

NOTICE TO MEMBERS

NOTICE is hereby given that the FORTY FIRST (41st) Annual General Meeting of the Members of S&S POWER SWITCHGEAR LIMITED will be held on THURSDAY, 22ND DAY OF AUGUST 2019 at 11:00 A.M at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING ITEMS OF BUSINESS, AS ORDINARY RESOLUTION(S):

1. To receive, consider, adopt and approve the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the year ended 31st March 2019 along with the notes as on that date and the reports of the Board of Directors and the Auditors thereon.

“RESOLVED THAT the Audited Financial Statements including the consolidated financial statements for the year ended 31st March 2019 together with the Auditors Report thereon, and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted”

2. To re-elect Mr. Ashish Sushil Jalan (DIN: 00031311), who retires by rotation, as a Director of the Company.

“RESOLVED THAT Mr. Ashish Sushil Jalan (DIN: 00031311) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

SPECIAL BUSINESS

3. To Consider and if thought fit to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, and the rules made there under, read with Schedule V to the Act, and Articles of Association of the Company, the approval of the Company be and is hereby approves the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as a Managing Director of the Company for a period of Three (3) years with effect from 10th November 2019, on the terms and conditions as may be determined by the Board and/or by any applicable statutes, rules, regulations or guidelines and on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution.”

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, and the rules made there under and in accordance with the applicable provisions of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Company be and is hereby approves payment of Consultancy Charges to Mr. Ashish Sushil Jalan (DIN: 00031311) Chairman and Non-Executive Director of the Company for the period of one (1) years from 1st April, 2019 to 31st March 2020 for his professional services and as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution.”

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

Nithya Kamaraj
COMPANY SECRETARY

Dated: June 28, 2019
Place: Maraimalai Nagar

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. **A Person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. The Instrument appointing Proxy, in order to be effective should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the meeting. A Proxy form is annexed to this report. 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.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item Nos. 3 to 4 of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the directors proposed to be appointed/ re-appointed is set out in the Explanatory Statement to this Notice.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 17th day of August 2019 to Thursday 22nd day of August 2019 (both days inclusive)** for the purpose of Annual General Meeting.
6. Members holding shares in physical form are requested to intimate any change of address to the Company Secretary of the Company immediately. In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
7. Also, Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections of bad deliveries.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Share Transfer Agent/Company or with the Depository Participant(s). **Members who have not registered their e-mail addresses so far are encouraged to participate in the green initiative by registering their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically. Members holding shares in dematerialized form are requested to register their e-mail address with their Depository Participant(s) only, while members holding shares in physical form are requested to register their e-mail id by sending a request either on sta@gnssindia.com / investor@sspower.com**
9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s).
10. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print & bring their Attendance Slip/s and submit a duly filled in Attendance Slip signed and completed at the Registration Counter at the AGM. The Members/ Proxies should fill the Attendance Slip for attending the Meeting. The Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.

11. Members and Proxies attending the meeting are requested to bring their copy of annual report to the Annual General meeting.
12. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for the financial year 2018-2019 will also be available on the Company's website www.sspower.com for their download. Even after registering for e-communication, members are also 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@sspower.com
13. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Standard 2 of the Secretarial Standards on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means through the remote e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in the notice. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **16th day of August 2019**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (Remote e-voting).

The remote e-voting period shall commence at **10.00 A.M on Monday 19th day of August 2019 and will end at 5.00 P.M on Wednesday 21st day of August 2019**. In addition, Members attending the AGM who have not cast their vote by e-voting shall be eligible to vote at the AGM by means of Poll. The Company has appointed M/s. BP & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process as well as Poll on Annual General Meeting in a fair and transparent manner. The Members desiring to vote through e-voting are requested to refer to the detailed procedure (instructions for e-voting) given hereinafter.

14. 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 details to the Company / Registrar & Share Transfer Agents.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts, or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
16. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
17. Route Map showing directions to reach to the venue of 41st Annual General Meeting is given at the last page of this Annual Report.

PROCEDURE FOR REMOTE E-VOTING

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting 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 ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The voting rights shall be as per the number of equity shares held by the Member(s) as on **16th day of August 2019** being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- C. 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 remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- D.** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- E.** The remote e-voting period commences on **10.00 A.M on Monday 19th day of August 2019 and will end at 5.00 P.M on Wednesday 21st day of August 2019.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th day of August 2019 may cast their vote electronically by remote e-voting. The remote 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.
- F.** The process and manner for remote e-voting are as under:
- a.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- b.**
- (i)** Open email and open PDF file viz; “S&S Power remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii)** Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii)** Select “EVEN” of “S&S Power Switchgear Limited”.
 - (viii)** Now you are ready for remote 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 through e-mail to secretarial@bpcorpadvisors.com with a copy marked to evoting@nsdl.co.in.
- c.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i)** Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 - EVEN (Remote e-voting event Number)
 - USER ID :
 - PASSWORD / PIN :
 - (ii)** Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- G.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- H.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- I.** 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).

- J.** 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 **16th day of August 2019**.
- K.** 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. **16th day of August 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sta@gnsaindia.com.
- L.** However, if you are already registered with NSDL for remote 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 or contact NSDL at the following toll free no.: 1800-222-990.
- M.** 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 remote e-voting as well as voting at the AGM through ballot paper.
- N.** M/s. BP & Associates Company Secretaries, Chennai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- O.** 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" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- P.** 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 remote 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 favor 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.
- Q.** The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company www.sspower.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 3 & 4 as given above:

ITEM NO.3:

The Members of the Company at the 39th Annual General Meeting held on 29th August, 2017 approved the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 00031311) as Managing Director of the Company for a period of Two (2) years with effect from 11th November 2017. Mr. Ashok Kumar Vishwakarma will complete his present term on 10th November 2019.

On the recommendation of the Nomination & Remuneration Committee. The Board of Directors at the meeting held on 28th June, 2019 recommended for the approval of the Members, the re-appointment of Mr. Ashok Kumar Vishwakarma as Managing Director of the Company, as set out in the Resolution relating to his re-appointment.

Following are the details of the Annual Salary (payable monthly) proposed to be paid to Mr. Ashok Kumar Vishwakarma, Managing Director:

Consolidated Salary, Perquisites and Performance Bonus, etc. Rs. 1,40,00,062/-

In addition to the above, he shall be entitled to receive the following:

- a.** Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- b.** Encashment of leave at the end of tenure.
- c.** Provision of car for use on Company's business.

- d. Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- e. He shall also be entitled to reimbursement of entertainment expenses actuals and properly incurred in the course of business of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Ashok Kumar Vishwakarma has been received by the Company, and also consent has been given by him pursuant to Section 152 of the Act.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item no.3 of the Notice.

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013)

I. GENERAL INFORMATION	PARTICULARS
1. Nature of Industry	
2. Date of Commencement of Commercial Production	
3. Financial Performance of the Company	
4. Foreign investments or collaborations, if any.	
II. INFORMATION ABOUT THE APPOINTEE:	
1. Background details	
2. Past remuneration	
3. Recognition or awards	
4. Job profile and his suitability	
5. Remuneration proposed	
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	
III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits	
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	

IV. Disclosure

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report

Except Mr. Ashok Kumar Vishwakarma, Managing Director, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are members of the Company.

ITEM NO.4:

The Board of Directors at their Meeting held on 28th June 2019 approved of Consultancy Charges to Mr. Ashish Sushil Jalan for the period of one (1) years from 1st April, 2019 to 31st March 2020 taking into account his enlarged role to provide guidance and mentorship to the executive management and development of the Company and its Subsidiaries.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the Consultancy Charges payable to Mr. Ashish Sushil Jalan for the period from 1st April, 2019 to 31st March 2020, as provided below:

- a. Monthly Consultancy Fees of Rs 2,00,000 (Rupees Two Lakhs) only for the aforesaid period.
- b. Applicable Taxes Payable as may be in force shall be charged extra on the monthly consultancy fees

Additional information in respect of Mr. Ashish Sushil Jalan, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is furnished hereunder.

Mr. Ashish Sushil Jalan holds 34,297 Equity Shares in the Company; he does not hold any share in the Company on a beneficial basis for any other person.

Mr. Ashish Sushil Jalan and his relatives are interested in the said Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the said resolution.

Hence, the Board recommends the Resolution for your approval

**By Order of the Board,
For S&S POWER SWITCHGEAR LIMITED,**

**Nithya Kamaraj
Company Secretary**

Dated: June 28, 2019

Place: Chennai

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT (AGENDA NO. 3&4) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Director's Name	Mr Ashish Sushil Jalan	Mr Ashok Kumar Vishwakarma
Age	54 years	50 Years
DIN	00031311	05203223
Qualification	B.Com	B.E
Experience	Mr Ashish Sushil Jalan is a Commerce Graduate. He has to his credit over 30 years of managerial and Administrative experience in the industry and exposure in International business.	Mr. Ashok Kumar Vishwakarma is having over 25 years of industrial and professional experience in Indian Switchgear Industry. He is an Engineering Graduate from NIT Allahabad.
Current Remuneration (Last Drawn) *	NIL	Rs. 96,00,168/- per Annum
Shareholding in the Company	34,297 Equity Shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL	NIL

* Does not include the Sitting fees of Rs 30,000/- paid to Mr Ashish Sushil Jalan during the Financial Year 2018-2019