

Date: 07.10.2020

Dutc. 07,10,2

To,

Bombay Stock Exchange Ltd Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 STEEL STRIPS WHEELS LTD.

Works & Regd. Office
VILL. SOMALHERI/LEHI,
P.O. DAPPAR, TEHSIL DERABASSI,
29 KMS FROM CHANDIGARH
ON CHANDIGARH-AMBALA HIGHWAY,
DISTT. MOHALI, PUNJAB (INDIA) - 140 506

Tel.: +91 (1762) 275228, 275173 Fax: +91 (1762) 275228

CIN: L27107PB1985PLC006159

The National Stock Exchange of India Ltd Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

Scrip code: BSE - 513262 & NSE - SSWL

Subject: Minutes of the 34th Annual General Meeting.

Enclosed please find the minutes of the 34th Annual General Meeting ("AGM") of the Company held on 30.09.2020 through Video Conferencing/Other Audio Visual Means (VC/OAVM) at the deemed venue i.e. Registered Office of the Company at Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, District S.A.S. Nagar, Mohali (Pb.).

Kindly take the same on your records for reference.

Thanking You

Yours faithfully,

For and behalf of the Board of STEEL STRIPS WHEELS LIMITED

Shaman Jindal

(CGM-cum-Company Secretary)

Head Office: SCO 49-50, Sector-26, Madhya Marg, Chandigarh-160 019 (INDIA)

Tel. : +91-172-2793112 / 2792385 Fax : +91-172-2794834 / 2790887

Website: www.sswlindia.com Email: admin@sswlindia.com

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STEEL STRIPS WHEELS LIMITED

MINUTES OF THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2020 AT 03:30 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC/OAVM) AT THE DEEMED VENUE I.E. REGISTERED OFFICE OF THE COMPANY AT VILLAGE SOMALHERI/LEHLI, P.O. DAPPAR, TEHSIL DERABASSI, DISTRICT S.A.S. NAGAR, MOHALI (PB.).

PRESENT:

Directors:	
Sh. Dheeraj Garg	Managing Director
Sh. Manohar Lal Jain	Executive Director
Sh. Sanjay Garg	Non-Executive Director
Sh. Ajit Singh Chatha	Non-Executive Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company

Members attended the meeting through Video Conferencing : 68

IN ATTENDANCE:

Sh. Shaman Jindal	Company Secretary
Sh. Naveen Sorot	Chief Financial Officer
Sh. Mohan Joshi	Executive Director (Commercials)
Sh. Kailash Narang	Statutory Auditor
Sh. Sushil K. Sikka	Practicing Company Secretary (Scrutinizer of the Meeting)

It was informed that due to the ongoing pandemic COVID-19, the 34th Annual General Meeting (AGM) of the Company was held through Video Conferencing (VC) and the proceedings of the AGM was conducted as per the provisions of Companies Act, 2013 ('Act') and the rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and as permitted by the Ministry of Corporate Affairs (MCA) vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars").

It was further informed that due to some pre-occupations, Sh. Rajender Kumar Garg, Chairman, Sh. Andra Veetil Unnikrishnan, Dy. Managing Director, Sh. Surinder Singh Virdi, Independent Director, Sh. Virander Kumar Arya, Independent Director, Sh. Shashi Bhushan Gupta, Independent Director, Smt. Deva Bharathi Reddy, Independent Director and Sh. Sanjay Surajprakash Sahni, Nominee Director of Tata Steel Limited on the Board of the Company were not able to attend the meeting. The Directors present unanimously elected Sh. Dheeraj Garg, Managing Director of the Company as the Chairman of the meeting. He took the chair and welcomed all the members present in the meeting.

Further, members were apprised about the presence of Sh. Manohar Lal Jain, Executive Director, Sh. Ajit Singh Chatha (Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) and Sh. Sanjay Garg, Additional Director in the category of Non-Executive Director, who were present in the meeting through VC as panelists.

Since the AGM was conducted through VC/OAVM, the Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements and the Auditors Certificate in respect of Employee Stock Option Schemes of the Company were made available electronically for inspection by the members during the AGM.

Thereafter, Sh. Dheeraj Garg, Chairman of the meeting was informed that the quorum was complete and thereafter the Chairman called the meeting to order.

The Chairman commenced the formal agenda of the Annual General meeting and with the consent of the Members present, the Notice convening the meeting, the Board's Report along with the annexure thereto and the Annual Accounts for the financial year ended 31st March, 2020 were taken as read.

The Chairman addressed the members and briefed about the performance of the Company. The total income for the year under review of the Company de-grew by 22.99% to Rs. 15854.55 million as compared to Rs. 20586.50 million in FY 2018-19.

The members were further informed that in terms of number of wheels, the Company has achieved sale of 13.75 million wheel rims during FY 2019-20 against sale of 15.71 million wheel rims during the FY 2018-19, showing a drop of 12.48%.

The Earnings Before Interest, Depreciation and Tax (EBIDTA) reduced to Rs.1933.04 million in FY 2019-20 from Rs.2633.52 million in FY 2018-19, registering a de-growth of 26.60%.

The Depreciation and other amortization have increased to Rs. 719.38 million in FY 2019-20 from Rs. 619.23 million in FY 2018-19.

Profit before tax during the year under review has shrinked to Rs. 327.01 million from Rs. 1088.84 million in FY 2018-19 recording a de-growth of 69.97%. The profit after tax (before other comprehensive income) have also shrinked to Rs. 234.50 million from Rs. 823.56 million, showing a de-growth of 71.53%.

Thereafter the Auditors' Report was taken as read with the approval of the Members present. There was no qualification or adverse remark in Auditor's Report.

It was also informed that Secretarial Audit Report, as circulated to members along with Board's Report, did not contain any qualification or adverse remark and be taken as read.

The members were further informed that the Company had provided remote e-voting facility to all the members entitled to cast their vote i.e. persons who were members on 23rd September,2020 being the cut-off date, in respect of all the resolutions for the agenda items set out in the Notice of AGM, during the period from Sunday, 27th September, 2020 (9:00 a.m) to Tuesday, 29th September, 2020 (5:00 p.m), as per the provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended.

The members were informed that the Board of Directors of the Company had appointed Sh. Sushil K. Sikka, Practicing Company Secretary (Membership No. 4241 and C. P. No. 3582) proprietor of S. K. Sikka & Associates, as the Scrutinizer for the purpose of carrying out the remote e-voting process and e-voting at the AGM through VC/OAVM (venue e-voting) in a fair and transparent manner.

Members were informed that in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members attending the AGM, who had not already cast their vote by remote e-voting were provided the option to exercise their right to vote at the venue of the AGM through e-voting on all the resolutions in respect of the agenda items set out in the Notice of AGM.

Thereafter the Chairman explained the objective and implications of the resolutions before putting them to vote at the meeting and the items of business, as per the Notice of AGM dated 24.08.2020, were read and during the course of meeting, as the Chairman was interested in respect of item No. 6 as mentioned below, he requested Sh. Manohar Lal Jain, Executive Director to chair the proceedings of the said agenda items and resumed the chair after the said item of business was transacted.

Further, Sh. Manohar Lal Jain being interested in respect of items No. 2 & 7 and Sh. Sanjay Garg being interested in respect of items No. 5 as mentioned below, did not participate in the proceedings of the meeting at the time when the said items were taken up.

Before ordering the e-voting, it was also informed that the company had not received any request from the shareholders for speaker registration. Thereafter, the Chairman of the meeting requested the members to cast their votes through e-voting at the AGM. The electronic voting option at the AGM remained open for 15 minutes. Thereafter, the e-voting platform was disabled by the LIIPL.

The members were further informed that the results of the e-voting at the AGM through VC/OAVM aggregated with the results of remote e-voting would be placed on the website of the company and also on the website of Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and on the website of Link Intime India Private Limited (LIIPL), the agency appointed for providing the facility of remote e-voting and e-voting at the AGM. He authorized Sh. Shaman Jindal Company Secretary of the Company for the aforesaid purpose.

Thereafter, the Chairman, on behalf of the Board of Directors of the Company, appreciated the presence of the members and thanked them for the trust and belief in the Company. The meeting was declared as concluded at 03:57 P.M. (including the time provided for e-voting at the AGM)

On the basis of the Scrutinizers consolidated Report for the Remote Electronic Voting and e-voting (venue e-voting) at the Annual General Meeting held on September 30, 2020 through VC/OAVM, the results of the Voting were announced on 01st October, 2020 which showed that all the 7 resolutions for the Ordinary and Special Businesses specified in the Notice of the AGM dated 24.08.2020 had been approved and adopted with requisite majority as follows:

ORDINARY BUSINESS

Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Manner of voting	Votes in favour of the resolution			Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	74	9794023		1	40	0	0	0
Venue E-voting	1	1		0	0	0	0	0
TOTAL	75	9794024	100	1	40	0	0	0

Resolution 2: To appoint a Director in place of Sh. Manohar Lal Jain (DIN: 00034591), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Manner of voting	Votes in favour of the resolution			Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	56	1064832		1	40	0	0	0
Venue E-voting	1	1		0	0	0	0	0
TOTAL	57	1064833	100	1	40	0	0	0

SPECIAL BUSINESS:

Resolution 3: To ratify the remuneration of Cost Auditors for the Financial Year 2020-21 (Ordinary Resolution)

Manner of voting	Votes in favour of the resolution			Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	74	9794023		1	40	0	0	0
Venue E-voting	1	1		0	0	0	0	0
TOTAL	75	9794024	100	1	40	0	0	0

Resolution 4: To appoint Smt. Deva Bharathi Reddy (DIN: 08763741), as Non-Executive Independent Director of the Company to hold office for a period commencing from 01.08.2020 to 30.09.2024 (Ordinary Resolution)

Manner of voting	Votes in fa	vour of the r	Votes aga	inst the re	Abstained/Less voted- Invalid votes			
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	74	9794023		1	40	0	0	0
Venue E-voting	1	1		0	0	0	0	0
TOTAL	75	9794024	100	1	40	0	0	0

Resolution 5: To appoint Sh. Sanjay Garg (DIN: 00030956), as Non-Executive Director of the Company w.e.f 24.08.2020, liable to retire by rotation (Ordinary Resolution)

Manner of voting	Votes in fa	vour of the	resolution	Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	52	94668		1	40	0	0	0
Venue E-voting	1	1		0	0	0	0	0
TOTAL	53	94669	99.96	1	40	0.04	0	0

Resolution 6: To re-appoint Sh. Dheeraj Garg, (DIN: 00034926), as Managing Director of the Company for a period of 3 years w.e.f 01.06.2020 (Special Resolution)

Manner of voting	Votes in fa	vour of the	resolution	Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	55	97331		1	40	0	0	0
Venue E-voting	1	1		0	ō	0	0	0
TOTAL	56	97332	99.96	1	40	0.04	0	0

Resolution 7: To re-appoint Sh. Manohar Lal Jain (DIN:00034591) as Executive Director of the Company for a period of 3 years w.e.f 01.07.2020 (Special Resolution)

Manner of voting	Votes in favour of the resolution			Votes aga	inst the re	Abstained/Less voted- Invalid votes		
	No of Members	No. of Votes	%age	No of Members	No. of Votes	%age	No of Members	No. of Votes
Remote E- voting	56	1064832		1	40	0	0	0
Venue E-voting	1	1		0	0	0	.0	0
TOTAL	57	1064833	100	1	40	0	0	0

Resolution

The resolution for the ordinary and special business as set out from item no. 1 to 7 in the notice of the 34th Annual General Meeting duly approved and adopted by the members with requisite majority, is recorded hereunder as part of the proceedings of the 34th Annual General Meeting of the Company held on September 30, 2020:

Resolution	Resolution Details
No.	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
	"RESOLVED THAT Audited Standalone Financial Statement of the Company for the FY year ended 31st March, 2020, including Audited Balance Sheet as at March 31, 2020 and the statement of profit and loss for the financial year ended on that date and the reports of Board of Directors and the Auditors' thereon, circulated to members and laid down before this meeting be and are hereby received, considered and adopted."
2	To appoint a Director in place of Sh. Manohar Lal Jain (DIN: 00034591), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
	"RESOLVED THAT Sh. Manohar Lal Jain (DIN: 00034591), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company."
3	To ratify the remuneration of Cost Auditors for the Financial Year 2020-21. (Ordinary Resolution)
	"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) payable to M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration Number: 000350, who were appointed as Cost Auditors of the Company, by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the Financial Year ending 31.03.2021.
	RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
4	To appoint Smt. Deva Bharathi Reddy (DIN: 08763741), as Non-Executive Independent Director of the Company to hold office for a period commencing from 01.08.2020 to 30.09.2024 (Ordinary Resolution)
	"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee, Smt. Deva Bharathi Reddy (DIN: 08763741), who was appointed as an additional director in the capacity of Non-Executive Independent Director of the Company w.e.f 01.08.2020 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria of the Independent Directorship as provided in section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period commencing from 01.08.2020 to 30.09.2024.
	RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

POS. CHO

To appoint Sh. Sanjay Garg (DIN: 00030956), as Non-Executive Director of the Company w.e.f 24.08.2020, liable to retire by rotation (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (Act) (including any statutory modifications or reenactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee, Sh. Sanjay Garg (DIN: 00030956), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.

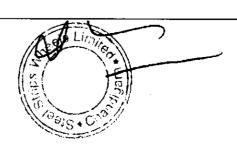
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

To re-appoint Sh. Dheeraj Garg, (DIN: 00034926), as Managing Director of the Company for a period of 3 years w.e.f 01.06.2020 (Special Resolution)

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Dheeraj Garg, (DIN: 00034926) as Managing Director of the Company whose office shall be liable to retire by rotation, for a period of three years with effect from 01.06.2020 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

- A. Salary: Rs.40,00,000/- (Rs. Forty Lakhs only) per month inclusive of all perks and facilities.
- **B.** In addition to the above, the Managing Director shall also be eligible for the following perquisites which shall not be included in computation of the ceiling as specified.
 - a. Contribution to provident fund, superannuation fund or annuity fund as per the Rule of the Company, to the extent these- either singly or taken together- are not taxable under the Income Tax Act, 1961.
 - b. Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service.
 - c. Encashment of 30 day's leave for each year of working at the end of the tenure.
 - d. One Company maintained Car with driver for use exclusively for Company's business.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Sh. Dheeraj Garg shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.



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

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

To re-appoint Sh. Manohar Lal Jain (DIN:00034591) as Executive Director of the Company for a period of 3 years w.e.f 01.07.2020 (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Manohar Lal Jain (DIN:00034591), as Executive Director of the Company, whose office shall be liable to retire by rotation, for a period of three years with effect from 01.07.2020 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

A. Basic Salary:

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Rs. 2,70,000/- per month with such increments as may be decided by the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 3,20,000/- per month.

B. House Rent Allowance:

35% of basic salary

C. Special Allowance:

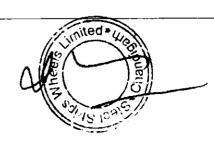
Rs. 21,000/- per month

D. Other perquisites:

In addition to the above, the Executive Director shall also be eligible for the following perquisites which shall not be included for computation of the ceiling as specified in para (A to C) above:

- a) One company maintained Car with driver for use exclusively for Company's business.
- b) Medical as per Company Rule.
- c) 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.
- d) Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year as per provisions of the Gratuity Act and as per Company Rule.
- e) Leave and encashment of leave as per Rules of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Sh. Manohar Lal Jain shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.



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

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

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

CHAIRMAN