

STEEL STRIPS INFRASTRUCTURES LTD.

STEEL STRIPS INFRASTRUCTURES LIMITED

(CIN: L27109PB1973PLC003232)

Regd. Office: Village Somalheri/Lehli P.O.Dappar,
Tehsil Derrabassi, Distt. S.A.S Nagar Mohali (Punjab)-140506.

Email: ssl_ssg@glide.net.in, Website: www.sslindia.net

Phone: +91- 172-2793112., Fax: +91-172-2794834

NOTICE

NOTICE is hereby given that the **46th Annual General Meeting** of the Shareholders of the Company shall be held as scheduled below:

Day & Date : **Saturday, 28th day of September, 2019**
Time : **11:00 A.M.**
Venue : **Company's Regd. Office at**
Village Somalheri/ Lehli, P.O. Dappar,
Tehsil Dera Bassi, 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 March 31, 2019 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Shri Humesh Kumar Singhal (DIN-00044328)**, Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, **Shri Surinder Singh Viridi (DIN:00035408)**, Director who was appointed as an Independent Director of the Company for a term of five years up to September 30, 2019 has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby reappointed as an Independent Director, for a second term of five consecutive years commencing from 01.10.2019 to 30.09.2024, not liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, **Smt. Manju Lakhanpal (DIN:07130592)**, Director who was appointed as an Independent Director of the Company for a term of five years up to March 13, 2020 has submitted a declaration that she meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby reappointed as an Independent Director, for a second term of five consecutive years commencing from 14.03.2020 to 13.03.2025, not liable to retire by rotation.

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

5. "RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Rules made there under read with Schedule IV to the Act, as amended from time to time and SEBI (LODR) Regulations, 2015, **Shri Surinder Kumar Bansal (DIN:00165583)**, Director appointed as Additional Independent Director of the Company in the Board Meeting held on 30.05.2019 who shall hold office upto the date of forthcoming Annual General Meeting of the Company has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and is eligible for appointment be and is hereby appointed as an Independent Director for a term of five years commencing from 30.05.2019 to 29.05.2024, not liable to retire by rotation.

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

By Order of the Board of Directors

Place: Chandigarh
Date: 14.08.2019

SANJAY GARG
EXECUTIVE DIRECTOR
DIN-00030956



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 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, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.**

A person can act as a proxy on behalf of the members not exceeding fifty 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. The members are requested to bring duly filled attendance slip alongwith their copy of Annual Report at 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 **20.09.2019 to 28.09.2019** (both days inclusive).
7. **As per amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.**
8. 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) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 are being sent by the permitted mode.
9. **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.**
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website 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.
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. **Voting through electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on September 25, 2019 at 9.00 a.m. and will end on September 27, 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 **20th September, 2019 (cut-off date)**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should Log on to the e-voting website **www.evotingindia.com**
- (iii) Click on shareholders
- (iv) 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
- (v) Next enter the Image Verification as displayed and Click on Login.

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- (vi) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ attendance slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name < STEEL STRIPS INFRASTRUCTURES LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non- Individual Shareholders and Custodians:**
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
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 linked in the login 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.
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. 20th September 2019** may follow the same instructions as mentioned above for e-Voting.
In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The Board of Directors has appointed Mr. S.K.Sikka, Practicing Company Secretary (ICSI Membership No. FCS- 4241



- and CP No.3582) Proprietor of S.K. Sikka & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange.
14. Relevant documents referred to in the notice and the explanatory Statement including register of shareholding of Directors and Key Managerial Personnel are open for inspection by members at the registered office of the Company on all working days during Normal business hours (09:30 am to 5.30 pm) upto and including the date of meeting.

By Order of the Board of Directors

Place: Chandigarh

Date: 14.08.2019

SANJAY GARG

EXECUTIVE DIRECTOR

DIN-00030956

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

ITEM NO. 3 & 4

Shri Surinder Singh Virdi (DIN:00035408) aged 77 years and **Smt. Manju Lakhanpal (DIN:07130592)**, Director aged 72 years, were appointed as Non-Executive Independent Director of the Company under Section 149 & 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made thereunder, not subject to retirement by rotation, for a term of five years from 30.09.2014 to 30.09.2019 & 14.03.2015 to 13.03.2020 respectively.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. The Directors has submitted a declaration that they meet the criteria of independence as provided in Section 149(6) of the Act, are independent of Management and eligible for re-appointment as an Independent Director.

The Board of Directors of the Company ('the Board') at their meeting held on 14.08.2019 on the basis of report of performance evaluation and as per recommendation of the Nomination & Compensation Committee, recommended their reappointment for the approval of the Members.

The resolution seeks the approval of members for the re-appointment of Shri Surinder Singh Virdi (age above 75 years) and Smt. Manju Lakhanpal as an Independent Director of the Company commencing from 01.10.2019 to 30.09.2024 & 14.03.2020 to 13.03.2025 respectively in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

A brief justification for their Re-appointment as Non-Executive Independent Directors of the Company is as under:

Sh. Surinder Singh Virdi, is an Engineer (F.I.E.) by qualification and is a successful Industrialist for over three decades. He possessed appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.

Smt. Manju Lakhanpal, is IRS Cadre and held various prestigious positions including Chief Commissioner, Income Tax. She possesses appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.

The Board recommends the Resolution as set out in Item No. 3 & 4 as Special Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Shri Surinder Singh Virdi and Smt. Manju Lakhanpal are in any way concerned or interested (financially or otherwise), in the resolutions mentioned at Item No. 3 & 4 at the accompanying Notice.

ITEM NO. 5

The Board of Directors of the Company had appointed Shri Surinder Kumar Bansal (DIN 00165583) as Additional Independent Director of the Company w.e.f. 30/05/2019 in place of Smt. Tejinder Kaur who had resigned due to her pre-occupations. In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Surinder Kumar Bansal shall hold office upto the date of forthcoming Annual General Meeting of the Company and is eligible to be appointed as an Independent Director.

The Board of Directors of the Company ('the Board') at their meeting held on 30.05.2019 on the recommendation of the Nomination & Compensation Committee, recommended his appointment as Independent Director for the approval of the Members for the period of 5 years commencing from 30.05.2019 to 29.05.2024.

The Company has received a declaration from Shri Surinder Kumar Bansal that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Shri Surinder Kumar Bansal fulfills the conditions specified in the Act and Rules framed thereunder and SEBI (LODR) Regulations, 2015 for appointment as independent

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Director and he is independent of the Management. Shri Surinder Kumar Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as Director.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working days.

Sh. Surinder Kumar Bansal is a Practicing Chartered Accountant. He possesses more than 40 years of experience in the areas of Corporate Finance, audit etc and has appropriate skills, experience and knowledge of management and other disciplines related to the Company's business. He is also qualified to be appointed as an Independent Director under the provisions of the Companies Act, 2013..

The Board recommends the special resolution mentioned at Item No. 5 of the accompanying Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Shri Surinder Kumar Bansal are concerned or interested (financially or otherwise), in this resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING

Name of Director (DIN)	Shri Surinder Kumar Bansal (DIN:00165583)	Shri Surinder Singh Virdi (DIN:00035408)	Shri Humesh Kumar Singhal (DIN:00044328)	Smt. Manju Lakhanpal (DIN:07130592)
Date of Birth	15/05/1946	22/09/1942	12/01/1951	07/08/1947
Date of first Appointment	30/05/2019	31/07/2000	21/02/2000	14/03/2015
Qualification/ Experience in Specific functional areas	Sh. Surinder Kumar Bansal is a Practicing Chartered Accountant. He possesses more than 40 years of experience in the areas of Corporate Finance, audit etc and has appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.	Sh. Surinder Singh Virdi, is an Engineer (F.I.E.) by qualification and is a successful Industrialist for over three decades. He possesses appropriate skills, experience and knowledge of management and other disciplines related to the Company's business	Sh. Humesh Kumar Singhal, a qualified Chartered Accountant, has more than 40 years of whole and varied experience in the area of Management and Corporate Finance.	Smt. Manju Lakhanpal, is IRS Cadre and held various prestigious positions including Chief Commissioner, Income Tax. She possesses appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.
List of Companies in which outside Directorships held (Excluding Private Limited/ Foreign Company)	SAB Industries Ltd. Steel Strips Wheels Limited	Steel Strips Ltd. SAB Industries Ltd Steel Strips Industries Ltd.	Steel Strips Ltd. SAB Industries Ltd SAB Udyog Ltd. Malwa Chemtex Udyog Ltd. Indlon Chemicals Ltd.	Steel Strips Ltd. SAB Industries Ltd Steel Strips Industries Ltd.
Chairman/ Member of the Committee of Board of Directors of the Company includes only Audit Committee and Stakeholders Relationship Committee	Nil	Chairman of Audit Committee & member of Stakeholders Relationship Committee of the Company	Member of Audit Committee and Stakeholders Relationship Committee of the Company	Member of Audit Committee and Chairman of Stakeholders Relationship Committee of the Company

Chairman/ Member of the Committee of Directors of other Companies in which he is a Director includes only Audit Committee and Stakeholders Relationship Committee	Chairman of Audit Committee and Stakeholders Relationship Committee of Steel Strips Wheels Limited	Chairman of Audit Committee, Stakeholders Relationship Committee of Steel Strips Ltd. and SAB Industries Ltd., Member of Audit Committee of Steel Strips Industries Ltd.	Member of Audit Committee and Stakeholders Relationship Committee of Steel Strips Ltd. and SAB Industries Ltd.	Member of Audit Committee and Stakeholders Relationship Committee of Steel Strips Ltd. and SAB Industries Ltd.
No. of shares held in the Company	Nil	Nil	70	Nil
Relationship with other Director/ Key Managerial Personnel	Nil	Nil	Nil	Nil

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and Conditions of Appointment /re-appointment, please Refer to the attached Board's Report, MGT-9, Corporate Governance Report and the Notice alongwith Explanatory Statement.