

## NOTICE TO MEMBERS

**NOTICE** is hereby given that the **THIRTY SEVENTH ANNUAL GENERAL MEETING** of the Members of **S&S POWER SWITCHGEAR LIMITED (CIN:L31200TN1975PLC006966)** will be held on **FRIDAY, 14TH AUGUST 2015 at 2.30 P.M.** at **NARADA GANA SABHA TRUST, SATHGURU GNANANANDA MINI HALL, 314, T.T.K. ROAD, CHENNAI - 600018** to transact the following business:

### ORDINARY BUSINESS

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;
2. To appoint a Director in the place of Mr. Ashish Sushil Jalan having Director Identification Number 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;
3. **Appointment of Statutory Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. GSV ASSOCIATES, Chartered Accountants, Chennai having ICAI Firm Registration No. 006179S , who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed 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 (subject to the ratification of the appointment by the members) on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company"

## SPECIAL BUSINESS

### 4. APPOINTMENT OF Mr. AJAY KUMAR DHAGAT AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Ajay Kumar Dhagat (DIN:00250792), who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as 'Independent Director') with effect from 4th June, 2015 and who holds office up to the date of this Annual General Meeting in terms of provisions of Section 161 of the Companies Act, 2013 and Article 107 of Articles of Association of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014, and Clause 49 of the Listing Agreement, to hold office for a term up to five consecutive years commencing from 14th August, 2015. The said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Companies Act 2013"

### 5. APPOINTMENT OF Mr DEEPAK JUGAL KISHORE CHOWDHARY AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 149, 150 and 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Deepak Jugal Kishore Chowdhary (DIN: 00332918), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and

who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for a term upto five consecutive years commencing from 14th August, 2015. The said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Companies Act 2013”

#### **6. APPOINTMENT OF Mr NANDAKUMAR SUNDARRAMAN AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Nandakumar Sundar raman (DIN: 02503998), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an independent director of the Company to hold office for a term upto five consecutive years commencing from 14th August, 2015. The said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Companies Act 2013”

#### **7. CONFIRMATION OF APPOINTMENT OF Mr ASHOK KUMAR VISHWAKARMA (DIN: 05203223) AS MANAGING DIRECTOR**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr Ashok Kumar Vishwakarma (DIN: 05203223) who has been appointed as a Managing Director of the Company in terms of provisions of Section 196, 197 203 & all other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s Articles of Association, by the Board of Direc-

tors of the Company, approval of the shareholders consent be and is hereby accorded for his appointment as a Managing Director of the Company for a period of Five(5) years with effect from 10th November 2014 on the terms and conditions of appointment and remuneration as contained in the agreement entered in to with him by the Company”.

#### **8. CONSENT & APPROVAL FOR MANAGERIAL REMUNERATION TO Mr ASHOK KUMAR VISHWAKARMA, MANAGING DIRECTOR:**

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 , the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s Articles of Association, consent of the members be and is hereby accorded for remuneration payable to Mr. Ashok Kumar Vishwakarma, (DIN:05203223), amounting to Rs. 59,06,146 (Rupees Fifty Nine Lakhs Six Thousand One Hundred and Forty Six only) for a period of Five years with effect from 10<sup>th</sup> November 2014”

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

**D Sadasivam  
Company Secretary**

Date: 4<sup>th</sup> June 2015

Place: Chennai

### **NOTES**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS UNDER ITEM NO 4 TO 8 AS STATED ABOVE IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE

THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Instrument appointing Proxy as per the format included in the Annual Report should be duly stamped, signed and deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the time fixed for the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/ authority letter/ power of attorney, as applicable, issued by the member organization.

Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.

4. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents - GNSA InfoTech Limited, STA Department, Nelson Chambers, 4<sup>th</sup> Floor, F-Block, No.115, Nelson Manickam Road, Aminjikarai, Chennai – 600029.

In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.

5. 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, STA Department, Nelson Chambers, 4<sup>th</sup> Floor, F-Block, No.115, Nelson Manickam Road, Aminjikarai, Chennai – 600029.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 10<sup>th</sup> August, 2015 to Friday the 14<sup>th</sup> August, 2015 (both days inclusive).
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
8. Members may contact the Company at Email: [investor@ssppower.com](mailto:investor@ssppower.com) for any query

9. As the number of members as on the date of meeting exceeds five thousand, the quorum for the meeting as provided in Section 103 of the Companies Act, 2013 shall be thirty members personally present.

10. Members may also note that the Notice of the 37<sup>th</sup> Annual General Meeting and the Annual Report for the year 2014- 2015 will also be available on the Company's website [www.sspower.com](http://www.sspower.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the email id: [investor@ssppower.com](mailto:investor@ssppower.com)

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agents, GNSA Infotech Limited.

#### 1. GREEN INITIATIVE

The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed there under. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members holding shares in dematerialized form are requested to register/update their e-mail id for e-communication with the Depository Participants, while Members holding shares in physical form are requested to register their e-mail id by sending a request on [investor@ssppower.com](mailto:investor@ssppower.com)

14. Members are requested to bring their copy of Annual report to the Annual General Meeting
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Clause 35B of the equity listing agreement entered in to with the Stock Exchanges, the Company is pleased to

provide its Members the facility to cast their vote by electronic means through the e-voting services provided by National Securities Depository

Limited (NSDL) on all resolutions set forth in this Notice. The instructions for e-voting are enclosed with this notice.

#### Particulars of Director retiring by rotation and seeking re-appointment

Particulars	Item No.2
Name of the Director	Mr Ashish Jalan
Date of Birth	12/09/1964
Date of Appointment	19/02/2002
Qualification	B.Com
Experience in specific functional areas	Mr Ashish Jalan is a Commerce Graduate. Mr Ashish Jalan has to his credit over 20 years of managerial and Administrative experience in the industry and exposure in International business.
List of Other Companies in which Directorship held	<ol style="list-style-type: none"> <li>1) S&amp;S Power Switchgear Equipment Ltd;</li> <li>2) Acrastyle Power (India) Ltd;</li> <li>3) Bombay Gas Holdings and Investments Private Ltd;</li> <li>4) Bombay Gas Company Limited;</li> <li>5) Acrastyle EPS Technologies Ltd;</li> <li>6) Hamilton Research &amp; Technology Pvt Ltd;</li> <li>7) Hamilton &amp; Company Limited;</li> <li>8) Excel Telesonic India Pvt Ltd;</li> <li>9) RPIL Signalling Systems Ltd;</li> </ol>
Chairman / Member of the Committee	<ol style="list-style-type: none"> <li>1) Board Meeting – Chairman</li> <li>2) Audit Committee – Member</li> <li>3) Shareholders / Investors grievances Redressal &amp; Share Transfer Committee – Member</li> </ol>
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on 31 <sup>st</sup> March 2015	34297 Equity Shares of Rs.10 each

By Order of the Board  
For S&S Power Switchgear Limited,

**D Sadasivam**  
Company Secretary

Date : 4<sup>th</sup> June 2015  
Place : Chennai

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013

## ITEM NOS: 4, 5 &amp; 6

Particulars	Item No 4	Item No 5	Item No 6
Name of the Director	Mr Ajay Kumar Dhagat	Mr Deepak Chowdhary	Mr S Nandakumar
Date of Birth	15th April 1945	13/10/1958	20/11/1953
Date of Appointment	04/06/2015	23/01/2009	02/02/2012
Qualification	Electrical Engineer from the Regional Engineering College, Jabalpur, University of Jabalpur. He was also a recipient of Talent Search Scholarship holder of Atomic Energy Commission. He was also a Management Trainee batch of GEC / AEC - UK and trained at Stratford.	B.Com (Hons) Graduate from Sydenham College of Commerce and Economics	Chartered Accountant
Experience in specific functional areas	Mr Ajay Dhagat has an international experience of handling Asia Pacific Regions of Alstom T&D and was located in France. He has held several key positions in Companies such as GEC of India, Areva T&D India Ltd, Alstom SA., Tebma Shipyards Ltd, Revathi Equipment Ltd etc during his tenure.	Mr Deepak Chowdhary is the founder owner of MPM Pvt Ltd Nagpur, India's pioneering manufacturer and technical application experts of lustrous carbon additives for use in green sand molding. He started his career as a manufacturer of engineered, pre-blended lustrous carbon additives in the year 1978. Being the first generation entrepreneur, he has devoted his entire 30+ years of his career in understanding the complexities of green sand molding process and its control in ferrous foundries.	Mr Nandakumar is a Chartered Accountant by profession and has wide knowledge in corporate matters
List of other Companies in which Directorship held	1) Indo-Tech Transformers Limited; 2) Amara Raja Power Systems Ltd	1) Amba Agencies Pvt Ltd; 2) MPM Private Ltd; 3) Ambarati Automation Pvt Ltd; 4) Rukmani Metals & Gaseous Ltd; 5) MPM Durrans Refracoat Pvt Ltd 6) MPM Foundry Solutuions Pvt Ltd 7) MPM Infosoft Pvt Ltd; 8) Leansoft Solutions Pvt Ltd; 9) S&S Power Switchgear Equipment Ltd; 10) MPM-GTP Foundry Technologies Pvt Ltd	1) Krish Enterprises Pvt Ltd; 2) Cambridge Creations Pvt Ltd; 3) Acrastyle Power (India) Ltd

Chairman / Member of the Committee	NIL	Audit Committee – Member Investor Grievance Redressal & Share Transfer Committee – Member Nomination cum Remuneration Committee – member	Audit Committee – Chairman Investor Grievance Redressal & Share Transfer Committee – Chairman Nomination cum Remuneration Committee – Chairman
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on 31st March 2015	NIL	NIL	NIL

Mr. Ajay Kumar Dhagat was appointed as an Additional Director w.e.f. 4<sup>th</sup> June, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 107 of Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Ajay Kumar Dhagat candidature for appointment as Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors. Section 149(6) of the said Act, lays down the criteria for independence. Mr. Ajay Kumar Dhagat, Mr. Deepak Jugal Kishore Chowdhary and Mr. Nandakumar Sundarraman, non-executive directors of the Company have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Ajay Kumar Dhagat, Mr. Deepak Jugal Kishore Chowdhary and Mr. Nandakumar Sundarraman and for the office of Directors of the Company.

Accordingly, the Board proposes to appoint Mr. Deepak Jugal Kishore Chowdhary, Mr. Nandakumar Sundarraman and Mr. Ajay Kumar Dhagat, as Independent Directors of the Company for a period of 5 years with effect from the date of this Meeting, as set out at Item Nos. 4 to 6 of this Notice.

Brief profile of the said Independent Directors, in terms of Clause 49 of the Listing Agreements is provided above.

The Board accordingly recommends the resolutions at Item Nos. 4, 5 and 6 of this Notice for the approval of the Members as ordinary resolutions. None of the said Directors are related to each other.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Item Nos. 4, 5 and 6 of this Notice.

## ITEM NO: 7

The Board of Directors at their meeting held on 10th November, 2014 appointed Mr. Ashok Kumar Vishwakarma as a "Managing Director" of the Company for a period of five years with effect from the said date.

Necessary forms for appointment of Mr Ashok Kumar Vishwakarma as Managing Director has been filed with the Registrar of Companies.

The approval of members is being sought for the appointment of Mr Ashok Kumar Vishwakarma as the Managing Director.

The Board feels that appointment of Mr. Ashok Kumar Vishwakarma on the Board is desirable, appropriate and would be beneficial to the company and hence recommend resolution No. 7 for adoption.

None of the Directors, except Mr. Ashok Kumar Vishwakarma and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 7 to be passed as an ordinary resolution.

### ITEM NO: 8

Mr Ashok Kumar Vishwakarma was appointed as a Managing Director of the Company for a period of 5 years with effect from 10<sup>th</sup> November 2014.

Considering the Company's growth plan for immediate future, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> November 2014, has pursuant to the recommendation of Nomination cum Remuneration Committee and subject to the approval of members, approved the appointment and remuneration of Mr Ashok Kumar Vishwakarma as Managing Director under the Companies Act 2013, for a term of 5 year with effect from 10<sup>th</sup> November 2014. The Managing Director shall also be a Key managerial personnel under Section 203 of the Companies Act, 2013.

The other terms & remuneration payable to Mr Ashok Kumar Vishwakarma, Managing Director is set out below:

1.	Monthly Basic Salary	Rs.1,80,000.00 (per month)
2.	Housing	Rs.50,000.00 (per month)
3	Special / Other allowances	Rs.1,40,254.00 (per month)
4	Performance Pay	Rs.11,00,000.00
5	Medical Expenses / Insurance Premium	Rs.5567.00 (per month)

6	The Managing Director shall also be eligible and entitled for the following perquisites : a) contribution to provident fund to the extent these either singly or put together are not taxable under the Income-tax Act,1961; b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and c) encashment of leave at the end of the tenure.
7	Provision of mobile phone would not be considered as perquisites.
8	The nature of employment of the MD & CEO with the Company shall be contractual and can be terminated by giving three months' notice from either party.

Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013, including Schedule V to the Act, the remuneration payable to the Managing Director is now being placed before the members in the 37th Annual General Meeting for their approval by way of a Special Resolution.

The Board recommends the resolution as set out in Item No.8 as a Special Resolution for approval of the members.

Apart from Mr Ashok Kumar Vishwakarma, Managing Director who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

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

**D Sadasivam  
Company Secretary**

Date: 4th June 2015

Place: Chennai

## INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have casted their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The voting period begins on 11th August, 2015 at 10:00 am and ends on 13th August, 2015 by 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th August, 2015, may cast their vote electronically by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for e-voting are as under:
 

**In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**

  - i) Open email and open PDF file "S&S Power e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an 'Initial password'.
  - ii) Launch an internet browser and open : <https://www.evoting.nsd.com/>
  - iii) Click on Shareholder – Login
  - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click 'Login'.
  - v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi) Home page of e-voting will open. Click on e-voting: Active Voting Cycles.
  - vii) Select "EVEN" of "S&S Power Switchgear Limited".
  - viii) Now you are ready for e-voting as 'Cast Vote' page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at [secretarial@bpcorpadvisors.com](mailto:secretarial@bpcorpadvisors.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

  - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
    - a) EVEN ( e-voting Event Number) :
    - b) USER ID :
    - c) PASSWORD/PIN :
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' available at the downloads section of NSDL's Website [www.evoting.nsd.com](http://www.evoting.nsd.com)



7. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7<sup>th</sup> August, 2015.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7<sup>th</sup> August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
11. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting /voting at the AGM through ballot paper.
13. Mr. S Bhaskar, Company Secretary in practice (ACS No. 8315) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sspower.com](http://www.sspower.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited/ NSE Limited, Mumbai.

By Order of the Board  
For S&S Power Switchgear Limited,

D Sadasivam  
Company Secretary

Date : 4<sup>th</sup> June 2015  
Place : Chennai