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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



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Scrutinizer's report on E- Voting

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) 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** to be 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, have been appointed as a scrutinizer by the Board of Directors of **S & S POWER SWITCHGEAR LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") on the resolutions contained in the notice to the 36th Annual General Meeting (AGM) of the members of the Company to be 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.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated





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from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report on the results of the e-voting as under:

- (i) The e-voting period remained open from Monday, 22nd September, 2014 (9:00 A.M) to Friday, 24th September, 2014 (6:00 P.M)
- (ii) The members of the Company as on the "cut-off" date i.e. 29.08.2014 entitled to vote on the resolutions (items 01 to 03 as set out in the notice of the 36th AGM of the Company)
- (iii) The votes cast were unblocked on 24th September 2014, in the presence of two witnesses, Mr. Karthik & Ms. Elizabeth, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (iv) Thereafter, the details containing *inter alia*, list of Equity share holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

(Name: Mr. Karthik)

(Name: Ms. Elizabeth)





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Item. 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	2978864	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)
1	77	0%

(iii) **Invalid** votes:

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





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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	2978814	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)
1	77	0%

(iii) **Invalid** votes:

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





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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	2978801	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)
1	77	0%

(iii) **Invalid** votes:

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

Place: Chennai

Date: 27.09.2014

For **M. Damodaran & Associates**



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