

STEEL STRIPS INFRASTRUCTURES LIMITED

(CIN: L27109PB1973PLC003232)

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

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

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

EXTRA-ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders of the Company shall be held as scheduled below:

Day & Date : **Thursday, 27th day of February, 2020**
Time : **10.00 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:

SPECIAL BUSINESS

1. 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and subject to approval of lenders if any, and such other approvals, sanctions, consents, registrations and permissions, as may be required, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) in the matter of sale, lease, mortgage or otherwise dispose of Undertaking or substantially the whole of Undertaking of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale, lease, mortgage or otherwise dispose of Undertaking or substantially the whole of Undertaking of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors

Place: Chandigarh

Date: 27.01.2020

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. **A member entitled to attend and vote at the Extra Ordinary 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.

2. 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.
3. The members are requested to bring duly filled attendance slip at the Meeting.
4. 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.
5. Notice of the Extra Ordinary General Meeting alongwith Attendance Slip is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice are being sent by the permitted mode.
6. **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 from the Company electronically.**

7. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website for their download.
8. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
9. Members having any queries are requested to send their queries at least seven days before the date of the Meeting.
10. **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 Extra Ordinary General Meeting (EGM) 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 February 24, 2020 at 9.00 a.m. and will end on February 26, 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **21st February, 2020 (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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number as mentioned in your address sticker. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 demat account or in the Company records in order to login.</p> <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 200130004 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. **21st February 2020** 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 EGM 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 EGM of the Company and communicated to the Bombay Stock Exchange.
11. 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.

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

ITEM No. 1

The Company proposed to sell, lease, mortgage or otherwise dispose of Undertaking or substantially the whole of Undertaking as the case may be in particular pertaining to SAB Mall, Noida together with all its assets including inventories/ stock-in-trade and/ or liabilities as a going concern on such terms and conditions and with such modifications as may be required, as the Board may deem fit and appropriate in the interest of the Company.

In terms of Section 180(1)(a) of the Companies Act, 2013 ("Act") a company shall not, except with the consent of the members by way of a Special Resolution, sell, lease, mortgage or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company, exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or 20% of the total income of the company during the previous financial year.

The completion of the transaction is subject to fulfilment of certain conditions precedent including, inter alia, receipt of the approval of the lenders of the Company, if any, receipt of approval of shareholders of the Company by way of Special Resolution and other regulatory approvals, as applicable.

The Board of Directors of your Company recommended passing of the resolution mentioned in Item No. 1 of the accompanying Notice, for the approval of Shareholders of the Company as **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution mentioned at the Item No. 1 of the accompanying Notice.

By Order of the Board of Directors

Place: Chandigarh
Date: 27.01.2020

SANJAY GARG
EXECUTIVE DIRECTOR
DIN-00030956

ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON 27TH FEBRUARY, 2020



STEEL STRIPS INFRASTRUCTURES LIMITED
(CIN: L27109PB1973PLC003232)
Regd. Office: Village Somalheri/ Lehli P.O. Dappar,
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PROXY FORM

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

Name of Member(s) :	
Registered Address :	
Email :	
Folio No/Client ID	
DP ID	
No. of Shares held	

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

(1) Name	Signature	
Email id: Signature		
or failing him;		
(2) Name:		
Address:	Signature	
Email id:		
or failing him;		
(3) Name:		
Address	Signature	
Email id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the company, to be held on **Thursday, the 27th day of February, 2020 at 10.00 a.m.** at Somalheri/ Lehli, P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar, Mohali, (Punjab) 140 506

Special Business

S.No. Special Resolution

1. To sell, lease, mortgage or dispose of undertaking or substantially whole of undertaking of the company-Section 180(1)(a).

Please affix
Revenue
Stamp of
appropriate
value

Signed thisday of February, 2020

Signature of shareholder..... Signature of proxyholder(s).....

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

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(CIN: L27109PB1973PLC003232)
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Distt. S.A.S Nagar Mohali (Punjab)-140506.
Email: ssl_ssg@glide.net.in, Website: www.ssilindia.net Phone: +91- 172-2793112., Fax: +91-172-2794834

ATTENDANCE SLIP

Name of the attending member (In block letters)	
Folio No.	
Client ID No.	
No. of shares held	
Name of proxy (In Block letters)	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 27th day of February, 2020 at 10.00 a.m. at village Somalheri/ Lehli P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab)-140506.

Member's/proxy's signatures