



S&S **POWER** SWITCHGEAR LIMITED

Ref: SSPSL/L&S/COR/SE/2018-19|

Date: 27th AUGUST 2018

BSE SCRIP CODE: 517273

To,
THE LISTING DEPARTMENT,
BSE LIMITED,

P. Towers, Dalal Street,
Fort, Mumbai – 400 001.

NEAPS

NSE SCRIP CODE: SSPPOWER

To,
THE MANAGER – LISTING,
NATIONAL STOCK EXCHANGE OF INDIA
LTD,

Exchange Plaza, B-12, Sector 15, Gurgaon

Haryana - 122 002

Dear Sir,

With reference to the letter of the above mentioned subject, dated 27th August 2018, and the corresponding receipt of the Board of Directors, I am pleased to inform you that the same has been received and the necessary action is being taken.

The Board of Directors has approved the proposal for the issue of 10,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 10/- per share, for the purpose of raising funds for the expansion of the business of the Company. The Board has also approved the issue of 10,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 10/- per share, for the purpose of raising funds for the expansion of the business of the Company.

Yours faithfully,

For and on behalf of the Board of Directors,
Sd/-

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NOTICE TO MEMBERS

NOTICE is hereby given that the FORTIETH (40th) Annual General Meeting of the Shareholders of S&S POWER SWITCHGEAR LIMITED will be held on WEDNESDAY, SEPTEMBER 19, 2018 at 11:00 AM at Registered Office of the Company to transact the following business:

ORDINARY BUSINESS

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING ITEMS OF BUSINESS, AS ORDINARY RESOLUTIONS:

1. 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.

RESOLVED THAT the audited financial statement including the consolidated financial statement for the year ended March 31, 2018 together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby adopted.

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

RESOLVED THAT Mr. Peter John Woolrich (DIN: 07808275) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS:

3. To increase the remuneration of Managing Director

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

RESOLVED THAT in supersession to earlier resolution passed by the shareholders in the previous Annual General Meeting held on August 29, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to increase the remuneration to Mr. Ashok Kumar Vishwakarma, Managing Director (DIN: 05203223) on such terms and conditions, for a period commencing from April 1, 2018 as stated in explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof.

4. Borrowing Power to the Board of Directors

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

RESOLVED THAT in supersession of all early Special Resolutions passed by members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, consent of members of the Company be and is hereby accorded to Board of Directors (including any Committee which the

Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rupees 50 Crore (Rupees Fifty Crore Only).

RESOLVED FURTHER THAT Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.

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

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to the Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to mortgage, hypothecate, pledge and/ or charge, including and/ or in addition to mortgage, hypothecation, pledge and/or charge already created on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, for securing the borrowing availed or to be availed by the Company, by way of loans or otherwise, in foreign currency or in Indian currency, from time to time upto Rs. 50 Crores (Rupees Fifty Crore Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, consent of the Company be and is hereby accorded to grant loan to the subsidiaries.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to any director or subsidiary, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

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

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

RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.50 crore (Rupees Fifty Crore Only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.

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

**C. ABHILASH
Company Secretary
A36343**

Dated: May 29, 2018
Place: Chennai

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item No. 3 as given below:

ITEM NO.3:

Mr. Ashok Kumar Vishwakarma (DIN: 05203223) Managing Director of the Company was re-appointed in the last AGM as his tenure of employment ends on November 10, 2017 and re-appointed for a period of two year from November 10, 2017 to November 10, 2019.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 29, 2018, increase his remuneration to 1,40,00,062/- per annum (One Crore Forty Lakh Sixty-Two Only) with effect from 1st April 2018. The other terms and conditions shall remain same, as had been executed at the time of his appointment as a Managing Director of the Company.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Ashok Kumar Vishwakarma, Managing Director: —

Consolidated Salary, Perquisites and Performance Bonus, etc. Rs. 1,40,00,062/-

In addition to the above, he shall be entitled to receive the following:

- (a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- (b) Encashment of leave at the end of tenure.
- (c) Provision of car for use on Company's business.
- (d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- (e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

Accordingly, the Board recommends the passing of the special resolution as set out in the item no.3 of the Notice.

Except Mr. Ashok Kumar Vishwakarma, Managing Director, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are member of the Company.

ITEM NO. 4 & 5:

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing/ future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on 29th May 2018, considered and approved subject to the approval of the shareholders, the borrowing limits of the company to Rs. 50 crores and creation of security on the properties of the Company and recommends Resolution no. 4 & 5 of the accompanying Notice to the shareholder for their approval by way of special resolution.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Director to borrow money up to the said limits and create security in respect thereof.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4 & 5.

ITEM NO.6:

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, the details of the loan advanced to the subsidiary.

Name of the Subsidiary: Acrastyle Power (India) Limited

Year of advancement of Loan: 1997

Total Amount Outstanding: 4,09,74,272/-

Transaction During the Period: Nil

The loan is utilized by the borrowing company for its principal business activities.

None of the Director and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.6.

ITEM NO.7:

The Company had, from time to time, made Inter corporate investments in bodies corporate, Mutual Funds and Short Term Rated Papers or for giving loans, guarantees or providing securities to any body corporate or other person. In order to make investment(s) in excess of limits specified under section 186 of Companies Act, 2013. The board hereby recommends subject to the approval of the shareholders in General Meeting to make investment or advance loan upto an amount of Rs.50 Crores.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT (AGENDA NO. 2) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name	Mr. Peter John Woolrich
Age	70 years
DIN	07808275
Qualification	City & Guilds Full Technological Certificate in Industrial Electronics French (Electrical Engineer)
Experience	Mr. Peter Woolrich is an Executive Chairman of Acrastyle Limited, U.K. He has more than 35 years of professional experience in Protection and Control Systems with ALSTOM, GEC Alstom, English Electric in Sales & Marketing.
Current remuneration (last drawn remuneration)	NIL
Date of first appointment on the Board	August 29, 2017
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of meetings of the Board attended during the year	2 (TWO)
Other Directorships, Memberships/ Chairmanship of Committees of other Boards	NIL
Nature of expertise in specific functional area	Sales and Marketing of Electrical Equipment

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.

A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Instrument appointing Proxy, in order to be effective should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, partnership firms etc., must be supported by appropriate resolution / authority letter/ power of attorney, as applicable, issued by the member/organization.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of Agenda No. 3,4,5,6 & 7 of the Notice relating to Special Business to be transacted at the Annual General Meeting is annexed thereto.

4. Information relating to the Directors retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 17, 2018 to Wednesday, September 19, 2018 (both days inclusive)
7. Members holding shares in physical form are requested to intimate any change of address to the Company Secretary of the Company immediately.
In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
- 8) Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections of bad deliveries.
- 9) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Share Transfer Agent/Company or with the Depository Participant(s). Members who have not registered their e-mail addresses so far are encouraged to participate in the green initiative by registering their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically. Members holding shares in dematerialized form are requested to register their e-mail address with their Depository Participant(s) only, while members holding shares in physical form are requested to register their e-mail id by sending a request either on sta@gnsaindia.com / investor@ssppower.com
- 10) The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s).
- 11) Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print & bring their Attendance Slip/s and submit a duly filled in Attendance Slip signed and completed at the Registration Counter at the AGM. The Members/ Proxies should fill the Attendance Slip for attending the Meeting. The Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
- 12) Members and Proxies attending the meeting are requested to bring their copy of annual report to the Annual General meeting.
- 13) Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for the financial year 2017-2018 will also be available on the Company's website www.sspower.com for their download. Even after registering for e-communication, members are also entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the email id: investor@ssppower.com

- (C) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (D) The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (E) The remote e-voting period commences on Sunday, September 16, 2018 at 10:00 A.M and ends on Tuesday, September 18, 2018 by 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 14, 2018, may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (F) The process and manner for remote e-voting are as under:
- a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "S&S Power remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder – Login"
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "S&S Power Switchgear Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to secretarial@bpcorpadvisors.com with a copy marked to evoting@nsdl.co.in

- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 - EVEN (Remote e-voting event Number)
 - USER ID :
 - PASSWORD / PIN :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (G) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (H) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (I) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (J) 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 of Friday, September 14, 2018.
- (K) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 14, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sta@gnsaindia.com.
- (L) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (M) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (N) Mr S Bhaskar, Company Secretary (Membership No. 8315), Partner of M/s. BP & Associates Company Secretaries, Chennai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- (O) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (P) The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(Q) The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company www.sspower.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.

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

**C. ABHILASH
Company Secretary
A36343**

Date: May 29, 2018
Place: Chennai