

STEEL STRIPS WHEELS LIMITED

STEEL STRIPS WHEELS LIMITED

CIN: L27107PB1985PLC006159
Regd Off: 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.sswlindia.com

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Shareholders of the Company shall be held as scheduled below:

Day & Date : Wednesday, 30th day of September 2015
Time : 11.00 A. M.
Venue : Company's Regd. Office at
Village Somalheri/ Lehli, P.O. Dappar,
Tehsil Derabassi, Distt. S.A.S Nagar, (Mohali) Punjab

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors ("The Board") and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Sh. Rajender Kumar Garg (DIN: 00034827), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s S. C. Dewan & Co., Chartered Accountants (Firm Registration No. 000934N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2016 at such remuneration plus service tax, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as amended from time to time, read with Schedule IV of the said Act and Clause 49 of the listing agreement, **Ms. Jaspreet Takhar (DIN:00318883)**, who was appointed as an Additional Director of the company by the Board of directors w.e.f 30.03.2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the "Act" and who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing, her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company w.e.f 30.03.2015 upto 30.09.2017, not liable to retire by rotation."
6. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:
"RESOLVED THAT **Sh. Chanakya Chaudhary (DIN:02139568)**, who was appointed as an additional Director of the company by the Board of Directors w.e.f. 05.11.2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation."
7. To consider, and, if thought fit, to pass, with or without modification(s), if any, the following Resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for

the time being in force) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or appropriate authorities, wherever required, consent of the members of the Company, be and is hereby accorded to the re-appointment of **Sh. Dheeraj Garg (DIN 00034926)** as Managing Director of the Company for a period of five years w.e.f 01.06.2015, on the following terms and conditions:-

(A) (i) Basic Salary	Rs 1,50,000 per month
(ii) HRA @ 60%	Rs. 90,000 per month
(iii) Perquisites & Allowance (including inter-alia Gas, Electricity & water, furnishing allowance, medical reimbursement, leave, travel concession, club/ association fees, insurance etc.)	Rs. 10,000 per month
Total	Rs.2,50,000 per month

(B) Other perquisites:

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

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company to the extent these either singly or taken together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half-a-month Salary for each completed year as per provisions of the Gratuity Act.
- (c) Encashment of 30 days leave per year at the end of tenure.

(C) Commission:

5% of net profit inclusive of remuneration mentioned in (A) & (B) above.

RESOLVED FURTHER THAT in the event of losses or inadequate profits in any financial year during the term of office of Sh. Dheeraj Garg as Managing Director, the aforesaid salary and all other benefits and other remuneration/ perquisites, mentioned at (A) & (B) above, be paid to the appointee as minimum remuneration, subject to ceiling laid down in Schedule V to the Companies Act, 2013, as amended, modified or re-enacted from time to time.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Companies Act, 2013 and Schedule V of the Companies Act, 2013, and/or by way of any notification issued by central Government or any Statutory authority in respect of appointment and remuneration payable to Managing Director from time to time and also in the event of terms & conditions modified and imposed if any, by appropriate authority in providing approval in respect of present appointment of the incumbent as Managing Director, the Board of Directors be and is hereby authorized to vary the terms & condition of the said appointment and remuneration including salary, commission, perquisites etc. in such a manner as the Board may in its absolute discretion, consider appropriate subject to such terms and conditions, variation of such appointment and/or remuneration as are in conformity with the approval of appropriate authorities, wherever required and /or within the guidelines/modifications, amendments/relaxation issued/imposed for the managerial remuneration issued by the Central Government or any other appropriate authority as the case may be from time to time, and/or any amendment as may be made from time to time in Schedule V and /or Companies Act, 2013, and/or in any notification and the aforesaid resolution be suitably amended to give effect to such statutory amendment or modification or relaxation as imposed or issued by the Central Government or any other statutory authority without any further reference to the Company/ members in General Meeting.

FURTHER RESOLVED THAT the term of his office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to take such steps and to file forms, documents, returns, 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."

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

"RESOLVED THAT pursuant to the provisions of Section 196,197,203 and any other applicable provisions if any of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or appropriate authorities, wherever required, consent of the members of the Company, be and is hereby accorded to the appointment of **Sh. Manohar Lal Jain (DIN 00034591)** as an Executive Director of the company for a period of five years w.e.f 01.07.2015 on the following terms and conditions:-

STEEL STRIPS WHEELS LIMITED

A. Basic Salary:

Rs. 1,80,000/- 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. 2,70,000/- 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 losses or inadequate profits in any financial year during the term of office of Sh. Manohar Lal Jain as Executive Director, the aforesaid salary and all other benefits and other remuneration/perquisites, mentioned above, be paid to the appointee as minimum remuneration, subject to ceiling laid down in Schedule V to the Companies Act, 2013, as amended/ modified or re-enacted from time to time.

RESOLVED FURTHER THAT the above remuneration payable to the Executive Director shall be subject to such conditions or modifications as may be required or imposed by the Central Government or any other authority with the liberty to the Board of Directors to alter and vary the terms and conditions of his appointment within maximum permissible limits in accordance with Schedule V to the Companies Act, 2013 or any amendment thereof as may be made from time to time.

FURTHER RESOLVED THAT The term of his office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED 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.

FURTHER RESOLVED 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."

9. To consider and, if thought fit, to pass with or without modification(s) if any, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time (the "Act"), Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred as the "SEBI Regulations"), Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI") Foreign Investment Promotion Board (FIPB) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, Equity Shares (hereinafter referred to as "Securities") to

Qualified Institutional Buyers ("QIB") (as defined in the SEBI Regulations) by way of a Qualified Institutions Placement ("QIP") as provided under Chapter VIII of the SEBI Regulations, for an aggregate amount not exceeding Rs. 100 Crores (Rupees Hundred crores only), inclusive of such premium as may be decided by the Board, at a price which shall not be less than the price determined in accordance with the pricing formula stipulated under Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s);

RESOLVED FURTHER THAT the QIP issue shall be completed within 12 months from the date of passing of this resolution;

RESOLVED FURTHER THAT for the QIP issue the relevant date for determination of the floor price of the Securities to be issued shall be the date of meeting in which the Board decides to open the proposed issue of Securities under Chapter VIII of the SEBI Regulations;

RESOLVED FURTHER THAT the Board be and is hereby also authorized at its sole discretion to offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations in respect of QIP Issue;

RESOLVED FURTHER THAT the Securities so issued shall rank pari passu with the existing Securities of the Company in all respects;

RESOLVED FURTHER THAT the Securities to be offered and allotted shall be in dematerialized form;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or to any one or more directors or officers of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the Lead Managers, Underwriters, Guarantors, Registrars, Escrow Banks, Bankers, Advisors and all such Agencies and Intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with them and to seek the listing of such Securities;

RESOLVED FURTHER THAT the Company do apply for listing of the new Securities as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s);

RESOLVED FURTHER THAT the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Securities;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

BY Order of the Board of Directors

Place: New Delhi
Date: 01.08.2015

Shaman Jindal
GM- Cum- Company Secretary

STEEL STRIPS WHEELS LIMITED

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and rules made thereunder, relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) of the company are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the “AGM” is enclosed.**

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/ proxies/ authorized representatives should bring the duly filled Attendance Slip to attend the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2015** to **30.09.2015** (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members entitled to dividend, if declared at this meeting.
7. The dividend, as recommended by the Board of Directors, if declared at this Annual General Meeting will be paid within a period of 30 days from the date of declaration, to those members whose name will appear on the register of members/depository records as at the closing hours of business on **23.09.2015**.
8. Reserve Bank of India has introduced Electronic Clearing Service (NECS) for facilitating crediting of dividend directly to the shareholder's bank account. This facility eliminates loss of dividend warrants sent by post due to pilferage in transit, delay in receipt of dividend warrants and ensures quick credit of the dividend. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in electronics form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to Company/ Registrar and Transfer Agents of the Company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form are requested to advise any change in their address along with Pin code number immediately to the Company/ Registrar and Transfer Agents of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent of the company.

11. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants unless any member has requested for a physical copy of the report . For members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent by the permitted mode.
12. 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.
13. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.sswlindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
14. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
15. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.
16. Pursuant to the provisions of Section 205 A (5) of the Companies Act, 1956, (Section 124 (5) of the Companies Act, 2013) Unclaimed/Unpaid dividend for the Financial year ended 2006-07 was transferred, on due date, to "INVESTORS EDUCATION AND PROTECTION FUND" established by the Central Government.

This year the Unpaid/Unclaimed Dividend for the financial year 2007-08 shall be transferred to the "INVESTORS EDUCATION AND PROTECTION FUND". The due date of such transfer is 4th November, 2015. Members who have not encashed their dividends are requested to claim the dividend from the Company immediately.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules 2012, the company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 30th September, 2014 (date of Last Annual General Meeting) on the website of the Company (www.sswlindia.com) as also on the website of the Ministry of Corporate Affairs.
17. M/s LinkIntime India Pvt. Limited, at 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase-I , Near PVR Naraina, New Delhi 110028 are acting as the common agency to carry out the Dematerialization and physical transfer of shares. The shareholders are requested to send the shares for transfer at the above-mentioned address of the Registrar.
18. 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 clause 35-B of the Listing agreement, the Company is pleased to provide members, a facility to exercise their right to vote at the 29th Annual General Meeting (AGM) 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).

In terms of provisions of Section 107 of the Companies Act, 2013, 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 AGM. 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.

STEEL STRIPS WHEELS LIMITED

Steps for e-voting

- (i) The remote e-voting period begins on September 26, 2015 at 9.00 a.m. and will end on September 29, 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 cutoff date i.e 23rd September, 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in de-mat form and had logged on to www.evotingindia.com and voted on an earlier remote e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in 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 sequence number which is printed on Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details OR 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> <p>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).</p>

- (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 and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (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. 23.09.2015 may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-Voting. manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) **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 23rd September, 2015. 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 AGM.**
- (xxiii) 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.
- (xxiv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (xxv) The Chairman or the person authorized by him in writing, shall forthwith on receipt of the consolidated Scrutinizer's Report declare the results of voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sswlindia.com and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE), 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 AGM i.e 30th September, 2015.

19. 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 AGM of the Company.

BY Order of the Board of Directors

Place: New Delhi
Date: 01.08.2015

Shaman Jindal
GM- Cum- Company Secretary

STEEL STRIPS WHEELS LIMITED

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

Item No. 4

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

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

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

Accordingly ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board recommends the Resolution mentioned at item No. 4 of the accompanying Notice, for the approval of Shareholders of the company as an ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) of the company or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at item no. 4 of the accompanying Notice.

Item No. 5

The Board, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Jaspreet Takhar (DIN: 00318883), as an Additional Director of the Company with effect from March 30, 2015, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 133 of the Articles of Association of the company, she will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with deposit of Rs. 1,00,000/-, proposing the candidature of Ms. Jaspreet Takhar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Jaspreet Takhar (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Jaspreet Takhar as an Independent Director of the Company w.e.f 30.03.2015 upto 30.09.2017, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She will not be liable to retire by rotation.

In the opinion of the Board, Ms. Jaspreet Takhar fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for her appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Ms. Jaspreet Takhar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

A brief profile of Ms. Jaspreet Takhar, including nature of her expertise, is provided in the annexure attached.

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

None of the Directors or Key Managerial Personnel (KMP) of the company or their respective relatives except Ms. Jaspreet Takhar, to whom the resolution relates, are concerned or interested, financially or otherwise in the Resolution mentioned at item no. 5 of the accompanying Notice.

Item No. 6.

In terms of Share Subscription Agreement dated 11th January, 2008, Tata Steel Limited has nominated Sh. Chanakya Chaudhary as non retiring director on the Board of the company in place of Sh. Rajeev Singhal.

Sh. Chanakya Chaudhary was appointed as an additional director of the Company w.e.f 05-11-2014 by the Board of Directors of the company. In terms of Section 161 of the Companies Act, 2013 and Article 133 of the Articles of Association of the Company, he will hold the office upto the date of this Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with deposit of Rs. 1,00,000/-, proposing his candidature for the office of Director of the Company.

A brief profile of Sh. Chanakya Chaudhary, including nature of his expertise, is provided in the annexure attached.

The Board recommends the Resolution mentioned at item No. 6 of the accompanying Notice, for the approval of Shareholders of the company as an ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) of the company or their respective relatives except Sh. Chanakya Chaudhary, to whom the resolution relates, are concerned or interested, financially or otherwise in the Resolution mentioned at item no. 6 of the accompanying Notice.

Item No. 7

Sh. Dheeraj Garg has been associated with Company for more than 21 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities.

Sh. Dheeraj Garg was re-appointed as Managing Director of the Company w.e.f 01.06.2010 for a period of five years. Accordingly his previous tenure as Managing Director was up to 31.05.2015. Keeping in view his performance and contribution to the growth of the Company, the Board of Directors of the company considers that Services of Sh. Dheeraj Garg should be available for a further period of five years w.e.f. 01.06.2015. Hence the Board, on the recommendation of Nomination and Remuneration Committee, have, subject to the approval of members in the general meeting, approved the re-appointment of Sh. Dheeraj Garg as Managing Director of the Company in its meeting held on 24.04.2015, at a remuneration mentioned in the Resolution at item no. 7 of the accompanying Notice.

The term of his office shall be liable to determination by retirement of Director by rotation.

A brief profile of Sh. Dheeraj Garg, including nature of his expertise, is provided in the annexure attached.

The Board recommends the resolution mentioned at item No. 7 of the accompanying Notice, for the approval of Shareholders of the Company as a Special Resolution.

Except Sh. Dheeraj Garg and Sh. Rajender Kumar Garg, being his relative, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 7 of the accompanying Notice.

Item No. 8

Shri Manohar Lal Jain was associated with the Group for a period of more than 35 years. He is a FCA and FCS by qualification. He has 60 years of age. He worked as General Manager (Taxation) in Indian Acrylics Limited (a group company). Presently he is non-executive Director of the Company. Keeping in view his rich experience, performance and contribution to the growth of the Company as a whole, the Nomination and Remuneration Committee in its meeting held on 30.03.2015 and subsequently the Board of Directors in their meeting held on 24.04.2015, have, subject to the approval of members in the general meeting, approved the appointment of Sh. Mahohar Lal Jain as an Executive Director of the Company for a period of Five years w.e.f 01.07.2015 at a remuneration mentioned in the Resolution mentioned at item no. 8 of the accompanying Notice.

The terms of his office shall be liable to determination by retirement of directors by rotation.

A brief profile of Sh. Manohar Lal Jain, including nature of his expertise, is provided in the annexure attached.

The Board recommends the resolution mentioned at item No. 8 of the accompanying Notice, for the approval of Shareholders of the Company as a Special Resolution.

Except Sh. Manohar Lal Jain, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 8 of the accompanying Notice.

Item No. 9

The Board of Directors is of the opinion that the Company requires additional funds to meet with the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions/NBFC. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of Securities as defined in the resolution from the capital markets.

Section 62(1)(c) of the Companies Act, 2013 ("Act") provides that, inter-alia, such further Securities may be offered to any

STEEL STRIPS WHEELS LIMITED

persons whether or not such persons are existing holders of Equity Shares of the Company as on the date of offer, by way of a Special Resolution passed to that effect by the Company in General Meeting. Further, as per Regulation 82 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulation") it is necessary to obtain approval of Shareholders through Special Resolution for issuing Securities through Qualified Institutional Placement ("QIP"). Accordingly, consent of the Shareholders is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act, SEBI Regulation and Listing Agreement and such other approvals as may be necessary to issue and allot Securities as stated in the Special Resolution.

The securities issued pursuant to the QIP Issue shall rank pari passu in all respects with the existing securities of the Company. These Securities will be allotted only to Qualified Institutional Buyers (QIBs) as per the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date". The Board may, at its absolute discretion, issue Equity Shares at a discount of not more than 5 percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI Regulations, subject to Section 53 of the Act.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

The Stock Exchange for the pricing purpose is the BSE Limited/National Stock Exchange of India Limited.

The above mentioned special resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The Special Resolution also seeks to give the Board the powers to issue securities in one or more tranche or tranches, at such time or times, at such price or prices and to such QIB as the Board/Committee of the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

As and when the Board / Committee of the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is proposed to authorize the Board/committee of the Board (including certain directors and / or officers of the Company) to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to offer issue and allot securities to the Investors, who may or may not be the existing shareholders of the Company.

The Board recommends the resolution mentioned at item No.9 of the accompanying Notice, for the approval of Shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the company or their respective relatives, to whom the resolution relates, are concerned or interested, financially or otherwise in the Resolution mentioned at item no.9 of the accompanying Notice.

BY Order of the Board of Directors

Place: New Delhi
Date: 01.08.2015

Shaman Jindal
GM- Cum- Company Secretary

**ANNEXURE TO THE NOTICE DATED 01-08-2015
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Name of Director	Sh. Rajender Kumar Garg (DIN No. 00034827)	Sh. Chanakya Chaudhary (DIN NO. 02139568)	Ms. Jaspreet Takhar (DIN NO. 00318883)	Sh. Manohar Lal Jain (DIN NO. 00034591)	Sh. Dheeraj Garg (DIN NO.00034926)
Date of Birth	August 18, 1943	April 10, 1965	August 14, 1959	June 07, 1955	May 11, 1972
Date of Appointment on the Board	February 28, 1985	November 05, 2014	March 30, 2015	August 01, 2013	April 29, 1993
Qualifications	B.E. (Civil)	B.E. (Honours) Mechanical	Master of Architect	FCS, FCA.	B.S., Finance-USA
Expertise	He is promoter and Chairman of the Company. He has wide and varied experience in business development operations. He started his career in the Government Service and entered his own business in the year 1975. He is an industrialist and is a technocrat with more than three decades of rich experience in the industrial field including Steel, Acrylic Fibre, Automotive Wheel Rims, Civil Construction and other allied activities.	Sh. Chanakya Chaudhary, a Bachelor of Engineering (Honours) Mechanical from BITS, Pilani, joined Tata Steel Limited in 1988 as Graduate Engineer, Trainee in the Raw Material Division at Jharia, Dhanbad. During his stint in the collieries division, he worked in various capacities in the fluidized Bed Power Plant. Training Institute, Underground mine, Jamadoba Coal Washery etc. Subsequently he was transferred to Total Quality Management (TQM) (Business Excellence Group), wherein he was responsible for working with various divisions of Tata Steel for Getting ISO-9000 certification, employee involvement in small group activities and preparation of annual quality improvement plans. He is a certified Auditor for ISO 9000 and has been working as a lead assessor for Tata Group in its journey of Business Excellence and for JRD Quality Value Award. He was heading the Corporate Affairs office of Tata Steel at New Delhi as Chief Resident Executive and since 1 st November 2013 he has been appointed as Group Director-Corporate Communication & Regulatory Affairs. In the new assignment he is now responsible for Corporate Communication and Policy Advocacy across the Tata Steel Group.	She is a practicing architect who has also been actively involved in teaching and research in architecture. She is graduate of Sir JJ College of Architecture and a Masters in Architecture from University of Arizona. Before her appointment as an Additional Director of Steel Strips Wheel Ltd. She was Director of Coveda Technologies Private Limited and Coveda Software Systems Private Limited and subsequently resigned on 17.02.2010 and 12.01.2009 respectively.	Sh. Manohar Lal Jain was associated with the Group for a period of more than 35 years. He is a FCA and FCS by qualification. He has 60 years of age. He retired as General Manager (Taxation) in Indian Acrylics Limited (a group company). He has vast experience in finance, legal and taxation matters.	Sh. Dheeraj Garg has been associated with Company for more than 21 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has vast experience in finance and business management.
Directorships held in other public companies (excluding Private Ltd./ foreign companies)	Indian Acrylics Ltd. SAB Industries Ltd. Steel Strips Ltd. Steel Strips Infrastructure Ltd. Indlon Chemicals Ltd.	Mjunction Services Limited TM Mining Company Ltd.	NIL	Malwa Chemtex Udyog Ltd. Indlon Chemicals Ltd.	Indian Acrylics Ltd.
Memberships/ Chairmanships of committees of other companies includes only Audit Committee and stakeholders relationship Committee)	Nil	NIL	NIL	NIL	Nil
Number of shares held in the Company	292571 Shares	NIL	NIL	31000 Shares	4640228 Shares