

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE FORTY SECOND (42nd) ANNUAL GENERAL MEETING OF THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED WILL BE HELD ON WEDNESDAY, 25TH DAY OF NOVEMBER 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIOVISUAL MEANS ("OAVM") 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, and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the year ended 31st March 2020 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 2020 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 approve the appointment of **Mr. Arjun Soota** (DIN: 08281046) as Non-Independent and Non-Executive of the Company and if thought fit to pass, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modifications(s) or re-enactment thereof and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any Amendment thereof, Mr. Arjun Soota (DIN: 08281046) who was appointed as an Additional Director (Non-Executive and Non Independent) of the Company on the recommendation of the Nomination and Remuneration Committee and by the Board of Directors with effect from 14th September, 2020 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Non-Executive and Non Independent Director of the Company whose period of office liable to determination by retirement by rotation."
4. To Consider and approve the re-appointment of **Mr. Ajay Kumar Dhagat** (DIN: 00250792) as an Independent Director of the Company and if thought fit to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Ajay Kumar Dhagat (DIN: 00250792), who was appointed as an Independent Director and holds office as an Independent Director up to 13th August 2020 and has attained the age of 75 years, being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 14th August 2020 and shall not be liable to retire by rotation."
5. To Consider and approve the re-appointment of **Mr. Deepak Jugal Kishore Chowdhary**, (DIN: 00332918) as an Independent Director of the Company and if thought fit to pass, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Deepak Jugal Kishore Chowdhary, (DIN: 00332918), who holds office as an Independent Director up to 13th August 2020 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 14th August 2020 and shall not be liable to retire by rotation.”

6. To Consider and approve the re-appointment of **Mr. Nandakumar Sundarraman**, (DIN: 02503998), as an Independent Director of the Company and if thought fit to pass, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Nandakumar Sundarraman, (DIN: 02503998), who holds office as an Independent Director up to 13th August 2020 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 14th August 2020 and shall not be liable to retire by rotation.”

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

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

Registered Office:

Plot No.14, CMDA Industrial Area,
Chithamanur Village, Marai Malai Nagar
Kancheepuram-603209,
CIN: L31200TN1975PLC006966

Place: Chennai

Date: 31st October 2020

NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19' (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic' ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM'/the Meeting) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 42nd AGM of the Company is being held through VC/OAVM on Wednesday, 25th November 2020 at 11.00 AM. (IST). The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Act relating to Items nos. 3 to 6 of the Notice of the 42nd AGM is annexed hereto. Also, relevant details in respect of Directors seeking re-appointment at the AGM, in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **19th day of November 2020 to 25th day of November 2020 (both days inclusive)** for the purpose of Annual General Meeting.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the Point No. 15 herein below, for more information.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes 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 serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) 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 serve' basis.
6. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 18th November 2020, through Email on **investor@sspower.com**. The same will be replied by/on behalf of the Company suitably.
8. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 42nd AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations

read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 42nd AGM of the Company will also be available on the website of the Company at www.sspower.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
13. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
14. Voting through electronic means

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The instructions for e-voting are given hereinbelow.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed, 18th November 2020 as the "cutoff date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. fixed 18th November 2020 as the "cutoff date", shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

The Board has appointed Mr. K.J. CHANDRA MOULI, Partner of M/s. BP & ASSOCIATES, Company Secretaries, as the Scrutiniser to scrutinise the e-voting in a fair and transparent manner.

Instructions for Shareholders for remote e-voting:

The remote e-voting period begins on Friday, 20th November, 2020 at 9.00 A.M. and ends on Tuesday, 24th November, 2020 at 5.00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.

15. 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: Log-in to NSDL e-voting system at www.evoting.nsdl.com/

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

- (i) Visit the e-voting website of NSDL: Open web browser by typing the following URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at www.eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares	Your User ID
a) For Shareholders 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 Shareholders 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 Shareholders 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 111111 then user ID is 11111001***.

(v) Your password details 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. You will be required to trace the Email sent to you from NSDL from your mailbox. You can open the Email and open the attachment i.e. a PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account or 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 i.e. process for those Shareholders whose Email IDs are not registered.
- d. If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:
 - (i) If you are holding shares in your demat account with NSDL or CDSL: Click on "Forgot User

Details/Password?" option available on www.evoting.nsdl.com.

- (ii) If you are holding shares in physical mode: "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in, by mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- (iv) Shareholders can also use the OTP (one time password) based login for casting the votes on the e-voting system of NSDL.
- (v) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (vi) Now, you will have to click on "Login" button.
- (vii) After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system. How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on "e-voting". Then, click on "Active Voting Cycles".
- ii. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of "S & S POWER SWITCHGEAR LIMITED", which is
- iv. Now you are ready for e-voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the "print" option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the Shareholders whose email addresses are not registered with the Depositories (in case of Shareholders holding shares in Demat form) or with RTA (in case the Shareholders holding shares in physical form)

- i. Those Shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Shareholders holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Shareholders holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, 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.

Instructions for Shareholders for e-voting at the AGM:

- i. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- ii. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- iii. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

General Guidelines for Shareholders

- i. 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. whereby their authorised representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in.
- ii. 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.

Other Information:

- i. In case of any queries with respect to remote e-voting or e-voting at the AGM, 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.: 1800-222-990 or can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/022-24994553.
- ii. Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date shall view the Notice of the AGM on the Company's website or on the website of NSDL. Such persons may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- iii. Voting rights of the Shareholders shall be in proportion to their shares in the paid- up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- iv. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

Scrutiniser's report and declaration of results

- i. The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.sspower.com and on the website of NSDL i.e. www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. Attending the AGM through VC/OAVM:

Instructions for Shareholders for attending the AGM through VC/OAVM:

- i. Shareholders are being provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access the same at www.evoting.nsdl.com under "Shareholders/members" login by using the remote e-voting credentials.
- ii. The link for VC/OAVM will be available in "Shareholders/members" login where the EVEN of Company will be displayed.
- iii. 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 hereinabove in the Notice, to avoid last minute rush. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

- iv. As mentioned above, the Shareholders can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for Shareholders on 'first come first serve' basis.
 - v. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@ssppower.com till Wednesday, 18th November 2020. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - vi. Please note that Shareholders 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. Shareholders are also encouraged to join the Meeting through Laptops for better experience.
 - vii. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.
 - viii. Shareholders who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in/022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/022-24994545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/022-24994553.
17. The Shareholders who are holding shares in dematerialised form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. GNSA Infotech Private Ltd, by sending an e-mail at sta@gnsaindia.com. Process for those Shareholders, whose Email IDs are not registered with the Company/ Depository Participants for procuring User ID and Password and registration of Email IDs for e-voting for the resolutions set out in this Notice.
- i. 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor@ssppower.com.
 - ii. 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), AADHAAR (self-attested scanned copy of Aadhar Card) to investor@ssppower.com.
18. Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the GNSA Infotech Private Limited.

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 to 6 as given above:

Item No.3

The members are informed that on the recommendation of Nomination & Remuneration Committee at their meeting held on 14th September, 2020, the Board of Directors has appointed Mr. Arjun Soota (DIN: 08281046) as an Additional Director in the capacity of Non-executive and Non-Independent Director with effect from 14th September, 2020 and he holds office up to the ensuing General Meeting of the Company.

Mr. Arjun Soota (DIN: 08281046) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Arjun Soota (DIN: 08281046) holds a Post-Graduate Diploma in Business Management from XLRI Jamshedpur and a B.A. (Economics) degree from Mumbai University. He is a Mumbai-based independent consultant who works with Indian and international companies in an advisory capacity in areas such as business and financial strategy, corporate finance, treasury and risk management. He has worked for over 20 years with top-tier international banks and multinational companies in various country, regional and global roles.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that **Mr. Arjun Soota** (DIN: 08281046) is appointed as Director and the Board recommends the **Ordinary Resolution** for approval of the members.

Except **Mr. Arjun Soota** (DIN: 08281046), being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO.4:

Mr. Ajay Kumar Dhagat (DIN: 00250792) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 13th August 2020.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

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 long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Ajay Kumar Dhagat (DIN: 00250792), the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years up to 13th August 2025.

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

Accordingly, it is proposed to re-appoint Mr. Ajay Kumar Dhagat (DIN: 00250792), as the Independent Director of the Company for an another term of 05 (five) consecutive years on the Board with effect from 14th August 2020 till 13th August 2025 and shall not liable to retire by rotation.

Mr. Ajay Kumar Dhagat (DIN: 00250792) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

Except **Mr. Ajay Kumar Dhagat**, (DIN: 00250792) 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.5:

Mr. Deepak Jugal Kishore Chowdhary, (DIN: 00332918) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 13th August 2020.

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 long, rich experience, continued valuable guidance to the management and strong Board performance of **Mr. Deepak Jugal Kishore Chowdhary**, (DIN: 00332918), the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years up to 13th August 2025.

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

Accordingly, it is proposed to re-appoint **Mr. Deepak Jugal Kishore Chowdhary**, (DIN: 00332918), as the Independent Director of the Company for another term of 05 (five) consecutive years on the Board with effect from 14th August 2020 till 13th August 2025 and shall not liable to retire by rotation.

Mr. Deepak Jugal Kishore Chowdhary, (DIN: 00332918) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

Except **Mr. Deepak Jugal Kishore Chowdhary**, (DIN: 00332918), 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.6:

Mr. Nandakumar Sundarraman, (DIN: 02503998) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 13th August 2020.

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 long, rich experience, continued valuable guidance to the management and strong Board performance of **Mr. Nandakumar Sundarraman**, (DIN: 02503998), the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years up to 13th August 2025.

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

Accordingly, it is proposed to re-appoint **Mr. Nandakumar Sundarraman, (DIN: 02503998)**, as the Independent Director of the Company for an another term of 05 (five) consecutive years on the Board with effect from 14th August 2020 till 13th August 2025 and shall not liable to retire by rotation.

Mr. Nandakumar Sundarraman, (DIN: 02503998) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

Except **Mr. Nandakumar Sundarraman, (DIN: 02503998)**, 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.

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

**Gokulananda Sahu
Company Secretary and Compliance Officer**

Place: Chennai

M. No. A43068

Dated: 31st October 2020

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
(AGENDA NO.3 TO 6) 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. Arjun Soota
Age	55 years	52 years
DIN	00031311	08281046
Qualification	B.Com	B.A. (Economics), PGDBM
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. Arjun Soota has worked for over 20 years with top-tier international banks and multinational companies in various country, regional and global roles.
Current Remuneration (Last Drawn) *	NIL	NIL
Shareholding in the Company	34,297 Equity Shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL	NIL

Director's Name	Mr. Ajay Kumar Dhagat	Mr. Deepak Jugal Kishore Chowdhary
Age	75 Years	61 years
DIN	00250792	00332918
Qualification	B.E.	B.Com (Honors)
Experience	Mr. Ajay Dhagat is an Electrical Engineer from University of Jabalpur, India. He has deep domain expertise in Transmission & Distribution Industry, General Management, Business Leadership and Market for over 40 years. He has held position like AREVA T&D India Country President and MD and IEEMA President. He also has an international experience of handling Asia Pacific regions of Alstom T&D and was located in France.	Mr. Deepak Chowdhary is the Founder Owner of MPM Private Limited, Nagpur, India's pioneering manufacturer and Technical Application experts of Lustrous Carbon additives for use in Green sand molding. Mr. Chowdhary is a B.Com (Honors) graduate from Sydenham College of Commerce and Economics, Mumbai University. He has been an invitee on several Management Institutes and likes to interact with Students on Entrepreneurship.
Current Remuneration (Last Drawn) *	NIL	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	INDO-TECH TRANSFORMERS LIMITED	NIL

Director's Name	Mr. Nandakumar Sundarraman
Age	66 years
DIN	02503998
Qualification	Chartered Accountant, Company Secretary
Experience	Mr. Nandakumar is a Company Secretary & practicing Chartered Accountant. He has a wide knowledge & expertise in Corporate Matters, Financial accounting, Taxation & Statutory Audit. He is the Chairman of Audit Committee & Member in other Board Committees.
Current Remuneration (Last Drawn) *	NIL
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no relationship with other Directors on the Board.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL

*Does not include the Sitting fees of paid to the Directors during the Financial Year 2019-2020.