STEEL STRIPS WHEELS LIMITED
(CIN: L27107PB1985PLC006159)
Regd. Office: Village Somalheri/Lehli P.O.Dappar,
Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab)
Phone: +91- 172-2793112, Fax: +91-172-2794834
Email: ssl_ssg@glide.net.in, Website: www.sswlindia.com

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Steel Strips Wheels Limited ("Company") will be held as scheduled below:

Day & Date	:	Monday, 30th day of September, 2019
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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare a Dividend on Equity Shares for the financial year 2018-19.

3. To appoint a Director in place of Sh. Dheeraj Garg (DIN: 00034926), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Sh. Andra Veetil Unnikrishnan (DIN: 02498195), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (“Act”)(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee, Sh. Virander Kumar Arya (DIN: 00751005), who was appointed as an additional director in the capacity of Non-Executive, Independent Director of the Company w.e.f 27.05.2019 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period commencing from 27.05.2019 to 30.09.2023.

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

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

   “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“ Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Sh. Shashi Bhushan Gupta (DIN:00154404) as a Non-Executive Independent Director of the Company, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, not liable to retire by rotation , to hold office for a term of five consecutive years commencing from 01.10.2019 to 30.09.2024.

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

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

   “RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“ Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Sh. Ajit Singh Chatha (DIN: 02289613) as a Non-Executive Independent Director of the Company, who is above the age of 75 years and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, not liable to retire by rotation , to hold office for a term of five consecutive years commencing from 01.10.2019 to 30.09.2024.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (" Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Sh. Surinder Singh Virdi (DIN: 00035408) as a Non-executive Independent Director of the Company, who is above the age of 75 years and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, not liable to retire by rotation , to hold office for a term of five consecutive years commencing from 01.10.2019 to 30.09.2024.

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

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration amounting to Rs. 50,000 (Rupees Fifty Thousand Only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) payable to M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration Number: 000350, who were appointed as Cost Auditors of the Company, by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the Financial Year ending 31.03.2020.

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

By Order of the Board of Directors

Place: Chandigarh
Date: 02.09.2019

Shaman Jindal
CGM- cum-Company Secretary
M. No. A15397

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and rules made thereunder, Secretarial Standards on General Meetings (SS-2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the Special business to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment/continuation of appointment at this Annual General Meeting ("AGM") of the Company are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

   DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE 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 enclosed herewith to attend the meeting. Route map of the venue of the Meeting (including prominent land mark) is annexed to the notice.

5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

6. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2019 to 30.09.2019** (both days inclusive) for the purpose of AGM 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 AGM 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 **23.09.2019**.

8. Reserve Bank of India has introduced National Electronic Clearing Service (NECS) to facilitate credit 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 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 electronic 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 and proof immediately to the Company/ Registrar and Transfer Agents of the Company.

   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.

   In reference to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, in which SEBI has directed all the listed entities to record the PAN and Bank Account Details of all their shareholders holding shares in physical mode through their RTA. Accordingly, your Company has initiated steps for registering the PAN details of all the shareholders (including joint holders, if any) and the Bank Account Details of the registered shareholders. Members are requested to submit their KYC details with the Registrar and Share Transfer Agent of the Company.

   Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) 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 2018-2019 are being sent by the permitted mode.

   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.

   Members may also note that the Notice of the 33rd AGM and the Annual Report for 2018-19 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 (9.00 am to 5.00 pm) on working days.

10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01.04.2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

    M/s Link Intime India Pvt. Limited, at Noble Heights 1st floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi 110058 are acting as the common agency to carry out the Dematerialization and physical transfer of shares.

11. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.

12. Members having any queries relating to Annual Report are requested to send their queries at least seven days before the date of the Meeting.

13. Members can inspect the register of directors and key managerial personnel and their shareholding, required to be maintained under Section 170 of the Act, and register of contracts or arrangements in which the directors are interested, to be maintained under Section 189 of the Act, during the course of the meeting at the venue.

14. This year the Unpaid/Unclaimed Dividend for the financial year 2011-12 shall be transferred to the "INVESTORS EDUCATION AND

PROTECTION FUND" (IEPF). The due date of such transfer is 04.11.2019. Members who have not encashed their dividends are requested to claim the dividend from the Company immediately.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF Authority. The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before 03.11.2019. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. It may also be noted that unpaid/unclaimed dividend for the financial year 2010-11 has been transferred by the Company to IEPF Authority.

The Members/Claimants whose shares and unclaimed dividends have been transferred to IEPF may claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28.09.2018 (date of Last Annual General Meeting) on the website of the Company (www.sswlindia.com) and also on the website of the Ministry of Corporate Affairs (www. mca.gov.in).

The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is 23.09.2019. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting. However, once e-voting on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.

15. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Act, 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 Regulations, as amended from time to time, the Company is pleased to provide members, a facility to exercise their right to vote on the resolutions proposed to be passed in the 33rd AGM by electronic means through remote e-voting services provided by Link Intime India Private Limited (LIIPL) through their e-voting website "InstaVOTE". It may be noted that this e-voting facility is optional. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting.

The instructions to Members for voting electronically are as under:

a. **The remote e-voting period begins on 27.09.2019 at 9.00 a.m. and will end on 29.09.2019 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 i.e. 23.09.2019,** may cast their vote electronically. The remote e-voting module shall be disabled by LIIPL 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 or cast vote again.

b. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through ballot paper/ any other means.

c. Log-in to e-Voting website of LIIPL.

I. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

II. Click on "Login" tab, available under 'Shareholders' section.

III. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

IV. Your User ID details are given below:

a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.

b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

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

V. Your Password details are given below:

If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with Depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

d. Cast your vote electronically.

I. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the company, you choose to vote.

II. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

III. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

IV. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

V. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

VI You can also take the print out of the votes cast by you by clicking on “Print” option on the voting page.

e. **General Guidelines for shareholders:**

I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

II. During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular “Event No.”

III. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

IV. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 – 49186000.

V. 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. 23.09.2019, 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. 23.09.2019. 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 cut off date should treat this Notice for information purposes only.**

16. 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.

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.

The Chairman or any Director 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 AGM. 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 LIIPL immediately after the result is declared by the Chairman and shall also be communicated to the BSE Limited (BSE) and 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 30.09.2019.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office (i.e Village Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. Mohali, Punjab) and Head office (i.e SCO 49-50, Sector 26, Madhya Marg, Chandigarh) 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 AGM of the Company.

By Order of the Board of Directors

Place: Chandigarh
Date: 02.09.2019

Shaman Jindal
CGM- cum- Company Secretary
M. No. A15397

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”), SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)

ITEM NO. 5

The Board of Directors of the Company, pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, had appointed Sh. Virander Kumar Arya (DIN: 00751005) as an additional director in the capacity of Non-Executive Independent Director of the Company w.e.f 27.05.2019 to hold office till the conclusion of this AGM.

The Board has, pursuant to the recommendation of the Nomination and Remuneration Committee and all the applicable provisions, sections, rules, regulations under the Act and SEBI Listing Regulations, proposed to the members of the Company the appointment of Sh. Virander Kumar Arya (DIN: 00751005) as Non-Executive Independent Director of the Company, not liable to retire by rotation,to hold office for a period commencing from 27.05.2019 to 30.09.2023.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sh. Virander Kumar Arya for the office of Non-Executive Independent Director of the Company. The Company has also received declaration from Sh. Virander Kumar Arya, that he meets the criteria of independent directorship as mentioned under the Act and the SEBI Listing Regulations, presently applicable and is not debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any other authority.

Sh. Virander Kumar Arya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Sh. Virander Kumar Arya fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge.

A brief resume of Sh. Virander Kumar Arya, the nature of his expertise, Directorships held in other companies, Committee Memberships/Chairmanships, his shareholding etc., is separately annexed hereto.

Except Sh. Virander Kumar Arya and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice.

A copy of the draft letter of appointment of Sh. Virander Kumar Arya, setting out terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be made available for inspection at the Corporate Office of the Company situated at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019 as well as during the AGM at the venue thereof.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha the present Independent Directors of the Company would cease to hold office as Non-Executive Independent Directors of the Company w.e.f. 01.10.2019, upon completion of their tenure as approved by the Shareholders/Members of the Company at the 30th AGM of the Company.

The Board placed on record its deep appreciation of the valuable services rendered by Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha during their tenure as Directors of the Company.

Pursuant to the completion of the term of office of the above said directors, the Company in order to comply with the provisions of the Companies Act, 2013 (“Act”) and rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, is required to appoint Non-Executive Independent Directors on the Board of the Company.

The Board of Directors of the Company, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, appointment of Sh. Shashi Bhushan Gupta (DIN: 00154404), as Non-Executive Independent Directors on the Board of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01.10.2019 to 30.09.2024.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sh. Shashi Bhushan Gupta for the office of Non-Executive Independent Director of the Company. The Company has also received declaration from Sh. Shashi Bhushan Gupta, that he meets the criteria of independent directorship as mentioned under the Act and the SEBI Listing Regulations, presently applicable and is not debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any other authority.

Sh. Shashi Bhushan Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Sh. Shashi Bhushan Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge.

A brief resume of Sh. Shashi Bhushan Gupta, the nature of his expertise, Directorships held in other companies, Committee Memberships/Chairmanships, his shareholding etc., is separately annexed hereto.

A copy of the draft letter of appointment of Sh. Shashi Bhushan Gupta, setting out terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be made available for inspection at the Corporate Office of the Company situated at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019 as well as during the AGM at the venue thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No 6 of the Notice.

The appointment of Sh. Shashi Bhushan Gupta, as Non-Executive Independent Director of the Company, shall be effective upon approval by members in the AGM.The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item 7 and 8

Pursuant to the completion of the term of office of the independent directors of the Company as stated above in the explanatory statement of Item No. 6, the Company is required to appoint Non-Executive Independent Directors on the Board of the Company.

The Board of Directors of the Company, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable regulations of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, appointment of Sh. Ajit Singh Chatha (DIN: 02289613),aged 83 years (date of birth 14.01.1936) and Sh. Surinder Singh Virdi (DIN: 00035408), aged 77 years (date of birth 22.09.1942) as Non-Executive Independent Directors on the Board of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01.10.2019 to 30.09.2024.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. 01.04.2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Accordingly, special resolutions are proposed to take shareholders' approval for appointment of Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi as Non-Executive Independent Directors for a term of five consecutive years w.e.f. 01.10.2019 to 30.09.2024.

A brief justification for the appointment of the above said directors as Non-Executive Independent Directors of the Company with effect from 01.10.2019 is as under:

Sh. Ajit Singh Chatha is a retired IAS officer. He has worked as Chief Secretary to the Government of Punjab during his last tenure of service besides holding several different assignment and positions during his service. He is B.E. (Hons.) in Electrical Engineering. He is having vast experience in General Management and Administration.

Sh. Surinder Singh Virdi, is an Engineer (F.I.E.) by qualification and is a successful Industrialist for over three decades. He has been an Inspirational leader who has extensive experience in various functional areas, contribution in strategic initiatives, upholding governance practices and has the ability to advise the management on several aspects of Company's business.

The Board is of the view that Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi are independent of the Management and possess appropriate skills, experience and knowledge. Having regard to their vast knowledge and expertise, the Nomination and Remuneration Committee has recommended their appointment as a Non-Executive Independent Director on the Board of the Company.

The Board is also of the opinion that their association would be beneficial to the Company. So it is desirable and advisable to avail their services as Independent Directors.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi for the office of Non-Executive Independent Director of the Company. The Company has also received declarations from Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi that they meet the criteria of independent directorship as mentioned under the Act and the SEBI Listing Regulations, presently applicable and are not debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any other authority.

Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

A brief resume of the above said Directors, the nature of their expertise, Directorships held in other companies, Committee Memberships/Chairmanships, their shareholding etc. are separately annexed hereto.

Copies of the draft letter of appointments of Sh. Ajit Singh Chatha and Sh. Surinder Singh Virdi, setting out terms and conditions of their appointment are available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be made available for inspection at the Corporate Office of the Company situated at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019 as well as during the AGM at the venue thereof.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 7 and 8 of the Notice.

The appointment of above said persons, as Non-Executive Independent Directors of the Company, shall be effective upon approval by the members in the AGM. The Board recommends the Special Resolutions set out at Item No. 7 & 8 of the Notice for approval of the Members.

ITEM NO. 9

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Aggarwal Vimal & Associates, Cost Accountants having Firm Registration Number: 000350, as Cost Auditors to conduct the audit of the cost records relating to Hot Rolling Mill (HRM Division) of the Company for the financial year ending 31.03.2020 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2019-20.

None of the Director and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

By Order of the Board of Directors

Place: Chandigarh
Date: 02.09.2019

Shaman Jindal
CGM- cum- Company Secretary
M. No. A15397

Details of Director's Seeking Appointment / Re-Appointment/Continuation of Appointment at the Annual General Meeting

Name of Director and DIN	Sh. Dheeraj Garg (DIN:00034926)	Sh. Andra Veetil Unnikrishnan (DIN:02498195)	Sh. Virander Kumar Arya (DIN:00751005)
Age	47 years (11.05.1972)	64 years (05.06.1955)	68 years (05.09.1950)
Qualification	B.S (Finance)	B.A	M.D (Medicine)
Expertise	He has been associated with Company for more than 25 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has vast experience in finance, Corporate Strategy and Business Management.	He is associated with the Group since 1980 and has held various portfolios since then. He has been actively involved, in the overall management of the operation of the company and putting up appropriate systems and processes for bringing improvement in each of the functions of the Company. He has played a pivotal role in the growth of the Company's business.	He is a MD Medicine and has a rich experience of more than four decades in medical profession. Presently he is running a Private Limited Company in the name and style of Arya Hospital Pvt Ltd, which is engaged in providing healthcare services.He is having vast experience in general management and administration.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution passed by the Shareholders of the company at the Annual General Meeting held on 30thSeptember, 2015, Sh. Dheeraj Garg, was reappointed as a Managing Director of the Company for a period of 5 years w.e.f. 01.06.2015, liable to retire by rotation.	The Shareholders of the Company in their meeting held on 28.09.2018 had approved the re - appointment of Sh. Andra Veetil Unnikrishnan as Deputy Managing Director of the Company for a period of 5 years w.e.f. 01.01.2019 liable to retire by rotation.	As detailed in the resolution and explanatory statement.
Remuneration last drawn (including sitting fee if any)	Rs. 571.47 lacs during 2018-19 for details please refer Corporate Governance Report section of the Annual Report 2018-19	Rs. 85.88 lacs during 2018-19. For more details please refer Corporate Governance Report section of the Annual Report 2018 -19	Nil as on 31.03.2019
Remuneration proposed to be paid	As per existing terms and conditions.	As per existing terms and conditions.	As per Nomination and Remuneration Policy of the Company
Date of First Appointment on the Board	29.04.1993	01.01.2009	27.05.2019
Shareholding in the Company	4640228 equity shares as on 31.03.2019	5112 equity shares as on 31.03.2019	NIL as on 31.03.2019
Relationship with other Director/Key Managerial Personal	Sh. Dheeraj Garg is related to Sh. R. K. Garg, Chairman & Non-Executive Director of the Company	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2018-19	Please refer Corporate Governance Report Section of the Annual Report 2018-19	NA
Directorships held in other companies	Indian Acrylics Ltd.	NIL	Arya hospital Pvt. Ltd.
Memberships/chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Indian Acrylics Limited- Member Audit Committee Stakeholders Relationship Committee	NIL	NIL

Details of Director's Seeking Appointment / Re-Appointment/Continuation of Appointment at the Annual General Meeting (Contd)

Name of Director and DIN	Sh. Ajit Singh Chatha (DIN: 02289613)	Sh. Surinder Singh Virdi (DIN 00035408)	Sh. Shashi Bhushan Gupta (DIN: 00154404)
Age	83 years (14.01.1936)	77 years (22.09.1942)	69 years (27.07.1950)
Qualification	B.E(Hons.)	Engineer (F.I.E.)	B.Com, FCA, I.S.A
Expertise	He joined the I.A.S. cadre of Punjab in 1963 and served it with distinction till 1995. He held wide range of assignments from the field to the secretariat such as Deputy Commissioner of Patiala, Sangrur, Ludhiana, Managing Director, PSIDC Ltd., Joint Secretary, Ministry of Commerce, Govt. of India and Principal Secretary, Department of Industries, Cooperation, Housing, Irrigation and Power, Home and Justice and finally as Chief Secretary to the Govt. of Punjab. He is having vast experience in general management and administration.	Sh. Surinder Singh Virdi, is an Engineer (F.I.E.) by qualification and is a successful Industrialist for over three decades. He has been an Inspirational leader who has extensive experience in various functional areas, contribution in strategic initiatives, upholding governance practices and has the ability to advise the management on several aspects of Company's business.	He is a Practicing Chartered Accountant and Proprietor of Bhushan Gupta & Co., Chartered Accountants. He possesses more than 40 years of experience in the areas of Company Audit, Statutory Audits, Revenue Audits, Bank Audits, Concurrent Audits, Stock Audit, Central Statutory/Branch Audits and Corporate Advisory Services. He renders advisory and compliance services for corporates on Income tax matters. He has extensive experience in representing cases before various Appellate authorities including Income Tax Appellate Tribunal (ITAT).
Terms and Conditions of Appointment/ Re-appointment	As detailed in the resolution and explanatory statement.	As detailed in the resolution and explanatory statement.	As detailed in the resolution and explanatory statement.
Remuneration last drawn (including sitting fee if any)	NA	NA	NA
Remuneration proposed to be paid	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company
Date of First Appointment on the Board	NA	NA	NA
Shareholding in the Company	NIL	Nil	Nil
Relationship with other Director/Key Managerial Personal	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year	NA	NA	NA
Directorships held in other companies	1. Cotton County Retail Ltd 2. WWICS Global Law Offices Pvt. Ltd. 3. Indian Acrylics Ltd. 4. Nahar Industrial Enterprises Limited 5. J. Kumar Infraprojects Limited 6. Monte Carlo Fashions Limited 7. Triveni Projects And Resorts Private Limited	1 SAB Industries Limited 2 Steel Strips Infrastructures Limited 3 Steel Strips Limited 4 Steel Strips Industries Limited 5 Anaesthetic Gases Pvt. Ltd 6 Iqbal Oxyzen Pvt. Ltd.	Usha Yarns Limited
Memberships/chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	1. Indian Acrylics Limited- Chairman: Stakeholders Relationship Committee Member Audit Committee 2. J. Kumar Infraprojects Limited Member Audit Committee 3. Cotton county Retail Ltd. Member Audit Committee	1. SAB Industries Limited Chairman: Audit Committee Stakeholders Relationship Committee 2. Steel Strips Infrastructures Ltd. Chairman: Audit Committee Member Stakeholders Relationship 3. Steel Strips Ltd. Chairman Audit Committee Stakeholders Relationship Committee 4. Steel Strips Industries Ltd. Member - Audit Committee	NIL