

S & S POWER SWITCHGEAR LIMITED

CIN: L31200TN1975PLC006966

Registered Office: Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village,
Maraimalai Nagar, Kancheepuram, 603209

Email: secretarial@ssppower.com **Website:** www.sspowergroup.com

Phone No: 044 24750131

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of
the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice of Postal Ballot (**'Notice'**) is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (**"SS-2"**), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April 2020, read with other related circulars including latest General Circular No. 03/2025 dated 22nd September 2025 (**"MCA Circulars"**), relevant circulars issued by Securities and Exchange Board of India ('SEBI') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact the special business as set out hereunder by passing Special Resolution, by way of Postal Ballot only by voting through electronic means (remote e-voting).

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.sspowergroup.com

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("**the Board**") has appointed BP & Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on 23rd July 2026, Thursday to 05:00 PM (IST) on 21st August 2026, Friday**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.sspowergroup.com and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **Tuesday, 25th August 2026**. Additionally, the results will also be uploaded on the website of NSDL at www.evoting.nsdl.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Friday, 21st August 2026**.

SPECIAL BUSINESS

ITEM NO: 1

APPOINTMENT OF MR. MARTIN ANSELL (DIN: 11730141) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and pursuant to Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Martin Ansell (DIN: 11730141), (Registration Number: IDDB-DI-IDDB-NR-202607-097722) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 22nd May 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, be and is hereby appointed as an Director (Non-Executive, Independent) of the Company, to hold office for a term of 5 (five) consecutive years i.e., from 22nd May 2026 till 21st May 2031 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions of the SEBI Listing Regulations, the continuation of office of Mr. Martin Ansell (DIN: 11730141) as an Independent

Director, upon attaining the age of 75 years during the tenure of his office, be and is hereby approved by the Members by way of a Special Resolution.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149(9), 197, 198, Schedule V and other applicable provisions, of the Companies Act, 2013 and pursuant to Regulation 17(6)(a) and other applicable provisions of SEBI Listing Regulations (including any statutory modifications or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the approval of the members be and is hereby accorded for payment of remuneration by way of commission or otherwise, to Mr. Martin Ansell (DIN: 11730141) of an amount not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) per quarter, in addition to, the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors and/or other meetings, if any, being paid to the Non-Executive Independent Directors which may be in excess to 1% of the net profit of the Company computed in the manner stipulated in Section 198 of the Act.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the payment of the aforesaid remuneration, notwithstanding that such payment may result in the aggregate managerial remuneration exceeding the overall limits prescribed under Section 197 of the Act for the relevant financial year;

RESOLVED FURTHER THAT any of the Director and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

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

Sd/-
PRINCE THOMAS
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No: F11841

Date: 21st July 2026

Place: Chennai

Registered Office: Plot No 14, CMDA Industrial Area Part-II,
Chithamanur Village, Maraimalai Nagar,
Kancheepuram, 603209

Email: secretarial@ssppower.com

Website: www.sspowergroup.com

Phone No: 044 - 24988056

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).

2. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e- Voting only.

3. This notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on **Friday, 17th July 2026 (“Cut-off Date”)**. The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut- off date should treat this Notice for information purpose only.

4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.

5. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company’s website at www.sspowergroup.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

6. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility to its members. The instructions for e-voting are given below.

7. Shareholders may please note that this Notice will also be available on the Company’s website at www.sspowergroup.com, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

8. The e-voting period shall commence from **09:00 AM (IST) on 23rd July 2026, Thursday to 05:00 PM (IST) on 21st August 2026, Friday**. Please note that the E-voting module will be disabled for voting by NSDL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.

9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company’s website at www.sspowergroup.com. The said public notice shall also mention the process for

registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

10. In terms of the General Circulars No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April 2020, read with other related circulars including latest General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by National Securities Depository Limited (NSDL).

The facility for remote e-voting shall remain open from **09:00 AM (IST) on 23rd July 2026, Thursday to 05:00 PM (IST) on 21st August 2026, Friday**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. **Friday, 17th July 2026**, may opt for remote e-voting. Remote e-voting shall not be allowed beyond **05:00 PM (IST) on 21st August 2026, Friday**.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, as amended from time to time, and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

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 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned

below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders
holding securities in
demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
--	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 rangarajan@bpca.one with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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:

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) by email to secretarial@ssppower.com.
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) to (secretarial@ssppower.com). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO.1

APPOINTMENT OF MR. MARTIN ANSELL (DIN: 11730141) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Martin Ansell is a seasoned Non-Executive Director and business advisor with more than four decades of international leadership experience in the energy sector. He has built a distinguished career spanning entrepreneurial ventures, Fortune 500 executive leadership, strategic consultancy, and board-level governance. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company and his continuation on the Board of the Company as an Independent Director will be in the best interest of the Company.

Further, Mr. Martin Ansell (DIN: 11730141) has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, he is not related to any of the Directors of the Company. He has given his consent to act as an Independent Director of the Company.

The Company has received necessary declaration from Mr. Martin Ansell that he meets the criteria of independence as prescribed under Section 149(6) of the Act as well as prescribed in Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act, rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

Mr. Martin Ansell does not hold any shares in the Company (including shareholding as a beneficial owner)

The Board, based on the recommendation of the Nomination & Remuneration Committee and in view of his educational background and experience and considering his contributions for the growth and development of the Company, has proposed appointment of Mr. Martin Ansell (DIN: 11730141) as Director (Non-Executive Independent) of the Company, not liable to retire by rotation, for the consecutive term of 5 (five) consecutive years on the Board of your Company with effect from 22nd May 2026 till 21st May 2031, subject to the approval of the Members

Based on the recommendation of the NRC and considering Mr. Martin Ansell's knowledge, experience and stature, the Board has also approved payment of remuneration to Mr. Martin Ansell by way of commission or otherwise, of an amount not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) quarterly basis, in addition to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof. Such remuneration may exceed 1% percent of the net profits of the Company computed in accordance with Section 198 of the Act, subject to approval of the Members.

Brief Profile of Mr. Martin Ansell's, pursuant to para 1.2.5 of SS-2 ("Revised Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is annexed as Annexure-I to the explanatory statement.

The Board, therefore, recommends the Resolution as set out in Item no. 1 of this Notice for approval of the shareholders as a special resolution.

Except Mr. Martin Ansell, none of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no 1 of this notice. He is not related to any Director of the Company.

ANNEXURE I

PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):

Name of Director	Mr. Martin Ansell
Nationality	United Kingdom
Category and Designation	Non-executive – Independent Director
Director Identification Number	11730141
Independent Directors Data Bank Registration Number	IDDB-NR-202607-097722
Age	70
Educational Qualification	Mr. Martin Ansell is a graduate in BSc (Electrical Engineering).
Experience, Skill & Expertise	Mr. Martin Ansell is a seasoned Non-Executive Director and business advisor with more than four decades of international leadership experience in the energy sector. He has built a distinguished career spanning entrepreneurial ventures, Fortune 500 executive leadership, strategic consultancy, and board-level governance
Expertise in specific functional areas and past experience	• Energy Sector Strategy and Leadership • Board Advisory • Strategic Planning and Business Information • Business Development
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	NIL
Memberships/ Chairmanships of Committees across companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Shareholding (%) in the Company, including shareholding as a beneficial owner.	NIL
Remuneration sought to be paid	He shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, as determined and approved by the Nomination and Remuneration Committee (NRC) and the Board of Directors from time to time. In addition, he shall be entitled to a quarterly remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only), payable notwithstanding any inadequacy or absence of profits and irrespective of the

	remuneration exceeding one percent of the net profits computed in accordance with Section 198 of the Companies Act, 2013, subject to compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder..
Remuneration last drawn (FY 25-26)	NIL
Terms and Conditions of appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
Date on of first appointment on the board	Mr. Martin Ansell was first appointed on the Board as an Additional Director (Non-Executive, Independent) on May 22, 2026.
Number of Board Meeting attended for the year 2025-2026.	NIL
During FY 2026-27 (up to Circulating Postal Ballot Notice).	1
Membership/ Chairmanship of other Boards	NIL
Name of the listed entities from which the director has resigned in the past three years	NIL
Skills and capabilities required for the role, and the manner in which the proposed Director meets such requirements	Mr. Martin Ansell's expertise in corporate strategy, business development, international operations and governance contribute meaningfully to the deliberations of the Board and support the Company's long-term growth and governance objectives.