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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
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Scrutinizer's Report on Poll

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 36th Annual General Meeting of the members of **S & S POWER SWITCHGEAR LIMITED** held on the 29th day of September, 2014 at 03.00 p.m at Bharatiya Vidya Bhavan (Mini Hall), New No: 18, 20, 22, (Old No. 37-39), East Mada Street, Mylapore, Chennai - 600004.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, had been appointed as the scrutinizer by the Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 36th Annual General Meeting of the members of the company held on the 29th day of September, 2014 at 03.00 p.m at Bharatiya Vidya Bhavan (Mini Hall), New No: 18, 20, 22, (Old No. 37-39), East Mada Street, Mylapore, Chennai - 600004.





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2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to poll on the resolutions contained in the Notice to the 36th AGM of the members of the Company. My responsibility as a scrutinizer for poll at the AGM is restricted to the preparation of Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice.
3. I submit herewith my report on the results of the poll as under :-





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Item No. 1:

Ordinary Resolution to receive, consider and adopt the audited Profit and Loss account of the Company for the year ended 31.03.2014, the Balance sheet as at that date and Directors' and Auditors' reports thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
12	1416	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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Item No. 2:

Ordinary Resolution to appoint a Director in the place of Mr. Nandakumar (DIN: 02503998), who retires by rotation in terms of Article 118 of the Company's Articles of Association and being eligible offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
12	1416	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





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Item No. 3:

Ordinary Resolution to appoint auditors for the current year to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration M/s GSV Associates, Chartered Accountants, the present Auditors of the Company, retire and are eligible for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
12	1416	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Place: Chennai
Date: 29.09.2014

For **M. Damodaran & Associates**

**M. Damodaran**
(C.P.No. 5081)