



STEEL STRIPS WHEELS LTD.

CIN: L27107PB1985PLC006159

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

Date: 05.09.2024

BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Code: 513262

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

Subject: Intimation for 38th Annual General Meeting (AGM) and Notice of AGM of the Company

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 38th Annual General Meeting ('AGM') of Steel Strips Wheels Limited scheduled to be held on **Monday, 30th day of September, 2024 at 11:00 A.M.** at the **Registered Office** of the Company situated at Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab)- 140506.

The said Notice also forms part of the 38th Annual Report of the Company for the Financial Year 2023-24 and is also available on the website of the Company at <https://sswlindia.com/wp-content/themes/sswl/assets/docs/annual-report-2023-24.pdf>.

You are kindly requested to take the above information on record and oblige.

Thanking you.

Yours faithfully,

For **Steel Strips Wheels Limited**

(Shaman Jindal)
Company Secretary
M. No. A15397
Encl: as above

Regd. Office : Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, Distt. Mohali, Punjab (India)
Tel. : +91 (1762) 275249, 275872, 275173 Fax : +91 (1762) 275228
Email : hrdho@sswlindia.com Website : www.sswlindia.com

STEEL STRIPS WHEELS LIMITED

STEEL STRIPS WHEELS LIMITED

(CIN: L27107PB1985PLC006159)

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

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

Email: ssl_ssg@glide.net.in Website: www.sswlindia.com

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the 38th (Thirty Eighth) Annual General Meeting (AGM) of the Members of Steel Strips Wheels Limited ("the Company") will be held on **Monday, the 30th day of September, 2024 at 11:00 A.M.** at the Registered Office of the Company at **Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab) 140506**, to transact the following business:

ORDINARY BUSINESS:

1. **Receive, Consider and Adopt Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors' thereon and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors' thereon**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Board of Directors and Auditors' thereon and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors' thereon, as circulated to the Members and laid before the meeting, be received, considered and adopted."

2. **Declaration of Final Dividend on equity shares of the Company for the Financial Year 2023-24**

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 recommendation of the Board of Directors of the Company, a final dividend of Rs. 1.00 per equity share (i.e. at the rate of 100%) on the fully paid up equity shares of face value of Rs. 1/- each of the Company, be declared for the financial year ended March 31, 2024 and be paid out of the profits of the Company for the financial year ended March 31, 2024 to the eligible equity shareholders as on the record date fixed for the purpose of giving of dividend."

3. **Re-appointment of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment**

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

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation at this Annual General Meeting (AGM) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

4. **Re-appointment of Sh. Sanjay Garg (DIN: 00030956), who retires by rotation and being eligible, offers himself for re-appointment**

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

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Sh. Sanjay Garg (DIN: 00030956), who retires by rotation at this Annual General Meeting (AGM) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Appointment of Sh. Mohan Joshi (DIN: 07526082) as a Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and the provisions of Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (NRC), Sh. Mohan Joshi (DIN: 07526082), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29.08.2024 and who holds office upto the date of this Annual General Meeting of the company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Appointment of Sh. Mohan Joshi (DIN: 07526082) as an Executive Director designated as Deputy Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of Sh. Mohan Joshi (DIN: 07526082) as an Executive Director (designated as Deputy Managing Director) of the Company, to hold office for a term of five (5) years effective from 29.08.2024 to 28.08.2029, liable to retire by rotation, on the following terms and conditions including remuneration:

A. **Basic Salary:**

Rs. 3,42,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the NRC from time to time subject to a ceiling of Rs. 5,50,000/- per month.

B. **House Rent Allowance:** 40% of basic salary

C. **Special Allowance:**

Rs. 1,26,000/- per month with such increments as may be decided by the Board of Directors of the Company based on recommendation of the NRC from time to time subject to a ceiling of Rs. 2,50,000/- per month.

D. **Medical** as per the Company's Rule.

E. **Stock Options** as may be determined from time to time by Employee Compensation Committee (ECC) or any other Committee authorised by the Board of Directors of the Company as per the Employee Stock Option Scheme(s) framed by the Company.

F. **Other prerequisites:**

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

a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.

b. Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service as per provisions of the Payment of Gratuity Act, 1972 and as per the Company's Rule.

c. Leave and encashment of leave at the end of the tenure as per Rules of the Company.

d. Reimbursement of communication, travelling and other such expenses on actual basis, incurred by him, for discharging his official duty from time to time.

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Sh. Mohan Joshi as an Executive Director, the aforesaid salary and all other benefits and other remuneration/ prerequisites, mentioned above, be paid to him as minimum remuneration, subject to ceiling laid down in Schedule V to the Act, as amended/modified or re-enacted from time to time.

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

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

7. **Appointment of Smt. Sukhvinder Khanna (DIN: 10744212) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI(LODR) Regulations, 2015} (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company, Smt. Sukhvinder Khanna (DIN: 10744212), who has submitted a declaration that she meets the criteria of Independence as provided in section 149(6) of the Act as well as Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 alongwith her consent and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five(5) consecutive years effective from 01.10.2024 to 30.09.2029.

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

8. **Re-appointment and Continuation of Directorship of Sh. Shashi Bhushan Gupta (DIN: 00154404) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015)(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the company, Sh. Shashi Bhushan Gupta (DIN: 00154404), who was appointed as an Independent Director of the Company for a term of five(5) consecutive years at 33rd Annual General Meeting (AGM) held on 30.09.2019 and whose first term of office is coming to an end on 30.09.2024 and who being eligible for re-appointment as an Independent Director has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act as well as Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 along with his consent and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations,2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors, the consent of the members of the Company be and is hereby also accorded for the continuation of the Directorship of Sh. Shashi Bhushan Gupta (DIN: 00154404), who will attain the age of seventy-five (75) years (on 27.07.2025) during his proposed tenure of Directorship of five (5) years effective from 01.10.2024 as an Independent Director of the Company, after attaining the age of such seventy-five (75) years till the expiry of his second term i.e. upto 30.09.2029.

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

9. **Re-appointment of Sh. Ajit Singh Chatha (DIN: 02289613) as an Independent Director of the Company, notwithstanding that he has attained the age of seventy-five (75) years.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations,2015) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the company, Sh. Ajit Singh Chatha (DIN: 02289613), who was appointed as an Independent Director of the Company for a term of five(5) consecutive years at 33rd Annual General Meeting (AGM) held on 30.09.2019 and whose first term of office is coming to an end on 30.09.2024 and who being eligible for re-appointment as an Independent Director has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act as well as Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 along with his consent and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029, notwithstanding that he has attained the age of seventy-five (75) years.

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

10. **Re-appointment of Smt. Deva Bharathi Reddy (DIN: 08763741) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations,2015) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Smt. Deva Bharathi Reddy (DIN: 08763741), who was appointed as an Independent Director of the Company at 34th Annual General Meeting (AGM) held on 30.09.2020 for the period commencing from 01.08.2020 to 30.09.2024 and whose first term of office is coming to an end on 30.09.2024 and who being eligible for re-appointment as an Independent Director has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act as well as Regulation 16(1)(b) of SEBI(LODR) Regulations, 2015 along with her consent and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an

Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029.

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

11. **Continuation of Directorship of Sh. Sanjay Surajprakash Sahni (DIN: 08263029) as Nominee Director of Tata Steel Limited (Equity Investor of the company) on the Board of the Company:**

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 Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}, as amended from time to time and the provisions of Section 152, 161 of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the continuation of directorship of Sh. Sanjay Surajprakash Sahni (DIN: 08263029) as a Nominee Director of Tata Steel Limited (Equity Investor of the company) on the Board of the Company (Non-Executive and Non-Independent Director), for a period of five (5) consecutive years with effect from 01.04.2024 to 31.03.2029 and whose period of office shall not be liable to retire by rotation.

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

Place: Chandigarh
Date: 29.08.2024

By Order of the Board of Directors
Shaman Jindal
Company Secretary
M. No. A15397

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder, Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {“SEBI (LODR) Regulations, 2015”} setting out material facts concerning the ordinary and special businesses with respect to Item No(s). 5 to 11 above, 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 to the notice.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING 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 (3) DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.
3. Institutional/Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution, pursuant to the section 113 of the Act, authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. Members / Proxies / Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Route map of the venue of the Meeting (including prominent land mark) is annexed to the notice.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

STEEL STRIPS WHEELS LIMITED

6. Electronic copy of the Annual Report for Financial Year(FY) 2023-24 and Notice of the AGM are uploaded on the Company's website at <https://sswliindia.com/investors/annual-reports/> and is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) (DP)/ Registrar & Share Transfer Agent (RTA) unless any member has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the Annual Report for FY 2023-24 and Notice of the AGM are being sent by the permitted modes.

Both the Annual Report and Notice of the AGM are also available on the website of BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively. Further, Notice of the AGM is also available on the website of the RTA i.e. Link Intime India Private Limited (LI IPL) at www.linkintime.co.in, the agency engaged for providing remote e-voting facility at the AGM.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office and Corporate Office for inspection during normal business hours (9:00 a.m. to 5:00 p.m.) (IST) on working days up to the date of this AGM.

7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses in the following manner:
- Members holding shares in physical form can register their email address by sending KYC forms alongwith supporting documents to the RTA of the Company.
 - Members holding shares in demat mode may update the e-mail address through their respective Depository Participant(s).
 - Members may note that registration of email address is mandatory for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. **Book Closure and Dividend:**

- i. Pursuant to Section 91 of the Act and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2024 to 30.09.2024** (both days inclusive) for the purpose of AGM and for determining the names of members entitled to dividend, if declared at this AGM.
- ii. The Board of Directors of the Company at their meeting held on 23.05.2024 have, inter alia, approved and recommended payment of a "final dividend" of Rs. 1.00 per equity share (i.e. at the rate of 100%) on the fully paid up equity shares of face value of Rs. 1/- each of the company for the financial year 2023-24, subject to approval of the members at this AGM.
- iii. The final dividend, if declared at this AGM, will be paid within a period of 30 days from the date of declaration, to those members whose name will appear in the register of members/depository records as at the closing hours of business on **23.09.2024 (Record Date)**.
- iv. Pursuant to the Income-Tax Act, 1961, dividend income is taxable in the hands of the shareholders/members, therefore the company shall be required to deduct TDS/ Withholding Tax (TDS/ WHT) at the time of payment of dividend as per the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. Tax on Dividend to Resident Shareholders

i. Tax on dividend to Resident Individual Shareholders

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

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

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

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

II. Tax on dividend to Resident Non-Individual Shareholders

Tax on dividend payable during the financial year to Resident Non-Individual Shareholders shall be deducted as per the following details:

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

However, the shareholder can avail exemption from TDS or lower rates by submission of following documents:

Category of shareholder	Applicable Tax Rate	Documents required to be submitted
Mutual Fund specified under Section 10(23D) of the Income Tax Act, 1961	Nil	Copy of self-attested PAN & Certificate of registration with SEBI Declaration under Section 10(23D) of the Income Tax Act, 1961
An Insurance Company exempted under Section 194 of Income Tax Act, 1961	Nil	Copy of self-attested PAN & Certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC Declaration qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938
Alternate Investment Fund (AIF established in India)	Nil	Copy of self-attested PAN & registration certificates for either Category I or Category II AIF as per SEBI Regulations Declaration under Section 10(23FBA) of the Income Tax Act, 1961 for exemption
Other Non-Individual shareholders	Nil	Copy of self-attested PAN Declaration along with self-attested copy of documentary evidence supporting the exemption
Shareholders who have submitted order u/s 197 of the Income Tax Act, 1961	As per order	Copy of self-attested PAN Lower/NIL withholding tax certificate for the FY 2023-24 obtained from tax authority to be submitted to claim the lower tax rates

B. Tax on Dividend to Non-Resident Shareholders

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

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

Format for submission of various declarations mentioned above are made available on the website of the Company and the shareholders are requested to provide signed declarations to the Company at SCO 49-50, Sector- 26, Madhya Marg, Chandigarh, 160019 or to the RTA of the Company viz. Link Intime India Pvt. Ltd., Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi – 110058, Tel: 011-49411000, e-mail ID: delhi@linkintime.co.in on or before 30.09.2024 (Date of AGM).

C. SPECIAL PROVISIONS OF SECTION 206AB OF THE INCOME TAX ACT, 1961

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

The provisions of Section 206AB of the Income Tax Act, 1961 prescribes for TDS in case of 'specified person'. The term 'specified person' is defined in sub-section (3) of Section 206AB and covers the persons who meet the following conditions:

- A person who has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired; and
- The aggregate of tax deducted at source and tax collected at source in his/her case is Rs. 50,000 (Rupees Fifty Thousand) or more in the said previous year.

TDS is required to be deducted at higher of following rates in case of payments to specified persons:

- twice the rate specified in the relevant provision of the Income Tax Act, 1961; or
- twice the rate or rates in force; or
- the rate of 5%

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

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

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of timely receipt, or insufficiency/incompleteness/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such tax deductions.

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

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and/or the bank account details maintained by the RTA for payment of dividend to members electronically.

The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Further, the members holding shares in physical form may kindly note that SEBI, vide its directive e-mail dated 17.01.2024 to the RTA(s) and FAQs dated 17.01.2024 has mandated that dividend shall be paid only through electronic mode with effect from April 01, 2024. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety. Therefore, members are requested to update their details with Company/RTA in following manner:

Shares held in physical form: In order to receive dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by submitting the hard copies of the following details/ documents to the company's RTA:

- a) Form ISR-1 & ISR-2 along with supporting documents. The said forms are available on the company's website at <https://sswIndia.com/investors/investor-service-request/> and at RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly; In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i. Cancelled cheque in original
 - ii. Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - iii. Self-attested copy of the PAN Card of all the holders; and
 - iv. Self-attested copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member(s) as registered with the Company.

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

10. Nomination Facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms are available on the Company's website at <https://sswIndia.com/investors/investor-service-request/> and at RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form(s) to their respective DP, in case the shares are held in electronic form and to the Company's RTA in case the shares are held in physical form.

Further, the Company in compliance to the SEBI circulars has sent individual letters to the Members holding shares in physical form for furnishing their PAN, KYC, Bank Account Details and nomination details.

11. Transfer, Transmission, Transposition, Dematerialization of shares and all other investor related matters are attended to and processed by the Company's RTA:

As per Regulation 40 of the SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialised form.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialized form:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal/ Exchange of securities certificate;
- iv. Endorsement; Sub-division/Splitting of securities certificate;
- v. Consolidation of securities certificates/folios;
- vi. Transmission and Transpositions

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://sswllindia.com/wp-content/themes/ssw/assets/docs/Form-ISR-4.pdf> and on the website of RTA- Link Intime India Private Limited at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.

Members may also contact the Company's RTA, M/s Link Intime India Pvt. Limited, at Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi 110058, e-mail - delhi@linkintime.co.in for assistance in this regard.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
13. The Company is maintaining the "INVESTORS SERVICE CELL" at its Corporate Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh- 160019.
14. SEBI vide its circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (subsequently amended as on December 28, 2023, December 20, 2023 and August 4, 2023) has specified that a member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the member is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. Members are requested to take note of the same.
15. Members having any queries relating to Annual Report are requested to send their queries at least seven (7) days before the date of the AGM.
16. Members can inspect the register of Directors and Key Managerial Personnel (KMP) and their shareholding, required to be maintained under Section 170 of the Act, and Register of Contracts or Arrangements in which the Directors are interested, to be maintained under Section 189 of the Act, alongwith the certificate obtained from the Secretarial Auditors in respect of the ongoing Employee Stock Option Schemes of the Company as prescribed under the Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, during the course of the meeting at the venue.
17. **Investor Education and Protection Fund (IEPF) related information:**

Pursuant to section 124, 125 and applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government, after completion of seven years from the date of transfer to Unclaimed Dividend Account of the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven (7) consecutive years or more shall also be transferred to the de-mat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

In view of this, members who have not encashed their dividends are requested to claim the same from the Company, within the stipulated timeline. Also, the members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in/www.mca.gov.in by following the steps explained at <https://www.iepf.gov.in/content/dam/iepf/pdf/steps-to-file-iepf-5-20240321.pdf>. For details, please refer to Corporate Governance Report which is a part of this Annual Report.

During the year under review, the Company had sent individual notices and also advertised in the newspapers i.e. both national (English) and local (Punjabi) seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company had transferred the unclaimed/unpaid dividend for the FY 2015-16 (Final Dividend) and corresponding shares to the IEPF Authority as follows:

Particulars	Amount of Dividend	No. of shares (FV Rs. 1/-)
2015-16 (Final Dividend)	Rs. 4,98,521.00	123275

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The voting rights on these shares shall remain frozen until the shareholder claims those shares from IEPF authority.

During the financial year (FY) 2024-25, the company would be transferring unpaid or unclaimed dividend amount for the FY 2016-17 (Final Dividend) within 30 days from the due date of transferring the amount to IEPF i.e. 03.11.2024. Further, the Company is also required to transfer the shares in respect of which dividends have not claimed for seven (7) consecutive years from the FY 2016-17 (Final Dividend) to the demat account of the IEPF Authority. The Company has given individual intimations to concerned shareholders indicating that such shares shall be transferred to IEPF Authority and also advertised in the newspapers seeking action from said shareholders. Accordingly, the concerned members are requested to claim the unclaimed dividend for FY 2016-17 (Final Dividend) on or before 25.10.2024.

18. The **cut-off date** for the purpose of determining the members eligible for participating in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is **23.09.2024**. Please note that the members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once e-voting on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
19. **Intimation of details of the agreement, if any under the SEBI (LODR) Regulations, 2015:** Members are informed that in terms of the provisions of the SEBI (LODR) Regulations, 2015, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the members to inform the Company about such agreement to which the Company is not a party, within two (2) working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term "directly or indirectly" includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

20. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015, as amended from time to time, the Company is pleased to provide members, a facility to exercise their right to vote on the resolutions proposed to be passed in the 38th AGM by electronic means through remote e-voting services provided by Link Intime India Private Limited (LI IPL or RTA) through their e-voting website "InstaVOTE". It may be noted that this e-voting facility is optional. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting.

The instructions to Members for voting electronically are as under:

- a. **The remote e-voting period will commence on Friday, 27.09.2024 at 9:00 a.m. (IST) and will end on Sunday, 29.09.2024 at 5:00 p.m. (IST).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as **on the cut-off date i.e. 23.09.2024**, may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he/she shall not be allowed to change it subsequently or cast vote again.
- b. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through ballot paper.
- c. Further, pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, the Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Providers ("ESPs") portals directly from their demat account.
- d. In order to increase the efficiency of the voting process, and pursuant to Section VI-C of the SEBI Master Circular bearing reference No. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11 2023, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the ESPs, thereby facilitating seamless authentication and convenience of participating in remote e-voting process.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. Enter user id and password. Post successful authentication, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>2. Users who have not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>3. By directly visiting the e-voting website of NSDL</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have registered for CDSL Easi/Easiest facility:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>2. Users who have not registered for CDSL Easi/Easiest facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user will be able to see e-voting menu. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>3. By directly visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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<p>Individual Shareholders holding securities in demat mode with depository participants</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility:</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through “e-voting” tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable). DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> * <i>Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i> * <i>Shareholders holding shares in NSDL Demat form, shall provide ‘D’ above</i> <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
<p>Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):</p>	<p>STEP 1 – Registration</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in Click on Sign up under “Corporate Body/ Custodian/Mutual Fund” Fill up your entity details and submit the form. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID. While first login, entity will be directed to change the password and login process is completed.

	<p>STEP 2 –Investor Mapping</p> <p>a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>b) Click on “Investor Mapping” tab under the Menu Section</p> <p>c) Map the Investor with the following details:</p> <ol style="list-style-type: none"> ‘Investor ID’ - <ul style="list-style-type: none"> ➤ Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678 ➤ Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. ‘Investor’s Name - Enter full name of the entity. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. <p>d) Click on Submit button and investor will be mapped now.</p> <p>e) The same can be viewed under the “Report Section”.</p>
	<p>STEP 3 – Voting through remote e-voting.</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 - VOTES ENTRY</p> <p>a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>b) Click on ‘Votes Entry’ tab under the Menu section.</p> <p>c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.</p> <p>d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.</p> <p>e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.</p> <p>g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p style="text-align: center;">OR</p> <p>METHOD 2- VOTES UPLOAD:</p> <p>a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>b) You will be able to see the notification for e-voting in inbox.</p> <p>c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.</p> <p>d) Download sample vote file from ‘Download Sample Vote File’ option.</p> <p>e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.</p> <p>f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>

e. **Helpdesk for Shareholders**

i. **Individual Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:**

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

ii. **Individual Shareholders holding securities in demat mode:**

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

If an Individual Shareholder holding securities in Physical mode who has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

h. **Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

i. **General Guidelines for shareholders:**

- a) During the voting period, shareholders can login any number of times till they have voted on all the resolution(s) for a particular "Event Number".
- b) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.
- c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **23.09.2024**, may follow the same instructions as mentioned above for remote e-voting. **The Voting rights of the members shall be in proportion to their shares in the paid up share capital of the Company as on the cut off date i.e. 23.09.2024. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date shall only be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a member as on the cut off date should treat this Notice for information purposes only.**
- d) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e) For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses (who shall not be in the employment of the Company). Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favour or against, if any, within

two (2) working days of conclusion of the meeting, which is within the time stipulated under the applicable laws, to the Chairman or any director or the person authorized by him in writing who shall countersign the same.

The Chairman or any Director or the person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://sswllindia.com/investors/shareholders-meetings-results-and-scrutinisers-report/> and on the website of the LIPL immediately after the results are declared by the Chairman and shall also be communicated to the Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.

The resolutions proposed will be deemed to have been passed on the date of the AGM i.e. 30.09.2024, subject to the receipt of requisite number of votes in favour of the resolution.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the **Registered Office** (i.e. Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. Mohali, Punjab-140506) and **Corporate office** (i.e. SCO 49-50, Sector 26, Madhya Marg, Chandigarh-160019) of the Company during normal business hours (9.00 am to 5.00 pm) (IST) on all working days up to and including the date of AGM of the Company.

By Order of the Board of Directors

Place: Chandigarh
Date: 29.08.2024

Shaman Jindal
Company Secretary
M. No. A15397

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 {"SEBI (LODR) REGULATIONS, 2015"}

ITEM NO. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors had at its meeting held on 29.08.2024 approved the appointment of Sh. Mohan Joshi (DIN: 07526082), as an Additional Director on the Board of the Company, with effect from 29.08.2024 pursuant to Section 161 of the Companies Act, 2013, (the Act) read with the Articles of Association of the Company and subject to the approval of the members of the company, as an Executive Director of the Company, designated as Deputy Managing Director for a period of five(5) years effective from 29.08.2024 to 28.08.2029, liable to retire by rotation.

Accordingly, pursuant to the provisions of the said Section 161 of the Act, Sh. Mohan Joshi will hold office as an Additional Director upto the date of this Annual General Meeting and is eligible to be appointed as a Director. The Company has received a written notice from a member, proposing his candidature for the office of Director, in terms of Section 160(1) of the Act, which has been duly reviewed and recommended by the Board of Directors to members for their approval by way of an Ordinary Resolution at Item No. 5 of this Notice.

Furthermore, pursuant to the provisions of Sections 152, 196, 197, 198 and 203 of the Act read with the Rules made thereunder and Schedule V of the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}, the appointment and remuneration payable to Sh. Mohan Joshi as an Executive Director requires approval of the Members in the General Meeting.

Sh. Mohan Joshi, aged 43 years, completed his Bachelor of Engineering (Civil) from KDK College of Engineering, Nagpur and Post Graduate Diploma in Business Management (Finance & Marketing) from IBS, New Delhi. He brings with him 20 years of rich experience in organizational strategy, driving business growth and human resource development. He also possesses diversified experience in the field of corporate & strategic finance, acquisitions, business development and administration, ESG compliance, general management, manufacturing operations and performance management. He is associated with the company for almost twelve (12) years as Senior Management Personnel of the company. The company has witnessed a sharp growth under his leadership.

Accordingly, the Board of Directors on the recommendation of the NRC, has decided that it would be in the best interest of the Company to appoint him on the Board as an Executive Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination and Remuneration Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. Further, Board is of the view that the remuneration proposed to be paid to him is commensurate with his abilities and experience.

In view of above provisions and considering his qualifications, knowledge, background, past performance & vast experience in the automotive industry, approval of the members of the Company is sought for appointment of Sh. Mohan Joshi as an Executive Director designated as Deputy Managing Director for a period of five(5) years effective from 29.08.2024 to 28.08.2029 liable to retire by rotation, on the terms and conditions, including remuneration, allowances and perquisites as mentioned in the Resolution at item No. 6 of this Notice by way of Special Resolution.

Further, the Company has received all statutory declarations/ disclosures from Sh. Mohan Joshi including the following:

- consent to act as a Director of the Company;
- confirmation that he is neither disqualified from being appointed as such in terms of Section 164 of the Act nor debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority;

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He satisfies all the conditions set out in Part-1 of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

A copy of the draft letter of appointment of Sh. Mohan Joshi, setting out terms and conditions of appointment is available for inspection by the members of the Company at both the Registered Office & Corporate Office of the Company between 9:00 am to 5:00 p.m. (IST), on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be available during the AGM at the venue thereof.

A brief resume of Sh. Mohan Joshi and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in *Annexure I* to this Notice.

Except Sh. Mohan Joshi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Director(s) or Key Managerial Personnel (KMP) are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 and 6 of this Notice.

The Board recommends the **Ordinary** and **Special Resolution** set out at Item No. 5 and 6, respectively, of this Notice for approval of the members.

ITEM NO. 7

The Board, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and all the applicable provisions under the Companies Act, 2013 (the Act) and SEBI (LODR) Regulations, 2015, has proposed to the members of the Company the appointment of Smt. Sukhvinder Khanna (DIN: 10744212) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five(5) consecutive years effective from 01.10.2024 to 30.09.2029.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature.

The Company has also received all statutory declarations/ disclosures from Smt. Sukhvinder Khanna including the following:

- a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015;
- consent to act as a Director in terms of Section 152 of the Act;
- confirmation that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any such other authority;
- confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015;
- confirmation that she has complied with the requirements of Independent Director's Databank maintained by Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act.

Smt. Sukhvinder Khanna, aged 63 years, holds Bachelors Degree in Economics (Honours) & a Post Graduate degree in Management (M.B.A.), both from Punjabi University, Patiala and a Professional Degree of Bachelor of Laws from Panjab University, Chandigarh. She belongs to 1987 batch of Indian Revenue Service (IRS) and has got 36 years wide experience of working in various capacities in both Private/Public Sectors. Post completion of her post-graduate degree, she worked as a management trainee in a Private Ltd Company and later as Human Resource Officer in the premiere Public Sector Undertaking, the Oil & Natural Gas Commission (Now ONGC Ltd) from 1984 to 1987. Thereafter, she worked for 33 years with the Government of India as an Indian Revenue Service Officer from the year 1987 till 2020 and got superannuated in the rank of Chief Commissioner of Income Tax, Himachal Pradesh. She has the ability to deal with laws and legal issues in various capacities. She possesses considerable experience in dealing with a mix of legal, financial, taxation (including international taxation) and administrative issues. She has significant exposure in various functional areas with great managerial and supervisory skills that she has exhibited throughout her professional career.

In the opinion of the Board, Smt. Sukhvinder Khanna fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (LODR) Regulations, 2015 and she is independent of the management and possesses appropriate skills, experience and knowledge fundamental for effective functioning in her role as an Independent Director of the Company.

A copy of the draft letter of appointment of Smt. Sukhvinder Khanna, setting out terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office & Corporate Office of the Company between 9:00 a.m. to 5:00 p.m. (IST), on all working days (except Saturdays, Sundays and Public Holidays), upto the date of this AGM and shall also be available during the AGM at the venue thereof. Further, the same is also available on the website of the company at <https://sswllndia.com/investors/terms-and-conditions-of-appointment-of-independent-director/>.

Accordingly, a special resolution for the appointment of Smt. Sukhvinder Khanna as an Independent Director of the Company is proposed to the members for their consideration and approval.

A brief resume of Smt. Sukhvinder Khanna and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in *Annexure I* to this Notice.

Except Smt. Sukhvinder Khanna and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Director(s)/Key Managerial Personnel (KMP) of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of this Notice.

The Board recommends the **Special Resolution** set out at Item No. 7 of this Notice for approval of the Members.

ITEM NO. 8

Sh. Shashi Bhushan Gupta (DIN: 00154404) was appointed as an Independent Director of the Company by the members of the Company at their 33rd Annual General Meeting (AGM) held on 30.09.2019 for a term of five(5) consecutive years effective from 01.10.2019 to 30.09.2024. Thus, his first term of appointment as an Independent Director is coming to an end on 30.09.2024.

Further, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect.

Furthermore, in terms of the Section 149(10) read with Section 149 (11) of the Companies Act, 2013 ("the Act") and Regulation 25(2A) of the SEBI (LODR) Regulations, 2015, a special resolution is required to be passed by the members of the Company for the re-appointment of an Independent Director for the second term.

Sh. Shashi Bhushan Gupta, aged 74 years, is a Practicing Chartered Accountant and Proprietor of M/s. Bhushan Gupta & Co., Chartered Accountants. He possesses more than 45 years of experience in the areas of Company Audit, Statutory Audits, Revenue Audits, Bank Audits, Concurrent Audits, Stock Audit, Central Statutory/Branch Audits and Corporate Advisory Services. He renders advisory and compliance services for corporates on Income Tax matters. He also has extensive experience in representing cases before various appellate authorities including Income Tax Appellate Tribunal (ITAT).

Based on the performance evaluation and taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company, the Nomination and Remuneration Committee (NRC) concluded and recommended to the Board that Sh. Shashi Bhushan Gupta's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company as specified in the Act and the SEBI (LODR) Regulations 2015 as amended from time to time. The Board is also of the opinion that Sh. Shashi Bhushan Gupta is independent of the management and possesses the identified core skills, expertise and competencies fundamental for effective functioning of his role as an Independent Director of the Company and it is desirable to avail his services by re-appointing him as an Independent Director.

Furthermore, Sh. Shashi Bhushan Gupta, would attain the age of seventy-five (75) years (on 27.07.2025) during his proposed tenure of re-appointment and based on the aforementioned skills, experience, qualification, etc., the Board opines that re-appointing him would be favorable to the Company and his continued association would be of immense benefit to the Company.

The Board, on the recommendation of the NRC and subject to the approval of the members, has approved the re-appointment of Sh. Shashi Bhushan Gupta (DIN: 00154404) as an Independent Director of the Company, and also the continuation of directorship post the attainment of age of seventy-five (75) years, for second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029 and whose office shall not be liable to retire by rotation in terms of section 152 of the Act.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature.

Further, the Company has received all statutory declarations/ disclosures from Sh. Shashi Bhushan Gupta including the following:

- a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015;
- consent to act as a Director in terms of Section 152 of the Act;
- confirmation that he is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any such other authority;
- confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015;
- confirmation that he has complied with the requirements of Independent Director's Databank maintained by Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act.

A copy of the draft letter of re-appointment of Sh. Shashi Bhushan Gupta, setting out terms and conditions of re-appointment is available for inspection by the members of the Company at the Registered Office & Corporate Office of the Company between 9:00 a.m. to 5:00 p.m. (IST), on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be available during the AGM at the venue thereof. Further, the same is also available on the website of the company at <https://sswllindia.com/investors/terms-and-conditions-of-appointment-of-independent-director/>.

Accordingly, the special resolution for the re-appointment and continuation of directorship of Sh. Shashi Bhushan Gupta as an Independent Director of the Company is proposed to the members for their consideration and approval.

A brief resume of Sh. Shashi Bhushan Gupta and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in *Annexure I* to this Notice.

Except Sh. Shashi Bhushan Gupta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Director(s)/Key Managerial Personnel (KMP) of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of this Notice.

The Board recommends the **Special Resolution** set out at Item No. 8 of this Notice for approval of the members.

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ITEM NO. 9

Sh. Ajit Singh Chatha (DIN: 02289613) was appointed as an Independent Director of the Company by the members of the Company at their 33rd Annual General Meeting (AGM) held on 30.09.2019 for a term of five(5) consecutive years commencing from 01.10.2019 to 30.09.2024. Thus, his first term of appointment as an Independent Director is coming to an end on 30.09.2024.

Further, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect.

Furthermore, in terms of the Section 149(10) read with Section 149 (11) of the Companies Act, 2013 ("the Act") and Regulation 25(2A) of the SEBI(LODR) Regulations, 2015, a special resolution is required to be passed by the members of the Company for the re-appointment of an Independent Director for the second term.

Sh. Ajit Singh Chatha, aged 88 years, is a B.E. (Hons.) in Electrical Engineering. He is a retired Indian Administrative Service (IAS) officer who joined the IAS cadre of Punjab in 1963 and served it with distinction till 1995. He held wide range of assignments from the field to the secretariat such as Deputy Commissioner of Patiala, Sangrur, Ludhiana; Managing Director, PSIDC Ltd.; Joint Secretary, Ministry of Commerce, Govt. of India and Principal Secretary, Department of Industries, Cooperation, Housing, Irrigation and Power, Home and Justice and finally, as Chief Secretary to the Government of Punjab. He is having vast experience in General Management and Administration.

Based on the performance evaluation and taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company, the Nomination and Remuneration Committee(NRC) concluded and recommended to the Board that Sh. Ajit Singh Chatha's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company as specified in the Act and the SEBI (LODR) Regulations 2015 as amended from time to time. The Board is also of the opinion that Sh. Ajit Singh Chatha is independent of the management and possesses the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and it is desirable to avail his services by re-appointing him as an Independent Director.

Additionally, Sh. Ajit Singh Chatha had already attained the age of seventy-five (75) years, however, based on the aforementioned skills, vast experience, qualification etc., the Board opines that re-appointing him would be favorable to the Company and his continued association would be of immense benefit to the Company.

The Board, on the recommendation of the NRC and subject to the approval of the members, has approved the re-appointment of Sh. Ajit Singh Chatha (DIN: 02289613) as an Independent Director of the Company for second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029, notwithstanding that he has attained the age of seventy-five (75) years, and whose office shall not be liable to retire by rotation in terms of section 152 of the Act.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature.

Further, the Company has received all statutory declarations/disclosures from Sh. Ajit Singh Chatha including the following:

- a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015;
- consent to act as a Director in terms of Section 152 of the Act;
- confirmation that he is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any such other authority;
- confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015;
- confirmation that he has complied with the requirements of Independent Director's Databank maintained by Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act.

A copy of the draft letter of re-appointment of Sh. Ajit Singh Chatha, setting out terms and conditions of re-appointment is available for inspection by the Members of the Company at the Registered Office & Corporate Office of the Company between 9:00 a.m. to 5:00 p.m. (IST) on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be available during the AGM at the venue thereof. Further, the same is also available on the website of the company at <https://swwindia.com/investors/terms-and-conditions-of-appointment-of-independent-director/>.

Accordingly, a special resolution for the re-appointment of Sh. Ajit Singh Chatha as an Independent Director of the Company, notwithstanding that he has attained the age of seventy-five (75) years, is proposed to the members for their consideration and approval.

A brief resume of Sh. Ajit Singh Chatha and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in Annexure I to this Notice.

Except Sh. Ajit Singh Chatha and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Director(s)/Key Managerial Personnel (KMP) of the Company/their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of this Notice.

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

ITEM NO. 10

Smt. Deva Bharathi Reddy (DIN: 08763741) was appointed as an Independent Director of the company by the members of the Company at their 34th Annual General Meeting held on 30.09.2020 for the period commencing from 01.08.2020 to 30.09.2024. Thus, her first term of appointment as an Independent Director is coming to an end on 30.09.2024.

In terms of the Section 149(10) of the Companies Act, 2013 ("the Act") and Regulation 25(2A) of the SEBI(LODR) Regulations, 2015, a special resolution is required to be passed by the members of the Company for the re-appointment of an Independent Director for the second term.

Smt. Deva Bharathi Reddy holds a Bachelor's Degree in the field of Science. She has extensive knowledge in various functional areas of science & technology and has the ability to advise the management on several technical and corporate aspects of the Company's business.

Based on the performance evaluation and taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company, the Nomination and Remuneration Committee(NRC) concluded and recommended to the Board that Smt. Deva Bharathi Reddy's qualification and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company as specified in the Act and the SEBI (LODR) Regulations, 2015 as amended from time to time. The Board is also of the opinion that Smt. Deva Bharathi Reddy is independent of the management and possesses the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and it is advisable to avail her services by re-appointing her as an Independent Director for the second term.

The Board, on the recommendation of the NRC and subject to the approval of the members, has approved the re-appointment of Smt. Deva Bharathi Reddy (DIN: 08763741) as an Independent Director of the Company for the second term of five (5) consecutive years effective from 01.10.2024 to 30.09.2029 and whose period of office shall not be liable to retire by rotation in terms of section 152 of the Act.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature.

Further, the Company has received all statutory declarations/disclosures from Smt. Deva Bharathi Reddy including the following:

- a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015;
- consent to act as a Director in terms of Section 152 of the Act;
- confirmation that she is neither disqualified from being re-appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any such other authority;
- confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015;
- confirmation that she has complied with the requirements of Independent Director's Databank maintained by Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act.

A copy of the draft letter of re-appointment of Smt. Deva Bharathi Reddy, setting out terms and conditions of re-appointment is available for inspection by the Members of the Company at the Registered Office & Corporate Office of the Company between 9:00 a.m. to 5:00 p.m. (IST), on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be available during the AGM at the venue thereof. Further, the same is also available on the website of the company at <https://sswllindia.com/investors/terms-and-conditions-of-appointment-of-independent-director/>.

Accordingly, a special resolution for the re-appointment of Smt. Deva Bharathi Reddy as an Independent Director of the Company is proposed to the members for their consideration and approval.

A brief resume of Smt. Deva Bharathi Reddy and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in *Annexure I* to this Notice.

Except Smt. Deva Bharathi Reddy and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Director(s)/Key Managerial Personnel (KMP) of the Company/their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 10 of the Notice for approval of the members.

ITEM NO. 11

The members may note that pursuant to the amendments made vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023, dated June 14, 2023, a new regulation i.e. Regulation 17(1D) has been inserted in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations 2015), which mandates that with effect from April 1, 2024, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or re-appointment, as the case may be. Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the members for a period of last five (5) years or more shall be subject to the approval of members in the first general meeting to be held after March 31, 2024.

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In pursuance of Article 129 of the Articles of Association of the Company and in terms of the Share Subscription Agreement dated 11.01.2008, entered between Kalimati Investment Private Limited (now merged into Tata Steel Limited(TSL)), the company & others, TSL is entitled to nominate a non-retiring director on the Board of the Company.

TSL had vide its letter dated 14.11.2018 nominated Sh. Sanjay Surajprakash Sahni (DIN: 08263029) as its Nominee Director on the Board of the Company and thereafter, Sh. Sanjay Surajprakash Sahni was appointed as the Nominee Director of TSL, on the Board of the Company w.e.f. 14.11.2018. In view of the aforesaid new provision of the SEBI (LODR) Regulations 2015, since Sh. Sanjay Surajprakash Sahni has been on the Board of the company from 14.11.2018, his continuation as a Director of the Company w.e.f. 01.04.2024, would require approval of the members.

Members may note that Sh. Sanjay Surajprakash Sahni has played a pivotal role as a Member of the Board of Directors of the Company.

Sh. Sanjay Surajprakash Sahni currently heads Tata Steel's Tubes Business Unit, a profit centre with annual gross revenue of INR 8000 Cr. He is designated as the Executive-In-Charge and looks after Manufacturing, Logistics, Marketing and Sales of the entire steel tubes business of Tata Steel.

He has a rich experience of over 30 years, having worked in Tata Engineering and Locomotive, Natsteel Iranian, Tata Motors, Tata International & Tata Steel both in India and overseas. He has worked in the areas of Manufacturing, Product & Vendor development, Supply Chain, International Business, and Marketing & Sales. His expertise lies in driving a culture of customer centricity, agility, and digital enablement. He is also recognized as a people's partner in Tata Steel Ltd.

He has a degree in Mechanical Engineering from Pune University in 1994. Further, he completed a Diploma in Material Management from Institute of Management Development and Research (IMDR) in 1996. He has also attended Management training from Ross School of Business, Michigan University.

He is also a Member of the Trade Fair Council of CII and Member of International Tube Association - India Chapter.

The Board believes that his continuation and guidance on the Board will significantly contribute to the Company's growth and long-term value creation.

In view of the above, the Board taking into consideration of his performance over past years and based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, has approved the continuation of Sh. Sanjay Surajprakash Sahni (DIN: 08263029) as Nominee Director of TSL (Non-Executive and Non-Independent Director) on the Board of the Company, for a period of five(5) consecutive years with effect from 01.04.2024 till 31.03.2029 and his period of office shall not be liable to retire by rotation.

Accordingly, an ordinary resolution for the continuation of directorship of Sh. Sanjay Surajprakash Sahni as Nominee Director of TSL (Non-Executive, Independent Director) of the Company is proposed to the members for their consideration and approval.

A brief resume of Sh. Sanjay Surajprakash Sahni and additional disclosures as required under the Act, Secretarial Standard-2 and Regulation 36 of the SEBI (LODR) Regulations, 2015 are provided in Annexure I to this Notice.

TSL holds 10869720 (6.93%) equity shares in the company as on date of this Notice. Further, except Sh. Sanjay Surajprakash Sahni and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Director(s)/Key Managerial Personnel (KMP) of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of this Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 11 of this Notice for approval of the members.

By Order of the Board of Directors

Place: Chandigarh
Date: 29.08.2024

Shaman Jindal
Company Secretary
M. No. A15397

Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/CONTINUATION OF APPOINTMENT AT THE 38th ANNUAL GENERAL MEETING

Name of Director and DIN	Sh. Dheeraj Garg (DIN:00034926)	Sh. Sanjay Garg (DIN: 00030956)	Sh. Mohan Joshi (DIN: 07526082)	Smt. Sukhvinder Khanna (DIN: 10744212)
Age/ Date of Birth	52 years (11.05.1972)	55 years (09.09.1968)	43 years (13.04.1981)	63 years (24.11.1960)
Qualification	B.S (Finance)	Cost & Works Accountant(CWA), Bachelors of Law	Bachelors of Engineering (Civil) PGDBM (Finance & Marketing)	Bachelor of Arts (Economic Honors); Post Graduate degree in Management (M.B.A.); Bachelors of Laws
Brief Resume and Expertise in specific functional areas	Sh. Dheeraj Garg has been associated with Company for almost 31 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has decades of experience in the field of finance, Corporate Strategy, development, planning and Business Management. His collaborative leadership style is focused on achieving objectives through teamwork and to take projects through from concept to reality.	Sh. Sanjay Garg is a well-qualified and experienced professional. He has held various Managerial/ Advisory positions in Steel Strips Group. He possesses appropriate skills, experience and knowledge in various functional areas mainly Legal, Corporate Strategies, Business Management and other disciplines related to the Company's business.	Sh. Mohan Joshi has 20 years of rich experience in organizational strategy, driving business growth and human resource development. He also possesses diversified experience in the field of corporate & strategic finance, acquisitions, business development and administration, ESG compliance, general management, manufacturing operations and performance management. He is associated with the company for almost 12 years as Senior Management Personnel of the company. The company has witnessed a sharp growth under his leadership.	Smt. Sukhvinder Khanna belongs to 1987 batch of Indian Revenue Service (IRS) and has got 36 years wide experience of working in various capacities in both Private/ Public Sectors. Post completion of her post-graduate degree, she worked as a management trainee in a Private Ltd Company and later as Human Resource Officer in the premiere Public Sector Undertaking, the Oil & Natural Gas Commission (Now ONGC Ltd) from 1984 to 1987. Thereafter, she worked for 33 years with the Government of India as an Indian Revenue Service Officer from the year 1987 till 2020 and got superannuated in the rank of Chief Commissioner of Income Tax, Himachal Pradesh. She has the ability to deal with laws and legal issues in various capacities. She possesses considerable experience in dealing with a mix of legal, financial, taxation (including international taxation) and administrative issues. She has significant exposure in various functional areas with great managerial and supervisory skills that she has exhibited throughout her professional career.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution passed by the members of the company at the 37 th Annual General Meeting held on 23.08.2023, Sh. Dheeraj Garg, was reappointed as a Managing Director of the Company for a period of five(5) years w.e.f. 01.06.2023, liable to retire by rotation.	As per the resolution passed by the members of the company at the 34 th Annual General Meeting held on 30.09.2020, Sh. Sanjay Garg was appointed as a Non-Executive Director of the company w.e.f. 24.08.2020, liable to retire by rotation.	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement
Remuneration last drawn (including sitting fee if any)	Rs. 1382.47 lakhs during FY 2023-24. For details please refer Corporate Governance Report section of the Annual Report 2023-24	Paid sitting fees for attending Board Meetings during FY 2023-24. For more details, please refer Corporate Governance Report section of the Annual Report 2023-24.	NA	NA
Remuneration proposed to be paid	As per existing terms and conditions	As per Nomination and Remuneration policy of the Company.	As detailed in the resolution and explanatory statement	As per Nomination and Remuneration Policy of the Company
Date of First Appointment on the Board	29.04.1993	24.08.2020	29.08.2024	It is proposed to appoint her as an Independent Director for the first term on the Board w.e.f. 01.10.2024 and hence, these details are not applicable.

STEEL STRIPS WHEELS LIMITED

Shareholding in the Company	46402280 equity shares as on March 31, 2024 as well as on the date of the Notice.	NIL as on March 31, 2024 as well as on the date of the Notice.	34000 equity shares as on March 31, 2024 as well as on date of Notice.	NIL as on March 31, 2024 as well as on the date of the Notice.
Shareholding of Non-Executive Directors as a beneficial owner	NA	NIL	NA	NIL
Relationship with other Director/Key Managerial Personnel	He is related to Sh. Rajinder Kumar Garg, Chairman & Non-Executive Director of the Company	He is not related to any other director/ Key Managerial Personnel of the Company.	He is not related to any other director/ Key Managerial Personnel of the Company.	She is not related to any other director/Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2023-24	Please refer Corporate Governance Report section of the Annual Report 2023-24	NA	NA
Directorships held in other companies	Indian Acrylics Ltd.	<ul style="list-style-type: none"> • SAB Industries Limited • Steel Strips Infrastructures Limited • Malwa Chemtex Udyog Ltd • Indlon Chemicals Limited • Munak International Pvt Ltd • Chandigarh Aircraft Management Services Private Limited • Munak Financiers Private Limited • SAB Udyog Limited • S J Mercantile Private Limited • Steel Strips Holdings Private Limited • Munak Investments Pvt Ltd • Indian Acrylics Investments Ltd • Steel Strips Mercantile Private Limited • S S Credits Pvt Ltd • Malwa Holdings Pvt Ltd • SAB Developers Private Limited 	Chandigarh Aircraft Management Services Private Limited	NIL
Memberships/ chairmanships of committees of Board of Directors of the company (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL
Memberships/ chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Indian Acrylics Limited- <ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders Relationship Committee (Member) 	SAB Industries Limited - <ul style="list-style-type: none"> • Stakeholders Relationship Committee (Member) SAB Udyog Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) 	NIL	NIL
Listed Companies from which the Director has resigned in the past three years	NIL	NIL Sh. Sanjay Garg has not resigned as a director from any listed entity in the past 3 years. However, he held the position of whole time director in a listed entity i.e. Steel Strips Limited (SSL) which was amalgamated into SAB Industries Limited w.e.f. 19.10.2021.	NIL	NIL

Name of Director and DIN	Sh. Shashi Bhushan Gupta (DIN: 00154404)	Sh. Ajit Singh Chatha (DIN: 02289613)	Smt. Deva Bharathi Reddy (DIN: 08763741)	Sh. Sanjay Surajprakash Sahni (DIN: 08263029)
Age/ Date of Birth	74 years (27.07.1950)	88 years (14.01.1936)	59 years (18.10.1965)	51 years (02.02.1973)
Qualification	Bachelors of Commerce (B.Com); Chartered Accountant; I.S.A	B.E.(Hons.) in Electrical Engineering	Bachelors of Science	Bachelors of Engineering (Mechanical); Diploma in material Management
Brief Resume and Expertise in specific functional areas	Sh. Shashi Bhushan Gupta is a Practicing Chartered Accountant and Proprietor of M/s. Bhushan Gupta & Co., Chartered Accountants. He possesses more than 45 years of experience in the areas of Company Audit, Statutory Audits, Revenue Audits, Bank Audits, Concurrent Audits, Stock Audit, Central Statutory/Branch Audits and Corporate Advisory Services. He renders advisory and compliance services for corporates on Income Tax matters. He also has extensive experience in representing cases before various appellate authorities including Income Tax Appellate Tribunal (ITAT).	Sh. Ajit Singh Chatha is a retired Indian Administrative Service (IAS) officer who joined the IAS cadre of Punjab in 1963 and served it with distinction till 1995. He held wide range of assignments from the field to the secretariat such as Deputy Commissioner of Patiala, Sangrur, Ludhiana; Managing Director, PSIDC Ltd.; Joint Secretary, Ministry of Commerce, Govt. of India and Principal Secretary, Department of Industries, Cooperation, Housing, Irrigation and Power, Home and Justice and finally, as Chief Secretary to the Government of Punjab. He is having vast experience in General Management and Administration.	Smt. Deva Bharathi Reddy has extensive knowledge in various functional areas of science & technology and has the ability to advise the management on several technical and corporate aspects of the Company's business.	Sh. Sanjay Surajprakash Sahni currently heads Tata Steel's Tubes Business Unit, a profit centre with annual gross revenue of INR 8000 Cr. He is designated as the Executive-In-Charge and looks after Manufacturing, Logistics, Marketing and Sales of the entire steel tubes business of Tata Steel. He has a rich experience of over 30 years, having worked in Tata Engineering and Locomotive, Natsteel Iranian, Tata Motors, Tata International & Tata Steel both in India and overseas. He has worked in the areas of Manufacturing, Product & Vendor development, Supply Chain, International Business, and Marketing & Sales. His expertise lies in driving a culture of customer centricity, agility, and digital enablement. He is also recognized as a people's partner in Tata Steel Ltd. He is also a Member of the Trade Fair Council of CII and Member of International Tube Association - India Chapter.
Terms and Conditions of Appointment/ Re-appointment	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	Tata Steel Limited (TSL; equity investor) is entitled to nominate a non-retiring director on the Board as its nominee, as per the terms of the Share Subscription Agreement dated 11.01.2008, entered between the Kalimati Investment Private Limited (now merged into TSL), the company and others.
Remuneration last drawn (including sitting fee if any)	Paid sitting fees for attending Board Meetings and Audit Committee meetings during FY 2023-24. For more details please refer Corporate Governance Report Section of the Annual Report 2023-24.	Paid sitting fees for attending Board Meetings and Audit Committee meetings during FY 2023-24. For more details, please refer Corporate Governance Report section of the Annual Report 2023-24.	Paid sitting fees for attending Board Meetings during FY 2023-24. For more details, please refer Corporate Governance Report section of the Annual Report 2023-24.	He is not entitled to get any sitting fees for attending the Board meeting of the Company, as per the policy of Tata Steel Limited.

STEEL STRIPS WHEELS LIMITED

Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	As per existing terms and conditions	He is not entitled to get any sitting fees for attending the Board meeting of the Company, as per the policy of Tata Steel Limited.
Date of First Appointment on the Board	01.10.2019	01.10.2019	01.08.2020	14.11.2018
Shareholding in the Company	NIL as on March 31, 2024 as well as on the date of the Notice.	NIL as on March 31, 2024 as well as on the date of the Notice.	NIL as on March 31, 2024 as well as on the date of the Notice.	NIL. However, TSL holds 10869720 equity shares as on March 31, 2024 as well as on the date of the Notice.
Shareholding of Non-Executive Directors as a beneficial owner	NIL	NIL	NIL	NIL
Relationship with other Director/ Key Managerial Personnel	He is not related to any other director/ Key Managerial Personnel of the Company.	He is not related to any other director/ Key Managerial Personnel of the Company.	She is not related to any other director/ Key Managerial Personnel of the Company.	He is not related to any other director/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2023-24	Please refer Corporate Governance Report section of the Annual Report 2023-24	Please refer Corporate Governance Report section of the Annual Report 2023-24	Please refer Corporate Governance Report section of the Annual Report 2023-24
Directorships held in other companies	<ul style="list-style-type: none"> • Indian Acrylics Ltd. • Usha Yarns Limited 	<ul style="list-style-type: none"> • Indian Acrylics Ltd. • Triveni Projects and Resorts Pvt. Limited • Secure One Property Management Private Limited 	<ul style="list-style-type: none"> • Indian Acrylics Limited • Globuslearn Services India Pvt. Limited 	NIL
Memberships/ chairmanships of committees of Board of Directors of the company (includes only Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> • Audit Committee (Member) 	<ul style="list-style-type: none"> • Audit Committee (Chairman) • Stakeholders Relationship Committee (Chairman) 	NIL	NIL
Memberships/ chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Indian Acrylics Limited: <ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders Relationship Committee (Chairman) 	NIL	NIL
Listed Companies from which the Director has resigned in the past three years	NIL	Monte Carlo Fashions Limited	NIL	NIL