

STEEL STRIPS WHEELS LIMITED

CIN:L27107PB1985PLC006159

Regd. Office: Village Somalheri/Lehli, P.O.Dappar, Tehsil Derabassi, Distt. Mohali, Punjab

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

Tel.No 0172-2793112, Fax No. 0172-2794834

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF STEEL STRIPS WHEELS LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 27TH FEBRUARY, 2015 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE SOMALHERI/LEHLI, P.O.DAPPAR, TEHSIL DERABASSI, DISTT. MOHALI, PUNJAB.

SPECIAL BUSINESS :

1. 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations"), relevant guidelines, rules, regulations, notifications, circulars and other requirements as specified by the Securities and Exchange Board of India and other appropriate authorities, listing agreement with Stock Exchanges where the shares of the Company are listed (including any statutory modification(s) or re-enactment of any of them for the time being in force) and subject to such approvals, consents, permissions and/or sanctions as may be necessary and also subject to such conditions, stipulations and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, consents, permissions and/or sanctions; which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include an Employee Compensation Committee or any other Committee of Directors duly authorized in the matter), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and grant, in one or more tranches, up to 1,50,000 (One Lac Fifty Thousands) Options to the employees of the Company, present and future, having designation of Manager and above (excluding Directors of the Company & employee who is a promoter or a person belonging to the promoter group) (all such persons are hereinafter collectively referred to as "Employees") through "Steel Strips Wheels Limited -Employees Stock Option Scheme, 2014 ("ESOS 2014" or "the Scheme") of the Company, which entitles the option holders to subscribe one equity share of the Company of Rs. 10/- (Rupees Ten Only) each at an exercise price of Rs. 100/- each, against each option granted to them, i.e. in total 1,50,000 (One Lac Fifty Thousands) equity shares aggregating to the face value of Rs.15,00,000/- (Rupees Fifteen Lacs only), which is equivalent to approx. 0.99% of the issued and paid-up equity share capital of the Company as on the date of this notice, on such terms and conditions as may be fixed or determined by the Board or Employee Compensation Committee in accordance with the provisions of the law or regulations/guidelines issued by relevant authority (ies).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required upon exercise of options from time to time in pursuance of "the Scheme" and get the shares listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE); AND THAT the equity shares to be so issued and allotted shall rank pari passu in all respects with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee, in any financial year and in aggregate under the 'ESOS 2014' shall not exceed 1% of the Paid up Share Capital of the Company at the time of grant of option.

RESOLVED FURTHER THAT in case the Company's equity share capital or its valuation is affected due to any corporate action like issue of Bonus Shares, Rights Shares, any split or consolidation of face value of equity shares, or any event of merger, demerger, consolidation, capitalization or other reorganization of the Company, tender offer for equity shares or Sale of Undertaking, or any other corporate action, or otherwise, the Board/ Employee Compensation Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the "ESOS 2014" are passed on to the Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the "ESOS 2014" from time to time including but not limited to suspend, withdraw, terminate or revise the "ESOS 2014" as it may deem fit, from time to time as its sole and absolute discretion in conformity with the provisions

of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and SEBI regulations/guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Employee Compensation Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard to give effect to the aforesaid resolution.

For and on behalf of the Board of Directors
of Steel Strips Wheels Limited

Dated : 19/01/2015

Place : New Delhi

Sd/-
Shaman Jindal
(DGM-Cum-Company Secretary)
(ACS- 15397)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR 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 IS SENT HEREWITH.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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.

2. Corporate members intending to send their authorize 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.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 1 of the Notice is annexed hereto.
4. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (9.30 am to 5.30 pm) on all working days, upto and including the date of the Extra Ordinary General Meeting of the Company.
6. Voting through electronic means
In compliance with the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and the Rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

- a. The voting period begins on **21st February, 2015 at 10.00 A.M.** and ends on **23rd February, 2015 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 cut-off date (record date) of **23.01.2015**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for e-voting thereafter.
- b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- g. 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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB #	Enter the Date of Birth as recorded in your de-mat account or in the company records for the said de-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said de-mat account or folio

*Please enter the DOB or Dividend Bank Details in order to login. If 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 (d)

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat 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 demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the Company i.e "Steel Strips Wheels Limited"/"Electronic Voting Sequence Number"
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Note for Non-individual Shareholders & Custodians:
 - Non-individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates & custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- t. The Board of Directors has appointed Mr. Sushil Kumar Sikka, Practicing Company Secretary (Membership No. 4241 and C.P. No. 3582), Proprietor of S.K.Sikka & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- u. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. The Results shall be declared on or after the Extra Ordinary General Meeting of the company. The results declared along with the Scrutinizer's Report(s) shall be available on the company's website (www.sswlindia.com) and on the website of CDSL within two days of passing of the resolutions at the EGM of the company and communicated to the stock exchanges.

For and on behalf of the Board of Directors
of Steel Strips Wheels Limited

Sd/-
Shaman Jindal
(DGM-Cum-Company Secretary)
(ACS- 15397)

Dated : 19/01/2015

Place : New Delhi

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

Item No. 1

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

With the objective to attract, retain and motivate employees as well as to reward employees for their performance and association with the Company and motivate them to contribute to the growth and profitability of the Company, the Board of Directors (“Board”) of your Company have decided to introduce Employee Stock Option Scheme titled as “Steel Strips Wheels Limited -Employees Stock Option Scheme, 2014” (hereinafter referred as “ESOS 2014” or “the Scheme”), in accordance with Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (“the Regulations”). “ESOS 2014” will enable the Company to align Employee's goal and interests with those of the Company and its shareholders and to not only to retain best talents but also enable the employees to develop a sense of ownership with the organization.

Earlier Company had introduced and implemented Employee Stock Option Scheme titled as “Steel Strips Wheels Limited Deputy Managing Director, Employee Stock Option Scheme, 2013 (hereinafter referred as the “DMD ESOS 2013”), duly approved by the members of the Company in their Annual General Meeting held on 30.09.2013, under which Mr. A.V.Unnikrishnan, Deputy Managing Director of the Company, had been granted 51000 options exercisable into equivalent equity shares of Rs. 10/- each, which he has fully exercised and Company has allotted 51000 equity shares to him.

As per the SEBI (Share Based Employee Benefits) Regulations, 2014 read with the requirements of Clause 6.2 of the erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the main disclosures in respect of the Scheme are as given below:

1. Total number of options to be granted :

Upto 1,50,000 (One Lac Fifty Thousands) Options exercisable into equal number of equity shares of the face value of Rs. 10/- each

2. Identification of classes of employees entitled to participate in the “ESOS 2014”

All present and future employee(s) of the Company having designation of Manager and above (excluding Directors of the Company and an employee who is a promoter or a person belonging to the promoter group)

3. Requirement of vesting and period of vesting.

Vesting of Options will commence immediately after a period of one year from the date of grant, subject to the terms and conditions of para (6) below

4. Maximum period with in which options shall be vested.

Maximum period of vesting is four years from the date of grant.

5. Exercise Price

The Exercise Price shall be Rs. 100/- per equity share of face value of Rs. 10/- per share.

6. Exercise Period and Process of Exercise

The Options granted shall be capable of being exercised in one of more tranche with in a period of four years from the date of grant.

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

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

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

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

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

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

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

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

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

7. Appraisal process for determining the eligibility of employees to ESOS 2014.

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

- The performance and / or merit of the employee as indicated by his periodical performance appraisal; or
- The minimum period of service put in by him and his remaining future service; or
- His Cadre/Designation in the Company; or
- His present and potential contribution to the success of the Company; or
- The key functional areas in which the employee is involved; or
- Such other criteria and / or factors as may be deemed relevant and / or appropriate by the ECC

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

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

The number of Options that may be granted to any Employee , in any financial year and in aggregate under the 'ESOS 2014' shall not exceed 1% of the Paid up Share Capital of the Company at the time of grant of option.

9. Conformation to the Accounting Policies

The Company shall conform to the Accounting Policies specified in Clause 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

10. Method of Option Valuation

To calculate the stock-based Employee compensation, the Company shall use the intrinsic value method for valuation of the options granted.

11. Disclosure in Directors' Report

The Company undertakes that in case the Company calculates the employee compensation using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of options, shall be disclosed in the Directors' Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Directors' Report.

12. Lock-in of Equity Shares allotted upon exercise of grant

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

13. Re-issue of the Lapsed Options:

The options that are considered as lapsed as per the terms of the "ESOS 2014" shall be available for adding back to the kitty of the live and available options under the "ESOS 2014", for grant and reissue by the ECC at its discretion. This however, shall be subject to the prescribed restrictions under the SEBI (Share Based Employee Benefits) Regulations, 2014.

In the terms of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits) Regulations, 2014, the shareholders' consent is being sought to authorize the Board of Directors/ECC to implement the "ESOS 2014" and to issue, offer and grant upto 1,50,000 options to the employees under "ESOS 2014" and issue and allot the resultant equity shares upon exercise of options by their holders, in the manner set out in the special resolutions aforesaid. A copy of the draft Scheme on ESOS shall be available at the registered office of the Company for inspection during working hours except on holidays.

The Board recommends the special resolution at item Nos.1 for approval by the Members.

None of the Promoters, Directors or Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution, except to the extent of the Options/equity shares that may be offered to them under the "ESOS 2014".

For and on behalf of the Board of Directors
of Steel Strips Wheels Limited

Dated : 19/01/2015

Place : New Delhi

Sd/-
Shaman Jindal
(DGM-Cum-Company Secretary)
(ACS- 15397)

STEEL STRIPS WHEELS LIMITED

CIN : L27107PB1985PLC006159
 Regd. Office: Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar (Mohali) Punjab
 Tel:0172-2793112, Fax: 0172-2794834, Email:ssl_ssg@glide.net.in. Website: www.sswindia.com

Form No. MGT-11

PROXY FORM

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

CIN : **L27107PB1985PLC006159**
 Name of the Company : **Steel Strips Wheels Limited**
 Registered office : **Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar (Mohali) Punjab**

Name of the member (s)

Registered address.....

E-mail id

Folio No/ Client id DP ID.....

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

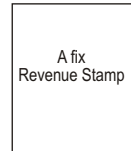
1. Name : Address : E-mail Id :Signature:, or failing him
2. Name : Address : E-mail Id :Signature:, or failing him
3. Name : Address : E-mail Id :Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 27th February, 2015 at 11:30 a.m. at Registered office of the company at Village Somalheri/lehil, P.O. Dappar, Tehsil Derabassi, District S.A.S. Nagar (Mohali) Punjab, and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Description
Special Business: 1	Approval to create, issue ,offer and grant upto 1,50,000 Options to Employees of the company exercisable into equal number of equity shares under "ESOS 2014"

(Signed this day of 2015

Signature of shareholder : Signature of Proxy holder (s).....



Notes:

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.

STEEL STRIPS WHEELS LIMITED

CIN: L27107PB1985PLC006159
 REGD.OFFICE: Village Somalheri/ Lehli,P.O. Dappar, Tehsil Derabassi,
 Distt. S.A.S Nagar, Mohali (Pb.) Tel : +91-172-2793112. Fax: +91-172-2794834
 Email: ssl_ssg@glide.net.in. Web Site: www.sswindia.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

EXTRA ORDINARY GENERAL MEETING TO BE HELD ON FRIDAY THE 27TH FEBRUARY, 2015 AT 11.30 A.M.

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS) *FOLIO NO.
 DP ID NO. CLIENT ID NO. NO OF SHARES HELD
 NAME OF PROXY..... (IN BLOCK LETTERS) TO BE FILLED IN IF THE PROXY TO BE FILLED IN IF THE PROXY .

I, hereby certified that I am a Registered Shareholder / Proxy of the Registered Shareholder of the Company.
 I, hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, the 27th Day of February, 2015, at registered office of the Company at 11.30A.M.

*Applicable in case of shares held in Physical Form.

Signature of the Member(s)