

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting of the Members of S & S Power Switchgear Limited will be held on Monday the 30th September 2013 at 3 pm at Bharatiya Vidya Bhavan (Mini Hall) New No:18, 20,22 (Old NO.37-39), East Mada Street, Mylapore, Chennai -600004 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss account of the company for the year ended 31.03.2013, the Balance Sheet as at that date and Director's and Auditor's reports thereon.
2. To appoint a Director in the place of Mr. Anupam Vaid, who retires by rotation in terms of Article 118 of the Company's Articles of Association and being eligible offers himself for re-appointment.
3. To appoint auditors for the current year to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration. M/s GSV Associates, Chartered Accountants, the present Auditors of the Company, retire and are eligible for re- appointment.

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolutions with or without modification as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof) Mr. R. Jayaraman in respect of whom a notice in writing has been received by the Company proposing his candidature for the office of Director under section 257 of the Companies Act, 1956, be and is hereby appointed as director liable to retire by

**of Directors
Switchgear Limited**

**Ashish Jalan
Chairman & Managing Director**

Date: 30.05.2013
Place: Chennai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday the 28th September 2013 to Monday 30th September 2013 (both days are inclusive)
3. Members are requested to notify any change in their address to the Company or its Share Transfer Agents. In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The share certificates may be sent directly to our Share Transfer Agent: GNSA Infotech Limited, Nelson Chambers, 4th Floor, F Block, No. 115 Nelson Manickam Road, Aminjikarai, Chennai – 600 029.
5. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote at the annual general meeting.

ANNEXURE TO NOTICE

The information in respect of **Item no.2** and **Item no. 4** accordance with Clause 49 (iv) (g) of the listing agreement for Corporate Governance about directors seeking appointment and re-appointment in this annual general meeting are furnished hereunder

Particulars	Item No.2
Name of the Director	Mr. Anupam Vaid
Date of Birth	11.06.1963
Date of Appointment	22.05.2006
Qualification	Commerce graduate from Sydenham College of Commerce and Economics, Mumbai

Experience in specific functional areas	Mr. Anupam Vaid has wide experience in marketing of Engineering Products. He was actively involved in the execution of various projects for VSNL and MTNL
List of other Companies in which Directorship held	Acrastyle Power (India) Limited
Chairman/ Member of the Committee of the Board of the Director of the Company	1. Audit Committee - Chairman 2. Investors' Grievance Redressal Cum Share Transfer Committee – Member 3. Remuneration Committee - Chairman
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2013	Nil

The Board recommends the resolution for your approval.

None of the Directors other than Mr. Anupam Vaid is concerned or interested in the resolution.

ITEM NO.4

The Company has received a notice under Section 257 of the Companies Act 1956 from a member along with requisite deposit, signifying his intention to propose Mr. R. Jayaraman as Director of the Company.

Particulars	Item No. 4
Name of the Director	Mr. R. Jayaraman
Date of the Birth	02.10.1951
Qualification	D.E.E; PGDMM,
Experience in specific functional areas	Well Seasoned Switchgear & Controlgear Executive, having a vast experience of more than 40 years in handling, entire gamut of Operations at Various levels and capacities from time to time.

List of other companies in which Directorship held	NIL
Chairman/ Member of the Committee of the Board of the Director of the Company	NIL
Number of Shares held in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2013	NIL

The Board recommends the resolution for your approval.

None of the Directors other than Mr. R. Jayaraman is concerned or interested in the resolution.

On behalf of the Board of Directors

Ashish Jalan
Chairman & Managing Director

Date: 30.05.2013

Place: Chennai

REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

The Directors have pleasure in presenting herewith the ThirtyFifth Annual Report of your Company together with the audited accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

(₹. in Million)

Particulars	2012-13 (12 months)	2011-12 (12 months)
Sales and other Income	26.68	33.42
Gross Profit/ Loss before Interest & Tax	3.80	9.57
Less: Depreciation	2.24	2.59
Less: Interest	2.73	0.41