



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,
PIN – 603 209. KANCHEEPURAM DT. TAMILNADU

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, was appointed as Scrutinizers for the 40th Annual General Meeting of the Equity Shareholders of “S&S power Switchgear limited” held on Wednesday, 19th September, 2018 at 11.00 a.m. at Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar, Pin – 603 209. Kancheepuram dt. Tamilnadu for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 10.00 AM on Sunday, the 16th September, 2018 up to 5.00 PM on Tuesday, the 18th September, 2018.
2. The Shareholders holding shares as on the “Cut Off” date, i.e., 14th September, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the 40th Annual General Meeting of “S&S Power Switchgear Limited” (Item Number 1 to 7 of the Notice of the 40th AGM of S&S Power Switchgear Limited)
3. The votes were unblocked on Wednesday, the 19th September, 2018 around 12:45 PM in the presence of two witnesses, namely, Mr. M. Gopinath and Mr.S.Arun Kumar

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

Name: M.Gopinath

Name: S. Arun Kumar





4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of National Securities Depository Limited (NSDL)

5. The result of the E- voting is as under:

(a) Item No - 1

Ordinary Business : Ordinary Resolution

To receive, consider and adopt the audited financial statement (including the audited consolidated financial statement) for the year ended March 31, 2018 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 voted in evoting	Number of votes cast by them	% of total number of valid votes cast
20	30,88,241	100%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(b) Item - 2

Ordinary Business : Ordinary Resolution

To re-elect Mr. Peter John Woolrich (DIN: 07808275), who retires by rotation, as a Director of the Company.

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
19	30,87,991	99.99%





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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	250	0.01%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(c) Item - 3

Special Business :Special Resolution

To increase the remuneration of Managing Director

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
18	30,87,538	99.98%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
2	703	0.02%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-





(d) Item - 4

Special Business :Special Resolution

Borrowing Power to the Board of Directors

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
19	30,87,991	99.99%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	250	0.01%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-



**BP & ASSOCIATES**

Company Secretaries

(e) Item - 5

Special Business :Special Resolution

Powers of the Board as per section 180 (1) (a) of the Companies Act 2013

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
19	30,87,991	99.99%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	250	0.01%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(f) Item - 6

Special Business :Special Resolution

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
19	30,87,991	99.99%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	250	0.01%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-



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Ashok Nagar, Chennai-83.



(g) Item - 7

Special Business :Special Resolution

Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
19	30,87,991	99.99%

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

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	250	0.01%

(iii) Invalid Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

S Bhaskar,

Partner,
BP & Associates,
Company Secretaries
C P No: 8315



Place: Chennai

Date: 19th September, 2018



BP & ASSOCIATES
Company Secretaries

**Combined Scrutinizer Report for e-Voting
of
S & S POWER SWITCHGEAR LIMITED**

To,
THE CHAIRMAN,
S & S POWER SWITCHGEAR LIMITED,
PLOT NO 14, CMDA INDUSTRIAL AREA PART-II,
CHITHAMANUR VILLAGE, MARAIMALAI NAGAR,
PIN – 603 209. KANCHEEPURAM DT. TAMILNADU

Dear Sir,

Sub: Passing of Resolutions through e-Voting And Poll conducted at the 40th Annual General Meeting

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

i. The Board of Directors at their meeting of the Company held on 29th May 2018 for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

ii. The Chairman of the 40th Annual General Meeting of the Company for conducting 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 40th Annual General Meeting of the members of the Company.

2. The Management of the Company is responsible to ensure the compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 40th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Annual General Meeting.

3. The e-voting and Poll results were unblocked by me on 19th September, 2018 at 12:45 PM in the presence of two witnesses (please refer my Scrutinizer report on evoting dated 19th September, 2018).

4. At the 40th Annual General Meeting of the Company held on 19th September, 2018, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.



**BP & ASSOCIATES**

Company Secretaries

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

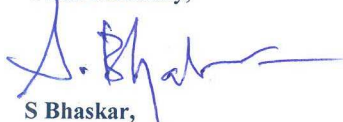
Item No of Notice	Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	30,88,241	99.98%	-	0.00%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,971	100.00%	-	0.00%	-	30,88,971	100.00%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	30,87,991	99.97%	250	0.01%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,721	99.99%	250	0.01%	-	30,88,971	100.00%
Item No: 3 of the Notice (Special Resolution)	e-Voting	30,87,538	99.95%	703	0.02%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,268	99.98%	703	0.02%	-	30,88,971	100.00%
Item No: 4 of the Notice (Special Resolution)	e-Voting	30,87,991	99.97%	250	0.01%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,721	99.99%	250	0.01%	-	30,88,971	100.00%
Item No: 5 of the Notice (Special Resolution)	e-Voting	30,87,991	99.97%	250	0.01%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,721	99.99%	250	0.01%	-	30,88,971	100.00%
Item No: 6 of the Notice (Special Resolution)	e-Voting	30,87,991	99.97%	250	0.01%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,721	99.99%	250	0.01%	-	30,88,971	100.00%
Item No: 7 of the Notice (Special Resolution)	e-Voting	30,87,991	99.97%	250	0.01%	-	30,88,241	99.98%
	Poll	730	0.02%	-	0.00%	-	730	0.02%
	Total	30,88,721	99.99%	250	0.01%	-	30,88,971	100.00%

All the resolutions stand passed under e-voting and poll with the 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,



S Bhaskar,
Partner of BP & Associates,
Company Secretaries
C P No: 8315



Place: Chennai-83

Date : 19th September, 2018

E-voting

S No	Client ID	Name	Category	SHARES	%	Res No:1	Res No:2	Res No:3	Res No:4	Res No:5	Res No:6	Res No:7
1	1203070000101398	SHYAMALA JAGANNATHAN	Individual	453	0.01%	F	F	A	F	F	F	F
2	IN30011811508900	HARMOHAN SINGH SAWHNEY	Individual	100	0.00%	F	F	F	F	F	F	F
3	IN30014210022853	SUSHIL KUMAR JALAN	Promoters	11700	0.19%	F	F	F	F	F	F	F
4	IN30014210025001	SUSHIL KUMAR JALAN	Promoters	1536	0.02%	F	F	F	F	F	F	F
5	IN30014210035497	ASHISH JALAN	Promoters	24165	0.39%	F	F	F	F	F	F	F
6	IN30014210038266	ASHISH JALAN	Promoters	10132	0.16%	F	F	F	F	F	F	F
7	IN30014210255832	SNEHAL JALAN	Promoters	11100	0.18%	F	F	F	F	F	F	F
8	IN30014210256608	SNEHAL JALAN	Promoters	5550	0.09%	F	F	F	F	F	F	F
9	IN30014210280243	REKHA JALAN	Promoters	6768	0.11%	F	F	F	F	F	F	F
10	IN30014210415356	REKHA JALAN	Promoters	7000	0.11%	F	F	F	F	F	F	F
11	IN30018310331926	VEENA JAIN	Individual	50	0.00%	F	F	F	F	F	F	F
12	IN30021415936659	R J INVESTMENT PVT LTD	Promoters	6150	0.10%	F	F	F	F	F	F	F
13	IN30051321143868	HAMILTON AND CO LTD	Promoters	2230030	35.97%	F	F	F	F	F	F	F
14	IN30051321283309	BLUE CHIP BUSINESS CENTRE PVT LTD	Promoters	104175	1.68%	F	F	F	F	F	F	F
15	IN30051321370443	SAURABH INDUSTRIES LIMITED	Promoters	247282	3.99%	F	F	F	F	F	F	F
16	IN30051321370451	WOODLANDS ASSOCIATES PRIVATE LIMITED	Promoters	159400	2.57%	F	F	F	F	F	F	F
17	IN30051321370460	BOISTUR COMMERCIAL LIMITED	Promoters	62000	1.00%	F	F	F	F	F	F	F
18	IN30051323397015	BOMBAY GAS COMPANY LTD	Promoters	200000	3.23%	F	F	F	F	F	F	F
19	IN30055610017614	JITENDRA SINGH SINHA	Individual	400	0.01%	F	F	F	F	F	F	F
20	IN30290243093795	SRIVATSAN K	Individual	250	0.00%	F	A	A	A	A	A	A
TOTAL				3088241	49.81%							

	Res No:1	Res No:2	Res No:3	Res No:4	Res No:5	Res No:6	Res No:7
F	20	19	18	19	19	19	19
A	0	1	2	1	1	1	1
I	0	0	0	0	0	0	0
ABS	0	0	0	0	0	0	0
Total	20	20	20	20	20	20	20

F	3088241	3087991	3087538	3087991	3087991	3087991	3087991
A	0	250	703	250	250	250	250
I	0	0	0	0	0	0	0
ABS	0	0	0	0	0	0	0
Total	3088241	3088241	3088241	3088241	3088241	3088241	3088241

% F	100.00%	99.99%	99.98%	99.99%	99.99%	99.99%	99.99%
% A	0.00%	0.01%	0.02%	0.01%	0.01%	0.01%	0.01%
% I	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ABS	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%



POLL

Sl No	Client ID	Name	Category	SHARES	%	Res No:1	Res No:2	Res No:3	Res No:4	Res No:5	Res No:6	Res No:7
1	00005460	SRINIVASAN K	Individual	200	0.00%	F	F	F	F	F	F	F
2	00029183	RAJESWARI T	Individual	50	0.00%	F	F	F	F	F	F	F
3	00005219	CHANDRASEKARAN S	Individual	200	0.00%	F	F	F	F	F	F	F
4	00005234	RAMACHANDRAN V	Individual	280	0.00%	F	F	F	F	F	F	F
TOTAL				730	0.01%							

Res No:1	Res No:2	Res No:3	Res No:4	Res No:5	Res No:6	Res No:7
F	4	4	4	4	4	4
A	0	0	0	0	0	0
I	0	0	0	0	0	0
Total	4	4	4	4	4	4

Res No:1	Res No:2	Res No:3	Res No:4	Res No:5	Res No:6	Res No:7
F	730	730	730	730	730	730
A	0	0	0	0	0	0
I	0	0	0	0	0	0
Total	730	730	730	730	730	730

% F	% A	% I
100%	0%	0%
100%	0%	0%
100%	0%	0%

