BP & ASSOCIATES
Company Secretaries

**FORM NO.MGT - 13**
**Report of Scrutinizer - S & S POWER SWITCHGEAR LIMITED**

*[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
S & S POWER SWITCHGEAR LIMITED,
PLOT NO 14, CMDA INDUSTRIAL AREA PART-II,
CHITHAMANUR VILLAGE, MARAIMALAI NAGAR,
PIN – 603 209. KANCHEEPURAM DT. TAMILNADU

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, was appointed as Scrutinizers for the 40th Annual General Meeting of the Equity Shareholders of "S&S power Switchgear limited" held on Wednesday, 19th September, 2018 at 11.00 a.m. at Plot No 14, CMDA Industrial Area Part-II,Chithamanur Village, Maraimalai Nagar, Pin – 603 209. Kancheepuram dt. Tamilnadu for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 10.00 AM on Sunday, the 16th September , 2018 up to 5.00 PM on Tuesday, the 18th September, 2018.

2. The Shareholders holding shares as on the "Cut Off" date, i.e., 14th September, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 40th Annual General Meeting of "S&S Power Switchgear Limited" (Item Number 1 to 7 of the Notice of the 40th AGM of S&S Power Switchgear Limited)

3. The votes were unblocked on Wednesday, the 19th September, 2018 around 12:45 PM in the presence of two witnesses, namely, Mr. M. Gopinath and Mr.S.Arun Kumar

They have signed below in confirmation of the votes being unblocked in their presence.

M. Gopinath

Name: M.Gopinath

Name: S. Arun Kumar

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Ashok Nagar, Chennai-83.

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of National Securities Depository Limited (NSDL)

5. The result of the E- voting is as under:

(a) Item No - 1

**Ordinary Business :Ordinary Resolution**

To receive, consider and adopt the audited financial statement (including the audited consolidated financial statement) for the year ended March 31, 2018 along with the notes as on that date and the reports of the Board of Directors and the Auditors thereon.

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 20 | 30,88,241 | 100% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| - | - | - |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

(b) Item - 2

**Ordinary Business :Ordinary Resolution**

To re-elect Mr. Peter John Woolrich (DIN: 07808275), who retires by rotation, as a Director of the Company.

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 19 | 30,87,991 | 99.99% |

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(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 250 | 0.01% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

(c) Item - 3
**Special Business :Special Resolution**
To increase the remuneration of Managing Director

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 18 | 30,87,538 | 99.98% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 2 | 703 | 0.02% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

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(d) Item - 4

**Special Business :Special Resolution**

Borrowing Power to the Board of Directors

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 19 | 30,87,991 | 99.99% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 250 | 0.01% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

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(e) Item - 5

**Special Business :Special Resolution**

Powers of the Board as per section 180 (1) (a) of the Companies Act 2013

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 19 | 30,87,991 | 99.99% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 250 | 0.01% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

(f) Item - 6

**Special Business :Special Resolution**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 19 | 30,87,991 | 99.99% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 250 | 0.01% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

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(g) Item - 7

**Special Business :Special Resolution**

Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

(i) Voted in **favour** of the Resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 19 | 30,87,991 | 99.99% |

(ii) Voted **against** the resolution:

| Number of Members voted in evoting | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 250 | 0.01% |

(iii) Invalid Votes:

| Number of Members voted in evoting | Total number of votes cast by therm |
|---|---|
| - | - |

S Bhaskar,

Partner,
BP & Associates,
Company Secretaries
C P No: 8315

Place: Chennai
Date: 19th September, 2018

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Company Secretaries

**Combined Scrutinizer Report for e-Voting**
**of**
**S & S POWER SWITCHGEAR LIMITED**

To,
THE CHAIRMAN,
**S & S POWER SWITCHGEAR LIMITED,**
PLOT NO 14, CMDA INDUSTRIAL AREA PART-II,
CHITHAMANUR VILLAGE, MARAIMALAI NAGAR,
PIN – 603 209. KANCHEEPURAM DT. TAMILNADU

Dear Sir,

Sub: Passing of Resolutions through e-Voting And Poll conducted at the 40th Annual General Meeting

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

i. The Board of Directors at their meeting of the Company held on 29th May 2018 for the purpose of Scrutinizing the e-voting process under the provision 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 40th Annual General Meeting of the Company for conducting poll 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 40th Annual General Meeting of the members of the Company.

2. The Management of the Company is responsible to ensure the compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 40th 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 above, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Annual General Meeting.

3. The e-voting and Poll results were unblocked by me on 19th September, 2018 at 12:45 PM in the presence of two witnesses (please refer my Scrutinizer report on evoting dated 19th September, 2018).

4. At the 40th Annual General Meeting of the Company held on 19th September, 2018, the Chairman of the meeting had suo motto 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.

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**The results of the e-voting together with that of the poll are as under:**

| Item No of Notice | Mode of Voting | Votes in favor of the resolution | | Votes against the resolution | | Invalid/ Abstained* Votes | Total | |
|---|---|---|---|---|---|---|---|---|
| | | Nos. | % | Nos. | % | Nos. | Nos. | % |
| Item No: 1 of the Notice (Ordinary Resolution) | e-Voting | 30,88,241 | 99.98% | - | 0.00% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,971 | 100.00% | - | 0.00% | - | **30,88,971** | **100.00%** |
| Item No: 2 of the Notice (Ordinary Resolution) | e-Voting | 30,87,991 | 99.97% | 250 | 0.01% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,721 | 99.99% | 250 | 0.01% | - | **30,88,971** | **100.00%** |
| Item No: 3 of the Notice (Special Resolution) | e-Voting | 30,87,538 | 99.95% | 703 | 0.02% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,268 | 99.98% | 703 | 0.02% | - | **30,88,971** | **100.00%** |
| Item No: 4 of the Notice (Special Resolution) | e-Voting | 30,87,991 | 99.97% | 250 | 0.01% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,721 | 99.99% | 250 | 0.01% | - | **30,88,971** | **100.00%** |
| Item No: 5 of the Notice (Special Resolution) | e-Voting | 30,87,991 | 99.97% | 250 | 0.01% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,721 | 99.99% | 250 | 0.01% | - | **30,88,971** | **100.00%** |
| Item No: 6 of the Notice (Special Resolution) | e-Voting | 30,87,991 | 99.97% | 250 | 0.01% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,721 | 99.99% | 250 | 0.01% | - | **30,88,971** | **100.00%** |
| Item No: 7 of the Notice (Special Resolution) | e-Voting | 30,87,991 | 99.97% | 250 | 0.01% | - | 30,88,241 | 99.98% |
| | Poll | 730 | 0.02% | - | 0.00% | - | 730 | 0.02% |
| | **Total** | 30,88,721 | 99.99% | 250 | 0.01% | - | **30,88,971** | **100.00%** |

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

I hereby confirm that I am maintaining the Registers received from the Service Provider 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 these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

BP & ASSOCIATES CHENNAI

**S Bhaskar,**
**Partner of BP & Associates,**
**Company Secretaries**
**C P No: 8315**

Place: Chennai-83
Date : 19th September, 2018

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## E-voting

| S No | Client ID | Name | Category | SHARES | % | Res No:1 | Res No:2 | Res No:3 | Res No:4 | Res No: 5 | Res No:6 | Res No: 7 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 1203070000101398 | SHYAMALA JAGANNATHAN | Individual | 453 | 0.01% | F | F | A | F | F | F | F |
| 2 | IN30011811508900 | HARMOHAN SINGH SAWHNEY | Individual | 100 | 0.00% | F | F | F | F | F | F | F |
| 3 | IN30014210022853 | SUSHIL KUMAR JALAN | Promoters | 11700 | 0.19% | F | F | F | F | F | F | F |
| 4 | IN30014210025001 | SUSHIL KUMAR JALAN | Promoters | 1536 | 0.02% | F | F | F | F | F | F | F |
| 5 | IN30014210035497 | ASHISH JALAN | Promoters | 24165 | 0.39% | F | F | F | F | F | F | F |
| 6 | IN30014210038266 | ASHISH JALAN | Promoters | 10132 | 0.16% | F | F | F | F | F | F | F |
| 7 | IN30014210255832 | SNEHAL JALAN | Promoters | 11100 | 0.18% | F | F | F | F | F | F | F |
| 8 | IN30014210256608 | SNEHAL JALAN | Promoters | 5550 | 0.09% | F | F | F | F | F | F | F |
| 9 | IN30014210280243 | REKHA JALAN | Promoters | 6768 | 0.11% | F | F | F | F | F | F | F |
| 10 | IN30014210415356 | REKHA JALAN | Promoters | 7000 | 0.11% | F | F | F | F | F | F | F |
| 11 | IN30018310331926 | VEENA JAIN | Individual | 50 | 0.00% | F | F | F | F | F | F | F |
| 12 | IN30021415936659 | R J INVESTMENT PVT LTD | Promoters | 6150 | 0.10% | F | F | F | F | F | F | F |
| 13 | IN30051321143868 | HAMILTON AND CO LTD | Promoters | 2230030 | 35.97% | F | F | F | F | F | F | F |
| 14 | IN30051321283309 | BLUE CHIP BUSINESS CENTRE PVT LTD | Promoters | 104175 | 1.68% | F | F | F | F | F | F | F |
| 15 | IN30051321370443 | SAURABH INDUSTRIES LIMITED | Promoters | 247282 | 3.99% | F | F | F | F | F | F | F |
| 16 | IN30051321370451 | WOODLANDS ASSOCIATES PRIVATE LIMITED | Promoters | 159400 | 2.57% | F | F | F | F | F | F | F |
| 17 | IN30051321370460 | BOISTUR COMMERCIAL LIMITED | Promoters | 62000 | 1.00% | F | F | F | F | F | F | F |
| 18 | IN30051323397015 | BOMBAY GAS COMPANY LTD | Promoters | 200000 | 3.23% | F | F | F | F | F | F | F |
| 19 | IN30055610017614 | JITENDRA SINGH SINHA | Individual | 400 | 0.01% | F | F | F | F | F | F | F |
| 20 | IN30290243093795 | SRIVATSAN K | Individual | 250 | 0.00% | F | A | A | A | A | A | A |
| | **TOTAL** | | | **3088241** | **49.81%** | | | | | | | |

| | Res No:1 | Res No:2 | Res No:3 | Res No:4 | Res No: 5 | Res No:6 | Res No: 7 |
|---|---|---|---|---|---|---|---|
| F | 20 | 19 | 18 | 19 | 19 | 19 | 19 |
| A | 0 | 1 | 2 | 1 | 1 | 1 | 1 |
| I | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ABS | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 20 | 20 | 20 | 20 | 20 | 20 | 20 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| F | 3088241 | 3087991 | 3087538 | 3087991 | 3087991 | 3087991 | 3087991 |
| A | 0 | 250 | 703 | 250 | 250 | 250 | 250 |
| I | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ABS | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 3088241 | 3088241 | 3088241 | 3088241 | 3088241 | 3088241 | 3088241 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| % F | 100.00% | 99.99% | 99.98% | 99.99% | 99.99% | 99.99% | 99.99% |
| %A | 0.00% | 0.01% | 0.02% | 0.01% | 0.01% | 0.01% | 0.01% |
| %I | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| ABS | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |

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| Sl No | Client ID | Name | Category | SHARES | % | Res No:1 | Res No:2 | Res No:3 | Res No:4 | Res No: 5 | Res No:6 | Res No: 7 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | 00005460 | SRINIVASAN K | Individual | 200 | 0.00% | F | F | F | F | F | F | F |
| 2 | 00029183 | RAJESWARI T | Individual | 50 | 0.00% | F | F | F | F | F | F | F |
| 3 | 00005219 | CHANDRASEKARAN S | Individual | 200 | 0.00% | F | F | F | F | F | F | F |
| 4 | 00005234 | RAMACHANDRAN V | Individual | 280 | 0.00% | F | F | F | F | F | F | F |
| TOTAL | | | | 730 | 0.01% | | | | | | | |

| | Res No:1 | Res No:2 | Res No:3 | Res No:4 | Res No: 5 | Res No:6 | Res No: 7 |
|---|---|---|---|---|---|---|---|
| F | 4 | 4 | 4 | 4 | 4 | 4 | 4 |
| A | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| I | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 4 | 4 | 4 | 4 | 4 | 4 | 4 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| F | 730 | 730 | 730 | 730 | 730 | 730 | 730 |
| A | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| I | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 730 | 730 | 730 | 730 | 730 | 730 | 730 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| % F | 100% | 100% | 100% | 100% | 100% | 100% | 100% |
| %A | 0% | 0% | 0% | 0% | 0% | 0% | 0% |
| %I | 0% | 0% | 0% | 0% | 0% | 0% | 0% |

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