S&S POWER SWITCHGEAR LIMITED

REF: SSPSL|AGM|SE|2019-2020 **DATE: AUGUST 24, 2019**	
BSE SCRIP CODE: 517273	**NSE SCRIP NAME: S&SPOWER**
TO, **THE LISTING DEPARTMENT,** **BSE LIMITED,** **P.J.TOWERS, DALAL STREET,** **FORT, MUMBAI – 400 001** **MAHARASHTRA**	**TO,** **THE MANAGER – LISTING** **NATIONAL STOCK EXCHANGE OF INDIA LTD, EXCHANGE PLAZA, BANDRA – KURLA COMPLEX, BANDRA(EAST), MUMBAI – 400 051, MAHARASHTRA**

Dear Sir/Madam,

Sub: Submission of Scrutinizer's report on Voting results of the 41st Annual General Meeting.

Ref: Reg.44 of SEBI (LODR) Regulations, 2015

We herewith enclose the Scrutinizer's report on E-voting, Poll and Combined Report dated 24th August, 2019 of the 41st Annual General Meeting of the Company held on 22nd August, 2019. We wish to intimate you that all the resolutions set out in the notice of AGM dated 28th June, 2019 have been passed with requisite majority.

This is for your information and records. Kindly acknowledge the receipt of the same.

Yours faithfully,

For **S & S Power Switchgear Limited,**

S&S Power Swithgear Limited Maraimalai Nagar-603 209

ASHOK KUMAR VISHWAKARMA
MANAGING DIRECTOR

Encl.: As above.

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman
S & S POWER SWITCHGEAR LIMITED
PLOT NO 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar, Chennai, Kancheepuram - 603209

Dear Sir,

Sub: Passing of Resolution(s) through electronic voting and Poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

I, K. J. Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on June 28, 2019 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the "poll", conducted at the venue of the 41st Annual General Meeting held on 22nd August, 2019 at 11.00 am at Plot NO 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar, Chennai, Kancheepuram - 603209, pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that, I am familiar and well versed with the concept of electronic voting system and poll as prescribed under the said Rules.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 41st Annual General Meeting.

My responsibility as scrutinizer for the e-voting process and for the poll at the AGM is restricted to make Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited, the authorized agency engaged by the Company to provide facilities for e-voting and votes casted by the Shareholders via Ballot paper at the meeting venue when Poll conducted.

The E-Voting period begun at 10.00 AM on 19th August 2019 and ended at 5.00 PM on 21st August 2019. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 16th Aug 2019 have cast their vote electronically.

At the venue of the 41st AGM of the company held on Thursday, August 22, 2019, the Chairman suo motu ordered to conduct the "Poll" by the physical Ballot Forms to those Members present in the meeting but could not earlier participate in the Remote E-voting to record their votes.

On August 22, 2019, after Poll was conducted at the venue of the AGM - the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. Thereafter the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of **Ms. S.M.YASHIKA** and **Ms. G. EZHILARASI** who acted as the witnesses:

Name: Ms. S.M.YASHIKA S.M. Yashika   Name: Ms. G.EZHILARASI G. Ezhilarasi

BP & ASSOCIATES CHENNAI

T : 044-42047894
E : secretarial@bpcorpadvisors.com
W : www.bpcorpadvisors.com
New No. 74, (Old No.62), Third Floor,
Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-83.

Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the Poll conducted at the venue of the AGM, the details of which are as follows:

Details	Remote E-Voting	Poll Conducted in AGM	Total Voting
Number of members who cast their votes	23	5	28
Total number of Shares held by them	3118994	4473	3123467
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Invalid/Abstained Votes	Various as mentioned under each of the Resolution.		

The results of the e-voting together with that of the poll are as under:

Item No - 1

Ordinary Resolution - 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.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
e-Voting	3,118,817	99.97%	177	0.01%	-	3118994	99.97%
Poll	852	0.03%	-	0.00%	3,621.00	852	0.03%
Total	**3,119,669**	**99.99%**	**177**	**0.01%**	**3,621**	**3,119,846**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 2

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

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
e-Voting	3084270	99.96%	427	0.01%	34,297	3084697	99.97%
Poll	852	0.03%	-	0.00%	3,621	852	0.03%
Total	**3085122**	**99.99%**	**427**	**0.01%**	**37,918**	**3085549**	**100.00%**

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 3

Special Resolution - To approve the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as a Managing Director

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
e-Voting	3118567	99.96%	427	0.01%	-	3118994	99.97%
Poll	852	0.03%	-	0.00%	3,621.00	852	0.03%
Total	**3119419**	**99.99%**	**427**	**0.01%**	**3,621**	**3119846**	**100.00%**

Based on the aforesaid results, we report that this Sepcial Resolution passed with requisite Majority.

BP & ASSOCIATES ★ CHENNAI ★

Item No - 4

Special Resolution - To approve payment of Consultancy Charges to Mr. Ashish Sushil Jalan (DIN: 00031311) Chairman and Non-Executive Director of the Company

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
e-Voting	31102	94.66%	904	2.75%	3,086,988	32006	97.41%
Poll	852	2.59%	-	0.00%	3,621	852	2.59%
Total	**31954**	**97.25%**	**904**	**2.75%**	**3,090,609**	**32858**	**100.00%**

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries

BP & ASSOCIATES CHENNAI

K.J Chandra Mouli
Partner
C. P. No: 15708 | M.No : 25315

Place: Chennai
Date: 24rd August, 2019

FORM NO.MGT - 13
Report of Scrutinizer - S & S POWER SWITCHGEAR LIMITED
[Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
S & S POWER SWITCHGEAR LIMITED
PLOT NO 14, CMDA INDUSTRIAL AREA PART-II, CHITHAMANUR VILLAGE, MARAIMALAI NAGAR, CHENNAI KANCHEEPURAM - 603209

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Poll

I, K.J. Chandra Mouli, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on 28th June, 2019 as the Scrutinizer for the purpose of "Poll", conducted at the venue of the 41st Annual General Meeting held on 22nd August, 2019 at 11.00 am at Registered office of the company, PLOT NO 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar, Chennai, Kancheepuram - 603209.

We submit our report as under:

1. After the time fixed for closing of the Poll by the Chairman, One Ballot box kept for Polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and Poll papers were diligently scrutinized. The Poll papers were reconciled with the Records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

3. The Poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholders did not match with the records have been treated as invalid and kept separately.

4.The votes were unblocked on Thursday, the 22nd August, 2019 after the meeting in the presence of two witnesses, namely, Ms. S.M. Yashika and Ms. G. Ezhilarasi.

They have signed below in confirmation of the votes being unblocked in their presence.

S.M. Yashika
Name: S.M. Yashika

G. Ezhilarasi
Name: G. Ezhilarasi

BP & ASSOCIATES ★ CHENNAI ★

T : 044-42047894
E : secretarial@bpcorpadvisors.com
W : www.bpcorpadvisors.com
New No. 74, (Old No.62), Third Floor,
Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-83.

5. The result of the Poll is as under:

Item No - 1

Ordinary Resolution - 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.

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
5	852	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.0%

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by therm
93	3621

Item - 2

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

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
5	852	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by therm
93	3621

BP & ASSOCIATES ★ CHENNAI ★

Item - 3

Special Resolution - To approve the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as a Managing Director

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
5	852	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by therm
93	3621

(d) Item - 4

Special Resolution - To approve payment of Consultancy Charges to Mr. Ashish Sushil Jalan (DIN: 00031311) Chairman and Non-Executive Director of the Company

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
5	852	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting (in person and proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person and proxy)	Total number of votes cast by therm
93	3621

BP & Associates
Company Secretaries

K.J. Chandra Mouli
Partner
C P No: 15708 | M No : 25315

Place: Chennai
Date: 24rd August, 2019

BP & ASSOCIATES CHENNAI