2015	9000	0.06	279388	1.83
	Market Purchase on 05.11.2015	8000	0.05	287388	1.88
	Market Purchase on 06.11.2015	75000	0.49	362388	2.37
	Market Purchase on 11.11.2015	1100	0.01	363488	2.38
	Market Purchase on 20.11.2015	7912	0.05	371400	2.43
	Market Purchase on 23.11.2015	4334	0.03	375734	2.46
	Market Purchase on 24.11.2015	3528	0.03	379262	2.49
	At the end of the year	**379262**	**2.49**	**379262**	**2.49**
2	**SAB Industries Ltd**				
	At the beginning of the Year	**1314187**	**8.61**	**1314187**	**8.61**
	Market Purchase on 23.11.2015	5000	0.04	1319187	8.65
	Market Purchase on 05.02.2016	5000	0.03	1324187	8.68
	At the end of the year.	**1324187**	**8.68**	**1324187**	**8.68**

There is no change in other Promotors Shareholding during the Financial Year 20105-16.

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

S.No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	**Tata Steel Ltd**				
	At the Beginning of the year	1255856	8.23	1255856	8.23
	Increase/decrease in shareholding during the year 2015-16	(100000)	(0.66)	1155856	7.57
	At the End of the Year	**1155856**	**7.57**	**1155856**	**7.57**
2	**Sumitomo Metal Industries Ltd.**				
	At the Beginning of the year	850000	5.57	850000	5.57
	Increase/decrease in shareholding during the year 2015-16	--	---	850000	5.57
	At the End of the Year	**850000**	**5.57**	**850000**	**5.57**

S.No.	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	**Priya Tools Ltd.**				
	At the Beginning of the year	526874	3.45	526874	3.45
	Increase/decrease in shareholding during the year 2015-16	-	--	526874	3.45
	At the End of the Year	**526874**	**3.45**	**526874**	**3.45**
4.	**Bloomen Flora Ltd.**				
	At the Beginning of the year	489316	3.21	489316	3.21
	Increase/decrease in shareholding during the year 2015-16	---	---	489316	3.21
	At the End of the Year	**489316**	**3.21**	**489316**	**3.21**
5.	**SCM Fintrade Pvt. Ltd.**				
	At the Beginning of the year	487691	3.20	487691	3.20
	Increase/decrease in shareholding during the year 2015-16	--	---	487691	3.20
	At the End of the Year	**487691**	**3.20**	**487691**	**3.20**
6	**GS Global Corp**				
	At the Beginning of the year	377000	2.47	377000	2.47
	Increase/decrease in shareholding during the year 2015-16	--	---	377000	2.47
	At the End of the Year	**377000**	**2.47**	**377000**	**2.47**
7.	**RSM Metals Ltd***				
	At the Beginning of the year	86743	0.57	86743	0.57
	Increase/decrease in shareholding during the year 2015-16	(86743)	(0.57)	0	0
	At the End of the Year	**0**	**0**	**0**	**0**
8.	**General Insurance corporation of India**				
	At the Beginning of the year	44502	0.29	44502	0.29
	Increase/decrease in shareholding during the year 2015-16	-	-	44502	0.29
	At the End of the Year	**44502**	**0.29**	**44502**	**0.29**
9.	**Vivek Bhimsaria***				
	At the Beginning of the year	180000	1.18	180000	1.18
	Increase/(decrease) in shareholding during the year 2015-16	(180000)	(1.18)	0	0
	At the End of the Year	**0**	**0**	**0**	**0**
10.	**Premier Investment Fund Limited***				
	At the Beginning of the year	86500	0.57	86500	0.57
	Increase/(decrease) in shareholding during the year 2015-16	(86500)	(0.57)	0	0
	At the End of the Year	**0**	**0**	**0**	**0**
11.	**Globeflex Emerging Markets Small Cap, L.P#**				
	At the Beginning of the year	**0**	**0**	**0**	**0**
	Increase/(decrease) in shareholding during the year 2015-16	**27300**	**0.18**	**27300**	**0.18**
	At the End of the Year	**27300**	**0.18**	**27300**	**0.18**
12.	**Shruti Lodha#**				
	At the Beginning of the year	**0**	**0**	**0**	**0**
	Increase/(decrease) in shareholding during the year 2015-16	**25000**	**0.16**	**25000**	**0.16**
	At the End of the Year	**25000**	**0.16**	**25000**	**0.16**
13.	**Angel Sarawgi#**				
	At the Beginning of the year	**0**	**0**	**0**	**0**
	Increase/(decrease) in shareholding during the year 2015-16	**17018**	**0.11**	**17018**	**0.11**
	At the End of the Year	**17018**	**0.11**	**17018**	**0.11**

*Ceased to be in the list of top 10 shareholders as on 31-03-2016. The same has been reflected above since shareholder was one of the top ten shareholders as on 01-04-2015.

Not in the list of top ten shareholders as on 01-04-2015. The same has been reflected above since shareholders were one of the top ten shareholders as on 31-03-2016.

The above details are given as on 31 March, 2016. The Company is listed and 94.18% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations.

STEEL STRIPS GROUP

v) Shareholding of Directors and Key Managerial Personnel.

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Sh. R.K.Garg**				
	At the beginning of the year	292571	1.92	292571	1.92
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NII	NII	292571	1.92
	At the end of the Year.	292571	1.92	292571	1.92

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2.	**Sh. Dheeraj Garg**				
	At the beginning of the year	4640228	30.41	4640228	30.41
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NII	NII	4640228	30.41
	At the end of the Year.	4640228	30.41	4640228	30.41

S.No	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	**Sh. Andra Veetil Unnikrishnan**				
	At the beginning of the year	51000	0.33	51000	0.33
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
	Sale of Shares in open market dated: 21/01/2016	(10350)	(0.07)	40650	0.26
	Sale of Shares in open market dated: 22/01/2016	(23150)	(0.15)	17500	0.11
	At the end of the Year.	17500	0.11	17500	0.11

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4.	**Sh. Manohar Lal Jain**				
	At the beginning of the year	31000	0.20	31000	0.20
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Nil	Nil	31000	0.20
	At the end of the Year.	31000	0.20	31000	0.20

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	**Sh. Sukhbir Singh Grewal**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

S.No	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6	**Ms. Jaspreet Takhar**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	**Sh. Sudhanshu Shekhar Jha**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	**Sh Madan Mohan Chopra**				
	At the beginning of the year	11284	0.08	11284	0.08
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
	Sale of Shares in open market dated: 06/10/2015	(1284)	0.01	10000	0.07
	At the end of the Year.	10000	0.07	10000	0.07

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9	**Sh. Surinder Kumar Bansal**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

S.No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10	**Sh. Chanakya Chaudhary**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

Name of the Key Managerial Personnel

S.No.	Name of the KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Sh. Naveen Sorot (CFO)**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

S.No.	Name of the KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	**Sh. Shaman Jindal (Company Secretary)**				
	At the beginning of the year	0	0.00	0.00	0.00
	Date wise Increase/Decrease in shareholding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0.00	0	0.00
	At the end of the Year.	0	0.00	0	0.00

V. INDEBTEDNESS

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

Rs. in Crores

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01-04-2015)				
i) Principal Amount	186.24	169.63	-	355.86
i) Interest due but not paid	-	-	-	-
ii) Interest accrued but not due	44.70	-	-	44.70
Total (i+ii+iii)	**230.94**	**169.63**	**-**	**400.56**
Change in Indebtedness during the financial year				
• Addition	87.50	0.83	-	88.33
• Reduction	46.80	45.58	-	92.38
Net Change	**40.70**	**(44.74)**	**-**	**(4.04)**
Indebtedness at the end of the financial year (31-03-2016)				
i) Principal Amount	226.93	124.88	-	351.82
ii) Interest due but not paid				
iii) Interest accrued but not due	47.80	-	-	47.80
Total (i+ii+iii)	**274.73**	**124.88**	**-**	**399.62**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. in lac)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Sh. Dheeraj Garg Managing Director	Sh. Andra Veetil Unnikrishnan* Deputy Managing Director	Sh. Manohar Lal Jain Executive Director	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the - Income tax Act,1961	28.80	33.30	23.76	85.86
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961.	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as% of Profit	450.92	-	-	450.92
	- Others, specify	-	-	-	-
5	Others, please Specify :				
	Provident fund	2.16	2.79	1.95	6.90
	Sitting Fee	-	-	0.15	0.15
	Total (A)	**481.88**	**36.09**	**25.86**	**543.83**
	Ceilingas per the Act		Rs 1060.14 lac (being 11% of Net profit of the company as calculated as per the provisions of Section 198 of the Companies Act, 2013.		

* Sh. Manohar Lal Jain was appointed as an Executive Director w. e. f. 01.07.2015 and sitting fee of Rs. 0.15 Lac was paid to him when he was Non-Executive Director

STEEL STRIPS GROUP

B. Remuneration to other Directors:

1. Independent Directors

Sr. No.	Name of Directors	Particulars of Remuneration(fee for attending Board/Committee, Commission, Other Specify)	Total Amount (Rs.)
1	Sh. Sukhbir Singh Grewal	Fee for Attending Board Meeting & Audit Committee Meeting	75,000/-
2.	Sh. Sudhanshu Shekhar Jha	Fee for Attending Board Meeting & Audit Committee Meeting	40,000/-
3.	Sh. Surinder Kumar Bansal	Fee for Attending Board Meeting & Audit Committee Meeting	45,000/-
4.	Sh.Madan Mohan Chopra	Fee for Attending Board Meeting	30,000/-
5.	Ms. Jaspreet Takhar	Fee for Attending Board Meeting	20,000/-
	Total (1)		2,10,000/-

2. Other Non Executive Directors

Sr. No.	Name of Directors	Particulars of Remuneration(fee for attending Board/Committee, Commission, Other Specify)	Total Amount
1.	Sh. Rajender Kumar Garg	Fee for Attending Board Meeting	30000/-
2.	Sh. Chanakya Chaudhary	Fee for Attending Board Meeting	30000/-
	Total (2)		60000/-
	Total (B) = (1+2)		270000/-
	Total Managerial Remuneration		546.53 lacs
	Overall Ceiling as per the Act		Rs 1060.14 lacs (being 11% of Net profit of the company)

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

S.No.	Particulars of Remuneration	Key Managerial Personnel		
		Sh. Naveen Sorot CFO	Sh. Shaman Jindal Company Secretary	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19.48	12.26	31.74
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961.	0	0	0
2	Stock Options	4.28	5.34	9.62
3	Sweat Equity	0	0	0
4	Commission			
	- as% of Profit	0	0	0
	- Others, specify	0	0	0
5	Others, please Specify : Provident Fund	1.01	0.94	1.95
	Total	24.77	18.54	43.31

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCE:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2016.

For and on behalf of the Board

Date: 26/08/2016
Place: Chandigarh

Rajender Kumar Garg
Chairman
(DIN: 00034827)

ANNEXURE-D

TO THE DIRECTORS' REPORT

PARTICULARS OF REMUNERATION

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

(a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Non-Executive Director	**Ratio of Median Remuneration**
Mr. Rajender Kumar Garg	0.17
Mr. Madan Mohan Chopra	0.17
Mr. Surinder Kumar Bansal	0.26
Mr. Chanakya Chaudhary	0.17
Mr. Sukhbir Singh Grewal	0.43
Mr. Sudhanshu Shekher Jha	0.23
Ms. Jaspreet Takhar	0.11
Executive Directors	
Mr. Dheeraj Garg	273.17
Mr. Andra Veetil Unnikrishnan	20.46
Mr. Manohar Lal Jain	14.66

Non- Executive Director of the company is paid only sitting fee for attending Board Meetings and Audit Committee Meetings. No other remuneration/commission is paid to Non-Executive Directors of the company.

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

Name of Person	% increase in remuneration
Mr. Rajender Kumar Garg	0
Mr. Madan Mohan Chopra	50
Mr. Surinder Kumar Bansal	0
Mr. Chanakya Chaudhary	200
Mr. Sukhbir Singh Grewal	67
Mr. Sudhanshu Shekher Jha	(11.11)
Mr. Manohar Lal Jain	5646.67
Ms. Jaspreet Takhar	She has not attended any meeting in previous year as she was appointed as Director w.e.f. 30th March, 2015.
Mr. Dheeraj Garg, Managing Director	79.16
Mr. Andra Veetil Unnikrishnan, Deputy Managing Director	(49.90)
Mr. Naveen Sorot, Chief Financial Officer	52.71
Mr. Shaman Jindal, Company Secretary	72.63

During the year, sitting fee for attending board meeting was increased from Rs. 10,000 to Rs. 20,000 and for audit committee meeting, sitting fee was increased from Rs. 5,000 to Rs. 10,000 w.e.f. 23.10.2015.

Increase / Decrease in remuneration of Non Executive directors is due to no. of board meetings and audit committee meetings attended by them and due to above stated increase in sitting fee, as they are getting sitting fee only.

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

12.70%

(d) the number of permanent employees on the rolls of company:

1887 Employees

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

The average increase in salaries of employees other than managerial personnel in 2015-16 was 12.70% . Percentage increase in the managerial remuneration for the year was 55.48%. Managerial remuneration is increased mainly due to increase in remuneration of Sh. Dheeraj Garg. Sh. Dheeraj Garg is entitled to get commission @ 5% on Net Profit of the Company this year, the net profit (calculated as per Section 198 of the Companies Act, 2013) has increased to Rs. 9637.60 lacs as compared to Rs.5533.80 lacs in previous year 2014-15. Besides this, during the year Sh. Manohar Lal Jain was also appointed as Executive Director of the Company w.e.f. 1st July, 2015.

(f) the key parameters for any variable component of remuneration availed by the directors;

In terms of his appointment, Sh. Dheeraj Garg, Managing Director, is entitled to get commission @ 5% on Net Profit of the Company.

As per the terms of appointment of Sh. Andra Veetil Unnikrishnan, Deputy Managing Director and Sh. Manohar Lal Jain, Executive Director, they are getting fixed salary only and are not entitled to get any commission/performance based incentives.

The Non Executive Directors including Independent Directors are entitled to get sitting fee plus dividend declared on shares held if, any, and are not getting any performance based incentive.

(g) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

(h) Pecuniary relationship or transactions of Non-Executive Directors

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

for and on behalf of the Board

Date: 26/08/2016
Place: Chandigarh

Rajender Kumar Garg
Chairman
(DIN: 00034827)

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,
The Members,
Steel Strips Wheels Limited

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

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2016,complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to other reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2016 according to the provisions of:

(1) The Companies Act, 2013 (the Act) and the rules made thereunder;
(2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
(4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company during the audit period**) and
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable to the Company during the audit period**)

(6) Apprentices Act, 1961
(7) Employment Exchange (Compulsory Notification of Vacancies Act, 1959)
(8) Industrial Employment (Standing Orders) Act, 1956
(9) Minimum Wages Act, 1948
(10) Payment of Bonus Act, 1965
(11) Payment of Wages Act, 1936
(12) Motor Vehicle Act, 1988
(13) The Water (Prevention & Control of Pollution) Act, 1974
(14) The Water (Prevention & Control of Pollution) Cess Act, 1977
(15) The Central Excise Act, 1944
(16) Employees' State Insurance Act, 1948
(17) Employees' Provident Fund & Misc. Provisions Act, 1952
(18) Central Sales Tax Act, 1956 & Punjab VAT Act, 2005
(19) Air (Prevention & Control of Pollution) Act, 1981

(20) Payment of Gratuity Act, 1972
(21) Indian Electricity Act, 1910 & Rules 1956
(22) Hazardous Waste (Management & Handling) Rules 1989 under EP Act, 1986
(23) Explosive Act, 1884 and Rules made thereunder
(24) Industrial Development & Regulation Act, 1951
(25) Contract Labour Regulation & Abolition Act, 1971

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India, with sparing respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

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

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

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

I further report that during the audit period, the Company has:

Executed a Foreign Technical Collaboration Agreement with Kalink Co. Ltd., a South Korea based foreign body corporate for setting up a alloy wheel manufacturing plant at Mehsana (Gujarat) and has taken approval of shareholders for the following major events:

(i) to raise funds not exceeding Rs. 100 crore through an issue of equity shares by way of Qualified Institutional Placement Programme under Section 42 and 62 of Companies Act, 2013.

(ii) approval to create, issue ,offer and grant up to 1,50,000 Options to Employees of the company exercisable into equal number of equity shares under Steel Strips Wheels Limited-Employee Stock Option Scheme 2014 ("ESOS 2014") under Section 62(1) (b) of Companies Act, 2013.

Sushil K Sikka
(Company Secretary)
FCS 4241
CP No. 3582

Place : Chandigarh
Date : 26/08/2016

The Members
Steel Strips Wheels Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sushil K Sikka
(Company Secretary)

Place: Chandigarh
Date:26/08/2016

FCS 4241
CP 3582

CORPORATE GOVERNANCE

A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

The Company is in compliance with the requirements stipulated under Clause 49 of the erstwhile Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

BOARD OF DIRECTORS

The Board of Directors of the Company is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board consists of optimum combination of Executive and Non- Executive Directors including Independent Directors who have wide and varied experience in the field of business, finance, education, industry, commerce and administration.

(I) **Composition and Category of the Directors**: As on March 31, 2016, the Company's Board consists of ten (10) Directors including a Non-Executive Chairman of which seven (7) (i.e. 70%) are Non Executive Directors. Out of them, Five (5) are Independent Directors, including one Woman Independent Director, one Director is Nominee Director of Tata Steel Limited (Equity investor) and one is the Non Executive Chairman belonging to promoter category. The Composition of the Board is in conformity with Regulation 17 of SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (the **"Act"**). Apart from receiving directors sitting fee and dividend declared by the Company on the shares held if any, none of the Non-Executive / Independent Directors has any other material pecuniary relationship or transaction with the Company.

(ii) None of the Directors on the Board hold, directorships in more than ten public companies. Further, none of them is a member of more than ten committees (considering only Audit and Stakeholders' Relationship Committee) or acts as a chairperson of more than five committees across all the public limited companies (listed or unlisted) in which he/she is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2016 have been made by the directors.

(iii) Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of SEBI Listing Regulations read with Section 149 (6) of the Act. The maximum tenure of the Independent Directors is in compliance with the "Act" and clarifications/circulars issued by the Ministry of Corporate Affairs. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16 (1) (b) of the SEBI Listing Regulations read with Section 149 (6) of the Act.

(iv) None of the Independent Directors of the Company is acting as an Independent Director in more than seven listed companies.

(v) None of the Whole Time Directors of the Company/or any director of the Company acting as Whole Time Director in any listed Company serves as an Independent Director in more than 3 listed companies.

(vi) Four Board Meetings were held during the year and gap between two meetings did not exceed one hundred twenty days (120) as stipulated under Regulation 17(2) of SEBI Listing Regulations, Secretarial Standards and under the Act. The said four Board Meetings were held on 24.04.2015, 01.08.2015, 23.10.2015, and 18.01.2016. The necessary quorum was present at all the meetings and in case of any exigency/urgency, resolutions were passed by circulation.

(vii) The names and categories of the directors on the Board, their attendance at Board Meetings held during the year and the last Annual General Meeting and the number of Directorships and Committee chairmanships / memberships held by them in other Public Companies as on March 31, 2016 is given herein below. Other Directorships do not include directorships of Private Limited Companies, foreign companies, and companies under Section 8 of the Act. Chairmanships/ Memberships of Board Committees shall include only Audit and Stakeholders Relationship Committees:-

Name of Director and Designation	DIN No.	Category	No. of Board meetings during the year 2015-16		Whether attended last AGM held on 30th September, 2015	No. of Directorships in other Public companies		No. of Committee positions held in other public companies	
			Held	Attended		Chairman	Member	Chairman	Member
Sh. Rajender Kumar Garg,(Chairman)	00034827	Promoter - Non - Executive Director	4	2	No	3	2	-	-
Sh. Dheeraj Garg (M.D)	00034926	Promoter – Executive Director	4	4	Yes	-	1	-	-
Sh. Andra Veetil Unnikrishnan Dy. Managing Director	02498195	Whole time Director	4	3	No	-	-	-	-
Sh.Manohar Lal Jain* Executive Director	00034591	Whole Time Director	4	4	Yes	-	3	-	-
Sh. Madan Mohan Chopra Director	00036367	Independent Non–Executive Director	4	2	No	-	2	1	1
Sh. Surinder Kumar Bansal Director	00165583	Independent Non–Executive Director	4	2	Yes	-	1	-	-
Sh. Sukhbir Singh Grewal Director	00031001	Independent Non–Executive Director	4	3	Yes	-	-	-	-
Sh. Sudhanshu Shekhar Jha Director	01489603	Independent Non–Executive Director	4	2	No	-	-	-	-
Ms. Jaspreet Takhar Director	00318883	Independent Non–Executive Director	4	1	No	-	-	-	-
Sh. Chanakya Chaudhary Director	02139568	Nominee of Tata Steel Ltd (equity investor). Non – Executive Director	4	2	No	-	2	-	-

*Sh. Manohar Lal Jain was elevated as an Executive Director w.e.f. 01.07.2015.

(viii) During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

(ix) The terms and conditions of appointment of independent directors are disclosed on the website of the Company.

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

(xi) Sh. Rajender Kumar Garg (Chairman & Non Executive Director) and Sh. Dheeraj Garg (Managing Director) are related to each other and belong to the promoter category. None of the other directors of the Company are in any way related to each other.

(xii) Details of number of Equity Shares of the company held by the Directors (Executive and Non Executive) as on 31.03.2016 are given below:

(a) Executive Director

Name of the Director	Designation	No of Shares held	Percentage
Sh. Dheeraj Garg	Managing Director	4640228	30.41%
Sh. Andra Veetil Unnikrishnan	Deputy Managing Director	17500	0.11%
Sh. Manohar Lal Jain	Executive Director	31000	0.20%

(b) Non-Executive Directors

Name of the Director	Designation	No of Shares held	Percentage
Sh. Rajender Kumar Garg	Chairman, Non Executive Director	292571	1.92%
Sh. Madan Mohan Chopra	Independent, Non Executive Director	10000	0.07%

Note:- The Company has not issued any Convertible Securities/Instruments.

SELECTION AND APPOINTMENT OF NEW DIRECTORS ON THE BOARD

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

SELECTION CRITERIA OF BOARD MEMBERS

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

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

FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS

The Independent Directors of the Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

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

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

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

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

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

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

The details of the familiarsation programmes of the Independent Directors are available on the websites of the Company.web link:-http://www.sswlindia.com/pages/familiarsationprogramme.htm

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Act and Rules framed thereunder.

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

Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days (120). The dates on which the said meetings were held are 24.04.2015, 01.08.2015, 23.10.2015, and 18.01.2016 and the necessary quorum was present at all the meetings.

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

Name of Chairperson & Members	Category	Meetings Attended
Sh. Surinder Kumar Bansal, Chairman	Independent Non–Executive Director	2
Sh. Sukhbir Singh Grewal, Member	Independent Non–Executive Director	3
Sh. Sudhanshu Shekhar Jha, Member	Independent Non–Executive Director	3
Sh. Manohar Lal Jain , Member	Non Independent, Executive Director	4

The Company Secretary acts as the Secretary of Audit Committee.

The previous Annual General Meeting of the Company was held on 30th September, 2015 and was attended by Sh. Surinder Kumar Bansal, Chairman of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

Terms of reference of the Nomination and Remuneration Committee include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy, relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of the Directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

During the year, two meetings of Nomination and Remuneration Committee were held, i.e. on 06.04.2015 & 24.07.2015.

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

Name of Chairperson & Members	Category	Meetings attended
Sh. Sukhbir Singh Grewal , Chairman	Independent , Non Executive Director	2
Sh. Surinder Kumar Bansal , Member	Independent , Non Executive Director	2
Sh. Sudhanshu Shekhar Jha, Member	Independent , Non Executive Director	2

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee evaluates the performance of Independent Directors based on their commitment towards:

- Attendance and participation at Board or Committee Meetings
- Contribution and initiatives taken at Board or Committee Meetings
- Adherence to Code of Conduct and Code for Independent Directors of the Company
- Safeguarding of the confidential information and of Interest of Whistle blowers under Vigil Mechanism
- Compliance with policies and disclosure of interest.
- Rendering of Independent and unbiased opinion
- Guidance/support to management outside Board/Committee Meetings

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

Remuneration Policy:

The remuneration policy is formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Nomination and Remuneration Policy of the Company is given as an “Annexure I” and forms part of this Annual Report.

Remuneration paid to directors during the financial year 2015-16

(i) Remuneration paid to Managing Directors and Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission @ 5% on Net Profit of the company inclusive of fixed component of the salary (variable component) to its Managing Director.

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

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

Details of Remuneration paid to Managing Director (MD), Deputy Managing Director (Dy. MD) and Executive Director during the year 2015-16:-

(Rs. in lacs)

Particulars	Sh. Dheeraj Garg MD	Sh. Andra Veetil Unnikrishnan, Dy. MD	Sh. Manohar Lal Jain Executive Director*
Basic Salary	18.00	23.28	16.20
House Rent Allowance	10.80	8.15	5.67
Special Allowance	Nil	1.73	1.89
Perquisites	Nil	0.14	Nil
Contribution to Provident Fund	2.16	2.79	1.95
Sitting Fee*	--	--	0.15
Stock options	Nil	Nil	Nil
Commissions	450.92	Nil	Nil
Total	**481.88**	**36.09**	**25.86**
Date of Original appointment	29/04/1993	01/01/2009	01/08/2013
Date of Appointment/Re -appointment	01/06/2015	01/01/2014	01/07/2015
Tenure Up to	30/05/2020	31/12/2018	30/06/2020

*Sh. Manohar Lal Jain was appointed as Non Executive Director w.e.f. 1st August, 2013 and was elevated as an Executive Director w.e.f 01.07.2015 and sitting fee of Rs. 0.15 Lac was paid to him when he was Non-Executive Director.

(ii) Remuneration paid to Non-Executive Directors:-

The Non- Executive Directors are entitled to get sitting fee for attending the Board meeting, Audit Committee meeting and sub-committee meeting. With effect from 23/10/2015 sitting fee to the non executive directors for attending each board meeting was increased from Rs. 10,000 to Rs. 20,000 and for attending each audit committee and sub-committee meeting , the sitting fee increased from Rs. 5,000 to Rs. 10,000. The Company also reimbursed the out of pocket expenses incurred by Directors for attending the meetings.

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

Details of sitting fee paid to the Non-Executive Directors during the year 2015-16 are as follows:-

Name of Director	Dates on which Board Meetings were held				Dates on which Audit Committee Meetings were held				Sitting fee (in Rs.)
	24/04/2015	01/08/2015	23/10/2015	18/01/2016	24/04/2015	01/08/2015	23/10/2015	18/01/2016	
Sh. Rajender Kumar Garg	✓	--	--	✓	NA	NA	NA	NA	30,000
Rear adml. Madan Mohan Chopra AVSM (retd.)	--	✓	✓	--	NA	NA	NA	NA	30,000
Sh. Sukhbir Singh Grewal	✓	--	✓	✓	✓	--	✓	✓	75,000
Sh. Sudhanshu Shekhar Jha	✓	✓	--	--	✓	✓	✓	--	40,000
Sh. Surinder Kumar Bansal	--	✓	--	✓	--	✓	--	✓	45,000
Ms. Jaspreet Takhar	--	--	✓	--	NA	NA	NA	NA	20,000
Sh. Chanakya Chaudhary	--	✓	✓	--	NA	NA	NA	NA	30,000

Service Contracts, notice period, severance fees:

Sh. Dheeraj Garg has been re-appointed as Managing Director from June 1, 2015 till May 30, 2020, is liable to retire by rotation and his status continues.

Sh. Andra Veetil Unnikrishnan has been re-appointed as an Executive Director (Deputy Managing Director) from January 1, 2014 till December 31, 2018 is liable to retire by rotation and his status continues.

Sh. Manohar Lal Jain has been appointed as an Executive Director from July 1, 2015 till June 30, 2020 is liable to retire by rotation.

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

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

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

Details of Stock Options issued/granted to the Directors:

The Company has not issued/granted stock options to any of its Directors (Executive and Non Executive) during the year under review.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.

The broad terms of reference of the stakeholders' relationship committee are as under:

(I) To consider and resolve the grievances of the Security holders of the company including redressal of investors complaint such as transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc. and all other securities- holders related matters and to ensure expeditious share transfer and demat process undertaken by the Registrar and Transfer Agents and to recommend measures for overall improvement in the quality of investor services.

During the year, one (1) meeting of Stakeholders Relationship Committee was held, i.e. on 04.01.2016.

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

Name of Chairperson & Members	Category	Meetings attended
Sh. Surinder Kumar Bansal, Chairman	Independent, Non Executive Director	1
Sh. Sukhbir Singh Grewal, Member	Independent, Non Executive Director	1
Sh. Manohar Lal Jain, Member	Non -Independent, Executive Director	1

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

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

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

(iii) Detail of complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
-	6	6	-

SUB-COMMITTEE

The Sub- Committee of Board of Directors has been constituted to review un-audited Financial Results. The composition of the Sub- Committee is given below:

Name of Chairperson & Members	Category
Sh. Dheeraj Garg, Chairman	Managing Director
Sh. Sukhbir Singh Grewal, Member	Independent, Non – Executive Director
Sh. Sudhanshu Shekhar Jha, Member	Independent, Non –Executive Director
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director

During the year, no meeting of Sub- Committee was held.

SHARE TRANSFER COMMITTEE

The Share Transfer Committee approves and expedites the process of share transfers reviewed by the Company. The Committee met 22 times during the year. No transfer of shares and no request for de-mat of shares is pending. All the shares received for transfer have been transferred within the time period prescribed.

Name of Chairperson & Members	Category	Meetings Attended
Sh. Surinder Kumar Bansal , Chairman	Independent, Non–Executive Director	07
Sh. Manohar Lal Jain, Member	Non-Independent, Executive Director	22
*Sh. Sukhbir Singh Grewal, Member	Independent, Non–Executive Director	15
**Sh. Andra Veetil Unnikrishnan, Member	Non-Independent, Executive Director	0
Sh. Shaman Jindal	Company Secretary	22

* Sh. Sukhbir Singh Grewal, was appointed as a member of the Committee w.e.f. 01.08.2015.
**Sh. Andra Veetil Unnikrishnan, is appointed as member of the Committee w.e.f. 28.04.2016.

RISK MANAGEMENT COMMITTEE

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

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

The Company has constituted a Risk Management Committee. The main functions of committee are as under:

(a) to formulate and recommend to the Board, a Risk Management Policy which shall indicate the activities such as identification of risks and mitigation strategy thereof;

(b) to recommend the Board about risk assessment and minimization procedures; and

(c) monitoring and reviewing of the risk management plan to the Board and ensuring its effectiveness

During the year, one meeting of Risk Management Committee was held, i.e. on 28.03.2016.

The composition of the risk management committee and details of the meetings attended by its members are given below:

Name of Chairperson & Members		Category	Meetings attended
Sh. Surinder Kumar Bansal,	Chairman	Independent, Non Executive Director	1
Sh. Andra Veetil Unnikrishnan,	Member	Non Independent, Executive Director	1
Sh. Manohar Lal Jain	Member	Non Independent, Executive Director	1
Sh. Naveen Sorot	Member	Chief Financial Officer	1

FINANCE COMMITTEE

The Company has a Finance Committee for borrowing funds, not exceeding Rs. 1000 crore and also to create security on the assets of the Company.

During the year, nine meetings of the Finance Committee were held i.e. on 13.04.2015, 29.05.2015, 27.08.2015, 21.09.2015, 12.10.2015, 05.12.2015, 14.01.2016, 01.03.2016 and 30.03.2016.

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

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

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, CSR Committee was constituted on 30.05. 2014.

Terms of reference of the CSR Committee include:-

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

During the year, two meetings of Corporate Social Responsibility Committee were held, i.e. on 01.04.2015 & 10.10.2015.

The composition of the Corporate Social Responsibility Committee and details of the meetings attended by its members are given below:-

Name of Chairperson & Members	Category	Meetings Attended
Sh. Sukhbir Singh Grewal, Chairman	Independent, Non-Executive Director	2
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director (Deputy Managing Director)	2
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	2

EMPLOYEE COMPENSATION COMMITTEE

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

I. the quantum of option to be granted under ESOP Scheme(s) to employee.

ii. the conditions under which option vested in employee may lapse in case of termination of employment for misconduct;

iii. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;

v. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of divisions and others.

vii. the grant, vest and exercise of option in case of employees who are on long leave; and

viii. the procedure for cashless exercise of options.

ix. Any other matter, which may be relevant for administration of ESOS schemes from time to time.

During the year, no meeting of Employee Compensation Committee was held.

Composition of the committee is as follows:

Name of Chairperson & Members	Category
Sh. Sukhbir Singh Grewal, Chairman	Independent, Non Executive Director
Sh. Surinder Kumar Bansal, Member	Independent, Non Executive Director
Sh. Sudhanshu Shekhar Jha, Member	Independent, Non Executive Director

INDEPENDENT DIRECTORS MEETING

Independent Directors are regularly updated on performance of the business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors i.e. Sh. Sukhbir Singh Grewal, Sh. Surinder Kumar Bansal, Sh. Sudhanshu Shekhar Jha, Sh. Madan Mohan Chopra & Ms. Jaspreet Takhar met on 28th March, 2016 without the attendance of Non-Independent Directors and members of Management of the Company and inter alia discussed:

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

GENERAL BODY MEETING

Date and venue of the last three Annual General Meetings.

Details of Meeting	Date of Meeting	Time of Meeting	Venue of Meeting
27th Annual General Meeting (2012-13)	30.09.2013	11.00 A.M	Regd Office of the Company at Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. Mohali, (Punjab).
28th Annual General Meeting (2013-14)	30.09.2014	11.00 A.M	- Do -
29th Annual General Meeting (2014-15)	30.09.2015	11.00 A.M	- Do -

Special Resolution in the previous three Annual General Meeting

At the AGM held on 30th day of September, 2015, three special resolutions were passed as follows:

(I) Re- appointment of Sh. Dheeraj Garg (DIN: 00034926), as Managing Director of the Company for a period of five years w.e.f. 01.06.2015.

(ii) Appointment of Sh. Manohar Lal Jain (DIN: 00034591), as Executive Director of the Company for a period of five years w.e.f. 01.07.2015.

(iii) To raise funds not exceeding Rs. 100 crore through an issue of equity shares by way of Qualified Institutional Placements.

At the AGM held on 30th day of September, 2014, five special resolutions were passed as follows :

(i) To approve borrowing limits

(ii) To authorize Board of Directors to create security on the properties of the company to secure financial facilities taken by the company.

(iii) To alter Articles of Association of the company.

(iv) To change in terms of appointment of Sh. Dheeraj Garg, Managing Director (DIN: 00034926), to be liable to determination by retirement of Directors by rotation.

v) To change in terms of appointment of Sh. Andra Veetil Unnikrishnan, Deputy Managing Director (DIN: 02498195), to be liable to determination by retirement of Directors by rotation.

At the AGM held on 30th day of September, 2013, two special resolutions were passed as follows:

(I) Re-appointment of Sh. Andra Veetil Unnikrishnan, as Deputy Managing Director for a period of 5 years w.e.f. 01.01.2014.

(ii) To create, grant, issue and allot at any time to the benefit of Sh. A. V. Unnikrishnan, Deputy Managing Director of the Company, up to 51000 options exercisable into equivalent number of equity shares of the face value of Rs. 10/- each.

Postal Ballot

No Postal Ballot was conducted during the previous year.

MEANS OF COMMUNICATION

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

GENERAL SHAREHOLDER INFORMATION

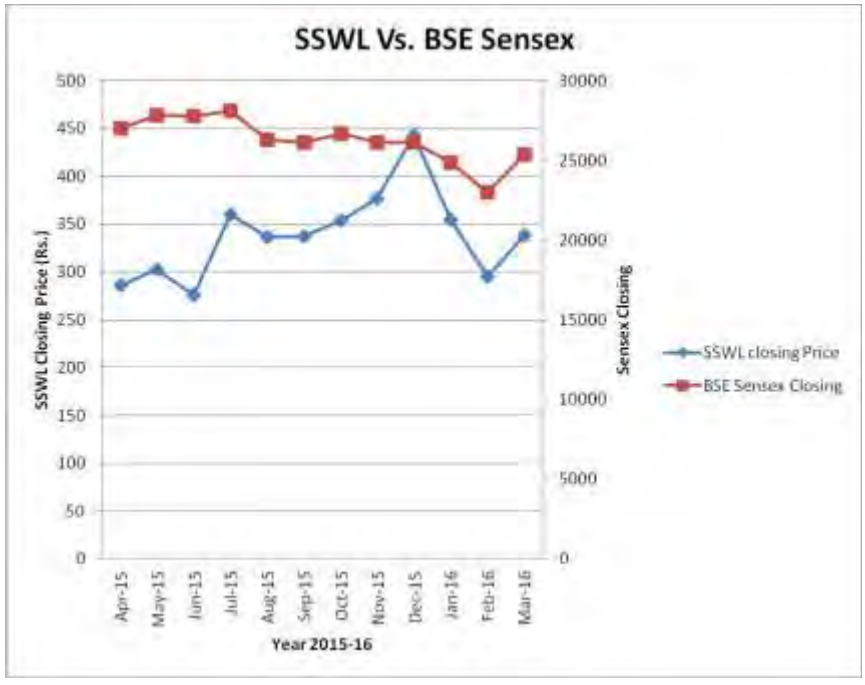
(I) Annual General Meeting for FY 2015-16 Date Time Venue	 30th September 2016 11.00 AM Vill. Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, District Mohali (Pb.)
(ii) Financial Year	1st April to 31st March
(iii) Year Ending	31st March, 2016
(iv) Financial Calendar (tentative) Results for quarter ending June 2016 Results for quarter ending Sept. 2016 Results for quarter ending Dec. 2016 Results for quarter ending March 2017	 2nd week of August, 2016 2nd week of November, 2016 2nd week of February, 2017 Last week of May, 2017
(v) Book Closure date	24-09-2016 to 30-09-2016 (both days inclusive)
(vi) Dividend Payment date	October 2016.
(vii) Name and Address of Stock Exchange at which Company's securities are Listed	**(a) BSE Ltd (BSE)**, Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 **(b) National Stock Exchange of India Limited (NSE)**, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051
(viii) Listing fee	The Company has paid listing fees to both the above stated Stock Exchanges and there is no outstanding payment as on date.
(ix) **Stock Code** BSE Ltd (BSE) National Stock Exchange of India Limited (NSE)	 513262 SSWL
(x) ISIN No. of the Company's shares in De-mat form	INE802C01017 (with NSDL and CDSL).

(xi) **Stock Market Price Data**

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

	Bombay Stock Exchange		National Stock Exchange of India Limited	
Month	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2015	347.30	280.00	350.00	273.60
May 2015	335.00	280.40	332.95	281.00
June 2015	308.00	262.70	308.50	265.00
July 2015	388.00	280.00	387.00	272.60
Aug 2015	392.20	292.50	392.40	292.55
Sept 2015	359.00	293.30	361.50	294.05
Oct 2015	389.80	330.10	389.90	328.75
Nov 2015	390.00	352.00	405.00	350.00
Dec 2015	458.00	350.00	459.70	358.15
Jan 2016	446.50	306.00	445.00	307.30
Feb 2016	369.00	284.00	368.90	282.40
Mar 2016	354.00	290.10	352.00	290.00

(xii) Performance of Share price of the company in comparison to the BSE Sensex:-



(xiii) Registrar and Transfer Agents

Name and address:

Link Intime India Pvt. Ltd.
44, Community Center, 2nd Floor, Naraina Industrial Area,
Phase- I, Near PVR Naraina, New Delhi - 110 028
Phone Number: 011-41410592, 93, 94
Fax Number: 011-41410591
Email: delhi@linkintime.co.in

(xiv) Place for acceptance of Documents:

Documents will be accepted at:

(i) Link Intime India Pvt. Ltd.
44, Community Center, 2nd Floor,
Naraina Industrial Area, Phase- I, Near PVR Naraina,
New Delhi - 110 028

(ii) Steel Strips Wheels Limited
SCO 49-50, Sector 26, Madhya Marg,
Chandigarh- 160019

(xv) Share Transfer System

94.18% of the Equity Shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. As regard transfer of shares held in physical form, the transfer document can be lodged with the Registrar and Transfer Agents i.e. Link Intime India Pvt. Ltd.

Transfer of shares in physical form is normally processed within 12 to 15 days from the date of receipt if the documents are complete in all respect.

(xvi) **Distribution of Shareholding**

(a) Class-wise Distribution of Equity Shares as on 31st March, 2016

Shares/Debentures Holding of Nominal Value	Number	%age of Total
Upto 5000	1991651	13.05
5001 - 10000	149395	0.98
10001 - 20000	136572	0.90
20001 - 30000	75062	0.49
30001 - 40000	0	0
40001 - 50000	44502	0.29
50001 - 100000	0	0
100001 and above	12861988	84.29
Total	**15259170**	**100.00**

(b) Shareholding Pattern as on 31st March, 2016

S.No	PARTICULARS	NO. OF SHARES	(%)
1.	Promoter and Promoter Group	9028733	59.17
2.	Mutual Funds/UTI/Financial Institutions, Banks & Foreign Institutional Investors	85507	0.56
3.	Foreign Bodies Corporate	1227000	8.04
	Indian Body Corporate	2812422	18.43
4.	Individuals	1923499	12.61
5.	Any other :		
	Non Residents	25917	0.17
	Clearing Members	32656	0.21
	HUF	55568	0.36
	Trust	1000	0.01
	Directors & their Relatives	66868	0.44
	Total	**15259170**	**100.00**

(xvii) **Dematerialization of shares and Liquidity**

The Company's script forms part of the Compulsory demat segment for all investors. The Company has established connectivity with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrar M/s Link Intime India Pvt. Ltd., 44, Community Center 2nd floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi 110 028. The Company had also appointed M/s Link Intime India Pvt. Limited as common Agency to look after dematerialization of shares as well as for physical transfer of shares.

As on 31-03-2016 there were 12922 shareholders of the Company. Out of these 9255 shareholders were holding 14371452 (94.18%) equity shares in the dematerialized form and rest of them i.e. 3667 shareholders were holding 887718 (5.82%) equity shares in physical form.

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

The company has not issued any GDR/ADR or warrants or any Convertible instruments.

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

(xx) **Plant Location**:

(a) Village Somalheri/Lehli,
P.O. Dappar,Tehsil Dera Bassi,
District Mohali (Pb.)

(b) Plot no. A-10, SIPCOT Industrial Growth Centre,
Vallam Village, Sriperumbudur, Tamil Nadu

(c) Plot No. 733, 734, 735, 747
Mouza Jojobera, P. O. & P. S. Chhota Govindpur, East Singhbhum
District Jamshedpur, Jharkhand

(d) Plot No. 77, 78, 136 B, 394,
Village - Matroli/Tejpura, Taluka - Jotana,
District - Mehsana, Gujarat, India

(e) Village - Muria, P.O Kolabira Thana No. 150,
District Seraikela - Kharsawan (Jharkhand) Pin - 833 220

(xxi) **Address for Correspondence**:

To the Registrar & Share Transfer Agents	To the Company
Link Intime India Pvt. Ltd. 44, Community Center, 2nd Floor, Naraina Industrial Area, Phase- I, Near PVR Naraina, New Delhi – 110 028 Phone Number : 011 -41410592,93,94 Fax Number : 011-41410591 Email: delhi@linkintime.co.in Contact Persons : Sh. V. M. Joshi or Sh. Swapan Nasker	Steel Strips Wheels Limited S.C.O 49-50, Sector 26 Madhya Marg, Chandigarh -160019 Phone No.: 0172 - 2793112 Email ID: mljain@sswlindia.com : shamanjindal@sswlindia.com Contact Person: Sh. Manohar Lal Jain : Sh. Shaman Jindal

DISCLOSURES

(i) Related Party Transactions

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of Related Party Transactions and dealing with related party transactions and none of the related party transactions entered into have any potential conflict with the interest of the Company. The said policy has been uploaded on the Company's Website at the following link:-
(http://www.sswlindia.com/pages/relatedpartytransaction.htm).

(ii) No penalties, strictures were imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets, during the last three years.

(iii) The Company has adopted a Vigil Mechanism/Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees to report their genuine concerns. No personnel have been denied access to the audit committee. This mechanism provides for adequate safeguards against victimization of director (s) /employee (s) or any other person, who avail the said mechanism and also provides for direct access to the Ethics Counselor/Chairman of the audit committee in exceptional cases. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the `Vigil Mechanism Whistle Blower Policy' uploaded at the website of the Company.
(web link:-http://www. sswlindia.com/pages/whistleblower.htm).

(iv) The Company has complied with all the mandatory requirements as applicable to it along with the compliance with the requirements of Part-C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

(v) The Company is in compliance with Corporate Goverance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

(vi) The company has not adopted any alternative accounting treatment prescribed differently from the Accounting standard laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

(vii) **Disclosure on Commodity price risk or foreign exchange risk and hedging activities:**

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

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

CODE OF CONDUCT

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct is uploaded on the website of the Company. (web link: http://www.sswlindia.com/pages/code_conduct.htm).

The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31 March, 2016. The Annual Report of the Company contains a Declaration by the Managing Director in terms of SEBI (LODR) Regulations, 2015 based on the affirmations received from the Members of the Board and Senior Management personnel.

AUDIT FOR RECONCILIATION OF SHARE CAPITAL

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

INSIDER TRADING

The Company has in place a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

CEO/CFO CERTIFICATION

The Managing Director, Deputy Managing Director and Chief Financial Officer of the Company have certified to the Board that all the requirements of Regulation 17(8) of the SEBI (LODR) Regulations,2015, inter alia, dealing with the review of financial statements and cash flow statement for the year ended 31.03.2016, transactions entered into by the Company during the said year, their responsibility for establishing and maintaining internal control systems for financial reporting and evaluation of the effectiveness of the internal control system and making of necessary disclosures to the Auditors and the Audit Committee have been duly complied with.

CONSTITUENTS OF RELATED PARTIES.

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

Group Companies:

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

Individuals:

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

Hindu Undivided Family (HUF):

R. K. Garg & Sons (HUF)

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has been paying Dividend regularly from the last eighteen years (except for the year 2008-09), starting from the year 1996-97. Some amount of the dividend remain unclaimed in the "Unpaid Dividend Accounts" being maintained by the Company with HDFC Bank limited, Sector 8, Chandigarh and Yes Bank Ltd, Worli Branch, Nehru Centre,4th floor, Discovery of India, Dr. A.B.Road, Worli, Mumbai - 400018.

In compliance with the provisions of Sections 205 (A) and 205 (C) of the Companies Act, 1956 and other applicable provisions, if any of the Act, all unclaimed/unpaid dividend for the year 2007-2008 has already been transferred to the “Investor Education and Protection Fund”. Further, the company hasn't declared dividend for the year 2008-2009.

For and on behalf of the Board of Directors

Rajender Kumar Garg
Chairman
DIN:00034827

Place: Chandigarh
Date : 26/08/2016

AUDITORS' CERTIFICATE OF CORPORATE GOVERNANCE

To the Members of Steel Strips Wheels Limited

We have examined the compliance of the conditions of Corporate Governance by Steel Strips Wheels Limited ("Company") for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the Stock Exchanges for the period 1st April 2015 to 30th November, 2015 and as per Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") for the period 1st December, 2015 to 31st March, 2016.

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

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

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

For S. C. Dewan & Co.

Chartered Accountants
Firm Registration No:000934N

(S.C.DEWAN)
Partner
M. No. 15678

Place : Chandigarh
Date : 26/08/2016

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

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

I confirm that the Company has in respect of the year ended 31st March, 2016, received from its Board members as well as Senior Management Personnel, a declaration in compliance with the Code of Conduct as applicable to them.

For Steel Strips Wheels Limited

DHEERAJ GARG
MANAGING DIRECTOR
DIN:00034926

Place:Chandigarh
Date : 26/08/2016

Annexure -I

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

The Company strongly believes that human resources which manage the other resources have infinite potential, and therefore, their development is the key to organisational effectiveness. We commit ourselves to integrate human resources with organisational growth and development for mutual benefit.

The Board of Directors (the "Board") of the Company, in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the applicable rules thereto and the provisions of the Listing Agreement as amended from time to time , has adopted/approved the Nomination and Remuneration Policy framed by the Nomination and Remuneration Committee ("Committee").

2. INTENT OF THE POLICY

The main intent of the policy is to enhance the competencies of the Board by :-

- identifying the person who are qualified to become directors and who may be appointed as KMP and at Senior Management level of the company,
- recommend to the board for their appointment and removal and
- carry out evaluation of every director's performance
- formulate the criteria for determining qualifications, positive attributes and independence of a Director and
- recommend to the Board the remuneration to be paid to the directors, Key Managerial Personnel and Senior Management.

3. DEFINITIONS

- **"Act"** means The Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- "**Board**" means Board of Directors of the Company.
- "**Directors**" means Directors of the Company.

- **"Key Managerial Personnel"** means:
  - Chief Executive Officer or the Managing Director or the Manager ;
  - Whole-Time Director ;
  - Chief Financial Officer;
  - Company Secretary ; and
  - Such other officers as may be prescribed.
- **"Senior Management"** means personnel of the Company who are members of its core management team excluding the Board of Directors including Functional Heads.

4. BOARD DIVERSITY

This Policy sets out the approach to have diversity on the Board of the Company in terms of thought, experience, knowledge, perspective and gender.

As per the provisions of the Companies Act, 2013, and Listing Agreement as amended from time to time , the composition of the Board shall have an optimum combination of Executive and Non Executive Directors, with not less than fifty percent of the Board of Directors comprising Non-Executive Directors.

When the Chairman of the Board is a non-executive director, at least one-third of the Board shall comprise independent directors and in case the Company does not have a regular non-executive Chairman or in case the regular non-executive Chairman is a promoter of the Company, at least half of the Board shall comprise of independent directors.

The Committee will lead the process for recommending the appointments of Directors to the Board. All the appointments will be based on the skills, diverse experience, independence and knowledge which the Board as a whole requires to be effective.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least one Woman Director. Additionally the Board may consider appointment of experts from various specialized fields such as finance, law, corporate strategy, marketing and business development, international business, operations management etc. so as to bring diversified skill sets on board or succeed any outgoing director with the same expertise.

5. ESSENCE OF THE POLICY

The role of the Committee shall be in accordance with the applicable provisions of the Act and listing agreements including the followings:-

A. Appointment of Directors :-

While recommending a candidate for appointment as Director of the company, the Nomination and Remuneration Committee has to ensure with regard to:-

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law; professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, leadership skills, pioneering mindset.
- Considering any other matters, as may be requested by the Board.

B. Appointment of KMP and Senior Management and other employees

The Company has an organisational chart displaying the position of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the company is to match the requirements prescribed in the organisational chart of the Company.

C. Remuneration of Directors, KMPs and Senior Management:-

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management.

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

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

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

Remuneration to Non Executive/Independent Director:

(i) Remuneration/commission : remuneration/commission shall be fixed as per the limits mentioned in the Act, subject to approval from the shareholders as applicable.

(ii) Sitting Fee : the Non executive/Independent directors shall receive remuneration by way of fees for attending meetings of board or committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Govt. from time to time.

(iii) Stock Options : An independent Directors shall not be entitled to any stock option of the company.

D. Term / Tenure/Notice period/Severance fees

a) **Managing Director/Executive Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term, and which shall be done with the approval of the shareholders of the Company.

Services of the Managing Director and Executive Director may be terminated by either party by giving one month notice. No severance fee will be paid.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

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

E. Evaluation

The Committee shall carry out the evaluation of performance of every Director at least once in a year, on the basis of following factors:

a) Performance evaluation of Directors:

- Attendance and participation at Board or Committee Meetings
- Contribution and initiatives taken at Board or Committee Meetings
- Adherence to Code of conduct of the company
- Safeguarding of the confidential information and of Interest of Whistle blowers under Vigil Mechanism
- Compliance with policies and disclosure of interest
- Rendering of Independent and unbiased opinion
- Guidance/support to management outside Board/Committee meetings

Independent Directors may also consider the aforesaid critieria for the evaluation of the performance of Non- Independent directors and may consider the following factors for evaluation of the performance of the Board as whole and their committee at their separate meeting:-

(b) Performance evaluation of Board and Committees:

- Effectiveness of Board processes, information and functioning
- Degree of fulfilment of key responsibilities
- Effectiveness of control system in identifying material risks and reporting of material violations of policies and law
- Board Structure and composition
- Establishment and delineation of responsibilities to committees
- Frequency of meetings
- Adherence to law
- Board culture and dynamics
- Quality of relationship between Board and Management
- Efficacy of communication with external stakeholders.

The performance evaluation of Independent Directors shall be done based on the above criteria by the entire Board of Directors, excluding the Director being evaluated.

F. Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

G. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6. AMENDMENT(S) TO THE NOMINATION AND REMUNERATION POLICY

Any amendment(s) thereto can be reviewed or done by the Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee, as deemed fit from time to time. In case of any modifications, amendments or inconsistencies with the Act, the provisions of the Act and the rules made thereunder would prevail over the Policy.

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion & Analysis

Indian economy started the year with good policy thrust from the new government and its continuous focus on reforms will ensure that Indian economy will have a good growth rate over medium to long term. India which is caught in a slow global growth environment is doing relatively a lot better than its peers and we expect that the recent initiatives by the government will ensure good long term growth prospects for Indian industry. India's GDP grew 7.9% in the fourth quarter of 2015-16, increasing overall growth for the entire year to 7.6% and help maintain its position as the fastest-growing major economy. The agriculture sector grew 1.2% and has a lot of potential to grow more than 2% consistently going ahead. Manufacturing grew 9% which is much higher than the 5.5% seen in 2014-15. The consolidated services sector grew 8.8% in 2015-16. We think that the policies being laid by the government and the final push coming through GST bill will ensure good growth environment of 7-8% going ahead in medium term.

We base our case of economic growth on few indicators listed below.

1. The reform process started in 2014-2015 is marching ahead and is covering wide area of taxation, FDI, private and public investment. Indian government is pushing a lot of relaxation for getting foreign capital for MAKE IN INDIA campaign. This will ensure good participation and private investment coming via CAPEX INVESTMENT into India to keep us above 7% GDP growth.

2. Government focus on infrastructure led growth helping corporate to ignite the capex cycle and finally the private investment cycle starting to contribute to the growth. A lot of focus is there on clearing stalled projects via private public partnership and relaxation for inviting foreign capital is also granted. The fixed but better returns for foreign players will keep the infrastructure story of the country going strong and adding significant thrust for Indian economy.

3. The benign interest rate scenario will help easy and affordable credit for all segments and will reduce the threshold level for project approvals and will help gather momentum for next phase of growth pick up. The investment cycle is still weak but getting stable now with response coming from stable capacity utilization in private segment. Capex cycle revival is expected to revive in second half of FY 16-17 with government proving a lot of support in last 18 months.

4. GST implementation will surely fasten and clear the biggest hurdle towards tax compliance and it will open doors for various states to compete for incoming FDI in India. Increased and improved tax will add value addition to the government resources and will ensure much larger public spending of large project by the government. A lot of productivity gains will come once tax compliance under GST gets implements across the country and with advance estimates projecting close to 1% addition to GDP by GST, it will surely be a big winner for all.

Indian Economy- moving towards high growth trajectory

India maintained its economic momentum in FY 15-16 which it got with the new government on the back of forward looking reforms done by the government. The GDP is expected to take higher and sustainable growth path backed by lower interest rate regime maintained by the RBI along with slow but steady capex cycle reviving in the country. The country is expected to receive above normal monsoon and will be a big boost to the rural economy an consumption which was lagging for last 2 years. Indian government has opened all possible doors for incoming FDI in the country to revive the capex and the cycle is slowly but steadily turning around. The foreign participation in a lot of large projects in country will drive a lot of growth going ahead.

India's GDP grew 7.9% year on year in fiscal Q4 ended March, an acceleration of 1.2 percentage points from a year earlier as low oil prices offset another subpar monsoon. Growth may inch higher over the next 12 months. Rate cuts and improved monetary policy transmission may support investment from April, when regulatory changes are implemented.

Economic growth is projected to remain strong around 7.5% backed by improved Private consumption which is expected by expected large increases in public wages and declining inflation. Investment will pick up gradually as excess capacity fades, deleveraging continues for corporations and banks, and infrastructure projects mature. The renewed commitment for fiscal consolidation is welcome but the quality of public finances should be improved by increasing tax revenue and tilting the spending mix towards physical and social infrastructure. Creating more and better quality jobs is the key to inclusive growth and requires modernising labour laws and making further progress in the ease of doing business.

Industry & Segment Analysis

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1% of the country's Gross Domestic Product (GDP). As of FY 2015-16, around 31% of small cars sold globally are manufactured in India. The Two Wheelers segment with 81% market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 13% market share.

Demographically and economically, India's automotive industry is well-positioned for sustainable growth, servicing both domestic demand and, increasingly, export opportunities. A predicted increase in India's working-age population is likely to help stimulate the burgeoning market for private vehicles. Rising prosperity, easier access to finance and increasing affordability is expected to see four-wheelers gaining volumes, although two wheelers will remain the primary choice for the majority of purchasers, buoyed by greater appetite from rural areas, the youth market and women.

In view of the steady uptick seen in Indian Economy in FY 15-16, Indian Auto Industry witnessed an overall growth of 4%. The segment bifurcation shows that the 2 & 3 wheelers growth slowed down due to poor farm income and lower monsoon rains in last year. The PV segment did well with 7% growth which was driven by new model launches. The CV segment did achieve very good growth of 30% on the back of increased public spending on infrastructure and a lot of clearance given for large road projects under the new government. The road infrastructure improvement has surely dented the LCV segment growth due to shift towards higher tonnage but with intra-city road network getting improved, the LCV segment is also expected to pick up going ahead.

In order to keep up with the growing demand, several auto makers have started investing heavily in various segments of the industry during the last few months. The industry has attracted Foreign Direct Investment (FDI) worth US$ 14.32 billion during the period April 2000 to December 2015. The FDI in 2016-2017 will increase heavily with large investments being committed by Suzuki motors, Kia Motors, Honda Motorcycles, Daimler, Isuzu motors etc. the investment moves in line with MAKE IN INDIA concept.

India's automotive industry is one of the most competitive in the world. It does not cover 100 per cent of technology or components required to make a car but it is giving a good 97%. Leading auto maker Maruti Suzuki expects Indian passenger car market to reach four million units by 2020, up from 1.97 million units in 2014-15. The Indian automotive sector has the potential to generate up to US$ 300 billion in annual revenue by 2026, create 65 million additional jobs and contribute over 12% to India's GDP.

The rapidly globalising world is opening up newer avenues for the transportation industry, especially while it makes a shift towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers, who would need to adapt to the change via systematic research and development.

The Indian auto-components industry is set to become the third largest in the world by 2025. Indian auto-component makers are well positioned to benefit from the globalisation of the sector as exports potential could be increased by up to four times to US $ 40 billion by 2020.

Export Outlook

Cumulative value of exports for the period April-March 2015-16 was US$ 261136.80 million as against US$ 310338.47 million registering a negative growth of 15.85% in Dollar terms and 9.89% in Rupee terms over the same period last year.

Global trade has slowed down considerably over last year due to sharp slowdown in china and global competition heating up due to currency competition among major exporters. The trend of falling exports is in tandem with other major world economies. The growth in exports have fallen for USA (10.81%), European Union (7.40%), China (11.37%) and Japan (12.85%) over the corresponding period previous year as per WTO statistics.

Auto exports sales grew by 3.5% in-line with exports volume growth. The slowdown in exports is due to squeezed global trade and currency war amongst the major trading nations. The passenger vehicle export grew by 5% YoY with new models contributing the major share. The small car exports are increasing from India and all the major car makers are increasing their capacity to serve the world from India. CV segment did a lot better in export segment with M&HCV segment showing a growth of 15% & LCV growing by 18%. 2&3 wheelers maintained flat growth with 1% YoY.

Your company witnessed contraction in its export sales value on the back of currency fluctuation in European region. In volume terms the company grew by 6% with new territories adding to volume growth. Total export sales contracted to 150.44 crores in FY 2015-2016 as compared to 162.25 crores in FY 2014-2015.The Company is working towards its new alloy wheel plant and is fairly confident that the exports segment will grow rapidly in coming 2years at high double digit pace. Alloy wheels and CV segment exports will add significant value addition for company going ahead with company.

Automobile Industry & Path Forward

The automobile industry is moving ahead with decent pace and is expected to remain in the band of 8-10% growth going ahead. The transformation will come from technology shift to reduce to carbon emission. A lot of technical up-gradation is underway and will be helpful to grow in high single digits. India is committed to reduce carbon emission and government is working towards a scrapage policy which can induce large opportunity for the entire sector. The rural segment is expected to do good with rural incomes getting a push from good monsoons and the spending sentiment remains upbeat in a low inflation era prevailing for last many months.

India being capped as one of the biggest destination to be an automobile manufacturing hub is catching up fast on technical front to compete with global peers. India's manufacturing sector contributes close to 15% to the GDP and 22% to the employment. Under the new government, the MAKE IN INDIA flagship program, it's targeted to make the contribution of manufacturing at 25% by 2020-2021 and this will open huge

opportunity for all industrial bases to transform and create their own space.

India is going to be on cusp of spending boon with 70% of population coming to working age by 2020 and this will support the economic expansion. The per capita penetration of car in India is very less and with rising income and increasing working population, this is expected to increase at rapid pace. The easy availability of finance for all and easy credit condition will make vehicle procurement very easy.

SSWL-Future Growth Strategy

1. SSWL Alloy Wheel Business Entry

SSWL has grown leaps and bound over past few years wherein we have increased our market & product presence. We have entered into various product categories like tractor & CV wheels to prove our reliability as cross vertical supplier of quality wheels to the automobile segment. With all its recent product categories doing well, SSWL decided to move ahead with further expansion of its product range and diversify into ALLOY WHEELS.

India Alloy wheel industry is growing at a rapid pace of more than 15% and we want to be a part of close to 2500 crores annual turnover industry which is primarily getting driven by imports from Asia and Europe due to lack of technology and capable players in India.

SWOT Analysis for Alloy Wheel Business.

STRENGTH

1. SSWL leading supplier of Steel Wheel rims in India.
2. Diversified customer base, all major OEM's are covered
3. Globally accepted product and excellent reputation with Customers.
4. In house Government approved R&D facility, equipped with latest technology. Similar R&D facility will be replicated in Alloy Wheel Plant.
5. State of Art technology from Kalink Korea (Among top seven suppliers of Alloy Wheel Globally).
6. Facility is well connected by all means of transport .

WEAKNESS

1. Growth dependent of industry. Though Company is mitigating the same with diversified customer base.
2. Alloy wheel is a new product for SSWL and manufacturing process is completely different from steel wheel rims. Company has mitigated the same by entering into technology agreement with Kalink Korea.

OPPORTUNITY

1.Growing demand for Alloy wheels. Shift happening from Steel Wheel Rims to Alloy wheels across all variants of passenger vehicle.
2. Demand Supply Gap which is expected to reach around 2.6 mn wheel rims in 2018-19
3. Anti dumping duty on imports of Alloy Wheels ($2.15/Kg China/ $1.18/Kg Korea/$1.06/Kg Thailand)
4. Absence of dependable source of Quality Alloy Wheels maker in India.

THREAT

1. New Entrants will pose a threat, however considering the gap in demand and supply there is sufficient cushion to allow multiple entrant. Further SSWL plant will cater to export quality wheels which will put is miles ahead of competition.
2. Slow down in domestic market. Company is mitigating this threat by eyeing export quality wheels and both domestic/ export market will be captured.

SSWL is making its entry into alloy wheel with a plant capacity of 2.5million wheels annually in 2 phases. The location of the plant is Mehsana, Gujarat. The plant will come up in 2 phases with first phase bringing 1.5 million wheels and additional 1million wheels coming in second phase. With the total demand reaching close to 8million wheels by 2020-21, we expect our facility to aid to reduce import of wheels and will bring saving of anti dumping duty for all the car makers.

The state of art facility will have cutting edge technology of low pressure die-casting (LPDC). This will be the biggest single location capacity in India, strategically located in Gujarat near where leading automakers are present to cater domestic and export opportunity.
The plant is coming with a technical tie-up with Kalink Ltd. Based out of Korea, is a leading global supplier of Alloy Wheels to leading auto makers around the world. The tie up brings in a unique combination for SSWL to address both steel as well as Alloy wheel demand from any car makers. This gives us better bargaining power to strategically place out product portfolio for serving the customer better.

With Indian car makers choosing to adopt alloy wheel on 25% of the cars produced in 2015-16, we expect this penetration will increase further with improving infrastructure and demographics of first time buyer of the car. The growth trajectory gives us a perfect opportunity to enter the business of Alloy wheel making and supplying to all car makers. The demand supply gap is huge to give us opportunity to diversify in Alloy wheel business which can easily accommodate more supply to a fast growing alloy wheel market in India.

Automobile Production Trend - INDIA								
FY	2013-14	2014 - 15	2015 - 16	2016 -17	2017 - 18	2018 - 19	2019 - 20	2020 - 21
Passenger Cars Production	2,887,018	3,040768	3,253,622	3,644,056	4,081,343	4,611,918	5,211,467	5,888,958
YOY Growth	(5%)	5.33%	7%	12%	12%	13%	13%	13%
Alloy Wheel Usage	2,309,614	2,919,137	3,383,767	3,935,581	4,897,612	5,534,301	6,670,678	8,008,983
	20%	24%	26%	27%	30%	30%	32%	34%
Steel Wheel Usage	12,125,476	12,284,703	12,884,342	14,284,701	15,509,104	17,525,287	19,386,657	21,435,806
	80%	76%	74%	73%	70%	70%	68%	66%
Total Wheels	14,435,090	15,203,840	16,268,109	18,220,282	20,406,716	23,059,589	26,057,335	29,444,789
Wheels per Car	5	5	5	5	5	5	5	5
Demand VS supply Analysis	**-**	**2014 - 15**	**% Split**	**-**	**2018 - 19**			
Domestic Alloy Wheels suppliers	**-**	**1,955,822**	**67%**	**-**	**1,955,822**	**Govt. has introduced anti dumping**		
Imported Alloy Wheel Suppliers	**-**	**963,315**	**33%**	**-**	**963,315**	**Duty of $2.15/Kg on China , $1.06/Kg**		
GAP	**-**	**-**	**-**	**-**	**(2,615,164)**	**on Thailand & Korea imports.**		

2.Commercial Vehicle Capacity Expansion

SSWL saw a significant expansion in its domestic market presence in CV segment over last 5 years and achieved major business allocations from all major CV makers. The existing capacity of 1.60 millions faces challenge to make way for meeting exports demand. India being one of the most competitive nation while competing on manufacturing & cost capabilities. SSWL has decided to expand its CV segment reach by putting up a green field expansion plant in Chennai with its existing facility. This facility will be adding close to 1million wheel capacity to SSWL portfolio. This facility will cater to growing demand from south region customer and exports to global shores. The growing shifting of tube type wheels to tubeless wheels will be catered by this factory which will have state of art technology and automation systems to compete with best factories in the world. Globally 22mn CVs are produced every year with the industry growing at 3-4%, there is enough space for cost competitive global supplier.

Financial Analysis

Gross revenues stood at 1338.64 crs in FY 2015-16 as compared to 1299.45 Crs in FY 2014-15. The company grew despite a 15% drop in raw material cost indicating a strong product portfolio mix helping the company post a decent growth of close to 3.02%. SSWL witnessed significant market share increase in commercial vehicle and passenger car segment. The development process of CV segment is still underway with company expecting close to 15 new products getting launched in the segment in FY 16-17 adding to volume growth. The Profit after Tax for FY 2015-2016 stood at Rs.61.18 crores as compared to Rs.39.40 Crores. The profitability increase is well contributed to better heavy wheel sales of trucks. The product mix helped company to achieve closer to 15% EBIDTA margins and the company expects this to continue going ahead. The company is expecting to march ahead to better EBIDTA margins once new factories starts adding their contribution where margins are better than the current state. SSWL expects an above industry volume growth due to better market share growth in next financial year with major gains coming from CV and passenger segments.

The Board, in its meeting held on October 23, 2015, declared an interim dividend of Rs 1.50 (15%) per equity share of Rs. 10/- each and further, the Board, in its meeting held on April 28, 2016, has also recommended a final dividend of Rs. 1.50 per equity share for the financial year ended March 31, 2016, taking the total dividend to Rs. 3.00 per Equity Share (last year 2.00 per Equity Share). The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 30, 2016. The total cash outflow on account of dividend (including interim dividend and proposed final dividend) for the Current year will amount to Rs 55.59 million (including Dividend Distribution Tax of Rs 9.40 million) as against Rs. 35.70 million (including Dividend Distribution Tax of Rs. 5.18 million) in the previous year, which represents 9.08 % of the Profit After Tax earned during the year. The basic earnings per share (EPS) stood at Rs. 40.09 per equity share.

Performance analysis

FY 2015-16 was the year to receive the result of last 2 years development process and the efforts gave dividends with company posting its highest ever profits. This came in after good product mix and good cost saving mechanisms being put by the organization. The thrust by government on infrastructure helped the CV makers achieve better production and sales hence convert very good response for company's products. The company has made significant progress in achieving better than industry growth rate over last 2 yrs due to its focus on product development & quality along with cost competitiveness. Exports came in as a surprise decline in value to major setback to European cross currencies impacting our competitiveness. Company is stabilising itself with the impact and has developed markets in Africa and America as the next growth potential markets.

Total wheel sales grew by 6%in FY 2015-2016 on the back of portfolio broadening exercise undertaken by company. Company got good support from Passenger vehicle segment and the CV segment to counter the slowdown in tractors and flat growth in exports. The company expects to deliver 10% volume growth going ahead which will be surely better than the industry estimates.

Our tractor segment wheel sales saw a contraction of 13% after 2 consecutive failed monsoons had a severe impact of farm spending and rural income growth. Global prices of cash crops falling made it tougher for agriculture segment to cope up with losses and low income reduced spending propensity of rural India towards mechanizing. India is expected to receive normal monsoon going ahead and we expect that this will provide a significant boost to tractor segment going ahead. The product development in tractor is still underway and we are finding newer markets for improving the demand outlook for the Company.

Company achieved a massive 48% growth in LCV & M&HCV segment due to all the development coming on stream for production. The company gained significant markets with 2 of the largest CV makers in the country. The capacity utilization of the CV plant In Jamshedpur improved significantly to over 95% from less than 60%. This had a direct impact on companies EBIDTA margins which moved significantly over last 2 yrs due to favourable product mix turning towards heavier wheels. The company expects to grow at 15% in CV segment with some debottlenecking done at the plant levels improving the output capabilities.

Domestic Sales Forecast for FY 2016-2017 by SIAM

According to SIAM, passenger vehicle sales are projected to grow between 6-8%, M&HCVs at 12-15%, Intermediate CVs at 7-9%. In the two-wheeler segment, motorcycle sales are forecast to grow between 0-3% and scooters between 17-19%. Driving this growth will be the overall GDP of the country that is pitted to grow at a faster 7.9% during FY'17 while industry GDP would grow at 7.6%, a spin-off on account of the improvement in domestic demand, with support from public spending and the impact of policy reforms that would begin to show results. Normal monsoons are expected during the year; as a result the agricultural GDP would experience a faster growth pace at 4% on a low base placing more disposable income in the hands of the rural populace and a consequent pick-up in sales of LCVs, three-wheelers and motorcycles dependent on the rural markets.

Risk Management Framework

Steel is the primary raw material for the products of the company, and is a very significant part of the final product cost of Steel wheel. Volatile steel prices can challenge to the margins of the company in a competitive auto component sector.

The automotive industry works on purchasing sentiment and global macroeconomic scenario and any slowdown from global shores can reduce the appetite of domestic markets. Global & Indian regulatory environment poses threat to the business from severe policy shift by regulators. Excessive expansion in absence of adequate orders can increase financial risk for the company due to risk of credit rating of the company emerging from debt burden of the Company.

The company continues to closely monitor all key risks and have a very robust systems and capable administration to deal with it under severe conditions.

Internal Controls and their Adequacy

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

Segment Reporting

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

Disclaimer

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

For and on behalf of the Board of Directors

Rajender Kumar Garg
Chairman
DIN:00034827

Place: Chandigarh
Date : 26/08/2016

INDEPENDENT AUDITORS' REPORT

S. C. Dewan & Co.
CHARTERED ACCOUNTANTS
SCO 90, 1st Floor, Swastik Vihar, Panchkula-134 109

To
The Members of
Steel Strips Wheels Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Steel Strips Wheels Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31 March 2016**, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143(3) of the Act, we report that:

    a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    c. the financial statements dealt with by this report are in agreement with the books of account;
    d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
    e. on the basis of the written representations received from the directors as on **31 March 2016** and taken on record by the Board of Directors, none of the directors is disqualified as on **31 March 2016** from being appointed as a director in terms of Section 164(2) of the Act;
    f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B
    g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        i. the Company does not have any pending litigations which would impact its financial position;
        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
        iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S. C. Dewan & Co.
Chartered Accountants
Firm's Registration No.: 000934N

per **S.C. Dewan**
Partner
Membership No.: 015678

Place : New Delhi
Date : 28 April 2016

Annexure A to the Independent Auditors' Report of Even Date to the members of Steel Strips Wheels Limited on the Financial Statements for the year ended 31st March, 2016.

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

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
(c) The title deeds of immovable properties are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the said Order are not applicable to the Company.

(iv) The Company has not granted any loan or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186. Therefore, the provisions of clauses 3(iv) of the said Order are not applicable to the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) . Accordingly, the provisions of clause 3(v) of the said Order are not applicable to the Company.

(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
(b) The dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Amount Paid Under Protest (₹)	Period to which the amount relates	Forum where dispute is pending
INCOME TAX	TDS	97,850.00	Nil	2007-08	CIT APEAL
INCOME TAX	TDS	38,300.00	Nil	2008-09	CIT APEAL
INCOME TAX	TDS	65,290.00	Nil	2009-10	CIT APEAL

(viii) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or bank or Government or to debenture-holders during the year.

(ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Money raised by way of term loans were applied for the purposes for which those are raised.

(x) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

(xi) The Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provision of clause 3(xii) of the order are not applicable to the Company.

(xiii) The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The detail of such related party transactions have been disclosed in the financial statements as required under accounting standards (AS) 18,

Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the order are not applicable to the Company.

(xv) The Company has not entered into any non-cash transactions with directors or persons connected with him Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company has not is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For S.C. Dewan & Co
Chartered Accountants
Firm's Registration No.: 000934N

per **S.C.Dewan**
Partner
Membership
No.: 015678

Place : New Delhi
Date : 28th April 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of Steel Strips Wheels Limited on the Standalone Financial Statements for the year ended March 31,2016

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

1. We have audited the internal financial controls over financial reporting of Steel Strips Wheels Limited ("the Company) as of March 31,2016 in conjunction with our Audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's Internal Financial Control over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of internal financial control over financial reporting (the "Guidance Notes") and the standards on auditing deemed to be prescribed under section 143(10) of the act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the guidance notes require that we comply with ethical requirements and planned and performed the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risks that material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedure selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error,

5. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's Internal Financial Controls over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that :-

   (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

   (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of the Company ; and

   (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls over Financial Reporting and such Internal Financial Controls over Financial reporting were operating effectively as at March 31st, 2016 based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.C. Dewan & Co
Chartered Accountants
Firm's Registration No.: 000934N

per S.C.Dewan
Partner
Membership No.: 015678

Place : New Delhi
Date : 28 April 2016

BALANCE SHEET

As at 31st March, 2016

₹ in lacs

PARTICULARS	Notes	AS AT March 31st, 2016	AS AT March 31st, 2015
I EQUITY AND LIABILITIES			
1) Shareholders' Funds :			
a) Share Capital	1	1,525.92	1,525.92
b) Reserves and Surplus	2	44,380.50	38,342.99
c) Money Received against Share Warrants		-	-
2) Share Application Money Pending allottment		-	-
3) Non Current Liabilities			
a) Long Term Borrowings	3	27,546.16	28,518.23
b) Deferred Tax Liability (Net)	4	3,982.73	2,557.90
c) Other Long Term Liabilities			
d) Long Term Provisions	5	849.07	667.23
4) Current Liabilities			
a) Short Term Borrowings	6	32,176.13	27,510.83
b) Trade Payables	7	12,743.86	12,134.75
c) Other Current Liabilities	8	9,268.83	8,018.62
d) Short Term Provisions	9	408.21	705.95
TOTAL (EQUITY AND LIABILITIES)		**1,32,881.41**	**1,19,982.42**
II ASSETS			
1) Non Current Assets			
a) Fixed Assets	10		
i) Tangible Assets		1,07,103.75	86,978.09
ii) Intangible Assets		447.17	92.43
Total		1,07,550.92	87,070.52
Less : Depreciation		37,100.41	32,898.54
Net Block		**70,450.52**	**54,171.98**
iii) Capital Work in Progress		5,168.44	15,121.22
iv) Intangible Assets Under Development		-	297.34
		75,618.96	**69,590.54**
b) Non Current Investments	11	16.82	30.25
c) Defferred Tax Assets (Net)		-	-
d) Long Term Loans and Advances	12	3,119.49	1,127.63
e) Other Non Current Assets		-	-
2) Current Assets			
a) Current Investments		-	-
b) Inventories	13	14,823.51	13,803.99
c) Trade Receivables	14	16,918.76	16,380.91
d) Cash and Cash Equivalents	15	12,180.07	10,009.06
e) Short Term Loan & Advances	16	9,913.24	8,713.61
f) Other Current Assets	17	290.55	326.43
TOTAL (ASSETS)		**1,32,881.41**	**1,19,982.42**
Contingent Liabilites & Commitments	26		
Other Notes to Financial Statement	27		
Significant Accounting Policies	28 (1&2)		

As per our report of even date
FOR S.C.Dewan & Co.
Chartered Accountants
ICAI Firm Registration Number: 000934N
per S. C. Dewan
Partner
Membership Number : 015678
Place: NEW DELHI
Dated: 28th April, 2016

For and on behalf of Board

Dheeraj Garg
Managing Director

Andra Veetil Unnikrishnan
Dy. Managing Director

Shaman Jindal
Company Secretary

Manohar Lal Jain
Executive Director

Naveen Sorot
CFO

Surinder Kumar Bansal
Sudhanshu Shekhar Jha
Madan Mohan Chopra
Chanakya Chaudhary
Directors

STEEL STRIPS GROUP

STATEMENT OF PROFIT & LOSS ACCOUNT

For the year ended 31st March, 2016

₹ in lacs

PARTICULARS	Notes	For the year ended March 31st, 2016	For the year ended March 31st, 2015
INCOME			
I. Revenue From Operations	18	1,18,188.81	1,15,281.63
II. Other Income	19	1,883.66	2,060.20
III. TOTAL REVENUE (I + II)		**1,20,072.47**	**1,17,341.83**
IV. EXPENSES			
a) Cost of Material Consumed	20	69,724.88	75,431.35
b) Purchase of Stock in trade		-	-
c) Changes in inventories of :-	21		
i) Finished goods & Scrap		154.68	(434.92)
ii) Work in progress		255.00	(259.51)
iii) Stock in Trade		-	-
d) Employees' Benefits Expenses	22	10,349.82	8,712.37
e) Finance Cost	23	4,303.51	4,135.18
f) Depreciation & Amortization expenses	10	4,206.11	3,815.11
g) Other Expenses	24	23,175.22	21,073.00
TOTAL EXPENSES		**1,12,169.22**	**1,12,472.58**
V. PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX		7,903.25	4,869.25
VI. EXCEPTIONAL ITEMS			
Prior Period Income		5.63	0.22
Prior Period Expenses		3.88	2.23
VII. PROFIT BEFORE EXTRAORDINARY ITEMS & TAX		7,904.99	4,867.24
VIII.EXTRAORDINARY ITEMS		-	-
PROFIT BEFORE TAX		7,904.99	4,867.24
IX. LESS : TAX EXPENSES			
A) CURRENT TAX			
- Current Tax		1,687.05	1,011.19
- Less : Mat Credit Entitlement		(1,247.80)	(387.10)
NET CURRENT TAX		439.25	624.09
B) DEFERRED TAX		1,424.83	259.74
Prior years tax Adjustments		(77.20)	43.00
TOTAL TAXES		**1,786.88**	**926.82**
NET PROFIT CARRIED TO BALANCE SHEET		**6,118.11**	**3,940.42**
Earnings per Equity Share	25		
Basic (Nominal value of shares Rs.10 each)		40.09	25.89
Diluted (Nominal value of shares Rs.10 each)		39.91	25.81
Other Notes to Financial Statement	**27(1-6)**		

As per our report of even date
FOR S.C.Dewan & Co.
Chartered Accountants
ICAI Firm Registration Number: 000934N
per S. C. Dewan
Partner
Membership Number : 015678
Place: NEW DELHI
Dated: 28th April, 2016

For and on behalf of Board

Dheeraj Garg
Managing Director

Andra Veetil Unnikrishnan
Dy. Managing Director

Shaman Jindal
Company Secretary

Manohar Lal Jain
Executive Director

Naveen Sorot
CFO

Surinder Kumar Bansal
Sudhanshu Shekhar Jha
Madan Mohan Chopra
Chanakya Chaudhary
Directors

CASH FLOW STATEMENT

For the year ended 31st March, 2016

₹ in lacs

S. No.	Particulars	FOR THE YEAR ENDED March 31st, 2016		FOR THE YEAR ENDED March 31st, 2015	
A.	**Cash Inflow/ (Outflow) from Operating activities**				
	Profit before tax		7,904.99		4,867.24
	Depreciation	4,206.11		3,815.11	
	Miscellaneous expenses written off				
	Bad debts written off	-		-	
	(Profit)/ Loss on sale of assets	(74.87)		(22.31)	
	(Profit)/ Loss on sale of investments	-		-	
	Expense on employee Stock Option Scheme	204.05		71.23	
	Interest received	(1,068.12)		(1,132.54)	
	Effect of Exchange Rate Change	627.19		-	
	Interest paid	2,823.09	6,717.43	3,800.07	6,531.56
	Operating profit before working capital changes		**14,622.42**		**11,398.80**
	Adjustment for				
	- (Increase)/ decrease in inventory	(1,019.52)		(168.00)	
	- (Increase)/ decrease in trade and other receivables	(509.07)		5,160.73	
	- Increase/ (decrease) in trade payables	(3,265.60)	(4,794.18)	(556.38)	4,436.35
	Cash inflow from operating activities		**9,828.24**		**15,835.15**
	Taxes paid		362.05		667.09
	Net cash from / (used) in operating activities		**9,466.19**		**15,168.06**
B	**Cash flows from/ (used) in Investing Activities**				
	Purchase of fixed assets	(11,450.23)		(5,169.47)	
	Exchange fluctuation in Fixed assets/CWIP	929.05		48.82	
	Sale of fixed assets	286.65		574.63	
	Sale of investments	-		-	
	Realization from sale of Investment in mutual fund	13.42		(13.61)	
	Profit on sale of investments / Assets	74.87		22.31	
	Interest received	1,068.12		1,132.54	
	Net cash from / (used) in investing activities		**(9,078.11)**		**(3,404.78)**
C	**Cash flows from/ (used) in Financing Activities**				
	Proceeds from issue of equity shares incl premium	-		5.10	
	Proceeds from long term borrowings	8,749.92		3,100.00	
	Proceeds from long term Provisions/Short Term Provisions	(115.90)		494.78	
	Repayment of long term borrowings (net of fluctuation)	(4,597.06)		(7,004.49)	
	Changes in working capital loans/short term borrowings	4,665.30		1,965.99	
	(increase)/Decrease in Long/short Term Loan and Advances	(3,191.52)		(708.71)	
	Dividend paid	(284.64)		(357.05)	
	Interest paid	(3,450.27)		(3,800.07)	
	Net cash from / (used) in financing activities		**1,775.83**		**(6,304.44)**
	Net increase/(decrease) in cash and cash equivalents		**2,163.91**		**5,458.83**
	Cash and cash equivalents as at April 1, 2015		9,982.45		4,523.61
	Cash and cash equivalents as at March 31, 2016		**12,146.36**		**9,982.45**

AUDITORS' CERTIFICATE

We have verified the attached Cash Flow Statement of M/s Steel Strips Wheels Limited derived from audited financial statements and the books & records maintained by the Company for the year ended 31st March, 2016 and found the same in agreement therewith.

As per our report of even date
FOR S.C.Dewan & Co.
Chartered Accountants
ICAI Firm Registration Number: 000934N
per S. C. Dewan
Partner
Membership Number : 015678
Place: NEW DELHI
Dated: 28th April, 2016

For and on behalf of Board

Dheeraj Garg
Managing Director

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CFO

Surinder Kumar Bansal
Sudhanshu Shekhar Jha
Madan Mohan Chopra
Chanakya Chaudhary
Directors

Notes on Financial Statements for the year ended 31st March, 2016

The previous year figures have been regrouped / reclassified wherever necessary to confirm the current year presentation

NOTE 1.
SHARE CAPITAL

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Authorised Capital		
1,90,00,000(Previous year 1,90,00,000) Equity Shares of Rs.10/-each	1,900.00	1,900.00
12,00,000(Previous Year 12,00,000) Preference shares of Rs. 145/- each * Optionally Convertible cummulative or Non Cummulative	1,740.00	1,740.00
Issued , Subscribed and Paid Up Capital		
1,52,59,170(Previous Year 1,52,59,170) Equity Shares of Rs.10/-each	1,525.92	1,525.92
TOTAL	**1,525.92**	**1,525.92**

1.1 The reconciliation of number of shares outstanding is set out below :

Particulars	As at March 31st, 2016	As at March 31st, 2015
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	1,52,59,170	1,52,08,170
Add: Shares issued	-	51,000
Less : Shares Cancelled	-	-
Equity Shares at the end of the year	**1,52,59,170**	**1,52,59,170**

1.2 The Company has issued only one class of shares i.e. equity shares of Rs. 10/- per share. All equity shares rank pari passu and carry equal rights with respect to voting and dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company , after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

1.3 The details of Shareholders holding more than 5% shares.

Name of the Share Holder	March 31, 2016		March 31st, 2015	
	No. of Shares	% held	No. of Shares	% held
MR. DHEERAJ GARG	46,40,228	30.41	46,40,228	30.41
SAB INDUSTRIES LIMITED	13,24,187	8.68	13,14,187	8.61
SAB UDYOG LIMITED	11,42,582	7.49	11,42,582	7.49
TATA STEEL LIMITED	11,55,856	7.57	12,55,856	8.23
SUMITOMO METAL INDUSTRIES LIMITED	8,50,000	5.57	8,50,000	5.57

Notes on Financial Statements for the year ended 31st March, 2016

1.4 **a) Share Reserved for Issue under Options outstanding as at the end of the year on unissued share capital**

As on 31st March 2016, 1,00,000 (Previous Year 1,50,000), Employee Stock Options were outstanding under the Steel Strips Wheels Limited Employee Stock Option Scheme 2014 of the Company. Each option would entitle the holder thereof to subscribe to one equity share of ₹10/- each at an exercise price of ₹ 100/- per share of the Company.

b) Steel Strips Wheels Limited , Employee Stock Option Scheme 2014

The Company has established an Employee Stock Option Scheme (ESOS) as" Steel Strips Wheels Limited Employee Stock Option Scheme 2014 ("ESOS 2014") in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 which was approved by the Board of Directors and shareholders. The Company had granted 1,50,000 options to employees. The exercise price was ₹ 100 per share. Date of grant was 02.03.2015 and vesting period was one year. Exercise period for the option was within 4 years from the date of grant of the options. However during the financial year 2015-16, 50,000 options have been forfeited under this ESOS Scheme 2014.

2) The Number and Weighted average exercise price of Stock Options are as follows:

Particulars	ESOS 2014			
	Year Ended 31st March 2016		Year Ended 31st March 2015	
	Options	Weighted average Exercise Price	Options	Exercise Price Weighted average
	Number	Amount	Number	Amount
Outstanding at the Beginning of the year	150000	100	Nil	Nil
Granted Options	0	0	150000	100
Forfeited during the year	50000	100	Nil	Nil
Exercised during the year	Nil	Nil	Nil	Nil
Expired during the year	Nil	Nil	Nil	Nil
Outstanding at the end of year	100000	100	150000	100
Exercisable at the end of the year	100000	100	Nil	Nil
Number of Equity shares of Rs 10 each fully paid up to be issued on exercise of option	100000	100	150000	100
Weighted average share price at the date of exercise	Not applicable	Not applicable	Not applicable	Not applicable
Weighted average remaining contractual life (in years)	4 years(w.e.f. from 02.03.2015)	4 years(w.e.f. from 02.03.2015)	4 years(w.e.f . from 02.03.2015)	4 years(wef from 02.03.2015)

3. Impact of Fair Valuation Method on Net Profit under EPS

In March 2005, the Institute of Chartered Accountants of India has issued a guidance note on " Accounting for Employees Share based payments" applicable to Employee based share plan, the grant date in respect of which falls on or after April 1, 2005. The said guidance notes requires the Pro-forma Disclosers of the impact of fair value method of accounting of Employee Stock Compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note the impact on the reported net profit and earning per share would be as follows:

₹ in Lacs

Particulars		for the Year ended 31st March 2016	for the Year ended 31st March 2015
Profit as Reported	A	6,118.11	3,940.42
Add: Employee Stock Compensation under Intrinsic Value Method	B	204.05	71.23
Less: Employee Stock Compensation under Fair Value Method	C	(231.33)	(73.31)
Pro-forma Profit	(A+B-C)	6,090.84	3,938.33
Earning per share:			
Basic		In ₹	In ₹
- As Reported		40.09	25.89
- As Proforma		39.92	25.88
Diluted			
- As Reported		39.91	25.81
- As Proforma		39.73	25.80

Notes on Financial Statements for the year ended 31st March, 2016

4 Weighted Average fair value of options granted during the year is : N. A. (Previous year ₹ 252.36) per option.

5 **The fair Value of the Options , is estimated on the date of grant using the black- scholes model with the following significant assumptions**

Particulars	ESOS 2014 2015 - 16)	ESOS 2014
Weighted Average Risk free interest rates (in %)	No option was granted during the year.	7.78%
Weighted Average Expected life		2.5 Years
Weighted Average Volatility (in %)		66.55%
Weighted Average Dividend Yield (%)		0.95%
Weighted Average Exercise price		₹ 100.00
Weighted Average Share Price		₹ 333.56
The Price of the underlying share in market at the time of Option grant		₹ 333.20
Weighted Average Fair Value of the Options		₹ 252.36

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

1.5 No Shares out of the issued , subscribed and paid up Share Capital were alloted as Bonus Shares in the last five years by capitalization of Securities Premium Reserves

1.6 No Shares out of the issued , subscribed and paid up Share Capital were alloted in the last five years pursuant to the various scheme of amalgamation without payment being received in cash.

NOTE 2 ₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Reserves & Surplus		
Share Forfeiture Reserve	**59.10**	59.10
Assistance under PATSER Scheme	**50.00**	50.00
Capital Subsidy	**27.95**	27.95
Securities Premium Reserve	**11,493.28**	11,493.28
Capital Revaluation Reserve	**5,280.64**	5,280.64
Share Options Outstanding Account		
Employee Stock Options Outstanding		
As per Last Balance sheet	**349.80**	56.10
Addition during the Year	**-**	349.80
Deduction during the Year	**(116.60)**	56.10
Closing Balance	**233.20**	**349.80**
Deferred Employee Compensation Expenses		
As per Last Balance sheet	**(320.65)**	(42.08)
Addition during the Year	**-**	(349.80)
Deduction during the Year	**320.65**	29.15
Closing Balance	**-**	**(320.65)**
General Reserve		
As per Last Balance Sheet	**14,595.38**	12,378.04
Add: Transfer from Profit & Loss	**3,940.43**	2,432.99
Less : Appropriations	**-**	-
Less: Balance of expired useful life of assets as per Companies act. 2013	**-**	215.65
Closing Balance	**18,535.81**	**14,595.38**
Profit and Loss account (Carried over from P&L)		
As per Last Balance Sheet	**6,807.46**	5,657.11
Add: Profit for the year	**6,118.11**	3,940.42
Less : Appropriations		
Interim Dividend (dividend/previous year's proposed dividend)	**228.89**	305.18
Divided Distribution Tax on Interim	**55.75**	51.87
Transfer to other Reserves	**3,940.43**	2,432.99
Closing Balance	**8,700.51**	**6,807.48**
TOTAL	**44,380.50**	**38,342.99**

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 3 ₹ in lacs

PARTICULARS	As at March 31st, 2016			As at March 31st, 2015		
	Current	Non Current		Current	Non Current	
LONG TERM BORROWINGS						
SECURED						
Loans from Banks						
- Rupee Term Loans	1,020.00	8,290.65	**8,290.65**	1,085.80	3,775.00	3,775.00
- Foreign Currency Term Loan	3,828.90	8,080.92	**8,080.92**	3,532.13	8,068.91	8,068.91
- From NBFC	685.53	787.43	**787.43**	694.24	1,467.67	1,467.67
UN-SECURED						
- Buyer Credit for Capital Goods - Long Term	-	485.93	**485.93**	-	402.75	402.75
- Payables for Capital Goods - Long Term		9,901.24	**9,901.24**	-	14,803.89	14,803.89
TOTAL	5,534.43	27,546.16	**27,546.16**	**5,312.17**	**28,518.23**	**28,518.23**

Securities and Terms of Repayments for Secured Long Term Borrowings

1) Nature of Securities

a) Rupee Term Loans/ Foreign Currency Term Loan/ NBFC

Term Loans from banks, financial institutions and others are secured / to be secured by equitable mortgage created/ to be created by deposit of title deeds of the Company's immovable properties for Dappar(In Punjab),Oragadam(In Chennai) & Seraikella(In Jharkhand) in addition to the deed of hypothecation charging Company's moveable properties, both present and future and second charge created / to be created on raw materials, semi-finished goods, consumable stores, finished goods and book debts etc on paripassu basis. However in regard to loan taken from HDFC Bank for Mehsana (Gujarat) project, the said loan will be secured (first charge) through equitable mortgage by deposit of title deeds of the Company's immovable properties situated at Mehsana (in Gujarat) and Second pari passu charge on all other immovable properties , movable properties and current assets situated at Dappar(In Punjab),Oragadam(In Chennai) unit, & Seraikella(In Jharkhand).

All secured loans are further secured by personal guarantee of Chairman & Director and/ or Managing Director of the Company.

2) Terms of Repayments

Maturity Profile of Secured Term Loans are as below :

₹ in lacs

Particulars	1st Year	2nd Year	3rd Year	4th Year	5th Year
Term Loans - Current Year	5,534.43	6,339.24	6,321.93	3,438.30	3,008.30
Term Loans - Previous Year	5,312.17	4,902.04	4,783.45	3,192.63	430.00

NOTE 4 ₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Deferred Tax Liability (Net)		
Deferred Tax Liabilities		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	**3,982.73**	2,668.95
Gross Deferred Tax Liabilities	**3,982.73**	2,668.95
Deferred Tax Assets	**-**	111.05
Effect of expenditure debited to profit and loss account in the current year but allowed for tax purposes in following years		
Gross Deferred Tax Assets	**-**	111.05
Net Deferred Tax Liability	**3,982.73**	2,557.90

In compliance with AS 22 on Accounting for the Taxes on Income, a Sum of ₹1424.83 lacs (previous Year ₹ 148.69 Lac) has been considered as Net deferred tax liabilities in respect of timing difference for the year under consideration.

Deferred tax Assets will likely to be recovered from future taxable income.

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 5

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Long Term Provisions		
a) for employee benefits		
Provision for Gratuity	627.43	497.13
Provision for Leave Encashment	221.64	170.10
b) Others	-	-
Total	**849.07**	**667.23**

During the Year Company has made a provision for accrued liability on account of Gratuity and leave encashment on the basis of actuarial valuation based on projected unit method as required by AS 15 (Revised 2005).

NOTE 6

₹ In lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Short Term Borrowings		
SECURED		
- Loan repayable on demand		
- Rupee demand Loans from Banks	21,883.67	18,143.89
- Loan against Fixed Deposits	7,000.82	6,957.36
- Foreign Currency Loan		
- Buyers Credit loan for Raw Material from Banks	837.65	-
UN-SECURED		
- From Banks		
- Loan against Bills Receivables	1,953.98	1,954.90
- From Others		
- NBFC	500.00	454.68
TOTAL	**32,176.13**	**27,510.83**

Nature of Securities

Loan payable on Demand

"1st pari passu charge by way of hypothecation of entire current asset constituted of raw materials, stock in process, finished goods, consumable stores, book debts, bills whether documentary or clean outstanding monies, receivables both present and future of the Company.2nd pari-passu charge on entire moveable assets forming part of fixed/block assets of the Company both present and future situated at Village Dappar Tehsil Derabassi, Distt. Mohali (Punjab), Orgadam, Chennai (Tamil Nadu) and Jamshedpur (Jharkhand)"

Foreign Currency Loan

Buyer credit loans are secured by way of lien on non-funds based working capital limits and counter indemnity of the Company. All secured loans are further secured by personal guarantee of Chairman and Managing Director of the Company.

NOTE 7

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Trade Payables		
- Micro and Small Enterprises	72.54	206.77
- Others	12,671.32	11,927.99
TOTAL	**12,743.86**	**12,134.75**

Debit and Credit Balances in the accounts of suppliers and others are subject to confirmation and reconciliations

Detail of amounts outstanding to Micro & Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act 2006 ,based on available information with the Company is as under :

Principal amount due and remaining unpaid	72.54	206.77
Interest due on above and the unpaid interest	-	-
Interest Paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 8 Other Current Liabilities ₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
-Current Maturities of Long Term Debts (Refer Note No. 3)	5,534.43	5,312.17
-Current Maturities of Capital Creditors	2,101.09	1,756.04
Interest Accrued But Not Due	47.80	44.70
Advances from Customers	49.05	57.77
Due to Directors	294.86	162.21
Other Payables		
a) Unclaimed Dividend	33.71	26.61
b) Taxes and duties payable	579.38	153.79
c) Excise duty on Finished Goods	95.02	115.54
d) Other Payables (incl. Salary, Bonus, PF , ESI payables)	533.49	389.78
Total	**9,268.83**	**8,018.62**
NOTE 9		
Short Term Provisions		
a) Provision for Employee benefits		
i) Provision for Gratuity	64.80	48.66
ii) Provision for Leave Encashment	26.91	20.65
b) Others Provisions		
i) Provision for Taxation (net of payments) (Net of Advance tax & TDS of Rs. 731.60 Lacs /-(Previous Year Rs. Nil)	316.50	279.59
iii) Proposed Dividend	-	305.18
iv) Dividend Distribution Tax	-	51.87
Total	**408.21**	**705.95**

The Board of Directors have recommended, subject to approval of shareholders, dividend of ₹1.50 per fully paid up equity shares of ₹ 10/- each, aggregating to ₹275.48 lacs including dividend distribution tax.

NOTE 10 Tangible & Intangible Fixed Assets ₹ in lacs

Description	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01.04.2015	Additions	Deletions/ Adjustment	As at 31.03.2016	As at 01.04.2015	Retained Earning	For the Year	Deletions/ Adjustments	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Tangible Assets :											
1) Land	8,414.68	2,827.15	13.40	11,228.42	103.65	-	12.09	-	115.74	11,112.68	8,311.03
2) Building	12,126.06	1,197.87	-	13,323.93	2,749.02	-	349.16	-	3,098.17	10,225.75	9,377.04
3) Plant & Equipments											
a) Plant & Equipments- General	51,231.43	15,073.09	4.14	66,300.38	22,534.30	-	2,481.09	-	25,015.39	41,284.98	28,697.13
b) Plant & equipments - R&D	403.95	-	-	403.95	302.19	-	10.42	-	312.61	91.33	101.76
c) Die Toolings - New Products R&D	1,521.29	-	-	1,521.29	426.68	-	168.64	-	595.32	925.97	1,094.61
d) Die Toolings -general	8,841.58	420.32	266.30	8,995.61	5,084.81	-	553.19	-	5,638.00	3,357.61	3,756.77
4) Furniture & Fixture	2,804.40	542.91	2.73	3,344.58	766.99	-	467.47	-	1,234.46	2,110.12	2,037.41
5) Motor Vehicle	1,094.75	257.33	4.33	1,347.75	459.24	-	115.51	4.24	570.51	777.25	635.51
6) Office Equipments											
a) Data Processing Equipments	528.60	97.89	-	626.49	433.13	-	29.51	-	462.64	163.84	95.47
b) Data Processing Equipments - R&D	11.35	-	-	11.35	7.70	-	1.25	-	8.95	2.40	3.64
Total Tangilble Assets (A)	**86,978.09**	**20,416.55**	**290.89**	**1,07,103.75**	**32,867.71**	**-**	**4,188.32**	**4.24**	**37,051.79**	**70,051.95**	**54,110.38**
Intangible Assets :											
1) Packages & Software	92.43	354.74	-	447.17	30.83	-	17.78	-	48.61	398.56	61.60
2) Drawing & Copyrights	-	-	-	-	-	-	-	-	-	-	-
Total Intangible Assets (B)	**92.43**	**354.74**	**-**	**447.17**	**30.83**	**-**	**17.78**	**-**	**48.61**	**398.56**	**61.60**
TOTAL TANGIBLE & INTANGIBLE ASSETS (A+B)	87,070.52	20,771.29	290.89	1,07,550.92	32,898.54	-	4,206.11	4.24	37,100.41	70,450.52	54,171.98
Previous Year	86,407.46	1,744.52	1,081.46	87,070.52	29,263.56	326.70	3,815.11	506.83	32,898.54	54,171.98	57,143.91
Capital work in Progress	-	-	-	-	-	-	-	-	-	5,168.44	15,121.22
Intangible Assets under development	-	-	-	-	-	-	-	-	-	-	297.34

Notes on Financial Statements for the year ended 31st March, 2016

Note 10(1)

-Land for Oragadam plant in Chennai is obtained on 99 years of lease basis from State Industrial Promotion Corporation of Tamilnadu Limited(SIPCOT), a Government of Tamilnadu enterprises. The total cost of Lease hold land is amortised over a period of 99 years. Accordingly a sum of Rs. 12.09 Lacs (Previous year Rs. 12.19 Lacs) is amortised during the period.

-Addtion in Land includes procurement of lands in Seraikella (in Jharkhand) as well as in Mehsana(in Gujarat) for its new upcomming projects of Hot Rolling mills & Alloy wheels. Projects are under implementation stage.

Note 10 (2)

Preoperative Expenses/ Interest pending capitalization consist of expenses incurred /being incurred during implementation of project under installation of new fixed assets. These will be capitalized with other fixed assets when project /fixed assets shall commence commercial production. Interest on term Loan of ₹ 33.69 Lacs (Previous year 68.69 Lacs) has been capitalised during the year.

Note 10 (3)

No Assets of the Company is given on lease hold basis to outsiders.

Note 10 (4)

Addition in assets during the year also includes the reinstatement of Foreign Currency Term Loans.

Note 10 (5)

Addition in Intangible Assets mainly represents installation of SAP software in the Company & others softwares.

Note 10 (6)

(i) Pursuant to applicability of Schedule II, of Companies Act , 2013, with effect from 1st April 2014, Management has reassessed the useful life of tangible assets based on the internal and external technical evaluation. The Depreciation on fixed assets is provided on straight line method in accordance with applicable Schedule of the Companies Act, 2013.

(ii) Residual values of assets have been considered at 5% of the original cost of the assets.

iii) Depreciation on assets carried at carrying amount as on 01.04.2014 and is depreciated as per Straight line method over the remaining useful life of the assets. Further the assets whose remaining useful life are nil, has been recognized in the opening balance of retained earnings. Refer the same as transitional provision of the Companies Act.

(iv) The depreciation calculation is based on the balance useful lives of assets and shift working. Depreciation on assets used on double shift basis have been increase by 50% for that period and Depreciation on assets used in triple shift basis have be calculated on the basis of 100% for that period, Except for assets in respect of which no extra shift depreciation is permitted (indicated by NESD in Part C of the schedule).

v) Management has reassessed the useful life of plant and machineries based on the internal and external technical evaluation which is different from useful life prescribed under the act. The reassessed useful life is tabulated as:

Location	Useful Life as per Act (in Years)	Average useful life (in years)	Balance Avg. useful Life as on 01/04/2014
Dappar	15	23.85	17.11
Chennai	15	23.29	19.72
JSR	15	24.96	23.17

Note 10(7)

Unit Wise Depriciation /Amortisation during the Year as follows: ₹ in lacs

Particulars	Current Year				Previous Year			
	Dappar	Jamshedpur	Chennai	Total	Dappar	Jamshedpur	Chennai	Total
Depriciation	1,871.11	1,161.24	1,161.67	4,194.01	1,775.05	915.73	1,112.14	3,802.92
Amortization	-	-	12.09	12.09	-	-	12.19	12.19
Total	**1,871.11**	**1,161.24**	**1,173.76**	**4,206.11**	**1,775.05**	**915.73**	**1,124.33**	**3,815.11**

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 11

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Non Current Investments		
TRADE INVESTMENT	-	-
OTHERS		
Investment in Equity Shares (Unquoted and valued at cost) 112,500 (Previous year 1,12,500) Equity Shares of Rs. 10/- each of Nimbua Greenfield (Punjab) Limited.	11.25	11.25
Investment in Bonds & Mutual Funds (Quoted and valued at Net Realizable Value) Canara Robeco Capital protection oriented fund -Series 3 50000 units (SIP) (PY 62162.03) units	5.57	19.00
TOTAL	**16.82**	**30.25**

NOTE 12

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
Long Term Loans and Advances (Unsecured - considered good except to the extent provided for)		
1) Capital Advances	2,077.33	318.18
2) Security Deposits	511.97	460.71
Total	**2,589.30**	**778.88**
3) Other Loan & advances		-
i) Advances Recoverable in Cash or in Kind or for the value to be received (Incl. Doubtful Rs. 35 Lakh, Previous Year Rs.35 Lakh)	389.70	266.58
		-
ii) Income tax Refundable of earlier years	175.50	117.17
GROSS Total	**565.20**	**383.74**
Less :- Provisions for Doubtful Advances(Other loan & advances)	35.00	35.00
Total	**530.20**	**348.74**
GRAND TOTAL	**3,119.49**	**1,127.63**

The Income Tax Assessment of the Company has been completed upto the Assessment year 2013-14 .There is no demand on Company.Therefore no provision has been made by the Company.

The Company has entered into an agreement for purchase of land admeasuring 304 kanals approx at village Bir Farozari, Distt. Panchkula, at cost of Rs. 133.00 Lacs for setting up and auto component unit. The Land has not yet been registered in the name of Company . Pending the same , the advance of Rs. 35.00 Lacs paid by the Company has been shown as advances recoverable and being under legal suit, a provision for the same has been made.

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 13		₹ In lacs
PARTICULARS	**AS AT March 31st, 2016**	**AS AT March 31st, 2015**
Inventories		
(As taken, valued and certified by management)		
a) Raw material		
- Raw Material & Components in hand	6,457.22	4,653.34
- Raw Material & Components (in transit)	1,657.70	1,308.91
b) Work in Progress	1,012.42	1,267.42
c) Finished Goods	879.58	1,048.47
d) Stores & Spares	4,763.80	5,487.27
e) Scrap	52.79	38.58
Total	**14,823.51**	**13,803.99**
For valuation of inventories, please refer to Note 28 annexed with financial statement.		
NOTE 14		
Trade Receivables		
(Unsecured, Considered Good unless Otherwise Stated)		
Debts Outstanding for a period exceeding six months	169.13	189.23
(Considered doubtful Rs. 15.84 lac, Previous Year Rs. 16.42lac)		-
Other Debts	16,765.48	16,208.11
Total	**16,934.61**	**16,397.34**
Less :- Provisions for Doubtful Debtors	15.84	16.42
Total	**16,918.76**	**16,380.91**
NOTE 15		
Cash and cash equivalents		
a) Balances with Scheduled Banks on :		
- Current accounts	765.59	77.82
- Dividend accounts	33.71	26.61
- Fixed Deposit/ Margin Money Account	8,520.96	8,396.14
(Held under lien with bank)(Maturing within 12 months)		
c) Cheques in Hand	2,847.89	1,494.31
b) Cash in Hand	10.40	11.94
d) Current Account-Funds for CSR activities	1.52	2.25
Total	**12,180.07**	**10,009.06**
NOTE 16		
Short Term Loans and Advances		
(Unsecured - considered good except to the extent provided for)		
Others		
Advances Recoverable in Cash or in Kind (Short Term)	1,164.86	2,059.00
MAT Credit Entitlement	3,730.66	2,482.86
Balance with Excise Authorities	1,238.73	1,082.74
VAT Recoverable	3,778.99	3,089.01
Interest Receivable	-	-
	9,913.24	8,713.61
Less :- Provisions for Doubtful Advances	-	-
Total	**9,913.24**	**8,713.61**

As per the provision of Section 115JAA, MAT Credit receivable has been recognized as an asset to the extent there is convincing evidence that the Company will pay normal Income tax during the specified period. MAT credit is recognised as an assets in accordance with the reccomendation contained in guidance note issued by Institute of Chartered Accountants of India. The said assets is created by the way of credit to the Profit and Loss account and shown as MAT credit Entitlement. The Company will review the same at each balance sheet date and write down the carrying amount of MAT credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

NOTE 17

Other Current Assets

Interest Accrued But Not Received	251.73	199.89
Prepaid Expenses	38.82	126.54
Total	**290.55**	**326.43**

In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount considered reasonably necessary.

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 18 : REVENUE FROM OPERATIONS

R in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
SALES OF PRODUCTS		
DOMESTIC SALES :		
a) Manufactured Products	1,08,362.85	1,00,514.64
b) Scrap	8,537.96	11,134.28
TOTAL GROSS SALES	1,16,900.81	1,11,648.92
Less : Excise Duty	13,791.02	12,603.26
NET DOMESTIC SALES	1,03,109.78	99,045.66
c) Other Sales	34.08	10.25
EXPORT SALES:		
d) Manufactured Products	15,044.94	16,225.72
Total	**1,18,188.81**	**1,15,281.63**

The Company is in business of manufacture and sale of wheel rims and there is no other segment as per Accounting Standard (AS-17) dealing with the segment reporting

NOTE 19

₹ in lacs

PARTICULARS		FOR THE YEAR ENDED March 31st, 2016		FOR THE YEAR ENDED March 31st, 2015
Other Income				
- Interest Income		1,068.12		1,132.54
TDS Deducted Rs. 110.55 Lacs(PY Rs 121.60 Lacs)				
- Profit on Sale of Assets		74.87		22.31
- Miscellaneous Income :				
a) Insurance claim received	30.95		12.43	
b) VAT Subsidy	-		129.44	
c) Other Incomes	709.71		343.99	
		740.66		485.86
- Other Misc. incomes				
Balances Written Back/ Off (Net)		-		32.12
Foreign Exchange Fluctuation-Gains		-		387.37
Total		**1,883.66**		**2,060.20**

NOTE 20

	FOR THE YEAR ENDED		FOR THE YEAR ENDED	
	%age of Consumption	March 31st, 2016	%age of Consumption	March 31st, 2015
Cost of Material Consumed				
Imported	3.51	2,449.82	2.07	1,563.13
Indigenous	96.49	67,275.06	97.93	73,868.21
Total	**100.00**	**69,724.88**	**100.00**	**75,431.35**

NOTE 21

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
Change In Inventories Of Finished Goods, Scrap, Stock-In-Process and Stock-In-Trade		
Opening Stocks :		
F.G.	1,048.47	608.25
Scrap	38.58	43.88
Stock-in-process	1,267.42	1,007.91
Closing Stocks :		
F.G.	879.58	1,048.47
Scrap	52.79	38.58
Stock-in-process	1,012.42	1,267.42
Net Change in Stock	**409.68**	**(694.43)**
Summary		
1) Change in Finished Goods & Scrap	154.68	(434.92)
2) Change in Work in Progress	255.00	(259.51)
3) Change in Stock in trade	-	-

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 22 EMPLOYEES BENEFIT EXPENSES

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
Employees' Benefits Expenses		
Salaries, Wages, Bonus & Incentives etc.(Net)	9,041.17	7,742.39
Contribution to Provident and Other Funds	388.59	347.31
Workmen and Staff Welfare Expenses	567.06	503.71
Gratuity	148.95	89.81
Employee stock option scheme Share Expenses	204.05	29.15
Total	**10,349.82**	**8,712.37**

150000 No. of options exercisable into equivalent nos of equity shares of the face value of Rs 10 /- per share was granted under ESOS Scheme in FY 2014-15. The date of grant was 02.03.2015. Out of these options, 50000 options have been forfeitted during FY 2015-16. Accordingly proportionate shares expenses have been booked for the period as Expenses.

The Company has a defined benefit gratuity and Earned Leave plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. And accumulation of EL for Staff is upto 60days and for Workers is 90 Days.

The Employee's gratuity fund scheme managed by a Trust (Life insurance corporation of India is defined benefit plan. The Present Value of obligation is determined based on acturial valuation using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Net employee benefit expenses (recognised in Employee Cost).

The following tables summarize the components of net benefit expense recognised in the Profit and Loss Account and the amounts recognised in the balance sheet.

a) Expenses recognised in Profit and Loss Account

(Amount in ₹ Lacs)

Particulars	Earned Leave 2015-2016	Gratuity 2015-2016	Earned Leave 2014-2015	Gratuity 2014-2015
Current service cost	102.86	92.28	80.04	73.77
Interest cost on benefit obligation	15.26	43.70	12.82	36.38
Expected Returns on plan assets	(2.26)	(19.18)	(2.15)	(14.67)
Net actuarial (gain)/ loss recognised in the period	(39.24)	10.95	(56.79)	(12.25)
Net benefit expenses recognised in the Profit and Loss a/c	76.62	127.75	33.91	83.23

b) Details of Amount to be recognised in the Balance sheet

₹ in Lacs

Particulars	Earned Leave 2015-2016	Gratuity 2015-2016	Earned Leave 2014-2015	Gratuity 2014-2015
Present Value of obligations as on 31st March 2016	248.55	692.87	190.76	546.22
Fair Value of plan assets as on 31st March 2016	32.61	322.09	28.19	205.65
Funded status	(215.94)	(370.78)	(162.57)	(340.57)
Unrecognised acturial (gains)/losses	-	-	-	-
Defined benefit obligation	(215.94)	(370.78)	(162.57)	(340.57)
Less: Unrecognised past service cost	-	-	-	-
Net asset/ (liability) recognised in the balance sheet	(215.94)	(370.78)	(162.57)	(340.57)
Note: The above plans are Funded.				

Notes on Financial Statements for the year ended 31st March, 2016

c) Changes in present value of the defined benefit obligation are as follows:

₹ in lacs

Particulars	Earned Leave 2015-2016	Gratuity 2015-2016	Earned Leave 2014-2015	Gratuity 2014-2015
Opening defined benefit obligation	190.76	546.22	160.19	454.80
Interest cost	15.26	43.70	12.82	36.38
Past service cost	-	-	-	-
Current service cost	102.86	92.28	80.04	73.77
Benefit paid	(23.13)	(30.50)	(5.70)	(7.85)
Actuarial (gains)/ losses on obligation	(37.20)	41.16	(56.59)	(10.88)
Closing defined benefit obligation	248.55	692.87	190.76	546.22

d) Changes in the Fair Value of plan Assets

₹ in Lacs

Particulars	Earned Leave 2015-2016	Gratuity 2015-2016	Earned Leave 2014-2015	Gratuity 2014-2015
Fair Value of plan assets as at 1st April 2016	28.19	205.65	26.54	177.44
Acquisition adjustments	-	-	-	-
Expected returns on plan assets	2.26	19.18	2.15	14.67
Contributions	23.25	97.54	5.00	20.01
Benefit paid	(23.13)	(30.50)	(5.70)	(7.85)
Actuarial (gains)/ losses on plan assets	2.05	30.21	0.20	1.37
Fair Value of plan assets as at 31st March 2016	32.61	322.09	28.19	205.65

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	2015-2016	2015-2016	2014-2015	2014-2015
	(%)	(%)	(%)	(%)
Discount rate	8	8	8	8
Expected Increase in Compensation cost	6	6	6	6
Attrition	10	10	10	10
Mortality basis	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Note:
The retirement age has been uniformly taken as 60 years(PY 60years).

The discount rates have been determined by reference to market yields as on 31st march 2016 on CG-Secs of currency and term consistent with those of liability obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.Level of price neutralization likely to be affected through periodic wages increase over the next 5 to 10 years.

NOTE 23 FINANCE COST

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
Finance Cost		
a) Interest Expenses		
i) Paid to Banks		
- on Term Loan	684.69	591.43
- on Working Capital Loan	2,113.67	2,496.10
- on Foreign Currency Loan	452.26	496.01
ii) Interest Others	199.66	216.54
b) Other borrowing Charges	226.06	335.11
c) Loss/(Gain) on Foreign Exchange Fluctuation	627.19	-
Total	**4,303.51**	**4,135.18**

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 24 OTHER EXPENSES

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED %age of Consumption	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED %age of Consumption	FOR THE YEAR ENDED March 31st, 2015
OTHER EXPENSES				
Manufacturing Expenses				
Store Spares Consumed :				-
Imported	7.43	641.57	6.31	452.25
Indigenous	92.57	7,996.12	93.69	6,719.19
-				
Other Misc. Manufacturing Exp		272.48		316.12
Power, Electricity & Water Charges (Net)		4,024.05		3,224.34
-Repair and Maintenance -Plant & Machinery		836.74		769.74
		13,770.96		11,481.64
Administrative & Selling Expenses				
Commission		-		
Rent (Including Lease Rent)		221.92		217.60
Rates and Taxes		69.36		47.33
Service tax Paid		-		2.47
Insurance		167.78		135.83
Auditors' Remuneration		11.00		10.00
Advertisement, Publicity and Sales Promotion		3.49		3.06
Repairs & Renewals		129.79		104.89
Travel & Conveyance		568.89		517.00
Travel & Conveyance - Directors		17.27		13.65
Legal & Professional Charges		151.52		188.12
Electricity and Water Charges		9.34		9.36
Balances Written Back/ Off (Net)		5.41		-
Director's Sitting Fees		2.85		2.80
Loss due to change in Market Price of shares		0.31		-
Managerial Remuneration incl. commission of Whole time directors		543.68		348.72
Telephone & Communication Expenses		65.95		74.55
Vehicle Running, Repair & Maintenance		79.99		87.56
Miscellaneous Expenses *		538.05		449.75
		2,586.61		2,212.70
*** Miscellaneous Expenses includes expenses under the Corporate Social responsibilities under Section 135 of Companies Act 2013**				
Expenses on Charitable Educational institutions		78.66		58.35
Expenses Others		2.90		11.39
Selling and Distribution Expenses				
Business Promotion		20.31		31.38
Forwarding Expenses		5,801.36		6,457.12
Other Selling and Distribution Expenses		1.43		0.20
Rebates and Discounts		532.03		464.07
Royality on Sales		129.67		164.54
		6,484.80		7,117.31
Research and Development Expenses				
Salaries , Wages and other allowances		293.11		224.52
Power & Fuel		25.09		21.06
Travelling and Conveyance		14.64		15.77
TOTAL		**332.84**		**261.35**
GRAND Total		**23,175.22**		**21,073.00**

Notes on Financial Statements for the year ended 31st March, 2016

NOTE 25

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
Earnings per share (EPS)		
Basic		
Net Profit as per profit and loss account	6,118.11	3,940.42
Weighted average number of equity shares outstanding during the year	1,52,59,170	1,52,18,230
Earning per Share- Basic	**40.09**	**25.89**
Diluted		
Net Profit as per profit and loss account	6,118.11	3,940.42
Weighted average number of equity shares outstanding during the year	1,53,30,946	1,52,66,320
Earning per Share- Diluted	**39.91**	**25.81**
Nominal Value of Equity Share	**10**	**10**

NOTE 26

CONTINGENT LIABILITIES & COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

₹ in lacs

PARTICULARS	AS AT March 31st, 2016	AS AT March 31st, 2015
A) CONTINGENT LIABILITIES		
Letter of Credit /Bank of Guarantee Outstanding for Import / Purchase of Raw materials , Spares and Plant and Machinery	3,335.07	1,771.40
B) COMMITMENTS		
Estimated amount of Contracts remaining to be executed on account of capital account and not provided for (net of advances)	30,366.73	2,006.32

NOTE 27

1) Related Party Disclosure	
a) Key Managerial Personnel	Sh. Dheeraj Garg,(Managing Director) Sh. A.V Unnikrishnan-(Deputy Managing Director) Sh. M.L. Jain-(Executive Director) Sh. Naveen Sorot (CFO) Sh. Shaman Jindal (Company Secretary)
b) Relatives of the KMP	Sh. R.K Garg, Chairman Smt. Sunena Garg Ms. Priya Garg Mr. Rahul Jain
c) Enterprises over which key management personnel (KMP) are able to exercise significant control	SAB Industries Limited, SAB Udyog Limited,, Malwa Chemtex Udyog Ltd., Steel Strips Financial Pvt. Ltd., Munak International Pvt. Ltd., S.S. Credits Pvt. Ltd., S.J. Mercantile Pvt. Ltd (Earlier known as S.A. Holding Pvt. Ltd.) ., Malwa Holdings Pvt. Ltd., Munak Investments Pvt. Ltd., Steel Strips Holding Pvt. Ltd. Chandigarh Developer Pvt. Ltd. DHG Marketing Pvt. Ltd & Hans Raj Trust, Steel Strips Infrastructres Limited, Munak Financiers P Ltd, Steel Strips Ltd , Steel Strips Ltd. Industries Limited (Earlier Known as Steel Strips Leasing Limited)

Notes on Financial Statements for the year ended 31st March, 2016

₹ in lacs

Related Party Disclosures	Key management Personnel (KMP)	Relatives of KMP	Enterprises over which KMP are able significant influences to exercise	Total for the Current Year 2015-16	Previous Year 2014-15
INCOME					
Sale of Material/Goods/ Others (Net of Discount)	-	-	-	-	-
Sale of Fixed Asset	-	-	-	-	-
Rendering of Services	-	-	-	-	-
Dividend Income	-	-	-	-	-
EXPENDITURE					
Purchase of Goods	-	-	-	-	-
Purchase of Fixed Asset	-	-	-	-	-
Receiving of Services	-	-	-	-	-
Lease Line Charges	-	-	5.64	5.64	4.92
Donation Paid	-	-	-	-	7.50
Rent Paid	-	-	4.58	4.58	-
Sitting Fee *	0.15	0.30	-	0.45	0.30
Hire Charges	-	-		-	
Remuneration incl. commission	586.99	-	-	586.99	375.68
Dividend Paid	165.28	20.12	129.61	315.01	131.16
OTHERS					
Equity Contribution	-	-	-	-	-
Loans Granted	-	-	-	-	-
Loans Received	-	-	-	-	-
Outstanding Payables	-	-	-	-	-
Outstanding Receivables	-	-	-	-	-
Outstanding Guarantees	-	-	-	-	-
Total	**752.42**	**20.42**	**139.83**	**912.67**	**519.56**

* Sitting Fees of INR 0.15 Lacs has been paid to Sh M.L. Jain , when he was Non executive Director

Note 27 (2) **₹ in lacs**

B) Expenditure in Foreign Currency :	**FOR THE YEAR ENDED March 31st, 2016**	**FOR THE YEAR ENDED March 31st, 2015**
Raw Material	2,554.88	2,315.41
Machinery stores	1,724.70	443.62
Capital goods	5,171.94	50.01
Technical Know-how fee	141.01	137.72
Foreign Travel-Directors	2.50	25.49
-Staff & Others	63.04	77.52
Other Expenditure	5,694.42	606.54
F.O.B. Value of Exports	14,503.66	15,420.36
Earnings in Foreign Exchange	14,092.80	16,817.43
Note 27(3)		
C) Payment to Auditors		
Statutory Audit Fee	7.00	6.00
Tax Audit Fee	2.00	2.00
Certificate Charges	2.00	2.00
Out of Pocket Exp.	-	-
Total	**11.00**	**10.00**
* Service Tax has not been included in above being Cenvatable.		
Note 27(4)		
D) Prior Period adjustment comprises of the following		
Expenses		
Focus marketing credit	3.67	1.72
Professional charges	-	0.11
Stores and other Expenses	0.03	0.40
Raw material Expenses	0.18	-
Total	3.88	2.23
Income		
Focus marketing credit	5.63	-
Sitting Fees	-	0.14
Interest income	-	0.08
Total	**5.63**	**0.22**

Notes on Financial Statements for the year ended 31st March, 2016

Note 27(5)

E) Details of Provision as per the Requirement of AS 29 (Provision, Contingent Liabilities and Contingent Assets) ₹ in lacs

Particulars	Opening 01-04-2015	Provision Made	Amount used	Amount Reversed	Closing 31-03-2016
Gratuity	546.22	171.06	24.41	-	692.87
Leave encashment	190.76	73.80	16.01	-	248.55
Doubt Full debts	51.42	-	0.58	-	50.84
Others	1,424.61	1,236.94	1,216.30	-	1,445.26
Dividend & Dividend distribution Tax	357.05	284.64	357.05	-	284.64
Income tax	1,011.19	1,687.05	1,011.19	-	1,687.05
MAT Credit Entitlement	2,482.86	1,247.79	-	-	3,730.65

NOTE 27 (6)

SEGMENT REPORTING

A) PRIMARY SEGMENT (BUSINESS SEGMENT)

A business segment is a distinguishable component of an enterprise that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments. The Company's Operation predominantly comprise of only one segemnt i.e Automotive Wheels.In view of the same, separate segmental information is not required to be given as per the requirements of Accounting Standard 17.

B) SECONDARY SEGMENT (GEOGRAPHICAL SEGMENT)

"The analysis of geographical segment is based on the geographical location of the customers. The Company operates primarily in India and has presence in international markets as well. Its business is accordingly aligned geographically, catering to two markets. The Company has considered domestic and exports markets as geographical segments and accordingly disclosed these as separate segments. "

₹ in lacs

PARTICULARS	FOR THE YEAR ENDED March 31st, 2016	FOR THE YEAR ENDED March 31st, 2015
GROSS SALE REVENUE BY GEOGRAPHICAL SEGMENT		
WITHIN INDIA	1,16,934.89	1,11,659.17
OUTSIDE INDIA	15,044.94	16,225.72
TOTAL	**1,31,979.83**	**1,27,884.90**

The Company has common fixed assets, other assets and liabilities for domestic as well as overseas market. Hence, separate figures for assets and liabilities have not been furnished.

NOTE 27 (7)		
F) Research and Development Expenses		
Revenue Expenditure: (for the year)		
Staff Cost	293.11	224.52
Travelling & Conveyance	14.64	15.77
Power & fuel Expenses	25.09	21.06
Total Revenue Expenditure	**332.84**	**261.35**
Capital Expenditure: (Upto the year)		
Plant & Machinery	403.95	403.95
Tools & Dies	1,521.29	1,521.29
EDP Equipments	11.35	11.35
Total Capital Expenditure	**1,936.59**	**1,936.59**
TOTAL	**2,269.43**	**2,197.94**
NOTE 27 (8)		
F) REMUNERATIONS OF WHOLE TIME DIRECTORS		
a) Managing Director Remuneration :		
Salary and Allowances	28.80	28.80
Contribution to Provident Fund	2.16	2.16
Commission on Profit	450.92	245.73
Total	**481.88**	**276.69**
b) Whole Time Director Remuneration		
Salary and Allowances	57.06	27.65
Employee Stock Options	-	42.08
Contribution to Provident Fund	4.74	2.30
Total	**61.80**	**72.03**

As per our report of even date
FOR S.C.Dewan & Co.
Chartered Accountants
ICAI Firm Registration Number: 000934N
per S. C. Dewan
Partner
Membership Number : 015678
Place: NEW DELHI
Dated: 28th April, 2016

For and on behalf of Board

Dheeraj Garg
Managing Director

Andra Veetil Unnikrishnan
Dy. Managing Director

Shaman Jindal
Company Secretary

Manohar Lal Jain
Executive Director

Naveen Sorot
CFO

Surinder Kumar Bansal
Sudhanshu Shekhar Jha
Madan Mohan Chopra
Chanakya Chaudhary
Directors

Notes on Financial Statement for the year ended 31st March 2016.

NOTE 28: (1)

1) CORPORATE INFORMATION

Steel Strips Wheels Limited (the Company) is a public limited Company registered in India under the Companies Act 1956. Its Shares are listed on both Bombay Stock Exchange and National Stock Exchange. The Company is a leading manufacturer of Automotive Wheel Rims.

2) BASIS OF PREPARATION

The Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles in India(Indian GAAP) and to comply in all material respects with the mandatory Accounting Standards notified by Companies (Accounting Standards) Rules 2006, read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013 and relevant provisions of the Companies Act, 1956 (as amended) read with General Circular 1/19/2013 dated 4th April 2014 of Ministry of Corporate Affairs in respect of the relevant provisions/schedules/rules of Companies Act 2013. Further, the guidance notes/announcements issued by the institute of Chartered Accounts of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations overrides the same requiring a different treatment. The financial statements have been prepared under the historical cost convention on accrual basis.

The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

Note 28(2)

SIGNIFICANT ACCOUNTING POLICIES

1) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities, as at the date of the financial statements. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Uncertainties about these estimates and assumptions could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in the future periods.

2) PRESENTATION OF FINANCIAL STATEMENTS

The Balance-sheet and statement of profit and loss are prepared and presented in the format prescribed in the schedule III of the Companies Act, 2013("the Act"). The disclosure requirements are presented as per the Companies (Accounting Standards) rules 2006, read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of Companies Act, 2013.

3) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

A. SALE OF GOODS

Revenue from sale of goods is recognized when the significant risks and rewards of ownership in the goods are transferred to the buyer of goods as per the terms of contracts, the Company retains no effective control of the goods transferred to a degree usually associated with the ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. The Company collects Central Sales tax and value added taxes (VAT) on the behalf of the Government and therefore these are not economic flowing to the Company. Hence they are excluded from Revenue. Excise duty deducted from revenue (Gross) is the amount that in included in the revenue (Gross) and not the entire amount of liability arising during the year.

B. INTEREST INCOME

Interest from bank is recognized on time proportion basis taking into account the amount outstanding and applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss account.

C. OTHER INCOME

(i) Dividend Income is accounted in the period in which the right to receive the same is established.

(ii) Insurance claim is recognized on acceptance of claim by Insurance Company.

(iii) Vat Subsidy (granted in the state of Jharkhand) has been accounted on the basis of 50%of the Net VAT paid per annum up to a maximum of 75% of the total fixed capital investment for different duration. The subsidy is as per Mega Incentive Policy of Jharkhand Government. As per policy, industry with investment above ₹ 50 crore are eligible for following incentives:

- 75%/50% of the VAT/CST paid upto maximum of 75% of cost of project (Net of land/building) within 7 years whichever is earlier.

4) RECOGNITION OF EXPENSES

All Expenses are recognized on accrual basis.

Notes on Financial Statement for the year ended 31st March 2016.

A. COST OF MATERIAL CONSUMED AND CHANGE IN INVENTORIES

Cost of material consumed is primarily comprised of landed cost of direct materials and supplies consumed in the manufacture of product including the effect of changes in the finished goods, Work in progress and Scrap material.

B. EMPLOYEE BENEFIT EXPENSES

Employee Benefit Expenses comprises of Salaries, wages, bonus and incentives, employee welfare expenses, share options and statutory contributions such as Provident funds, ESI, gratuity etc.

C. OTHER EXPENSES

Other Expenses comprises of Manufacturing expenses, Administrative Expenses, Selling and distribution expenses and Research and development expense.

(i) **Manufacturing Expenses** includes expenses such as consumption of stores and spares, power consumed, repairs to plant and machinery and other direct expenses related to production of goods etc.

(ii) **Administrative Expenses** includes expenses like Rent (including lease rent), Insurance charges, Rates fees and taxes, auditor's remunerations, advertisements expenses, other repairs, travelling expenses of staff, Managerial commissions, telephone and telex etc.

(iii) **Selling and Distribution Expenses** include business promotion, Freight charges on dispatches to customers, rebate and discounts, royalties on sales etc.

(iv) **Research and Development Expenses**

a) Revenue Expenses

A research and development expense comprises revenue expenses on research are expensed under the respective head of accounts in the period in which it is occurred.

b) Development Expenses

Development expenditure on new products is capitalized as intangible assets so that it will amortized over the useful life of the assets. If all of the following can be demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- The Company has intention to complete the intangible asset and use or sell it.
- The Company has ability to use or sell the intangible asset.
- The manner in which the probable future economic benefits will be generated including the existence of a market for output of the intangible asset or intangible asset itself or if it is to be used internally, the usefulness of intangible assets.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- The Company has ability to measure the expenditure attributable to the intangible asset during its development reliably.

Other development costs that do not meet above criteria are expensed in the period in which they are incurred.

5) EXTRAORDINARY AND EXCEPTIONAL ITEMS

Income or expenses that arise from events or transactions that are clearly differs from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external events beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

Item of income or expense pertaining to ordinary activities of Company that demands separate disclosure considering the size, type or incidence, to improve understanding of the performance of the Company are classified as an exceptional item and accordingly disclosed in the notes to accounts.

6) INVENTORIES

A. Raw materials lying at Factory and job workers have been valued lower of weighted average cost or net realizable value. However these items are considered to be realizable at cost if the finished products in which they will be used are expected to be sold at or above cost.

B. Stocks in process have been valued at lower of cost or net realizable value. Cost includes raw material cost plus proportionate of conversion cost (based on normal capacity of production) comprising of direct materials; direct labour, power consumed, and other overheads directly associated with production process.

C. Finished goods lying at factory have been valued at lower of weighted average cost or net realizable value. Cost includes related overheads and excise duty paid/payable on such goods.

Notes on Financial Statement for the year ended 31st March 2016.

D. Scrap has been valued at net realizable value.

E. Stores and Spares have been valued at weight average cost.

(Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated cost necessary to make the sale)

7) TANGIBLE FIXED ASSETS

Fixed assets are stated at original cost net of tax/duty credit availed, if any, less accumulated depreciation and cumulative impairment and those which have been revalued are stated at the values determined by the valuers less accumulated depreciation and cumulative impairment. Cost of acquisition is inclusive of freight and other incidental expenses and interest on loan taken for the acquisition of qualifying assets up to the date of commissioning of assets.

Subsequent expenditure related to item of fixed asset is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gain or losses arising from de-recognition of fixed assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, have been added to or deducted from the cost of the asset and shall be depreciated over the balance useful life of the asset.

Die Tooling, developed in-house, includes cost of material and other direct/ incidental expense on in-house development.

Tangible Assets not ready for the intended use on the date of the balance Sheet are disclosed as "capital work in progress". (Also refer to policy on leases, borrowing costs, impairment of assets and foreign currency transactions infra.)

8) DEPRECIATION / AMORTIZATION ON TANGIBLE FIXED ASSETS

Depreciation is the systematic allocation of the depreciable amount of an asset over useful life. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value.

A. OWNED ASSETS

(i) Pursuant to applicability of Schedule II, of Companies Act 2013, with effect from 1st April 2014, Management has reassessed the useful life of tangible assets based on the internal and external technical evaluation. The Depreciation on fixed assets is provided on straight line method in accordance with applicable Schedule of the Companies Act, 2013.

(ii) Depreciation for addition to/deductions from, owned assets is calculated on pro-rata basis from the date of such addition or, as the case may be, up to the date on which such asset has been sold, discarded, demolished or destroyed.

(iii) Residual values of assets have been considered at 5% of the original cost of the assets.

(iv) Difference of Exchange Rate fluctuation on imported plant and machineries procured out of long term foreign currency loans is amortized over the residual life of relevant plant and machineries.

(v) Depreciation on assets carried at carrying amount as on 01.04.2014 and is depreciated as per Straight line method over the remaining useful life of the assets. Further the assets whose remaining useful life are nil, has been recognized in the opening balance of retained earnings. Refer the same as transitional provision

(vi) The depreciation calculation is based on the balance useful lives of assets and shift working. Depreciation on assets used on double shift basis have been increase by 50% for that period and Depreciation on assets used in triple shift basis have been calculated on the basis of 100% for that period, Except for assets in respect of which no extra shift depreciation is permitted (indicated by NESD in Part C of the schedule).

(vii) Management has reassessed the useful life of plant and machineries based on the internal and external technical evaluation which is different from useful life prescribed under the act. The reassessed useful life is tabulated as:

Location	Useful Life as per Act (in Years)	Average useful life (in years)	Balance Avg. useful Life as on 01/04/2014
Dappar	15.00	23.85	17.11
Chennai	15.00	23.29	19.72
JSR	15.00	24.96	23.17

Notes on Financial Statement for the year ended 31st March 2016.

B. LEASED ASSETS

Land acquired under long term lease is classified under "Tangible Assets" and is amortized over the period of lease.

9) INTANGIBLE ASSETS AND AMORTIZATION

Intangible assets are stated at original cost net of tax/duty credit availed, if any, less accumulated amortization and cumulative impairment. Intangible assets are recognized when it is probable that the future economic benefits are attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably. Intangible assets are amortized over their useful life.

Intangible Assets not ready for the intended use on the date of balance sheet are disclosed as "intangible assets under development"

10) IMPAIRMENT OF ASSETS

A. At each Balance Sheet date, the carrying amount of assets is tested based on internal/external factors, for impairment so as to determine:

(i) The provision for impairment loss, if any; and

(ii) The reversal of impairment loss recognized in previous periods, if any,

B. Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) In the case of an individual asset, higher of the net selling price and the value in use.

(ii) In the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows discounted to their present value at the weighted average cost of Capital, from the continuing use of an asset and from its disposal at the end of its useful life).

Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life.

11) TRANSACTIONS IN FOREIGN CURRENCY

A. INITIAL RECOGNITION

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the applicable exchange rate on date of the transaction.

B. CONVERSION

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

C. EXCHANGE DIFFERENCES

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Exchange differences relating to acquisition of imported fixed assets are adjusted in the carrying cost of the respective Fixed Assets.

D. FORWARD EXCHANGE CONTRACTS NOT INTENDED FOR TRADING OR SPECULATION PURPOSES

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

Gain or loss on contracts relating to acquisition of imported Fixed Assets is adjusted to the carrying cost of Fixed Assets.

12) BORROWING COST

Borrowing costs that are attributable to acquisition or construction of a qualifying asset are capitalized/inventories as part of cost of such assets till a such a time the asset is ready for its intended use/or sale. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are recognized as expenses in the period in which they are incurred.

13) EMPLOYEE BENEFITS

A. SHORT TERM EMPLOYEE BENEFITS

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits.

The benefit likes salaries, wages, short term compensated absence etc. and the expected cost of bonus, and ex-gratia is recognized in the period in which the employee renders the related services.

B. POST EMPLOYMENT BENEFITS

(i) DEFINED CONTRIBUTION PLANS

Provident fund, family pension fund and employee state insurance scheme

As per the employee Provident funds and misc provisions Act 1952, all employee of the Company are entitled to receive benefits under the provident fund and family pension fund which is defined contribution plan. These contributions are made to the funds administrated and managed by Government of India. In addition some employee of the Company are covered under employee state insurance scheme Act 1948 which is also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in profit and loss account during the period in which the employee renders the related service

(ii) DEFINED BENEFIT PLANS

a) GRATUITY

The Company provides for gratuity obligations through a defined benefits retirement plan ('The Gratuity Plan') covering all employees. The present value of the obligation under such Defined benefits plan is determined based on actuarial valuation using the Project Unit Credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up final obligation. The obligation is measured at the present value of the estimated cash flows. The discount rate used for determining the present value of the defined obligation under defined benefit plan, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognized in profit and loss account as and when determined.

The Company makes annual contribution to LIC for the gratuity plan in respect of all the employees' liability on the basis of actuarial valuation done by the LIC. The Company also provides for additional liability, in case of excess contribution, determined by the independent actuary based on actuarial valuation using the Project Unit Credit method as compared to actuarial valuation determined by LIC and vice versa

b) LEAVE LIABILITY

The Company provides for the liability at the year end on account of un availed earned leave as per the actuarial valuation.

The leave encashment liability is covered through a policy taken from Life Insurance Corporation of India. The contribution towards premium of the policy is charged to revenue every year.

Actuarial gain or losses are recognized immediately in the statement of profit and loss.

The interest element in the actuarial valuation of defined benefits plans, which comprises the implicit interest cost and the impact of the changes in discount rate, is classified under finance costs. The balance charge is recognized as employee benefit expenses in the statement of profit and loss account

C. LONG TERM EMPLOYEE BENEFITS

The obligation for long term employee benefits such as long term compensated absences, long service award etc are recognized in the similar manner as in the case of defined benefit plans as mention in (ii).

D. EMPLOYEE TERMINATION BENEFITS

Termination benefits such as compensation under voluntary retirement cum pension scheme are recognized as expense in the period in which they are incurred.

14) INVESTMENTS

A. CURRENT INVESTMENTS

Investments, which are readily realizable and are intended to be held for not more than one year from the date of acquisition, are classified as current investments. All other investments are classified as long term investments.

B. LONG TERM INVESTMENTS

Long-term investments including unquoted shares are carried at cost after providing diminution in value, if such diminution is other than temporary in nature. However mutual funds investments are valued at its net realizable value.

Purchase and sale of investments are recognized based on the trade date accounting.

15) LEASES

A. FINANCE LEASE

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as

Notes on Financial Statement for the year ended 31st March 2016.

finance leases. Such assets are capitalized at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

B. OPERATING LEASE

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on accrual basis.

16) SEGMENT REPORTING

A. IDENTIFICATION OF SEGMENTS

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

B. SEGMENT ACCOUNTING POLICIES

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

17) ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

18) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions for expenses are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

(i) The Company has a present obligation as a result of a past event

(ii) A probable outflow of resources is expected to settle the obligation and

(iii) The amount of the obligation can be reliably estimated.

Contingent liability is disclosed in case of

(i) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

Notes on Financial Statement for the year ended 31st March 2016.

(ii) A present obligation arising from past events, when no reliable estimate is possible.

(iii) A possible obligation arising from past events where the probability of outflow of resources is not remote.

However contingent assets are neither recognized, nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

19) EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes and dividend on cumulative preference shares for the year) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for event of bonus issue/right issue etc; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

20) CASH AND CASH EQUIVALENTS

Cash and cash equivalents balances include cash in hand, fixed deposits, margin money deposits, earmarked balances with banks and other bank balances such as dividend accounts, which have restrictions on repatriation.

21) EMPLOYEE STOCK OPTION SCHEME.

Stock Options granted to employee under the Stock option scheme are accounted at intrinsic value as per the accounting treatment prescribed by the Securities and Exchange Board of India (Employee stock Option scheme and Employee Stock purchase Scheme) Guidelines 1999 and Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India. Accordingly the excess of market price, determined as per the guidelines and guidance note, of underlying equity shares (market value), over the exercise price of the options is recognized as deferred stock compensation expenses as is charged to the statement of profit and loss account on straight line basis over the vesting period of the options. The amortized portion of the cost is shown under share holder funds.

As per our report of even date
FOR S.C.Dewan & Co.
Chartered Accountants
ICAI Firm Registration Number: 000934N
per S. C. Dewan
Partner
Membership Number : 015678
Place: NEW DELHI
Dated: 28th April, 2016

For and on behalf of Board

Dheeraj Garg
Managing Director

Andra Veetil Unnikrishnan
Dy. Managing Director

Shaman Jindal
Company Secretary

Manohar Lal Jain
Executive Director

Naveen Sorot
CFO

Surinder Kumar Bansal
Sudhanshu Shekhar Jha
Madan Mohan Chopra
Chanakya Chaudhary
Directors

Form No.MGT-11
Proxy form

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

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

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

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

Name :	E-mail Id:	Address:
Signature , or failing him		
Name :	E-mail Id:	Address:
Signature , or failing him		
Name :	E-mail Id:	Address:
Signature , or failing him		

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 30th day of September, 2016 at 11:00 a.m. at Regd. Office of the Company at Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab), and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon
2.	To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16
3.	To appoint a Director in place of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment
4.	To appoint a Director in place of Sh. Andra Veetil Unnikrishnan (DIN: 02498195), who retires by rotation and being eligible, offers himself for re-appointment
5.	To ratify the appointment of Statutory Auditors and to fix their remuneration
Special Business	
6.	To re-appoint Sh. Madan Mohan Chopra as an Independent Director
7.	To re-appoint Sh. Sukhbir Singh Grewal as an Independent Director
8.	To re-appoint Sh. Sudhanshu Shekhar Jha as an Independent Director
9.	To re-appoint Sh. Surinder Kumar Bansal as an Independent Director
10.	Approval to introduce and implement Employees Stock Option Scheme (”ESOS 2016") to create, issue ,offer and grant upto 1,00,000 Options to Employees of the Company exercisable into equal number of equity shares.

Signed this _____day of _____2016

Please affix Revenue Stamp of appropriate value

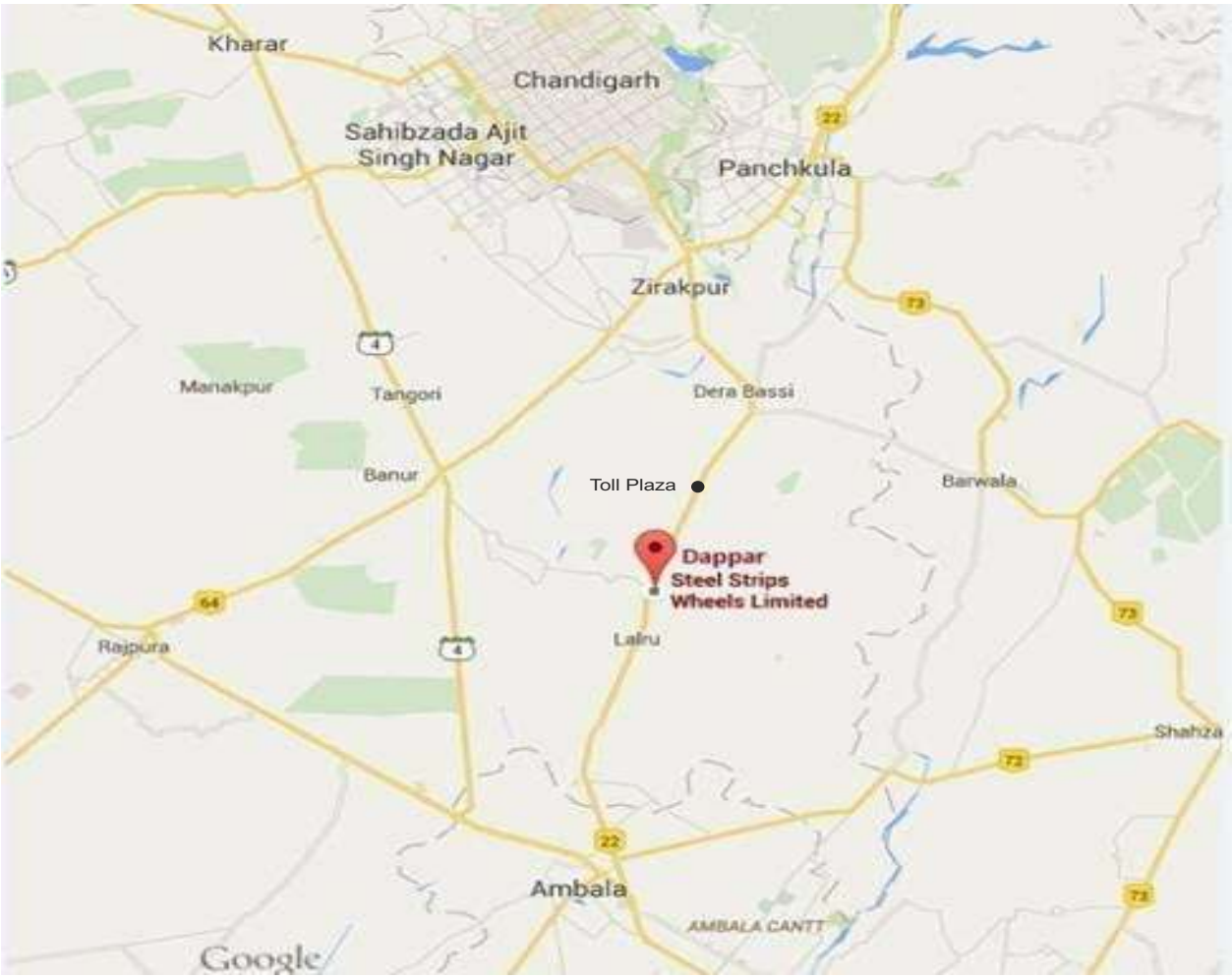
Signature of Shareholder Signature of Proxy holder

Note:

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

Courier /Regd. Post

Location Map of Annual General Meeting



STEEL STRIPS GROUP

Steel Strips Wheels Limited

Wheeling Towards Excellence

STEEL STRIPS GROUP

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Chandigarh -160 019 (INDIA)
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Fax: +91(172) 2794834, 2790887
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