



CIN: L27107PB1985PLC006159

STEEL STRIPS WHEELS LTD.

Head Office : ISO /TS16949 Certified
SCO 49-50, Sector-26,
Madhya Marg, Chandigarh -160 019 (INDIA)
Tel : +91-172-2793112, 2790979, 2792385
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Website : www.sswlindia.com

Ref. SSWL/2014
Dated 28.10.2014

Bombay Stock Exchange Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India
Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051

Sub: Minutes of the 28th Annual General Meeting.

Dear Sir,

Please find attached herewith Minutes of the 28th Annual General Meeting of the Company held at 11.00 A.M. on 30.09.2014 at the Registered office of the Company at Village Somalheri/Lehli, P.O. Dappar, Tehsil Derabassi, District S.A.S. Nagar, Mohali (Pb.).

Kindly take the same on your records please.

Thanking you.

Yours faithfully,
For Steel Strips Wheels Limited

(Shaman Jindal)
DGM-Cum-Company Secretary
Encl:a/a

STEEL STRIPS WHEELS LIMITED

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 11.00 A.M.ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE SOMALHERI/LEHLI, P.O.DAPPAR,TEHSIL DERABASSI, DISTRICT S.A.S.NAGAR, MOHALI (PB.).

Present: -

Directors: - Shri Dheeraj Garg – Managing Director
Shri M.L.Jain
Shri S. S. Grewal-Chairman of Nomination and Compensation Committee
Shri S.K. Bansal –Chairman of the Audit Committee and Stakeholders Relationship Committee

Members in Person :77
Members by Proxy :17

IN ATTENDANCE:

Company Secretary: - Shri Shaman Jindal

Auditors: - Shri S.C. Dewan

Practicing Company Secretary: Sh. S. K.Sikka

It was informed that due to some pre-occupations, Sh. Rajender Kumar Garg, Chairman of the Company was not able to attend the meeting. Shri M.L. Jain, Director of the Company was elected as the Chairman of the meeting. Sh. M.L.Jain took the chair and the proceedings were started.

Chairman welcomed the members to the 28th Annual General Meeting of the Company.

Sh. Shaman Jindal, Company Secretary informed the Chairman that the quorum was complete and subsequently the business of the meeting was taken up.

The Chairman declared that the proxy register and other statutory registers were open during the meeting for inspection by the members.

Copies of the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the period ended on that date along with the Directors' Report thereupon having already been sent to the members along with the notice of the meeting were taken as read with the consent of the company.

Chairman informed the members that the gross Income of the company increased from Rs. 10,881.27 million in FY 2012-13 to Rs. 11,908.27 million in FY 2013-14. In terms of Number of wheels, the company achieved sale of 11.03 million wheel rims as against sale of 10.14 million wheel rims during the previous year, showing an increase in sales



of 8.78% to previous year sales. The Earnings before interest and depreciation (EBITDA) increased to Rs. 1186.60 million in 2013-14 from Rs. 1,058.22 million in 2012-2013. However the Profit before tax during the year under review had decreased to Rs. 251.62 million from Rs. 265.67 million in 2012-13. The fall in profit was primarily due to increase in Depreciation and amortization & increase in financial cost due to a high interest rate regime in majority of FY 2013-2014. The Profit after tax thereby decreased to Rs.243.30 million from Rs. 250.48 million.

The depreciation and other amortization increased to Rs. 525.76 million from Rs. 496.21 million.

Chairman asked Sh. Shaman Jindal, Company Secretary to read out the Auditors' Report and annexure thereto on Annual Accounts of the Company, then, Sh. Shaman Jindal, Company Secretary read the Auditors' Report and annexure thereto.

The Chairman then apprised the shareholders that in view of the majority of the provisions of the Companies Act, 2013 coming into effect from April 1, 2014, the procedure of conducting of Annual General Meeting had also undergone a change.

The Company had made requisite arrangement for e-voting in accordance with Clause 35B of the Listing Agreement. The e-voting concluded as per the time line mentioned in the Notice of the Annual General Meeting. The Chairman also informed the Shareholders that, Sh. S. K. Sikka, Practicing Company Secretary of S.K. Sikka and Associates was appointed as the scrutinizer for e-voting as well as poll process. The scrutinizer, Sh. S. K. Sikka had submitted the Report on the Results of e-voting.

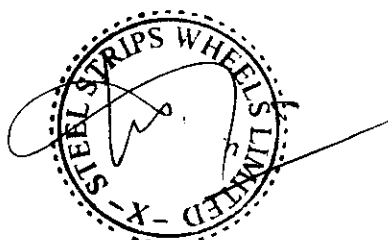
The Chairman also stated that in line with the provisions of the Companies Act and in terms of the clarification dated June 17, 2014 issued by Ministry of Corporate Affairs, voting by 'Show of Hands' was not permitted at a General Meeting where e-voting had been offered to the shareholders. Therefore, it became mandatory to conduct the poll at the meeting in respect of the items on the agenda to be transacted at the Annual General Meeting.

The Chairman further mentioned that the Ballot Papers were being provided to the members and then requested them to cast their votes and deposit them in the Ballot boxes being kept at the venue, after properly filling and signing the Ballot paper. The volunteers then opened the Ballot to show to the members that the same was empty.

Thereafter the Chairman gave his approval to start the process for conduct of poll and informed the Meeting that there were a total of 16 resolutions to be passed in the Annual General Meeting.

The Chairman then requested the members, who had not voted through e-voting, to cast their vote on the Ballot papers.

The Chairman informed the shareholders that the results of the poll aggregated with the results of e-voting would be placed on the website of the company and also on the website of Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and on the website of CDSL, the agency appointed for e-voting process by October 1, 2014.



After the casting of the votes by all the shareholders present there and taking of custody of the poll Boxes by the Scrutinizer, the Chairman declared the Meeting as concluded with a vote of thanks to all the members present.

On the basis of the Scrutinizers Report for the Electronic Voting dated September 27, 2014 and the Scrutinizer Report dated 01.10.2014 for the Physical Ballot held at the Annual General Meeting held on September 30, 2014, the Chairman announced the results of the Voting on Ist October, 2014 that all the 16 resolutions for the Ordinary and Special Businesses specified in the Notice dated August 14, 2014 had been passed with requisite majority as follows:

ORDINARY BUSINESS.

Resolution 1: Adoption of Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors' and Auditors' thereon. (Ordinary Resolution)

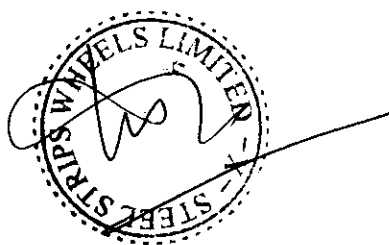
Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 2: To declare dividend on Equity shares. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 3: Re-appointment of Shri Manohar Lal Jain, retiring by rotation and being eligible, offering himself for re-appointment. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8749282	99.98	0.00	0.00	NIL
Total	8751092	100.00	0.00	0.00	NIL



Resolution 4: Re-appointment of Statutory Auditors of the Company from the conclusion of 28th Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting of the Company (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

SPECIAL BUSINESS:

Resolution 5: Appointment of Sh.Madan Mohan Chopra, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016. (Ordinary Resolution)

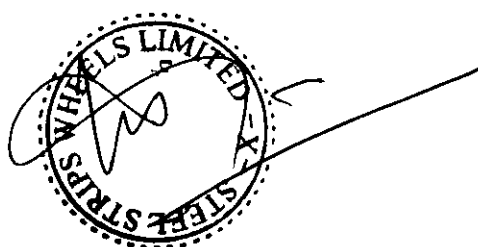
Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 6: Appointment of Sh. Sukhbir Singh Grewal, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 7: Appointment of Sh. Sudhanshu Shekhar Jha, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL



Resolution 8: Appointment of Sh. Surinder Kumar Bansal, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 9: Appointment of Sh. Ajit Singh Chatha, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 10: Appointment of Sh. Vijay Narayan Bedekar, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016 (Ordinary Resolution)

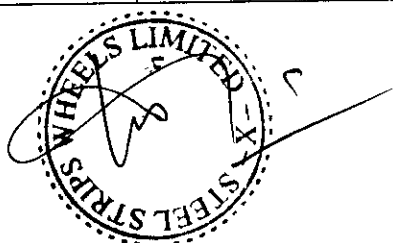
Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 11: Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2014-15. (Ordinary Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 12: To approve Borrowings Limit. (Special Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL



Resolution 13: To authorize Board of directors to create Security. (Special Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 14: To Alter Articles of Association of the Company. (Special Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

Resolution 15: Change in period of office of Sh. Dheeraj Garg, Managing Director, to be liable to determination by retirement of Directors by rotation. (Special Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.05	0.00	0.00	NIL
Poll	3749023	99.95	0.00	0.00	NIL
Total	3750833	100.00	0.00	0.00	NIL

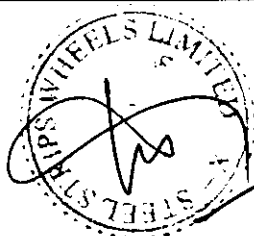
Resolution 16: Change in period of office of Sh. Andra Veetil Unnikrishnan, Deputy Managing Director, to be liable to determination by retirement of Directors by rotation. (Special Resolution)

Mode of Business	Votes cast in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	1810	0.02	0.00	0.00	NIL
Poll	8765382	99.98	0.00	0.00	NIL
Total	8767192	100.00	0.00	0.00	NIL

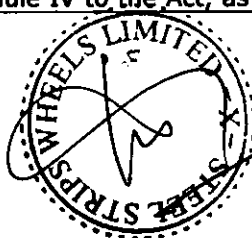
The resolution for the ordinary and special business as set out from item no. 1 to 16 in the notice of the 28th Annual General Meeting duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the 28th Annual General Meeting of the Company held on September 30, 2014:



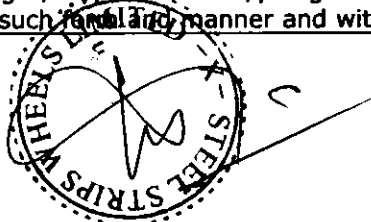
Resolution No.	Resolution Details
1	Adoption of Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors' and Auditors' thereon. (Ordinary Resolution) "RESOLVED THAT Audited Balance Sheet as at March 31, 2014 and the statement of profit and loss for the financial year ended on that date together with the reports of Board of Directors and the Auditors' thereon, circulated to members and laid down before this meeting be and are hereby received, considered and adopted.
2	To declare dividend on Equity shares. (Ordinary Resolution) "RESOLVED THAT Pursuant to the recommendation made by the Board of Directors, a dividend of 15% (Rs. 1.50 per equity share) amounting to Rs.22812255.00, be declared out of the profits of the company for the financial year 2013-14 and paid to the members whose names appeared in the register of members on 19.09.2014, be and is hereby confirmed and approved .
3	Re-appointment of Shri Manohar Lal Jain, retiring by rotation and being eligible, offering himself for re-appointment. (Ordinary Resolution) "RESOLVED THAT Sh. Manohar Lal Jain (DIN:00034591) who retires from the Board at the ensuing Annual General Meeting in accordance with the provisions of Articles of Associations being eligible and had offered himself for being re-appointed, be and is hereby re-appointed as a director of the Company whose period in office will be liable to retire by rotation."
4	Re-appointment of Statutory Auditors of the Company from the conclusion of 28th Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting of the Company (Ordinary Resolution) "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s S. C. Dewan & Co., Chartered Accountants (Firm's Registration No. 000934N), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors."
5	Appointment of Sh.Madan Mohan Chopra, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016. (Ordinary 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 Clause 49 of the Listing Agreement, Sh. Madan Mohan Chopra (DIN:00036367), a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
6	Appointment of Sh. Sukhbir Singh Grewal, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016. (Ordinary 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 Clause



	49 of the Listing Agreement, Sh. Sukhbir Singh Grewal (DIN:00031001) , a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
7	Appointment of Sh. Sudhanshu Shekhar Jha, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary 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 Clause 49 of the Listing Agreement, Sh. Sudhanshu Shekhar Jha (DIN:01489603), a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
8	Appointment of Sh. Surinder Kumar Bansal, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary 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 Clause 49 of the Listing Agreement, Sh. Surinder Kumar Bansal (DIN:00165583), a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
9	Appointment of Sh. Ajit Singh Chatha, as an Independent Director w.e.f. 30.09.2014 upto 30.09.2016. (Ordinary 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 Clause 49 of the Listing Agreement, Sh. Ajit Singh Chatha (DIN:02289613), a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
10	Appointment of Sh. Vijay Narayan Bedekar, as an Independent Director w.e.f.30.09.2014 upto 30.09.2016 (Ordinary 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 Clause



	49 of the Listing Agreement, Sh. Vijay Narayan Bedekar (DIN:02508347), a Non-Executive Director of the Company, whose period of office is liable to be determined by retirement of Directors by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company with effect from 30.09.2014 upto 30.09.2016, not liable to retire by rotation."
11	Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2014-15. (Ordinary Resolution) "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration, decided by the Board of Directors, based on the recommendation of Audit committee, of Rs.1,00,000/- (Rs. One lac only) plus Service Tax and out of pocket expenses to M/s Aggarwal Vimal & Associates, (Firm Registration Number: 000350), Cost Accountants, appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. 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."
12	To approve Borrowings Limit. (Special Resolution) "RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members of the Company at the 24th Annual General Meeting of the Company held on September 30, 2010 and Pursuant to the provisions of Section 180(1)© and other applicable provisions of the Companies Act, 2013, if any and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent 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 be deemed to include any committee thereof) to borrow any sum or sums of money, from time to time, for the purpose of the business of the Company, from any Indian or Foreign Bank (s), Financial Institution (s) and/or any other Indian or foreign lending institutions or Persons, firms, bodies corporate or any person on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Banker in the ordinary course of Business), exceed the aggregate of the "Paid up" Share Capital of the Company and its free reserves provided that the total amount upto which the money can be borrowed by the Board of Directors, shall not exceed the sum of Rs.1000 Crore (Rupees One Thousand Crore only) at any time."
13	To authorize Board of directors to create Security. (Special Resolution) "RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members of the Company at the 24th Annual General Meeting of the Company held on September 30, 2010 and Pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, if any, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent 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 be deemed to include any Committee thereof) to create mortgage/hypothecation/pledge and/or charge in addition to the existing mortgages/hypothecations/pledges and/or charges/created/to be created by the Company, in such ~~form and~~ manner and with such ranking and on such



	terms as the Board may determine in the interest of the company, on all or any of the movable and /or immovable properties, current and/or Fixed Assets of the company, both present and future and/or any other assets or properties, either tangible or intangible of the company and/or the whole of the undertaking(s) or any part of the undertaking(s) of the Company, in favour of lender (s), Agent (s) and Trustee (s) for securing the borrowings of the company availed/to be availed by the Company by way of loans, working capital facilities , debentures or any other securities or debt instrument in foreign currency or in Indian Currency, from any Indian or Foreign Bank (s), Financial Institution (s) and/or any other Indian or foreign lending institutions or Persons, firms, bodies corporate or any other lender, from time to time, upto the limits approved or as may be approved by the shareholders under Section 180 (1) © of the Act, along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs , expenses and any other money payable by the Company including any increase as result of devaluation/revaluation/fluctuation in the rate of exchange. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds writings/papers/agreements as may be required and do all such acts, deeds matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."
14	To Alter Articles of Association of the Company. (Special Resolution) "RESOLVED THAT, pursuant to the provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the company be and are hereby altered in the manner set out herein below: i) The Existing Article No. 173 be deleted and be replaced with the following article: "173 . subject to the provisions of the Companies Act, 2013, a Managing Director (s) or Whole Time Director (s) shall be liable to retirement by rotation (save as otherwise provided in a contract in terms of provisions of the Companies Act, 2013 or Rules made thereunder or in a resolution passed by Board or Shareholders of the Company). He shall, however, be subject to the same provisions as to resignation and removal as are applicable to the other Directors. He shall ipso facto immediately, cease to be a Managing or Whole Time Director if he ceases to hold the office of Director for any reason whatsoever save that if he shall vacate office whether by, retirement by rotation or otherwise under the provisions of the Companies Act 2013 at any Annual General Meeting and shall be reappointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be a Managing or Whole Time Director." "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution"
15	Change in period of office of Sh. Dheeraj Garg, Managing Director, to be liable to determination by retirement of Directors by rotation. (Special Resolution) "RESOLOVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Sh. Dheeraj Garg (DIN 00034926), the Managing Director of the company, who is non retiring Director in terms of the erstwhile provisions of the Companies Act,



	1956, shall henceforth be liable to determination by retirement of Directors by rotation."
16	Change in period of office of Sh. Andra Veetil Unnikrishnan, Deputy Managing Director, to be liable to determination by retirement of Directors by rotation. (Special Resolution) "RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Sh. Andra Veetil Unnikrishnan (DIN 02498195), the Deputy Managing Director of the company, who is non retiring Director in terms of the erstwhile provisions of the Companies Act, 1956, shall henceforth be liable to determination by retirement of Directors by rotation."

