

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE FORTY FOURTH 44th ANNUAL GENERAL MEETING OF THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED WILL BE HELD ON WEDNESDAY, 28th DAY OF SEPTEMBER 2022 AT 11.00 AM THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIOVISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS | ORDINARY RESOLUTION

- To consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended 31st March 2022 along with the notes as on that date and the reports of the Board of Directors and the Auditors thereon.**

*To consider and pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements for the year ended 31st March 2022 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”

- To appoint Mr. Ashish Sushil Jalan (DIN: 00031311) as Director, liable to retire by rotation, being eligible, offers himself for re-appointment.**

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to provision of Section 152 of the Companies Act, 2013, Mr. Ashish Sushil Jalan (DIN: 00031311) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Non- Executive & Non-Independent Director of the Company”.

- To re-appoint M/s CNK Associates LLP, Chartered Accountants as Statutory Auditors of the company.**

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to section 139, 141 and all other applicable provision, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, and time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, M/s CNK & Associates LLP, Chartered Accountants, (Firm Registration Number 101961W/W-100036 be and hereby re-appointed as the Statutory auditors of the company for a second term of five consecutive years (FY 2022-2023 to 2026-2027), to hold office from the conclusion of this 44th Annual General Meeting until the conclusion of 49th Annual General Meeting of the company to be held in year 2027 on such remuneration, as may be mutually agreed by the Board of Directors of the Company and Statutory Auditors from time to time.

“**RESOLVED FURTHER THAT** any one of the Board of Directors of the Company or Mr. Gokulananda Sahu Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

SPECIAL BUSINESS | SPECIAL RESOLUTION

- To Re-appoint Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to provisions of the Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 including any amendment thereto, pursuant to the recommendation of the Nomination and Remuneration committee and Board of Directors at their respective Meetings held on 12th & 13th August 2022 respectively, the consent of the company be and is hereby accorded for re-appointment of Mr. Ashok Kumar Vishwakarma (DIN:05203223) as a Managing Director for a period of 3 Years with effect from 9th November 2022 to 8th November 2025 on terms of such remuneration as decided by the Board in consultation with the Nomination and remuneration committee.

“**RESOLVED FURTHER THAT** Mr. Ashok Kumar Vishwakarma (DIN:05203223) shall be paid with the with the remuneration and benefits as per the below table

I. Salary (Excluding perquisites)	Up to Rs. 1,40,00,000/- (Rupees one Crore Forty Lakhs only) per annum (as per the provisions of Section 197 of the Companies Act 2013 read with Schedule V) per annum with such increments/increases as may be decided by the Nomination and Remuneration Committee or Board of Directors from time to time.
II. Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, limited to a maximum of the annual salary.
III. Perquisites and other allowance	a) Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses. b) Expenses incurred for travelling, boarding, and lodging including during business trips and provision of car & fuel for use on Company's business and communication expenses at residence & mobile shall be reimbursed at actuals. c) Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board

RESOLVED FURTHER THAT in case of the absence or inadequacy of profits in any financial year during the tenure of his appointment, the total remuneration payable to him by way of salaries, perquisites and other benefits shall be within the limits prescribed in Schedule V of the Companies Act 2013 or any modification thereto

RESOLVED FURTHER THAT Mr. Ashok Kumar Vishwakarma shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT Mr. Ashok Kumar Vishwakarma shall not be entitled to any sitting fee for attending the meeting of the Board or any Committee thereof

RESOLVED FURTHER THAT any one of the Board of Directors of the Company or Mr. Gokulananda Sahu Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution."

5. To re-appoint Mrs. Gayathri Sundaram (DIN: 07342382) as an Independent Director for a Second Term of Five Years.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Gayathri Sundaram (DIN: 07342382), who was appointed as an Independent Director and holds office as an Independent Director up to 06th December, 2022 be and is hereby re-appointed as an Independent Director, and to hold office for a period of 5 (five) consecutive years with effect from 07th December 2022 to 06th December 2027 and the provision of the Section 152 in respect of retirement of Directors by rotation shall not be applicable to her during her tenure.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company or Mr. Gokulananda Sahu Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution."

By Order of the board,

For S & S Power Switchgear Limited,

**Gokulananda Sahu
Company Secretary & Compliance officer
ICSI M. No: A43068**

Registered Office:

Plot No.14, CMDA Industrial Area,
Chithamanur Village, Maraimalai Nagar
Kancheepuram-603209,
CIN: L31200TN1975PLC006966
Place: Maraimalai Nagar
Date: 5th September 2022

NOTES

1. In view of the continuing COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI), permitted conduct of Annual General Meeting (AGM) through Video conferencing and other audio visual means (OVAM) has dispensed personal present of the members at the meeting vide circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Circular No. 02/2021 dated January 13, 2021 and Circular No.2/2022 dated 05th May 2022, prescribed the specified procedures to be followed for conducting AGM through VC/OVAM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (RTA) GNSA Infotech Private Ltd by sending an e-mail request at the email ID sta@gnsaindia.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions. In case of any queries, shareholder may write to sta@gnsaindia.com.
4. As per the MCA General Circulars read with SEBI Circular No. Nos. SEBI/HO/CFD/CMD2/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, ["SEBI Circulars"] the Notice of 44th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant
5. The Members can join the 44th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 44th AGM. For the purpose of this, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 44th AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 44th AGM has been uploaded on the website of the Company at www.sspower.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the 44th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. 44th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular 02/2022 dated May 05, 2022
10. The Register of Members and Share Transfer Books of the Company will remain closed from 22th September 2022 to 28th September 2022 (**both days inclusive**) for the purpose of Annual General Meeting.
11. Members are requested to notify Change in address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.
12. Shareholders desiring any information as regards the accounts are requested to write e-mail to secretarial@sspower.com at least 7 days in advance, so as to enable the Company to keep the information ready.

13. The Company's website is www.sspower.com. Annual Reports of the Company and other shareholder communications are made available on the Company's website.
14. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.
15. The Board of Directors appointed Mr. K.J. Chandra Mouli, Partner of M/s. BP & Associates, Company Secretaries, Chennai as the scrutinizer for conducting e-voting process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA and will also be displayed on the Company's website www.sspower.com.
16. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA by e-mail to sta@nsaindia.com. In case of Members are holding shares in physical form, you are advised to convert shareholding into demat form by approaching depository participant.
17. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, GNSA Infotech Private Ltd. These forms are also available on the Company's website www.sspower.com under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e 28th September 2022. Members seeking to inspect such documents can send an email to secretarial@sspower.com
19. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
20. Re-appointment of Director
Pursuant to Regulation 36(3) & 26(4) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings, following information is furnished in respect of Director proposed to be reappointed.

21. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and in terms of the SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM by electronic means and the business may be transacted through e-voting services.

The remote e-voting will be provided by NSDL which will commence from Sunday, 25th September 2022, 09:00 AM (IST) to Tuesday, 27th September 2022, 05:00 (PM) During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd September 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members who have cast their vote by remote e-voting prior to the AGM may also participate the AGM through VC/OAVM but shall not be entitled to cast their vote again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.





THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-
How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chandramouli@bpcorpadvisors.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Shareholders may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**](#)
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 44th AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 44th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 44th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 44th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 44th AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 44th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 44th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before 23rd September, 2022 mentioning their name, demat account number/folio number, email id, mobile number and queries at secretarial@sspower.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by 23rd September, 2022 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sspower.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

Place: Maraimalai Nagar
Date: 5th September 2022

By Order of the Board,
For S&S Power Switchgear Limited,
Gokulananda Sahu
Company Secretary and Compliance Officer
ICSI M. No. A43068

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
Item No:3 To re-appoint M/s CNK Associates LLP, Chartered Accountants as Statutory Auditors of the company.

M/s C N K & Associates LLP, Chartered Accountants, (registration No. 101961W/W-100036) were appointed as Statutory Auditors of the Company by the Members at the 39th Annual General Meeting held on 29th August, 2017 for the period of 5 Years, up to conclusion of 44th Annual General Meeting.

Accordingly, M/s C N K & Associates LLP are eligible for re-appointment for a further period of 5 years. M/s C N K & Associates LLP are given their consent for their re-appointment as Statutory auditors of the company, if made, will be within the limits prescribed under the provision of the Section 139 of the companies Act, 2013 and rules made there under.

Based on the recommendations of the Audit Committee and Board of Directors, it is hereby proposed to re-appoint M/s C N K & Associates LLP, Chartered Accountants, having registration No. 101961W/W-100036, as the statutory auditors of the company for the second and final term of Five consecutive years (FY 2022-2023 to 2026-2027), who shall hold office from the conclusion of this Annual General meeting till conclusion of 49th Annual General Meeting of the company.

The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No:4 To Re-appoint Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as Managing Director of the Company

Mr. Ashok Kumar Vishwakarma (DIN:05203223) was appointed as a Managing Director of the company at the 41st Annual General Meeting held on 22nd August 2019 for the period of three years, with effect from 09th November 2019. Mr. Ashok Kumar Vishwakarma (DIN:05203223) will complete his present term on 8th November 2022.

Nomination and Remuneration committee and Board of Directors at their respective Meetings held on 12th & 13th August 2022 respectively recommended for re-appointment of Mr. Ashok Kumar Vishwakarma (DIN:05203223) as the Managing Director of the company for further period of 3 (three) years with effect from 9th November 2022 to 8th November 2025, on terms and conditions including remuneration.

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

I. Salary (Excluding perquisites)	Up to Rs. 1,40,00,000/- (Rupees one Crore Forty Lakhs only) per annum (as per the provisions of Section 197 of the Companies Act 2013 read with Schedule V) per annum with such increments/increases as may be decided by the Nomination and Remuneration Committee or Board of Directors from time to time.
II. Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, limited to a maximum of the annual salary.
III. Perquisites and other allowance	a) Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses. b) Expenses incurred for travelling, boarding and lodging including during business trips and provision of car & fuel for use on Company's business and communication expenses at residence & mobile shall be reimbursed at actuals. c) Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board

Considering the 25 plus years of Industrial and professional experience, the Board recommends re-appointment of Mr. Ashok Kumar Vishwakarma as Managing Director of the Company for a period of 3 Years with effect from 9th November 2022 on terms as to remuneration and otherwise and set out in the Resolution at the item No. 4.

Mr. Ashok Kumar Vishwakarma will not be entitled to sitting fee for each meeting of the Board/Committee thereof attended by him.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution

Expect Mr. Ashok Kumar Vishwakarma (DIN:05203223), none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

Item No:5 To re-appoint Mrs. Gayathri Sundaram (DIN: 07342382) as an Independent Director for a Second Term of Five Years

Mrs. Gayathri Sundaram (DIN: 07342382) was appointed as Independent Director of the company for a period of 5 years and her tenure ends on 06th December 2022.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of special resolution by the Company for another term of 05 (five) consecutive years on the Board.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of Valuable experience, continued guidance to the management and strong Board performance of Mrs. Gayathri Sundaram (DIN: 07342382), the Nomination and Remuneration Committee of the Board has recommended her re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years with effect from 07th December 2022 to 06th December 2027.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that her continued association would be of immense benefit to the Company, and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Gayathri Sundaram (DIN: 07342382), as the Independent Director of the Company for another term of 05 (five) consecutive years on the Board with effect from 07th December 2022 to 06th December 2027 and shall not be liable to retire by rotation

Mrs. Gayathri Sundaram (DIN: 07342382) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given her consent in writing to act as an Independent Director of the Company

The Company has also received a declaration from her that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions specified in the Act and Listing Regulations and she is independent of the management.

Except Mrs. Gayathri Sundaram (DIN: 07342382) 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

Details of the Directors seeking Appointment/Re-appointment at the 44th Annual General Meeting Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are given below:

Name of Director	Mr. Ashish Sushil Jalan	Mr. Ashok Kumar Vishwakarma	Mrs. Gayathri Sundaram
DIN	00031311	05203223	07342382
Date of Birth & Age	12/09/1964 & 58 Years	15-11-1968 & 54 Years	27-08-1969 & 53 Years
Nationality	Indian	Indian	Indian
Experience and Expertise in specific functional areas	Mr. Ashish Sushil Jalan a commerce graduate having over 30 years of Managerial and Administerial experience in various industries	Mr. Ashok Kumar Vishwakarma is an engineering Graduate from NIT Allahabad and having over 25 years of industrial and professional experience in Indian Switchgear Industry.	Mrs. Gayathri is Chartered Accountant and Cost Accountant having more than 20 years' experience with specialization in Corporate Accounting Risk Management Accounting & treasury.
Date of Appointment at current designation/ Date of first appointment on the Board	19/02/2002	10/11/2014	02/11/2016
Terms of Appointment / Re- appointment	Liable to retire by rotation and sought reappointment	Re-appointment as Managing Director for 3 Years period from 9 th November 2022 as set out in Item No. 4 of the accompanying Notice read with Explanatory Statement	Re-appointment as Non-Executive Independent Director for a period of five Years not liable to retire by rotation
Remuneration sought to be paid	Nil	Nil	Nil
Remuneration last drawn for the FY 2021-22	Nil	₹ 96.39 Lakhs	Nil
Shareholding in this company	100 Shares	Nil	Nil
Relationship	Not related to any Directors, KMP of the Company	Not related to any Directors, KMP of the Company	Not related to any Directors, KMP of the Company
No of Board Meetings held and attended during the year	5/5	5/5	5/5
Name(s) of other entities in which holding of directorship	1. S&S Power Switchgear Equipment Limited 2. Acrastyle EPS Technologies Limited 3. Hamilton & Company Limited 4. Bombay Gas Company Limited 5. Rpil Signalling Systems Limited 6. Orange Waves Networks Private Limited 7. Acrastyle Power (India) Limited 8. Hamilton Research & Technology Private limited 9. Excel Telesonic India Private Limited	1. S&S Power Switchgear Equipment Limited 2. Acrastyle EPS Technologies Limited 3. Acrastyle Power (India) Limited 4. Hamilton Research & Technology Private Limited	Nil
Chairpersonship/Member ship in committees of other Listed Entities	Nil	Nil	Nil