

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **36thAnnual General Meeting** of the Members of **S & S Power Switchgear Limited** will be held on Monday the 29thSeptember 2014 at 3.00 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 31.03.2014, the Balance Sheet as at that date and Directors' and Auditors' reports thereon.
2. To appoint a Director in the place of Mr. Nandakumar, 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.

**On behalf of the Board of Directors
For S & S Power Switchgear Limited**

**Ashish Jalan
Chairman & Managing Director**

Date: 30.05.2014
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 27thSeptember 2014 to Monday 29thSeptember 2014 (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** in 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.S.Nandakumar
Date of Birth	20.11.1953
Date of Appointment	02.02.2012
Qualification	Chartered Accountant
Experience in specific functional areas	Mr.S.Nandakumar is a Chartered Accountant by profession and has wide knowledge in corporate matters
List of other Companies in which Directorship held	Krish Enterprises Private Limited Cambridge Creations Private Limited Acrastyle Power (India) Limited

Chairman/ Member of the Committee of the Board of Director of the Company	<ol style="list-style-type: none"> 1. Audit Committee - Member 2. Investors' Grievance Redressal Cum Share Transfer Committee – Member 3. Remuneration Committee - Member
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2014	Nil

The Board recommends the resolution for your approval.

None of the Directors other than Mr.S.Nandakumar is concerned or interested in the resolution.

On behalf of the Board of Directors

Ashish Jalan
Chairman & Managing Director

Date: 30.05.2014
Place: Chennai

REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

The Directors have pleasure in presenting herewith the Thirty Sixth Annual Report of your Company together with the audited accounts for the year ended 31st March, 2014.

STANDALONE FINANCIAL RESULTS

(Rs. In Million)

Particulars	2013-14	2012 -13
Sales and other Income	21.01	26.68
Gross Profit/ Loss before Interest & Tax	6.19	3.80
Less: Depreciation	1.42	2.24
Less: Interest	3.84	2.73
Profit or (Loss) before extraordinary Items and tax	0.93	(1.17)
Less: Extra ordinary items and exceptional items	(11.65)	25.48
Profit or (Loss) before tax	12.58	(26.65)
Less: Provision for tax	-	-
Profit or (Loss) after Tax	12.58	(26.65)

ABRIDGED FINANCIAL STATEMENT

As permitted by SEBI guidelines and Companies Act, 1956, we have included the abridged financial statements of the Company in this annual report. The detailed financial statements and audit reports of the Company and each of its subsidiaries are available for inspection at the registered office of the Company.