

Ref: **S&S/SE/2015-16/026**

Date: **17th August, 2015**

<p>To, The General Manager, ✓ Department of Corporate Services, BSE LIMITED, P.J.Towers, Dalal Street, Fort, Mumbai – 400 001. Email : corp.relations@bseindia.com</p> <p style="border: 1px solid black; padding: 2px; text-align: center;">BSE SCRIP CODE: 517273</p>	<p>To, The Manager – Listing, NATIONAL STOCK EXCHANGE OF INDIA LTD, Corporate Relationship Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051. Email : cmlist@nse.co.in</p> <p style="border: 1px solid black; padding: 2px; text-align: center;">NSE SCRIP NAME: S&SPOWER</p>
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Dear Sir/Madam,

Sub: Report on proceedings of Thirty Seventh Annual General Meeting of the Company held on 14th August 2015.

Pursuant to Clause 35A of the Listing Agreement and provisions of the Companies Act 2013, including rules thereof, we are enclosing herewith details regarding the voting results and the combined Scrutinizer's report, in respect of businesses considered at the Annual General meeting of the Company held on Friday, the 14th August 2015, at 2:30 P.M at Narada Gana Sabha Trust, Sathguru Gnanananda Mini Hall, No 314, T.T.K Road, Alwarpet, Chennai- 600018. Tamilnadu

You are requested to take the above information on record & acknowledge the receipt.

Thanking You,

Yours faithfully,
For **S&S POWER SWITCHGEAR LIMITED**,



D.SADASIVAM
Company Secretary & Compliance Officer

Encl: a. a



Name of the Company : S&S POWER SWITCHGEAR LIMITED (CIN : L312001975PLC006966)
Regd Office Address : New No 67, Old No 19, Second Floor, Dr Ranga Road, Mylapore, Chennai - 600004, Tamilnadu

Scrip Code : 517273 (BSE), Name of the Scrip : S&SPOWER (NSE), Class of Security : Equity Share

Report on Voting results of Thirty Seventh (37th) Annual General Meeting under Clause 35A of the Listing Agreement

Date of Annual General Meeting	14th August 2015
Total number of shareholders on record date (Cut off date) i.e. 7th August 2015	21203
Number of Shareholders present in the meeting in person or through proxies	
- Promoter and Promoter Group	9
- Public	242
Total	251
Number of Shareholders attended the meeting through Video Conferencing	NIL

(Agenda-wise)

Details of the Agenda

Resolution required : (Ordinary / Special)	Details enclosed
Mode of Voting : (Show of Hands / Poll / Postal Ballot / E-Voting)	Poll and E-Voting



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Sl. No	Particulars	Type of Resolution (Ordinary / Special)
	<u>ORDINARY BUSINESS</u>	
1)	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2015, the Balance Sheet as at that date together with reports of the Board of Directors and the Auditors' thereon	Ordinary Resolution
2)	To appoint a Director in the place of Mr. Ashish Sushil Jalan (DIN:00031311), who retires by rotation in terms of Article 118 of the Company's Articles of Association and being eligible offers himself for re-appointment	Ordinary Resolution
3)	To appoint M/s . GSV Associates, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company	Ordinary Resolution
	<u>SPECIAL BUSINESS</u>	
4)	Appointment of Mr Ajay Kumar Dhagat (DIN : 00250792) as an Independent Director of the Company	Ordinary Resolution
5)	Appointment of Mr Deepak Jugal Kishore Chowdhary (DIN : 00332918) as an Independent Director of the Company	Ordinary Resolution
6)	Appointment of Mr Nandakumar Sundarraman (DIN :02503998) as an Independent Director of the Company	Ordinary Resolution
7)	Confirmation of Appointment of Mr Ashok Kumar Vishwakarma (DIN:05203223) as Managing Director of the Company	Ordinary Resolution
8)	Approval for Managerial Remuneration to Mr Ashok Kumar Vishwakarma (DIN:05203223) Managing Director of the Company	Special Resolution





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Resolution No: 01 - To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2015 together with the reports of the Board of Directors and the Auditors thereon

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2784624	90.21	2784624	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2787530	90.31	2787530	0		

Resolution No: 02 - To appoint a Director in the place of Mr. Ashish Sushil Jalan, who retires by rotation and being eligible offers himself for re-appointment

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2782259	90.13	2782259	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2785165	90.23	2785165	0		



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Resolution No: 03 - To appoint M/s. GSV Associates, Chartered Accountants as Statutory Auditors of the Company.

Promoter / Public	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2784624	90.21	2784624	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2787530	90.31	2787530	0		

Resolution No: 04 - To appoint Mr Ajay Kumar Dhagat as an Independent Director of the Company.

Promoter / Public	No. of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2784624	90.21	2784624	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2787530	90.31	2787530	0		





Scrip Code : 517273 (BSE), Name of the Scrip : S&SPOWER (NSE), Class of Security : Equity Share

Resolution No: 05 - To appoint Mr Deepak Iugal Kishore Chowdhary as an Independent Director of the Company.

Promoter / Public	No.of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2784624	90.21	2784624	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2787530	90.31	2787530	0		

Resolution No: 06 - To appoint Mr Nandakumar Sundarraman as an Independent Director of the Company.

Promoter / Public	No.of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes - against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	3086988	2784624	90.21	2784624	0	100	0
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	0	100	0
Total	6200000	2787530	90.31	2787530	0		





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Resolution No: 07 - To confirm the appointment of Mr Ashok Kumar Vishwakarma as Managing Director of the Company.

Promoter / Public	No.of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares $(3) = \frac{[(2)/(1)] * 100}{100}$	No.of Votes - in favour (4)	No.of Votes - against (5)	% of votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{100}$	% of votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	3086988	2784474	90.20	2784474	0	100	0.000
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	150	94.84	5.16
Total	6200000	2787380	90.30	2787380	150		

Resolution No: 08 - To approve the Managerial remuneration to Mr-Ashok Kumar Vishwakarma, Managing Director of the Company.

Promoter / Public	No.of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares $(3) = \frac{[(2)/(1)] * 100}{100}$	No.of Votes - in favour (4)	No.of Votes - against (5)	% of votes in favour on votes polled $(6) = \frac{[(4)/(2)] * 100}{100}$	% of votes against on votes polled $(7) = \frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	3086988	2784474	90.20	2784474	0	100.000	0.000
Public - Institutional holders	105864	0	0	0	0	0	0
Public - Others	3007148	2906	0.10	2906	150	94.84	5.16
Total	6200000	2787380	90.30	2787380	150		





COMBINED SCRUTINIZER REPORT
FOR
S&S POWER SWITCHGEAR LIMITED

To,

The Chairman of 37th Annual General Meeting of the members of S&S POWER SWITCHGEAR LIMITED (the Company) held on the Friday, 14th August 2015 at 2.30 P.M. at Narada Gana Sabha Trust, Sathguru Gnanananda Mini Hall, 314, TTK Road, Chennai - 600 018.

Dear Sir,

Sub: Passing of Resolution through e-Voting and poll conducted at the 37th Annual General Meeting.

1. I, S Bhaskar, Partner of BP & Associates, Company Secretaries, has been appointed as a Scrutinizer by

- i. The Board of Directors of the Company at their meeting held on 4th June 2015 for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
- ii. The Chairman of the 37th Annual General Meeting for scrutinizing the poll process as ordered by him under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 37th Annual General Meeting of the members of the Company, held on Friday, 14th August 2015 at 2.30 P.M. at Narada Gana Sabha Trust, Sathguru Gnanananda Mini Hall, 314, TTK Road, Chennai - 600 018.

2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 37th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the AGM notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company to provide e-voting facilities to its members for e-voting and based on ballot paper at the time of poll at AGM.

3. The e-Voting results were unblocked by me on 14th August 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 14th August 2015 attached herewith.

4. At the 37th Annual General Meeting of the Company held on 14th August 2015, the Chairman of the meeting had called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as



the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT-13 dated 17th August 2015.

The results of the e-voting together with that of the poll is as under

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes*	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	2785249	99.9%	Nil	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2787530	100%	Nil	0%	0%	2787530	100%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	2782884	99.9%	Nil	0%	2365*	2782884	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2785165	100%	Nil	0%	2365*	2785165	100%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	2785249	99.9%	Nil	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2787530	100%	Nil	0%	Nil	2787530	100%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	2785249	99.9%	Nil	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2787530	100%	Nil	0%	Nil	2787530	100%
Item No: 5 of the Notice (Ordinary Resolution)	e-Voting	2785249	99.9%	Nil	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2787530	100%	Nil	0%	Nil	2787530	100%
Item No: 6 of the Notice (Ordinary Resolution)	e-Voting	2785249	99.9%	Nil	0.0%	Nil	2785249	99.9%
	Poll	2281	0.1%	Nil	0%	Nil	2281	0.1%
	Total	2787530	100%	Nil	0%	Nil	2787530	100%
Item No: 7 of the Notice (Ordinary Resolution)	e-Voting	2785099	99.9%	150	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	0	0%	Nil	2281	0.1%
	Total	2787380	100%	150	0%	Nil	2787530	100%



Item No: 8 of the Notice (Special Resolution)	e-Voting	2785099	99.9%	150	0%	Nil	2785249	99.9%
	Poll	2281	0.1%	0	0%	Nil	2281	0.1%
	Total	2787380	100%	150	0%	Nil	2787530	100%

All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers and other details received from the Share Transfer Agent GNSA Info tech Ltd both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover theses record to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

Place: Chennai
Date: 17th August, 2015



For BP & Associates
Company Secretaries

S Bhaskar
Partner

M No: 10798 | C P No: 8315