



## STEEL STRIPS WHEELS LTD.

CIN: L27107PB1985PLC006159

Head Office : ISO/TS16949 Certified  
SCO 49-50, Sector-26,  
Madhya Marg, Chandigarh-160 019 (INDIA)  
Tel. : +91-172-2793112, 2790979, 2792385  
Fax : +91-172-2794834 / 2790887  
Website : www.sswlindia.com

Date: 07/10/2019

To,

Bombay Stock Exchange Limited  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

The National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051

Ref; Scrip Code: BSE- 513262 & NSE- SSWL

**Sub: Minutes of the 33<sup>rd</sup> Annual General Meeting.**

Dear Sir,

Enclosed please find the minutes of the 33<sup>rd</sup> Annual General Meeting of the Company held on 30.09.2019 at the registered office of the Company.

Kindly take the same on your records for reference.

Thanking you.

For and behalf of the Board of  
STEEL STRIPS WHEELS LIMITED

Shaman Jindal  
(CGM-cum-Company Secretary)

## STEEL STRIPS WHEELS LIMITED

MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 11.00 A.M. ON MONDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE SOMALHERI/LEHLI, P.O. DAPPAR, TEHSIL DERABASSI, DISTRICT S.A.S. NAGAR, MOHALI (PB.).

### PRESENT:

<b>Directors:</b>	
Sh. Dheeraj Garg	Managing Director
Sh. Andra Veetil Unnikrishnan	Dy. Managing Director
Sh. Manohar Lal Jain	Executive Director
Sh. Surinder Kumar Bansal	Non-Executive Independent Director, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company
Sh. Virander Kumar Arya	Non-Executive Independent Director

Members in Person : 46  
Members by Proxy : 03

### IN ATTENDANCE:

Sh. Shaman Jindal	Company Secretary
Sh. Kailash Narang	Statutory Auditor
Sh. Sushil K. Sikka	Practicing Company Secretary (Scrutinizer of the Meeting)

It was informed that due to some pre-occupations, Sh. Rajender Kumar Garg, Chairman, Sh. Madan Mohan Chopra, Independent Director, Ms. Jaspreet Takhar, Independent Director, Sh. Sudhanshu Shekhar Jha, Independent Director and Sh. Sanjay Surajprakash Sahni, Nominee Director of Tata Steel Limited on the Board of the Company were not able to attend the meeting. The Directors present unanimously elected Sh. Dheeraj Garg, Managing Director of the Company as the Chairman of the meeting. He took the chair, welcomed all the members present and introduced Sh. Andra Veetil Unnikrishnan, Dy. Managing Director, Sh. Manohar Lal Jain, Executive Director, Sh. Surinder Kumar Bansal (Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) and Sh. Virander Kumar Arya, Additional Director in the category of Non-Executive Independent Director sitting on the dais.

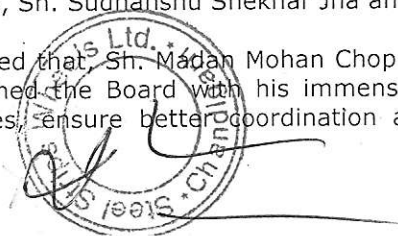
Thereafter, Sh. Shaman Jindal, Company Secretary informed the Chairman that the quorum was complete and thereafter the Chairman called the meeting to order.

The following documents and registers were placed on the table:

1. Notice convening the 33<sup>rd</sup> Annual General Meeting.
2. Board's Report along with annexure thereto for the financial year ended 31st March, 2019.
3. The Audited Accounts and Auditor's Report thereon for the financial year ended 31st March, 2019.
4. The Proxy Register with 3 valid proxies lodged with the Company in connection with the 33<sup>rd</sup> Annual General Meeting (remained open for inspection during the meeting).
5. The Register of Director's and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
6. The Register of Contracts or arrangements in which directors were interested (remained open for inspection during the meeting).
7. Auditors Certificate in respect of Employee Stock Option schemes of the Company (remained open for inspection during the meeting).

The Chairman of the meeting addressed the members present and apprised them that in this meeting the Company will have to bid farewell to the Company's longest serving Directors on the Board, Sh. Madan Mohan Chopra, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal.

It was further informed that, Sh. Madan Mohan Chopra has been associated with Company since the year 1994. He enriched the Board with his immense experience and has guided the Company to streamline procedures, ensure better coordination and faster decision making. He has been the



Member of Audit Committee, Employee Compensation Committee and Nomination and Remuneration Committee of the Board.

Sh. Sudhanshu Shekhar Jha has been associated with the Company since the year 2005. He has played an important role in guiding the Company towards incorporating and adopting good corporate practice. He has been the Chairman of the Corporate Social Responsibility Committee, Member of Audit Committee, Employee Compensation Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Allotment Committee of the Board.

Sh. Surinder Kumar Bansal has been associated with the Company since the year 2005. He possessed more than 40 years of experience in the areas of Corporate Finance, audit etc. Over the years he occupied several advisory positions. With such vast experience in the field of finance, audit etc., he had played a pivotal role in steering the Company towards growth over a passage of time of his association with the Company. He has been the Chairman of the Audit Committee, Employee Compensation Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Risk Management Committee and Member of the Allotment Committee of the Board.

The Company has been immensely benefitted by their independent views and judgements in the board deliberations. Their association with the Company was beneficial and in the best interest of the Company. The Chairman of the meeting on behalf of the Board placed on record deep appreciation of the valuable services rendered by Sh. Madan Mohan Chopra, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal during their tenure as Directors of the Company.

Thereafter the Chairman commenced the formal agenda of the Annual General meeting and with the consent of the Members present, the Notice convening the meeting, the Board's Report along with the annexure thereto and the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2019 were taken as read.

The Chairman addressed the members and briefed about the performance of the Company. The total income for the year under review increased by 31.07% to Rs. 20586.50 million as compared to Rs. 15706.03 million in FY 2017-18.

The members were further informed that in terms of Number of wheels, the Company has achieved sale of 15.71 million wheel rims during FY 2018-19 against sale of 14.49 million wheel rims during the previous year, showing an increase of 8.42%.

The Earnings Before Interest, Depreciation and Tax (EBIDTA) increased to Rs. 2633.52 million in FY 2018-19 from Rs. 2136.79 million in FY 2017-18, registering a growth of 23.25%.

The Depreciation and other amortization have increased to Rs. 619.23 million in FY 2018-19 from Rs. 525.74 million in FY 2017-18.

Profit before tax during the year under review has increased to Rs. 1088.85 million from Rs. 971.64 million in FY 2017-18 recording a growth of 12.06%. The profit after tax have also increased to Rs. 823.56 million from Rs. 750.91 million, showing a growth of 9.67%.

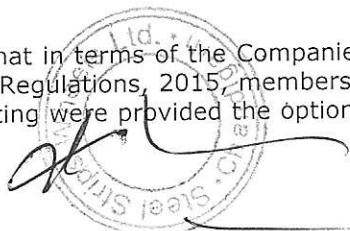
Thereafter the Auditors' Report was taken as read with the approval of the Members present. There was no qualification or adverse remark in Auditor's Report.

It was also informed that Secretarial Audit Report, as circulated to members, along with Board's Report and placed before the meeting, did not contain any qualification or adverse remark and be taken as read.

The Chairman further informed that the Company had provided remote e-voting facility to all the members entitled to cast their vote i.e. persons who were members on 23<sup>rd</sup> September, 2019 being the cut-off date, in respect of all the resolutions for the agenda items set out in the Notice of AGM, during the period from Friday, 27<sup>th</sup> September, 2019 (9:00 a.m) to Sunday, 29<sup>th</sup> September, 2019 (5:00 p.m), as per the provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended.

Company Secretary informed the members that, the Board of Directors of the Company had appointed Sh. Sushil K. Sikka, Practicing Company Secretary (Membership No. 4241 and C. P. No. 3582) proprietor of S. K. Sikka & Associates, as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner and for the voting through ballot process at the venue of AGM.

Members were informed that in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members attending the AGM, who had not already cast their vote by remote e-voting were provided the option to exercise their right to vote at the venue of



the AGM through physical ballot on all the resolutions in respect of the agenda items set out in the Notice of AGM.

The Chairman of the meeting then requested the members 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 explained the objective and implications of the resolutions before putting them to vote at the meeting and the items of business, as per the Notice of AGM dated 02.09.2019, were read and during the course of meeting, as the Chairman was interested in respect of item No. 3 as mentioned below, he requested Sh. Manohar Lal Jain, Executive Director to chair the proceedings of the said agenda items and resumed the chair after the said item of business was transacted.

Further, Sh. Andra Veetil Unnikrishnan and Sh. Virander Kumar Arya being interested in respect of items No. 4 and 5 respectively as mentioned below, did not participate in the proceedings of the meeting at the time when the said items were taken up.

Before ordering the poll, the Chairman invited the Shareholders for their queries and observations. After answering the queries of the shareholders, he ordered the poll and requested all the members who have not already exercised their voting rights, to cast their votes using ballot papers. The members casted their votes and inserted the polling papers in Ballot Box. After the process was complete, Mr. Sushil K. Sikka, the Scrutinizer, took the custody of ballot box.

The Chairman informed the members 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 Link Intime India Private Limited (LIPL), the agency appointed for e-voting process. He authorized Sh. Shaman Jindal Company Secretary of the Company for the aforesaid purpose.

Thereafter, the Chairman declared the Meeting as concluded at 1.00 P.M. and on behalf of the Board of Directors of the Company appreciated the presence of the members and thanked them for the trust and belief in the Company.

On the basis of the Scrutinizers consolidated Report for the Remote Electronic Voting (e-voting) and the Physical Ballot held at the Annual General Meeting held on September 30, 2019, the results of the Voting were announced on 01<sup>st</sup> October, 2019 which showed that all the 9 resolutions for the Ordinary and Special Businesses specified in the Notice dated 02.09.2019 had been approved and adopted with requisite majority as follows:

### **ORDINARY BUSINESS**

**Resolution 1:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	199	0.002	NIL	NIL	NIL
Poll	9459825	99.998	NIL	NIL	NIL
Total	9460024	100.00	NIL	NIL	NIL

**Resolution 2:** To declare Dividend on Equity Shares for the financial year 2018-19. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	199	0.002	NIL	NIL	NIL
Poll	9459825	99.998	NIL	NIL	NIL
Total	9460024	100.00	NIL	NIL	NIL

**Resolution 3:** To appoint a Director in place of Sh. Dheeraj Garg (DIN NO. 00034926), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.23	27	0.04	NIL
Poll	73155	99.73	NIL	NIL	NIL
Total	73327	99.96	27	0.04	NIL



**Resolution 4:** To appoint a Director in place of Sh. Andra Veetil Unnikrishnan (DIN NO. 02498195), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9454713	99.9978	NIL	NIL	NIL
Total	9454885	99.9998	27	0.0002	NIL

**SPECIAL BUSINESS:**

**Resolution 5:** To appoint Sh. Virander Kumar Arya (DIN: 00751005), as Non-Executive Independent Director of the Company to hold office for a period commencing from 27.05.2019 to 30.09.2023. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9459625	99.9978	NIL	NIL	NIL
Total	9459797	99.9998	27	0.0002	NIL

**Resolution 6:** To appoint Sh. Shashi Bhushan Gupta (DIN:00154404), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9459825	99.9978	NIL	NIL	NIL
Total	9459997	99.9998	27	0.0002	NIL

**Resolution 7:** To appoint Sh. Ajit Singh Chattha (DIN: 02289613), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Special Resolution)

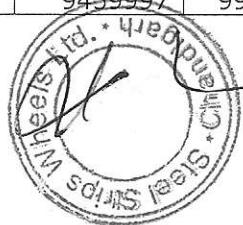
Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9459825	99.9978	NIL	NIL	NIL
Total	9459997	99.9998	27	0.0002	NIL

**Resolution 8:** To appoint Sh. Surinder Singh Viridi (DIN:00035408), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Special Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9459825	99.9978	NIL	NIL	NIL
Total	9459997	99.9998	27	0.0002	NIL

**Resolution 9:** To ratify the remuneration of Cost Auditors for the Financial Year 2019-20. (Ordinary Resolution)

Mode of Business	Votes casted in favour of Resolution		Votes casted against the resolution		Invalid votes
	No.	%age	No.	%age	
E voting	172	0.0020	27	0.0002	NIL
Poll	9459825	99.9978	NIL	NIL	NIL
Total	9459997	99.9998	27	0.0002	NIL



## Resolution

The resolution for the ordinary and special business as set out from item no. 1 to 9 in the notice of the 33<sup>rd</sup> Annual General Meeting duly approved and adopted by the members with requisite majority, is recorded hereunder as part of the proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company held on September 30, 2019:

Resolution No.	Resolution Details
1	<p><b>To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)</b></p> <p>"RESOLVED THAT Audited Standalone Financial Statement of the Company for the FY year ended 31<sup>st</sup> March, 2019, including Audited Balance Sheet as at March 31, 2019 and the statement of profit and loss for the financial year ended on that date and 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."</p>
2	<p><b>To declare Dividend on Equity Shares for the financial year 2018-19. (Ordinary Resolution)</b></p> <p>"RESOLVED THAT pursuant to the recommendation made by the Board of Directors, a final dividend @ of Rs. 4.00 per equity share (i.e 40% on the fully paid-up Equity shares of Rs. 10/- each) of the Company, amounting to Rs. 6,23,58,880/- be declared out of the profits of the company for the financial year 2018-19 and be paid to the members whose names appeared in the register of members on 23<sup>rd</sup> September, 2019."</p>
3	<p><b>To appoint a Director in place of Sh. Dheeraj Garg (DIN NO. 00034926), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)</b></p> <p>"RESOLVED THAT Sh. Dheeraj Garg (DIN NO. 00034926), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company."</p>
4	<p><b>To appoint a Director in place of Sh. Andra Veetil Unnikrishnan (DIN NO. 02498195), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)</b></p> <p>"RESOLVED THAT Sh. Andra Veetil Unnikrishnan (DIN NO. 02498195), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company."</p>
5	<p><b>To appoint Sh. Virander Kumar Arya (DIN: 00751005), as Non-Executive Independent Director of the Company to hold office for a period commencing from 27.05.2019 to 30.09.2023. (Ordinary Resolution)</b></p> <p>"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.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby</p>



	authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
6	<p><b>To appoint Sh. Shashi Bhushan Gupta (DIN:00154404), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Ordinary Resolution)</b></p> <p>"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.</p> <p>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."</p>
7	<p><b>To appoint Sh. Ajit Singh Chattha (DIN: 02289613), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Special Resolution)</b></p> <p>"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 Chattha (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.</p> <p>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."</p>
8	<p><b>To appoint Sh. Surinder Singh Viridi (DIN:00035408), as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019. (Special Resolution)</b></p> <p>"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 Viridi (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.</p>

The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text "Shri. Surinder Singh Viridi" around the perimeter and "00035408" in the center. The signature is written in a cursive style across the stamp.

	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	<p><b>To ratify the remuneration of Cost Auditors for the Financial Year 2019-20. (Ordinary Resolution)</b></p> <p>"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 &amp; 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.</p> <p>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."</p>



CHAIRMAN