

**STEEL STRIPS WHEELS LIMITED**

**(CIN:L27107PB1985PLC006159)**

Regd. Office: Village Somalheri/Lehli P.O.Dappar,  
Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab)  
Email: ssl\_ssg@glide.net.in, Website: sswlindia.com  
Phone: +91- 172-2793112., Fax: +91-172-2794834

**NOTICE**

NOTICE is hereby given that First Extra Ordinary General Meeting (“EGM”) of the Members of Steel Strips Wheels Limited (“Company”) will be held as scheduled below:

Day & Date : Saturday, 28th May, 2016  
Time : 11.00A. M.  
Venue : Company's Regd. Office at  
Village Somalheri/ Lehli, P.O. Dappar,  
Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab)

to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES**

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 42 and Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Companies Act**”) read with the rules made thereunder, various rules, circulars, press notes, clarifications issued by Foreign Investment Promotion Board (“**FIPB**”), by the Government of India, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI (ICDR) Regulations**”), and subsequent amendments thereto, including but not restricted to the SEBI (ICDR) Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) and any amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“**SEBI**”) (“**SEBI Regulations**”), the Reserve Bank of India (“**RBI**”) and the Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”) and enabling provisions of the Memorandum and Articles of Association of the Steel Strips Wheels Limited (“**the Company**”) and subject to requisite approvals, consents, permissions and/or sanctions if any, of FIPB, SEBI, the Stock Exchanges and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee, which the Board may have constituted or hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot **up to 2,10,000 Equity Shares** of the face value of Rs. 10/- each (“**Equity Shares**”) fully paid up, for cash, on preferential basis through private placement (“**Preferential Issue**”), at a price of **Rs. 640/-** (Rupees Six Hundred Forty only) per equity share (i.e. at premium of Rs. 630/- per share) for an aggregate consideration of Rs. 13,44,00,000.00 (Rupees Thirteen Crore Forty Four Lac Only) to **Kalink Co. Ltd** (“**Proposed Allottee**”), (a non-promoter company) having its principal office at 37, Sundongsandan 1-Gil, Gimje-Si, Jeonbuk, South Korea having PAN AAFCK9414N, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion, provided however that in case, the price of equity shares on the **relevant date (28.04.2016)**, calculated as per the formula for pricing laid down in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 comes to be more than Rs. 640/- then the allotment of equity shares shall be made at such higher price.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 the “**Relevant Date**” for the determination of floor price for the issue of Equity Shares shall be **28.04.2016**, being the date falling 30 days prior to the date of the Extra Ordinary General Meeting (i.e. “28.05.2016”) in which the proposed preferential issue is to be considered.

**RESOLVED FURTHER THAT** the said equity shares to be issued and allotted to the proposed allottee on preferential basis through private placement (“**Preferential Issue**”), shall rank pari-passu with the then existing equity shares of the company in all respects including voting rights, payment of dividend, if any, and all other corporate benefits, if any.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the proposed allottee in dematerialized

form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted on preferential basis shall be subject to lock-in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 and the Equity Shares so offered, issued and allotted shall be listed and traded on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve, in the best interest of the Company, the other terms and conditions of the proposed issue and allotment of equity shares and shall also be entitled to vary, modify or alter any of the said terms and conditions including the size of the preferential issue to the proposed allottee, if required, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting, subject however to compliance with the provisions of all applicable laws, guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby severally authorised to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as they may consider necessary, expedient or desirable and also to settle any question or difficulties or doubts that may arise in regard to the offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and to negotiate and execute appropriate legal documents, Memorandum of Understanding, deeds, undertakings, subscription and/or other agreement by whatever name it may be called and other documents/joint documents as may be necessary, proper, desirable or expedient, in the best interest of the company and to take all such steps which are incidental and ancillary in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any government and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For Steel Strips Wheels Limited**

Place: New Delhi  
Date: 28.04.2016

**Shaman Jindal  
GM-Cum-Company Secretary  
M. No. A15397**

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. **A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the EGM is enclosed. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**  
**During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company**
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip herewith to attend the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

6. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off-date decided for the purpose, being 21<sup>st</sup> May, 2016, may attend and vote at the “EGM” meeting as provided under the provisions of the Companies Act.
7. Electronic copy of the Notice of the aforesaid “EGM” is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid “EGM” are being sent by the permitted mode.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Registrar and Share Transfer Agents of the Company/ Depository Participant (s), for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
9. Members may also note that the Notice of the said “EGM” will also be available on the Company’s website [www.sswlindia.com](http://www.sswlindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for download. The physical copy of the notice will also be available at the Company’s Registered Office at Village Somalheri/Lehli P.O.Dappar, Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab) and Head office at SCO-49-50, Sector 26, Madhya Marg, Chandigarh for inspection during normal business hours on working days.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Head Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the EGM of the Company.

11. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and any amendment there to, the Company is pleased to provide members, a facility to exercise their right to vote at the Extra ordinary General Meeting (EGM) on the item of business given in this notice by electronic means (remote- e-voting) and the business may be transacted through remote e-voting Services provided by Central Depository (Services) India Limited (CDSL).

Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

**Steps for remote e-voting**

- (i) **The remote e-voting period begins on 24<sup>th</sup> May, 2016 at 9.00 a.m. and will end on 27<sup>th</sup> May, 2016 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as **on the cutoff date i.e. 21<sup>st</sup> May, 2016**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier remote e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for remote e-voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) **Click on the Company i.e. Steel Strips Wheels Limited"/ "Electronic Voting Sequence Number"** of Steel Strips Wheels Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decide to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If De-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **21.05.2016**, may follow the same instructions as mentioned above for remote e-voting. The Voting rights of the members shall be in proportion to their shares in the paid up capital of the company as on the cut off date i.e. 21.05.2016. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the said meeting. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
- (xxi) In case of any queries or issues regarding e-voting, members may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Further Mr. Wenceslaus Furtado Deputy Manager having address i.e. Central Depository Services (India) Limited 16th Floor, P. J. Towers, Dalal Street Fort, Mumbai – 400 001, email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and contact number 18002005533 is responsible to address the grievances connected with facility for voting by electronic means.
- (xxii) The Board of Directors has appointed Mr. Sushil K. Sikka, Practicing Company Secretary (Membership No. 4241 and C.P.No. 3582) proprietor of S.K.Sikka & Associates, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
- (xxiii) The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than forty eight hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (xxiv) The Chairman or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting within 48 hours of the conclusion of this EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sswlindia.com](http://www.sswlindia.com) and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.

Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of EGM i.e 28<sup>th</sup> May, 2016.

**By order of the Board of Directors  
For Steel Strips Wheels Limited**

Place: New Delhi  
Date: 28.04.2016

**Shaman Jindal  
GM-Cum-Company Secretary  
M.No. A15397**

**Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

**ITEM NO.1**

**PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES.**

The Company is setting up a new Alloy Wheel Plant at Gujarat and a Hot Rolling Mill at Jharkhand. The company is also strengthening its Research and Development centre and tool rooms. Besides this, the company is also expanding its existing manufacturing capacities. Therefore, to meet the capital expenditure and other associate expenditure, required for these purposes and to meet the general corporate purpose, the Board of Directors in their meeting held on 28.04.2016, proposed to raise a part of the funds by issue of up to 2,10,000 equity shares of Rs. 10/- each at a price of Rs. 640/- per equity share to **Kalink Co. Ltd ("Proposed Allottee")**, (a non promoter company), as per the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2009 (any amendments thereto) and other applicable rules/regulations framed in this regard.

Kalink Co. Ltd is a South Korea based company and is having its principal office at 37, Sundongsandan 1-Gil, Gimje-Si, Jeonbuk, South Korea having PANAACK9414N.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to the Proposed Allottee, which shall result in issuance of up to 2,10,000 further equity shares of the Company to the "Proposed Allottee", on preferential basis, resulting in an inflow of up to an amount of Rs. 13,44,00,000.00/- to the Company in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Proposed Allottee who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and all other applicable provisions of the Companies Act, 2013 and the SEBI Regulations.

The Equity Shares allotted would be listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE). The issue and allotment would be subject to the availability of regulatory approvals, if any.

Disclosures in terms of Regulation 73 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), for preferential issues are as under:

**(a) The Objects of the Preferential issue :**

The amount proposed to be raised by the company will be utilized to part finance the setting up of Alloy Wheel manufacturing Plant at Gujarat and a Hot Rolling Mill at Jharkhand and to strengthen its Research and Development centre and Tool Rooms and for the expansion of its existing manufacturing capacities and to meet the associate expenditure, required for these purposes and to meet the general corporate purpose.

**(b) The proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer:**

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.

**(c) The Shareholding pattern before and after the Preferential issue:-**

The shareholding pattern of the company, before and after the proposed issue of shares on preferential basis is given below:-

S.NO	Category of Shareholder	Pre- Issue		Post- Issue (before considering the conversion of outstanding employee stock option into equity shares but after issue of equity shares to Kalink Co. Ltd)		Post- Issue (after considering the conversion of outstanding employee stock option into equity shares and issue of equity shares to Kalink Co. Ltd)	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
[1]	<b>Indian</b>						
	Individuals / Hindu Undivided Family	5315561	34.84	5315561	34.36	5315561	34.14
	Bodies Corporate	3713172	24.33	3713172	24.00	3713172	23.85
	<b>Sub Total</b>	<b>9028733</b>	<b>59.17</b>	<b>9028733</b>	<b>58.36</b>	<b>9028733</b>	<b>57.99</b>
[2]	<b>Foreign</b>	0	0	0	0	0	0
	<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (A)</b>	<b>9028733</b>	<b>59.17</b>	<b>9028733</b>	<b>58.36</b>	<b>9028733</b>	<b>57.99</b>
<b>(B)</b>	<b>Public Shareholding</b>						
[1]	<b>Institutions</b>						
	Mutual Funds / UTI	10400	0.07	10400	0.07	10400	0.07
	Financial Institutions / Banks	48215	0.31	48215	0.31	48215	0.30
	Foreign Portfolio Investors	27300	0.18	27300	0.18	27300	0.18
	<b>Sub Total</b>	<b>85915</b>	<b>0.56</b>	<b>85915</b>	<b>0.56</b>	<b>85915</b>	<b>0.55</b>
[2]	<b>Non-Institutions</b>						
	Bodies Corporate	2825399	18.52	2825399	18.26	2825399	18.15
	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	1945962	12.75	1945962	12.58	1945962	12.50
	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	25000	0.16	25000	0.16	25000	0.16
	Clearing Member	42295	0.28	42295	0.27	42295	0.27
	Non Resident Indians (Repat)	17212	0.11	17212	0.11	17212	0.11
	Non Resident Indians (Non Repat)	7024	0.05	7024	0.05	7024	0.05
	Foreign Companies Kalink Co. Limited	0	0	210000	1.36	210000	1.35
	Other Foreign Body Corporate	1227000	8.04	1227000	7.93	1227000	7.88
	Trusts	1000	0.01	1000	0.01	1000	0.01
	Hindu Undivided Family	53630	0.35	53630	0.35	53630	0.34
	Any Other ( shares to be issued under Employee Stock Option Scheme)	0	0	0	0	100000	0.64
	<b>Sub Total</b>	<b>6144522</b>	<b>40.27</b>	<b>6354522</b>	<b>41.08</b>	<b>6454522</b>	<b>41.46</b>
	<b>Total (B)</b>	<b>6230437</b>	<b>40.83</b>	<b>6440437</b>	<b>41.64</b>	<b>6540437</b>	<b>42.01</b>
	<b>Total (A)+(B)</b>	<b>15259170</b>	<b>100</b>	<b>15469170</b>	<b>100</b>	<b>15569170</b>	<b>100</b>
<b>(C)</b>	<b>Shares held by custodians and against which depository receipts have been issued</b>						
[1]	Promoter and Promoter Group	0	0	0	0	0	0
[2]	Public	0	0	0	0	0	0
	<b>Sub Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (A)+(B)+(C)</b>	<b>15259170</b>	<b>100</b>	<b>15469170</b>	<b>100</b>	<b>15569170</b>	<b>100</b>

Note: Presently, 100,000 options are outstanding, which were granted to the eligible employees of the company as per the terms of SEBI (Share Based Employee Benefits) Regulations, 2014. These options are convertible into equal number of equity shares at the option of the option grantees.

(d) **Proposed time within which the allotment shall be completed:**

As required under Chapter VII of the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event, allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(e) **The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue**

Kalink Co. Ltd is a Private Limited Company duly organized and existing under the laws of South Korea, with its principal office at 37, Sundongsandan 1-Gil, Gimje-Si, Jeonbuk, South Korea. It is engaged in manufacturing of Alloy Wheels for automobiles since year 2000. It is a renowned expert in the Alloy Wheel manufacturing Technology and is having well established Alloy Wheel Manufacturing facility in Korea and China and presently its customers are mainly located at U.S.A., Europe and Japan Kalink Co. Ltd has also entered into an agreement with the Company (Steel Strips Wheels Limited) to set up an Alloy Wheel manufacturing plant of Steel Strips Wheels Limited at Gujarat.

Kalink Co. Ltd. belongs to the Non promoter category of the company. Presently it is not holding any shares in the Company. After the allotment of these shares, the holding of Kalink Co. Ltd. will be as follows:-

Identity of Proposed allottee	Ultimate Beneficial Owner	Category	Pre-issue holding	% of Pre - issue holding	No. of equity shares to be allotted	Issue price (INR) of equity shares	Post - Issue (before considering the conversion of outstanding employee stock option into equity shares but after issue of equity shares to Kalink Co. Ltd)	%	Post - Issue (after considering the conversion of outstanding employee stock option into equity shares and issue of equity shares to Kalink Co. Ltd)	%
Kalink Co. Ltd principal office at 37, Sundongsandan 1 -Gil, Gimje-Si, Jeonbuk, South Korea	Hiho Metal co. Ltd*	(Non promoter company) Foreign Body Corporate	Nil	Nil	2,10,000	Rs. 640/- per share	2,10,000	1.36%	2,10,000	1.35%

\*Hiho Metal Co. Ltd is holding company of Kalink Co. Ltd and is holding 91.12% shareholding of Kalink Co. Ltd. Hiho Metal Co. Ltd. was founded in 2003 in Seoul, South Korea. It is engaged in the distribution of non-ferrous metals in South Korea. It's product includes ingots, billets, wire rods, bars, tubes aluminum alloys, aluminum wheels, electrolytic copper cathodes and copper wire rods. It is also involved in the aluminum and copper scrap recycling business. It is a private Ltd Company.

Mr. Dongchull Ho, a South Korean National, is controlling Hiho Metal Co. Ltd. and is holding 42.97% shareholding of the said company. He is president of Hiho Metal Co. Ltd.

The proposed allotment would not result in any change in the control or management of the affairs of the company. However there will be consequential change in the voting rights/shareholding of the company.



**f) Pricing of the preferential issue**

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations.

Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Company on both the Stock Exchanges will be considered to determine the highest trading volume for computation of issue price.

As required under the SEBI (ICDR) Regulations, the Company undertakes that it shall re-compute the issue price in terms of the provision of the SEBI (ICDR) Regulations, where it is required to do so;

The company further undertakes that, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee, i.e. Kalink Co. Ltd, within the time stipulated under the SEBI (ICDR) Regulations, the Equity Shares allotted to Kalink Co. Ltd shall continue to be locked-in till the time such amounts are paid by them.

**g) Securities to be issued**

The resolution set out in the accompanying notice authorizes the board to issue and allot, upto 2,10,000 equity shares of face value of Rs. 10/- each at a price of Rs. 640/- (Rupees Six Hundred Forty only) per equity share (i.e. at premium of Rs. 630/- per share) for an aggregate consideration of Rs. 13,44,00,000.00 (Rupees Thirteen Crore Forty Four Lac Only) to **Kalink Co. Ltd** ("**Proposed Allottee**") in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

**h) Auditors certificate:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the issue is being made in accordance with the requirement contained in the SEBI (ICDR) Regulations, will be made available at the venue of the EGM and for inspection at the Registered Office and Head Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the EGM of the Company.

**i) Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as **28<sup>th</sup> April, 2016 i.e.** the date falling 30 days prior to the date of this Extraordinary General Meeting to approve the proposed preferential issue through private placement, in terms of Section 42 & 62 of the Companies Act, 2013.

**j) Lock in period:**

As per the provisions of applicable SEBI (ICDR) Regulations, the said shares shall be subject to lock in for a period of one year from the date of trading approval.

**k) Terms of payment:**

The whole consideration against the allotment of the said shares shall be received by the company from the proposed allottee before or at the time of the allotment.

**l)** The company confirms that the proposed preferential allotment is in compliance with the conditions of continuous listing of equity shares.

**m)** The company has not made any allotment of securities on preferential basis during the current year.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel (KMP) of the company or their respective relatives is concerned or interested, financially or otherwise in the above referred resolution.

**By order of the Board of Directors  
For Steel Strips Wheels Limited**

Place: New Delhi  
Date: 28.04.2016

**Shaman Jindal  
GM-Cum-Company Secretary  
M.No. A-15397**

**Form No.MGT-11**
**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L27107PB1985PLC006159

**Name of the Company :** Steel Strips Wheels Limited

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

<b>Name of the Member(s)</b>		
<b>Registered Address</b>		
<b>E-mail Id</b>	<b>Folio No /Client ID</b>	<b>DP ID</b>

I/We, being the member(s) of shares of the above named company, hereby appoint

<b>Name :</b>	<b>E-mail Id:</b>
<b>Address:</b>	
<b>Signature , or failing him</b>	
<b>Name :</b>	<b>E-mail Id:</b>
<b>Address:</b>	
<b>Signature , or failing him</b>	
<b>Name :</b>	<b>E-mail Id:</b>
<b>Address:</b>	
<b>Signature , or failing him</b>	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, 28<sup>th</sup> day of May, 2016 at 11:00 a.m. at Regd. Office of the Company at Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali (Punjab), and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description

**Special Business**

Sl. No.	Resolution (S)	Vote	
		For	Against
1.	Preferential Issue And Allotment Of Equity Shares		

Signed this \_\_\_\_ day of \_\_\_\_ 2016

Signature of Shareholder

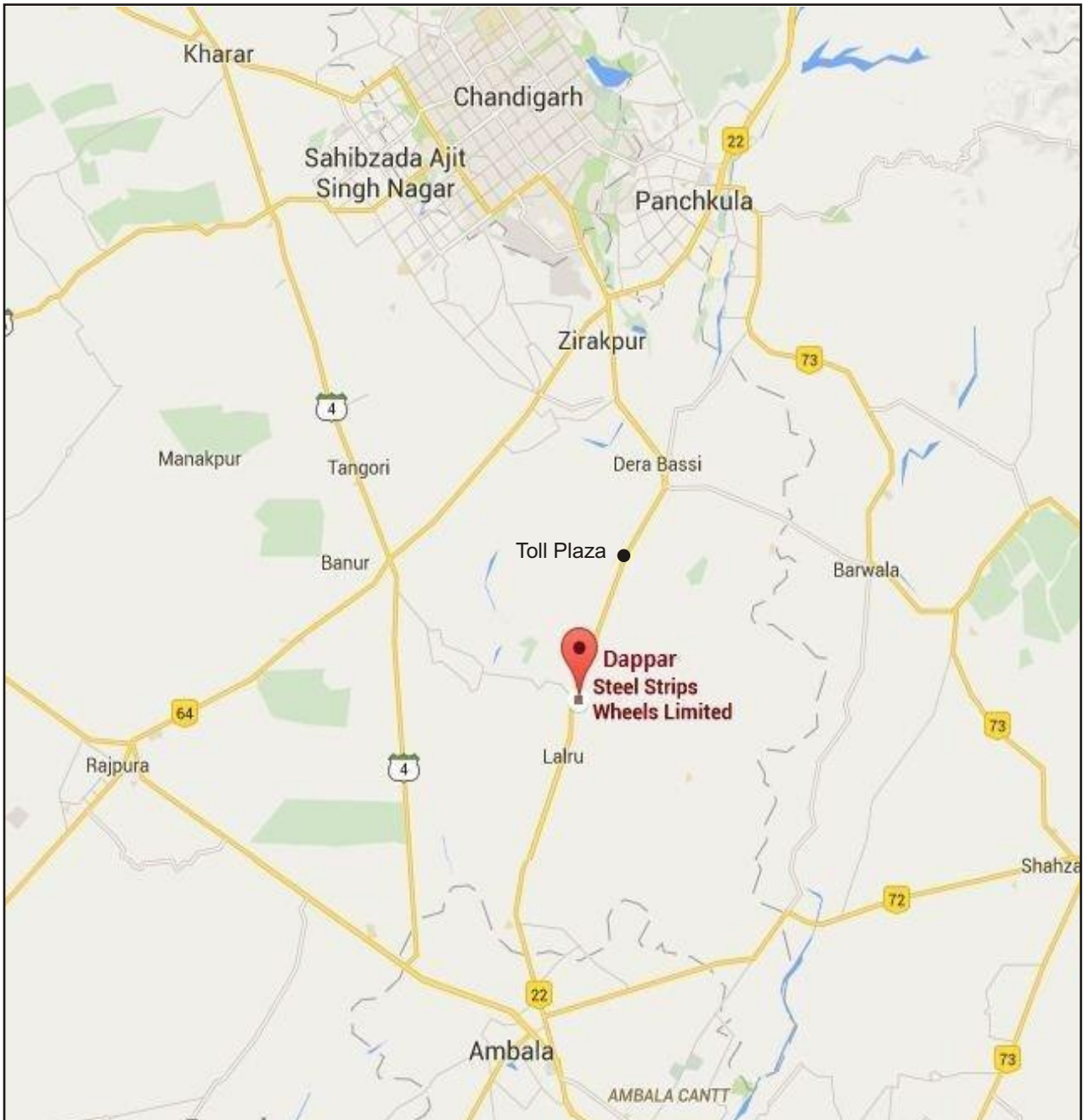
Signature of Proxy holder

Affix  
Revenue  
Stamps

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company

### Location Map of Extra Ordinary General Meeting



Courier /Regd. Post



Steel Strips Wheels Limited  
*Wheeling Towards Excellence*

**STEEL STRIPS GROUP**

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](http://www.sswlindia.com)  
CIN: L27107PB1985PLC006159



[www.sswlindia.com](http://www.sswlindia.com)