

S&S POWER SWITCHGEAR LIMITED

REGD.OFF: II FLOOR, NO.67, (OLD NO.19), DR. RANGA ROAD
MYLAPORE, CHENNAI - 600 004.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of S&S Power Switchgear Limited will be held at Narada Gana Sabha Trust, Sathguru Gnanananda Mini Hall, 314, T.T.K. Road, Chennai - 600 018 on Thursday the 30th September 2010 at 3.05 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss account of the company for the year ended 31.03.2010, the Balance Sheet as at that date and the Directors' and Auditor's reports thereon.
2. To appoint a Director in the place of Mr. Deepak Chowdhary, who retires by rotation in terms of Article 118 of the Company's Articles of Association and being eligible offers himself for re-appointment.
3. 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.

On behalf of
the Board of Directors

Ashish Jalan
Chairman & Managing Director

Date: 25th August, 2010
Registered Office:
II Floor, New No.67, (Old No.19)
Dr.Ranga Road, Mylapore
Chennai - 600004

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 28th September 2010 to Thursday 30th September 2010 (both days are inclusive).
3. As per the provisions of Listing Agreements entered with the Stock exchanges, the Company has appointed M/s. GNSA Infotech (P) Limited as a Common Registrar and Share Transfer Agents for the shares of the Company held in both physical as well as electronic modes. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Company's Registrar and Share Transfer Agents at the address given below:

M/s. GNSA Infotech (P) Ltd

G R Mansion, No 11, Srinivasa Road,
Pondy Bazaar,
T Nagar, Chennai – 600 017
Tel: 42962200/42962209
E-mail: sta@gnsaindia.com

4. Members are requested to notify any change in their address to the Company or its Share Transfer Agents. In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
5. Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The share certificates may be sent directly to our Share Transfer Agent: GNSA Infotech (P) Limited, G R Mansion, No 11, Srinivasa Road, Pondy Bazaar, T Nagar, Chennai – 600 017.
6. Securities and Exchange Board of India (SEBI), vide Circular No.MRD/DoP/Cir-05/2009 dated May 20, 2009, has informed that in respect of Securities Market transactions and off-market/private transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferees to furnish copy of PAN card to the Company/Registrars and Transfer Agents for registration of such transfer of shares.

In view of the above circular dated 20-05-2009, all requests for transfer of shares received after 20.05.2009 will be processed only if the requests are accompanied by a copy of the PAN card.
7. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote at the annual general meeting.

ANNEXURE TO NOTICE

Information pursuant to clause 49 of the Listing Agreement with Stock Exchanges

Item No.2

Mr. Deepak Chowdhary Director of the Company retires by rotation during this Annual General Meeting and is eligible for reappointment.

Mr. Deepak Chowdhary is the promoter of MPM Private Limited, a foundry Consumables Company located in Nagpur, India. He holds a B.Com (Hons) degree from Sydenham College of Commerce and Economics, Mumbai. Mr. Deepak Chowdhary was also the Chairman of the Institute of Indian Foundry-men, Nagpur chapter and Chief Spokesperson for the MIDC Industries Association an apex body of Industrialists of the prestigious Hingna Industrial Estate at Nagpur for 2 successive terms. He has been on the Executive Management Committee for several years. Mr. Deepak Chowdhary is also a Guest Lecturer at Kavikulguru Institute of Technology and Science, Ramtek, on various topics



such as Entrepreneurship Development, Business Etiquettes etc.

The Board recommends the resolution for your approval. None of the Directors other than Mr. Deepak Chowdhary is concerned or interested in the resolution.

On behalf of the Board of Directors

Ashish Jalan

Chairman & Managing Director

Date: 25th August, 2010

Registered Office:

II Floor, New No.67, (Old No.19)

Dr. Ranga Road, Mylapore

Chennai - 600004

REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

The Directors have pleasure in presenting herewith the Thirty Second Annual Report of your Company together with the audited accounts for the year ended 31st March, 2010.

Financial Results

(Rs. In Million)

Particulars	2009-10 (12 mths)	2007-09 (18 mths)
Sales and other operational income	128.93	183.79
Other Income	18.00	48.59
Gross Profit / (Loss)	30.84	27.26
Add: Depreciation	2.95	12.11
Interest	5.44	3.62
Profit or Loss before extraordinary items and tax.	22.45	11.53
Less: Extraordinary Items	47.76	8.49
Less: Provision for Tax	Nil	0.72
Profit or (Loss) after Tax	25.31	2.32
Add: Balance in Profit or Loss account brought forward	3.76	(6.08)
Balance carried forward to Balance Sheet	29.07	(3.76)

ABRIDGED FINANCIAL STATEMENT

As permitted by SEBI guidelines and Companies Act, 1956, we have included the abridged financial statements of S&S Power Switchgear Limited in this annual report. The detailed financial statements and audit reports of S&S Power Switchgear Limited and each of its subsidiaries are available for inspection at the registered office of the Company.

OVERVIEW, BUSINESS PROSPECTS AND OPERATIONS

For the financial year ended 31st March 2010, the revenues have been reduced from Rs.183.79 Million to Rs.128.93 Million as the Disconnector Business was with the company upto 31st October 2009.

India is currently experiencing phenomenal growth in the Power Sector Infrastructure development. With the

Government's emphasis on the Power Sector, the market for Transmission and Distribution is foreseen to increase.

Your Company was operating with a limited range of products against stiff competitions from world giants in the electrical industry. It was therefore thought prudent to associate partners for this business in order to attract specialized skills in the field of disconnectors.

COELME Costruzioni Elettromeccaniche SpA, Italy is a member of Southern States Group of Companies since 1950, a company now a world leader with rich experience in the Electrical field manufacturing upto 1200kV with specialist employees skilled to build high standard Disconnectors. Situated in Venice, COELME has also EGIC in France as part of its Group.

COELME evinced interest in a Joint Venture in India in the field of disconnectors with favourable conditions prevailing in the Power Sector.

Pursuant to the approval through postal ballot by members for transfer of the whole of the undertaking pertaining to the manufacture and sale of Company's disconnector business being carried on at Puducherry to its subsidiary S&S Power Switchgear Equipment Limited(S&SPSE), the Company through a Business Transfer Agreement dated 11th March, 2010 transferred the disconnector business to its subsidiary for a consideration of Rs.63.90 Million.

Simultaneously with the signing of the Business Transfer Agreement, your Company also entered into a Joint Venture Agreement with COELME Costruzioni Elettromeccaniche SpA, Italy and S&SPSE for the purpose of establishing a Joint Venture Company (JVC) in India for manufacture of Disconnector products with state of art technology. Pursuant to this, your company subscribed to 4,60,000 equity shares of Rs.10/- each at a premium of Rs.72.85 aggregating to Rs.38.11 Million in the JVC.

With decades of combined expertise in the field of Disconnectors across the Globe, the merging of the technical strengths & best practices with cost effective manufacturing base provides an unique opportunity for the both the partners.

CORPORATE SERVICES AND LEASE AGREEMENT

The Company entered into a Corporate Services Agreement with S&SPSE pursuant to which the Company will share with S&SPSE certain facilities and amenities administrative or otherwise belonging to the Company and also extend professional services in the field of Finance and Accounts, Personnel and Administration, Secretarial and Legal, Sales and Marketing on terms agreed upon in the Corporate Services Agreement.

Your Company also leased out its factory premises in Puducherry to S&SPSE for the purpose of running its factory on terms agreed upon in the Lease Agreement.

The Joint Venture Company has been established to capitalize the growing business opportunities in the Power Sector and your Company in turn would reap the benefit from the growing opportunities in the years to come.

RESTARTING OF CIRCUIT BREAKER BUSINESS

India is expected to see around 17,000 MW of new power generation capacity per year. This would mean a huge

demand for medium voltage switchgear products viz circuit breakers in the Transmission and Distribution sectors.

Your Company was pioneers in the field of medium voltage circuit breaker. Unfortunately due to the South East Asean Economic crisis domestic market slowed down from 1998 onwards and the Company had to shut down its breaker operations in 2002.

With most of the issues having been resolved, your company will be re-entering the circuit breaker segment with state of art technology with a view to exploiting the huge market potential both in India and outside India in the field of circuit breakers.

EPS (UK) LTD, a specialist Switchgear Design Consultancy and a manufacturer of the Worldwide patented *MagLatch* magnetic actuator mechanisms, based in, United Kingdom, has agreed to form a Joint Venture with us for exclusive manufacture and Sale of Magnetic Actuators.

The Company is also developing a range of products that will incorporate the MagLatch mechanism and expand the Company's existing product portfolio. For this, the Company has entered into a Technical Assistance and Product Development (PD&TA) Agreement with EPS. Under the agreement the Company is developing a range of modern products compliant to world standards some of which is detailed below for which EPS will provide the Design, Know-How and Technical Assistance.

1. 12kV Indoor Circuit Breaker Truck incorporating maglatch mechanism with option for spring mechanism mounting suitable for various ratings
2. 12kV Auto recloser with associated electronics
3. 12kV Ring main Unit
4. 12kV Outdoor Structure mounted VCB
5. 36kV Outdoor Structure mounted VCB
6. New development of technology on CTs
7. Railway Trackside Breakers

Your Company's revenues expects to increase manifold once the above said products are in the market particularly in the light of huge new power generation planned for each year. Your Company expects to be immensely benefited by this Joint Venture and PD&TA.

ISO 9001 CERTIFICATION

Your company has successfully undergone surveillance audits by RWTUV for the year 2009-2010 .

SUBSIDIARIES:

The company has three subsidiaries namely;

- i. Acrastyle Power (India) Limited, Chennai
- ii. Acrastyle Switchgear Limited, United Kingdom
- iii. S&S Power Switchgear Equipment Limited, Chennai

The audited accounts of these subsidiary companies are attached.

ACRASTYLE POWER (INDIA) LIMITED (APIL)

Acrastyle Power (India) Limited recorded a turnover of Rs.21.24 Million for the year ended 31st March 2010.

APIL focuses on providing Engineering services to the Control & Protection system segment. APIL has been involved in many of the engineering projects for Global MNCs.

APIL is in the process of foraying into the T&D Substation segment including Power Plants Engineering. The major players in the field look for specialized enterprises for the detailed engineering processes and APIL being in the field of engineering services and with competent and experienced engineers and state of art facilities in Chennai, would be exploiting the opportunities to its advantage. APIL is also looking at acquiring companies / merger which are in the related field to enhance the range and reach critical mass.

ACRASTYLE SWITCHGEAR LIMITED (WOS)/ACRASTYLE LIMITED

Acrastyle has always been known for its high quality standards and has very prestigious projects to its credit. Acrastyle has engineered and built the Control protection systems for the two Channel rail tunnels between England and France. It also has to its credit projects like Singapore TUAS Power station, China Light & Power Hongkong, Saudi Al Khudmi, etc. Acrastyle has been partners to AREVA, ABB, Mitsubishi, Siemens and other global giants in these ventures.

S&S POWER SWITCHGEAR EQUIPMENT LIMITED

S&S Power Switchgear Equipment Limited recorded a turnover of Rs.51.91 Millions for the 5 month period ended 31.3.2010.

COELME – Costruzioni Elettromeccaniche SpA , Italy and your Company have formed a Joint Venture Company **S&S POWER SWITCHGEAR EQUIPMENT LTD**, to manufacture Disconnectors in Puducherry.

With decades of combined expertise in the field of Disconnectors across the Globe, the merging of the technical strengths and best practices with cost effective manufacturing base in India provides an unique opportunity to capitalize the growing business opportunities in the Power Sector. The core objectives of the Joint Venture is

1. To share our respective strengths, expertise and technologies in choosing a common design and model for marketing both in the Territory and elsewhere.
2. To increase JVC's business volumes through COELME sourcing components from JVC.
3. To work together on establishing the most commercially viable way to exploit the 800kV and 1200kV market in India.
4. To develop Products with State of the Art Technology and encash the growing Power sector Market in India

COELME, Italy is a member of Southern States group of companies since 1950, a company now a world leader with rich experience in the Electrical field manufacturing upto 1200kV with specialists employees skilled to build high standard Disconnectors. Situated in Venice, COELME has also EGIC in France as part of its Group. COELME is approved by ENEL, one of the most demanding utilities in the world.

India has become the manufacturing hub for Disconnectors. This can be seen by the investments and



setting up of facilities by Areva, ABB and Siemens. As Disconnectors manufacturing is more skill driven than automated process, local production obviously brings out a cost effective product.

India is moving to high-voltage transmission lines (e.g. 765kV, 800kV HVDC, 1200kV, etc). and the JVC is actively participating with Power Grid Corporation in the 1200 kV Project. The 1200kV disconnector is already on the anvil and we have had several discussions with PGCIL in this aspect. S&S should be rolling out its first 1200kV shortly.

The Company expects huge benefits from this JV in the years to come.

ACRASTYLE EPS TECHNOLOGIES LIMITED

A JV Company Acrastyle EPS Technologies Limited has been incorporated for the manufacture in India of the EPS patented MagLatch Switchgear Mechanism. S&S and EPS will have 51% and 49% in the JV Company.

The JV Company has entered into a License Agreement with EPS (UK) Limited, U.K. whereby EPS will provide designs and drawings including knowhow and technology for manufacture of U.K. patented magnetic actuators.

RESEARCH & DEVELOPMENT

The Company has built a strong R&D team and also possess equipment and machineries for absorbing the new technology in its products to be developed in association with EPS (UK) Limited.

With the above strong position, your Company will ensure that customer expectations are met. The functional organization will focus on the technical knowhow including the technical processes, tools, training and skills for each specific technical function.

FINANCE

The working capital requirements were met from the internal resources and credit facilities from Bank through bills discounting scheme.

INTERNAL CONTROL & AUDIT SYSTEMS AND THEIR ADQUACY

Your Company remains committed to maintain high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets.

The internal control mechanism comprises of a well defined organization structure, documented manuals and pre-determined authority levels. In order to ensure that adequate checks and balances are in place and the internal control systems are in order, periodical audits are conducted by independent agencies.

The Audit Committee of your Company, inter-alia, reviews Quarterly Financial Results, evaluates the effectiveness of Internal Control Systems, including significant changes in accounting policies and the recommendations of the internal audit agencies.

SEGMENTAL REPORTING:

The company is engaged predominantly in manufacture of Disconnectors and there are no business segments within the meaning of Accounting Standard 17.

DISQUALIFICATION UNDER SECTION 274 (1) (g) OF THE COMPANIES ACT, 1956:

None of the Directors attract disqualifications in terms of Section 274 (1) (g) of the Companies Act, 1956.

FIXED/CUMULATIVE DEPOSITS:

The Company has not accepted any fixed deposits during the year.

DEPOSITORY SERVICES

As on 25th August, 2010, 46,75,207 shares have been dematerialised and are being held in electronic form.

CORPORATE GOVERNANCE:

A report on the Compliance of Corporate Governance is annexed together with a certificate from the auditors of the Company on Compliance.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion & Analysis is covered under this Report itself, a separate note on the same is not being furnished.

DIRECTORS

Mr Deepak Chowdhary retires by rotation in terms of Article 118 of the Company's Articles of Association and he being eligible offers himself for re-appointment.

AUDITORS

M/s.GSV Associates, Chartered Accountants, Chennai, the company's auditors retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility statement, it is hereby confirmed.

- (i) in the preparation of the annual accounts, for year ended 31.03.2010 the applicable accounting standards have been followed and that there are no material departures from the same.
- (ii) The Directors have selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2010, and of the loss of the company for the said period.
- (iii) The Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) The Director have prepared the accounts for the year ended 31.03.2010 on a going concern basis.

AUDITORS' REPORT

With regard to points raised in the auditors' report the same are dealt with hereunder :

Para Reference: to Auditors' Report	Reply
4 (i)	The advance was made to Soumag Electronics Ltd., primarily on account of pre-deposit for an appeal pending before CESTAT, Chennai against duty demand made by the customs department. the Board is of opinion that the advance is recoverable and no provision is required.
4 (ii)	Non fulfillment of export obligation in respect of Advance Licenses obtained for supply to Malaysia was due to the default in payments for the past supplies which compelled us to stop further supplies. The Company has made an application for a merit based redemption before the appropriate forum.
4 (iii)	In this regard the Board considers the diminution in the value to be a temporary decline and considering the long-term nature of the investment, value of fixed assets and the current performance of Acrastyle Limited, the Board is of the opinion that the investment of Acrastyle Switchgear Ltd in Acrastyle Ltd and the investment of Acrastyle Power (India) Limited in Acrastyle Switchgear Ltd does not warrant any provision in the Company.
Para reference to Annexure to Auditors' Report	
ix (a)	The Company proposes to settle all pending undisputed statutory dues within the following year.
ix (b)	These are contingent in nature and cases have been instituted at various forums disputing the claims.

Particulars of Employees

Information required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are set out in the Annexure to the Directors' report. However having regard to the provision of Section 219 (1)(b)(iv) of the Companies Act, 1956, the Annual report is sent to all members of the Company excluding the aforesaid information. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

Disclosure with respect to Conservation of Energy, Technology absorption and foreign exchange earnings and outgo:

During the period under review efforts continued to conserve and avoid wastage in every possible way.

A statement giving details of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 217 (1)(e) of the Companies Act, 1956, read with rule 2 of the Companies (Disclosure of particulars in the Report of the Board of Directors) rules 1988 is annexed.

INDUSTRIAL RELATIONS:

Human Resources & Internal Controls

During the period the Company maintained cordial relations with the employees of the Company.

In respect of the erstwhile workmen relating to Porur unit, settled under Section 12(3) of the Industrial Disputes Act, 1947, a section of the workmen preferred a writ petition challenging the settlement and the same was dismissed. Against the dismissal a writ appeal was filed by the workman, which was disposed with a direction to the State Government of Tamil Nadu to refer the dispute, in case an application was made by the dissenting workmen. The Government of Tamil Nadu, pursuant to an application by the said workmen issued a reference on 27.11.2007. The matter is pending before the Industrial Tribunal.

In the meantime alleged representatives of the dissenting workmen preferred a suit claiming them to be the authorized representative of the union, which was dismissed and their claim to have locus standi as the representatives of the Union has been negated.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the valuable support from the customers, vendors, bankers, financial institutions, employees, shareholders government departments and all others.

On behalf of the Board of Directors

Ashish Jalan

Chairman & Managing Director

Place: Chennai

Date: 25th August, 2010

ANNEXURE TO THE DIRECTORS' REPORT**STATEMENT**

Information pursuant of Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY**a) Energy conservation measures taken during 2009-2010**

The company is not a power intensive industry and hence the scope for conservation of energy is not much.



- b) **Additional Investments and proposals, if any, being implemented for reduction of consumption of energy.**

NIL

- c) **Impact of measures (a) and (b) for reduction of energy consumption and consequent impact on the cost reduction of goods.**

NIL

B. TECHNOLOGY ABSORPTION

a. Research & Development

- i. **Specific area in which R&D is carried out by the company:**

- Development of 12kV, 1250/2000 A, 25 KA, Indoor, VCB Switchgear with Magnetic Actuator Mechanism
- Development of 12kV & 36kV, 25KA, Outdoor, VCB with Magnetic Actuator Mechanism

- ii. **Benefits derived as a result of the above R&D**

The company will be reentering into the Circuit Breaker segment with the State of Art Technology and thus enabling to exploit the huge market potential in the domestic and international market.

- iii. **Future plan of action**

- Development of 12kV Ring Main Unit
- Development of 12kV Autoreclosure with magnetic actuator mechanism
- Railway Tracksides Breakers
- New Development of technology on CTs
- 12kV / 36kV Outdoor Structure Mounted VCB

iv. Expenditure on R&D	Rs. in Millions
a. Capital	—
b. Recurring	—
c. Others	.005
d. Total	.005
e. Percentage of Turnover	—

b. **Technology absorption, adaptation and innovation:**

1. Efforts in brief made to wards technology absorption, adaptation and Innovation:

The company developed the design for 12kV / 36kV indoor / outdoor switchgear incorporating Magnetic Actuator with technical assistance from a Design Consultant EPS (UK) and commercial production is in progress.

2. Benefits derived as a result of the above R&D :

The Company will be soon marketing the above said State of Art Technology products in both domestic and international markets.

3. Imported technology during last 5 years :
Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

i) **Activities relating to Exports**

The Company will be re-entering into South East Asia and Asean Countries with the newly developed Vacuum Circuit Breakers with Magnetic Actuator Mechanism.

ii) Foreign exchange earned	(Rs. In Million)
Deemed Exports	Nil
Physical Exports	93.43
iii) Foreign Exchange outgo	5.22

On behalf of the Board of Directors

Ashish Jalan

Chairman & Managing Director

Place : Chennai

Date : 25th August 2010

REPORT ON CORPORATE GOVERNANCE

COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

In terms of Clause 49 of the Listing Agreement of the Stock Exchanges, the Compliance Report on Corporate Governance, along with the Certificate of Statutory Auditors is given as under:

OUR GOVERNANCE PHILOSOPHY

S&S believes that the principles of fairness, transparency and accountability are the cornerstones for good governance. In addition to complying with the statutory requirements, effective systems and practices inter alia towards transparency, disclosures, internal controls and promotion of ethics at work place have been institutionalized. The Company recognizes that good corporate governance is a continuing exercise and reiterates its commitment to pursue highest standards of corporate governance in the overall interest of its stakeholders, including shareholders, employees.

BOARD OF DIRECTORS

The Board, has currently three directors comprising of two independent directors and it meets the requirements of Clause 49 of the Listing Agreement. The details of Composition of the Board, the attendance at Board meetings during the financial year and at last Annual General Meeting, number of Directorships and Committee positions held during 2009-10 are furnished in the following table.

The Company's Board of Directors details as on 31st March 2010 is as follows :

Name of the Director	Category	No. of Board meetings attended	Attendance at Previous AGM held on 30.09.2009	No of Directorship in other public companies	No. of Board / Committee positions (as Members / Chairman) held in other public companies	
					Member	Chairman
Ashish Jalan	Chairman & Managing Director	6	Present	6	6	—
Anupam Vaid	Independent Director	6	Present	1	—	—
Deepak Chowdhary	Independent Director	6	Present	1	—	—

During the year ended 31.3.2010 Board Meetings were held on the following dates.

27.04.2009	29.07.2009	01.09.2009
31.10.2009	28.11.2009	29.01.2010

BOARD COMMITTEES

The Board has constituted following Committees as required under Corporate Governance

a. Audit Committee

Sl No	Name of the Member	Category	Meetings held	Meetings attended
1	Late Dr P P Gupta *	Chairman	5	1
2	Anupam Vaid	Chairman	5	5
3	Ashish Jalan	Member	5	5
4	Deepak Chowdhary*	Member	5	4

* The Audit committee was reconstituted on 27.04.2009 wherein Dr P P Gupta resigned and Mr Deepak Chowdhary was inducted as member of Audit committee

b. Audit Committee Meetings held during the financial year 2009-2010

27.04.2009	29.07.2009	01.09.2009	31.10.2009	29.01.2010
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❖ Brief description of terms of reference

The Auditors of the Company participate in the Audit Committee meetings as also the Senior General Manager (Corporate Affairs). The Company Secretary acts as the Secretary of the Audit Committee. The powers and role of the Audit Committee are as specified in clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956. The Board's terms of reference of the committee include the following;

1. To review the quarterly and annual financial statements before they are submitted to the Board.
2. To review accounting policies, compliance to accounting standards, evaluation of estimates based on exercise of judgement and reviews internal auditing functions
3. To recommend the appointment of external auditor and fixation of audit fee
4. To review the Management Discussion and Analysis Report
5. To review the recommendations of internal auditors
6. To assess the financial reporting process and to make necessary financial disclosures and to ensure that the financial statement is correct, sufficient and credible.



c. Remuneration Committee

The Committee consists of

Sl No	Name of the Member	Category
1	Mr Deepak Chowdhary	Chairman
2	Mr Anupam Vaid	Member
3	Late Dr P P Gupta *	Member

* Dr P P Gupta expired on 05.07.2009

During the period under review the Remuneration Committee did not meet.

The directors are not paid any sitting fees for attending Board/Committee meetings.

REMUNERATION OF DIRECTORS

During the period under review none of the directors except for Mr Ashish Jalan received remuneration. The details of the remuneration are as follows :

Ashish Jalan - Chairman and Managing Director

Fixed Component

Salary Rs.1,30,000.00 p.m

Perquisite* Rs. 65,000.00 p.m

Variable Component NIL

* Excludes contribution to Provident Fund @ 12%.

Mr. Ashish Jalan who is the Chairman and Managing Director of the Company is under contract of employment with the Company, stipulating 3 months' notice from either side. There is no severance fees payable to him. The Company does not have Employee Stock Option Scheme in force.

Except for Mr. Ashish Jalan, none of the directors hold any shares in the Company

d. Investors' Grievance Redressal and Share Transfer Committee

Composition of Committee

The Committee was reconstituted on 27.04.2009 and comprises of Messers Anupam Vaid, Deepak Chowdhary and Ashish Jalan

The details of the Committee Meetings and attendance of members during the year under review is as follows:

Director	Category	Held	Attended
Mr Anupam Vaid	Chairman	12	12
Mr Deepak Chowdhary	Member	12	7
Mr. Ashish Jalan	Member	12	12

Name and designation of compliance officer

Mr. M Sridhar, Company Secretary (Resigned on 18.06.2010)

Mrs S. Shanmuga Priya, Company Secretary w.e.f. 9th August 2010

Number of shareholders complaints received, number of Complaints not solved to the satisfaction of the shareholder and number of pending transfers

The details are provided in the "shareholders information" section of this report.

Annual General Meetings

Location and time for the last three Annual General Meetings

Year	Date	Time	Venue
2007-2009	30.09.2009	10.45AM	Naradha Gana Sabha(Mini Hall)314, TTK Road, Chennai – 600 018
2006-2007	31.03.2008	10.00AM	Naradha Gana Sabha(Mini Hall)314, TTK Road, Chennai – 600 018
2005-2006	23.4.2007	10.00AM	Naradha Gana Sabha(Mini Hall)314, TTK Road, Chennai – 600 018

Whether special resolutions were passed in the previous three Annual General Meetings

Date of AGM	Whether Special resolution has been passed	Particulars
30.09.2009	Yes	1. Appointment of Mr Ashish Jalan as Chairman and Managing Director of the Company for a period of three years w.e.f. 1.10.2008 and for payment of remuneration
		2. Investments or additional investments in its subsidiaries S&S Power Switchgear Equipment Limited, Acrastyle EPS Technologies Limited and in any Mutual Fund Scheme
31.03.2008	No	Not Applicable
23.4.2007	No	Not Applicable

Postal Ballot

During the financial year 2009-2010, a special resolution as proposed in the postal ballot notice dated 01st September 2009 was passed on 15.10.2009 which related to granting loans and / or additional / further loans from time to time exceeding the limits set out under section 372A of the Companies Act, 1956 viz., 60% of the aggregate paid up capital and free reserves or 100% of free reserves whichever is higher. Mr N R Sridharan FCA, FCS, Partner, Sarathy & Balu Chartered Accountants was appointed as the scrutinizer for overseeing the Postal Ballot process. The above resolution has been passed with the requisite majority. 99.80% of votes were cast in favor of the resolution. The Company complied with the procedures for the postal ballot in terms of Companies (Passing of Resolution by Postal Ballot) Rules, 2001 and amendments thereto made from time to time

As on date, the company does not have proposal to pass special resolutions through Postal ballot in the ensuing year

Disclosures

Disclosures on materially significant Related Party Transactions i.e. transactions of the Company of material nature, with its founders, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

During the financial year 2009-2010, the Company has not entered into any transaction of material nature with the directors, their relatives or management which were in conflict with the interest of the Company.

Disclosure of related party transactions as per Accounting Standard 18 issued by the The Institute of Chartered Accountants of India is given in Item No 13 of Schedule 14 of the Notes forming part of Annual Accounts. All the transactions covered under related party transactions were fair, transparent and at arms length.

The company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures which is periodically reviewed by the Board.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years – Refer Note 16 of schedule 14, Notes on Accounts.

Means of communication

- The un-audited Financial Results on quarterly basis subject to Limited Review by the Auditors of the Company are taken on record by the Board of Directors at its meeting within 45 days of the close of every quarter/half year respectively and the same are furnished to all Stock Exchanges where the Company's shares are listed.
- Quarterly results are published in "News Today", an English Daily and "Maalai Sudar", a vernacular daily.
- Corporate announcements and press releases are notified to the Stock Exchanges at which the company's shares are listed.
- Management's Discussion and Analysis forms part of this Annual Report, which is also being posted to all the shareholders of the Company.

Shareholder Information

A separate Section has been included in the Annual Report furnishing various details, viz., time and venue of Annual General Meeting, share price movements, financial calendar etc.

On behalf of the Board of Directors

Place: Chennai
Date : 25th August, 2010

Ashish Jalan
Chairman & Managing Director



DECLARATION

As stipulated under the provisions of sub-clause 1(D) (ii) of Clause 49 of the Listing Agreement with the Stock Exchanges, all the Directors and the designated personnel in the Senior Management of the Company has affirmed compliance with the Code for the financial period ended 31st March, 2010.

On behalf of the Board of Directors

Ashish Jalan

Chairman & Managing Director

Place: Chennai

Date : 25th August, 2010

CERTIFICATE UNDER SUB CLAUSE V OF CLAUSE 49 OF THE LISTING AGREEMENT

We, Ashish Jalan, Chairman and Managing Director and Mr K Suryanarayana Rao, Chief Executive of the Company hereby confirm and certify that

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

- iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting

K Suryanarayana Rao

Chief Executive

Ashish Jalan

Chairman & Managing Director

Place : Chennai

Date : 25th August, 2010

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of S&S Power Switchgear Limited

We have examined the compliance of conditions of Corporate Governance by S&S Power Switchgear Limited for the period ended 31.03.2010, as stipulated in clause 49 of the Listing Agreement executed by the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with guidance notes on certification of corporate governance (as stipulated in Clause 49 of the listing Agreement) issued by the chartered accountants of India. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/are pending for a period exceeding one month against the company as per records maintained by the shareholders' Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For GSV ASSOCIATES

Chartered Accountants

Firm No.006179S

M R Venkatesh

Partner

M.No.201407

Place : Chennai

Date : 25th August, 2010