CORPORATE INFORMATION

BOARD OF DIRECTORS

Ashish Jalan
(Chairman and Managing Director)
Anupam Vaid
Deepak Chowdhary
S. Nandakumar

AUDITORS

GSV Associates
Chartered Accountants
Chennai

BANKERS

ICICI Bank Limited, Chennai
Citibank N.A, Chennai

REGISTRAR & SHARE TRANSFER AGENT

GNSA Infotech Limited
Nelson Chambers,
4th Floor, F Block,
No. 115 Nelson Manickam Road,
Aminjikarai,
Chennai – 600 029

REGISTERED OFFICE

II Floor, No. 67, (Old No. 19),
Dr.Ranga Road, Mylapore,
Chennai – 600004

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 34th Annual General Meeting of the Members of S&S Power Switchgear Limited will be held on Friday the 28th September 2012 at 3 p.m. at Bharatiya Vidya Bhavan (Mini Hall), New No. 18, 20, 22 (Old No. 37 – 39),East Mada Street, Mylapore, Chennai – 600004 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 31.03.2012, 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.

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolutions with or without modification as an Ordinary resolution :

   "**RESOLVED THAT** Mr. S. Nandakumar, Additional Director of the Company, in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. To consider and if thought fit to pass the following resolutions with or without modification as a Special resolution :

   "**RESOLVED THAT** pursuant to Section 268, 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII and all other provisions, approval be and is hereby accorded to the reappointment of Mr. Ashish Jalan as the Chairman and Managing Director of the Company, for a period of 3 years from 1st October, 2011 up to 30th September, 2014, who shall not be liable to retire by rotation and upon the terms and conditions including the remuneration to be paid to him as set out below including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in terms of Schedule XIII, of the Companies Act, 1956.

   (a) Salary – Rs. Rs.1,30,000/- per month

   (b) Perquisites in addition to the above salary, are as follows :

   i) Housing Furnished / Unfurnished Residential Accommodation or House Rent Allowance of Rs. 65,000/- per month in lieu thereof

   ii) Company's contribution towards Provident Fund Contribution to Provident Fund as per rules of the Company will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961

   iii) Gratuity as per rules of the Company. This shall not be included in the computation of limits for perquisites aforesaid

   (The total amount under 1 and 2 (i) (ii) and (iii) works out to Rs. 2,16,853/- per month

   iv) Earned / Privilege Leave as per the Rules of the Company. Leave accumulated and not availed of during the tenure os whole time director will be allowed to be encashed at the time of his retirement as per rules of the Company

   (c) Notice Period 3 months on either side

   (d) For the purposes of foregoing, perquisites shall be valued as per Income Tax Rules, 1962. In absence of any such rule, perquisites shall be evaluated at actual cost.

   (e) Mr. Ashish Jalan will not be entitled to any sitting fee for attending meetings of the Board or of any Committee thereot

   "**RESOLVED FURTHER THAT** in the event of there being inadequacy or absence of profits in any financial year during the currency of the tenure of the Managing Director, the above remuneration shall be treated as minimum remuneration in accordance with Section II of Part II of Schedule XIII of the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time and shall be paid to him".

   "RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to alter or vary the terms and conditions of said remuneration from time to time so long as it does not exceed the limits specified in Section 198 and 309 of the Companies Act, 1956 or any modification or re-enactments thereof, for the time being in force and also to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the resolution

   "RESOLVED FURTHER THAT Mr Anupam Vaid, Mr Deepak Chowdhary and Mrs. Sandhya Chandrasekaran, Company Secretary be and is hereby severally authorized to file necessary e forms with the Registrar of Companies and to do all acts, deeds and things as may be necessary in this regard".

6. To consider and if thought fit to pass the following resolutions with or without modification as a Special resolution :

"RESOLVED THAT pursuant to Section 163 and such other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded for maintenance of the Register of Members, Index of Members, Register of Debentures, Register of Debenture holders, Index of Debenture holders, copies of Annual Returns together with copies of Certificates and documents required to be annexed hereto and other documents at the address of GNSA at Nelson Chambers, 4th Floor, F Block No. 115, Nelson Manickam Road, Aminjikarai, Chennai – 600 029."

On behalf of the Board of Directors
For S&S Power Switchgear Limited

Ashish Jalan
Chairman & Managing Director

Date : August 23, 2012
Place : Chennai

Notes:

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is annexed herewith
2. 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, should be lodged with the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday the 26th September 2012 to Friday 28th September 2012 (both days are inclusive).
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 Limited, Nelson Chambers, 4th Floor, F Block, No. 115 Nelson Manickam Road, Aminjikarai, Chennai – 600 029.
6. 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

The information in respect of **item no. 2** and **item no. 4** in accordance with clause 49(iv) (g) of the listing agreement for Corporate Governance about directors seeking appointment and re-appointment in this annual general meeting are furnished hereunder

Particulars	Item No.2
Name of the Director	Mr. Deepak Chowdhary
Date of Birth	13.10.1958
Date of Appointment	23.01.12009
Qualification	B. Com (Hons) Graduate from Sydenham College of Commerce and Economics
Experience in specific functional areas	Mr. Deepak Chowdhary is the promoter of MPM Pvt. Ltd., a foundry Consumables Company located in Nagpur, India. He 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. He is also a Guest Lecturer at Kavikulguru Institute of Technology and Science, Ramtek, on various topics such as Entre-preneurship Development, Business Etiquettes, etc.
List of other Companies in which Directorship held	MPM Pvt. Ltd. Ambarati Automation P Ltd. Amba Agencies P Ltd. MPM Infosoft P Ltd. MPM Foundry Solutions P Ltd. MPM Durrans Refracoat P Ltd. Rukmani Metals & Gaseous Ltd. Leansoft Solutions P Ltd. S&S Power Switchgear Equipment Ltd.
Chairman/ Member of the Committee	1. Audit Committee - Member 2. Investors' Grievance Redressal Cum Share Transfer Committee – Member 3. Remuneration Committee - Member
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) as on March 31, 2012	Nil

The Board recommends the resolution for your approval.

None of the Directors other than Mr. Deepak Chowdhary is concerned or interested in the resolution.

ITEM NO. 4

The Board has co-opted Mr. S. Nandakumar as an Additional Director of the Company in their Meeting held on February 2, 2012 and he holds office as a Director upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member alongwith requisite deposit, signifying his intention to propose Mr. S. Nandakumar as Director of the Company.

Particulars	Item No.4
Name of the Director	**Mr. S. Nandakumar**
Date of Birth	20.11.1953
Date of Appointment	02.02.2012
Qualification	Chartered Accountant
Experience in specific functional areas	Mr S Nanda Kumar is a Chartered Accountant by profession and has wide knowledge in Corporate matters.
List of other Companies in which Directorship held	Krish Enterprises Pvt Ltd Cambridge Creations Pvt Ltd
Chairman/ Member of the Committee of the Board of Director of the Company	1. Remuneration Committee - Member 2. Investors' Grievance Redressal Cum Share Transfer Committee - Member
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2012	Nil

The Board recommends the resolution for your approval.

None of the Directors other than Mr. S. Nandakumar is concerned or interested in the resolution.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The following Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, sets out all material facts relating to Item Nos. 5 and 6 mentioned in the accompanying Notice dated August 23, 2012.

ITEM NO. 5

Mr. Ashish Jalan was appointed as Chairman and Managing Director for a period of 3 years with effect from October 1, 2008 to September 30, 2011 in the 31st Annual General Meeting held on September 30, 2009. The Board of the Directors of the Company, at its meeting held on November 14, 2011, approved the reappointment and remuneration of Mr. Ashish Jalan as the Chairman cum Managing Director of the Company with effect from October 1, 2011 for a period of 3 years. Mr. Ashish Jalan's reappointment as Managing Director is subject to the provisions of Schedule XIII and Section 198, 269 and other applicable provisions of the Companies Act, 1956 and approval of the shareholders in the General Meeting.

An abstract under Section 302 of the Companies Act, 1956 for reappointment and fixation of remuneration to Mr. Ashish Jalan has already been circulated to the members of the Company.

The Company has already entered into an agreement with Mr. Ashish Jalan dated November 14, 2011 on the terms agreed upon and is open for inspection by the members of the Company.

During his tenure as the Managing Director of the Company, Mr. Jalan has been instrumental in establishing a subsidiary company under the name of S&S Power Switchgear Equipment Private Limited in Joint Venture collaboration with COELME – Costruzioni Elettromeccaniche SpA, Italy for manufacture of disconnectors. The Company expects huge benefits from the JV Company in the years to come.

Your Company would be benefitted by the long experience of Mr. Jalan as an industrialist and in the field of switchgears.

None of the Directors other than Mr. Ashish Jalan is concerned or interested in the resolution.

Information required under Clause (iv) of proviso to paragraph 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956

The information below is in relation to the proposal contained in Item No. 5 of the Notice relating to the appointment and payment of remuneration to Mr. Ashish as Chairman and Managing Director of the Company

I GENERAL INFORMATION	
1. Nature of Industry	Manufacturer of Electrical Equipment
2. Date or expected date of commencement of commercial production	01-09-1975
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable since the Company is an existing Company

4. Financial performance based on given indicators (Rs. In thousands)			
	31.03.2012	31.03.2011	31.03.2010
Sales (Gross)	15,811	27,289	128,931
Profit before tax	(17,193)	(21,202)	(25,314)
Profit after tax	(17,193)	(21,202)	(25,314)
Shareholders' funds			
Net Profit as computed under Section 349 of the Companies Act, 1956	(67,467)	(50,274)	(29,072)
5. Export performance and net foreign exchange collaborations	The FOB value of company's exports and Income was Rs. Nil in 2011-12, Rs. Nil in 2010-11, Rs. 934,33,099 in 2009-10		
6. Foreign investments or collaborations, if any	NIL		
II. INFORMATION ABOUT THE APPOINTEE			
1. Background details	The appointee is a commerce graduate and an industrialist having long and diverse experience. He is associated with the Company for over two decades.		
2. Past remuneration	(a) Salary – Rs. 1,30,000/- per month (b) Perquisites in addition to the above salary, are as follows : i. Housing Furnished / Unfurnished Residential Accommodation or House Rent Allowance of Rs. 65,000 per month in lieu thereof ii. Company's contribution towards Provident Fund Contribution to Provident Fund as per rules of the Company will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 iii. Gratuity as per rules of the Company. This shall not be included in the computation of limits for perquisites aforesaid iv. Earned / Privilege Leave as per the Rules of the Company. Leave accumulated and not availed of during the tenure as whole time director will be allowed to be encashed at the time of his retirement as per rules of the Company		
3. Recognition or awards / Job Profile and his suitability	The appointee as the Chairman of the Company took the lead in establishing a Joint Venture collaboration with the world renowned COELME Costruzioni Elettromeccaniche SpA, Italy for technical and financial collaboration in the field of switchgears manufacturing in the electrical industry. His wide contacts with reputed companies in the switchgear field would also help the company achieve its objectives.		
4. Remuneration proposed	The remuneration of Mr. Ashish Jalan is set out above		
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be w.r.t. the country of his origin	The remuneration of Mr. Ashish Jalan is in tune with the remuneration in similar sized industries in same segment of business		
6. Pecuniary relationship directly or indirectly with the Company or managerial personnel, if any relationship with	Mr. Ashish Jalan is a promoter director and holds 30,915 equity shares in the Company. None of the managerial personnel is related to Mr. Ashish Jalan		

III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits	General recession in the economy for capital goods and consequent slash in prices leading to slender margins besides reduction in export volumes
2. Steps taken or proposed to be taken for improvement	Re-entering into the field of vacuum circuit breaker segment, reduction in the input cost and revamping of the organization structure
3. Expected increase in productivity and profits in measurable terms	Expected joint ventures would enhance the acceptability of products thereby increasing the volumes resulting in profitability

The Board recommends the resolution for your approval.

None of the Directors other than Mr. Ashish Jalan is concerned or interested in the resolution.

ITEM NO. 6

By a Special Resolution passed at the Annual General Meeting held on August 31, 2000, the members had approved the keeping of the Register of Members, Index of Members, copies of certificates and documents required to be annexed thereto, at the office of Registrars of GNSA Infotech Limited (GNSA) at G R Mansion, No. 11, Srinivasa Road, Pondy Bazaar, T. Nagar, Chennai – 600 017. As GNSA has shifted its corporate office to Nelson Chambers, 4th Floor, F Block No. 115, Nelson Manickam Road, Aminjikarai, Chennai – 600 029, it is required that approval of the members of the Company is taken for keeping the prescribed Registers, Documents and Records at the said new address of GNSA.

A copy of the Special Resolution has been sent in advance to the Registrar of Companies, Chennai as required under Section 163 of the Companies Act, 1956.

None of the Directors of the Company is interested / concerned in the Special Resolution under Item No. 6 of the Notice.

The Board of Directors of the Company recommends passing of the aforesaid Special Resolution.

On behalf of the Board of Directors
For S&S Power Switchgear Limited

Ashish Jalan
Chairman & Managing Director

Date : August 23, 2012
Place : Chennai

REPORT OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

The Directors have pleasure in presenting herewith the Thirty Fourth Annual Report of your Company together with the audited accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS (Rs. In Million)

Particulars	**2011-12 (12 months)**	2010-11 (12 months)
Sales and other operational income	**15.81**	18.00
Other Income	**17.61**	21.86
Gross Profit / (Loss)	**6.57**	9.24
Add: Depreciation	**2.59**	2.41
Interest	**0.41**	0.77
Profit or Loss before extraordinary Items and tax	**6.57**	9.24
Less: Extraordinary Items	**23.76**	30.44
Less: Provision for Tax	**Nil**	Nil
Profit or (Loss) after Tax	**(17.19)**	(21.20)
Add: Balance in Profit or Loss account brought forward	**(50.27)**	(29.07)
Balance carried forward to Balance Sheet	**(67.46)**	(50.27)

ABRIDGED FINANCIAL STATEMENT

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

OVERVIEW, BUSINESS PROSPECTS AND OPERATIONS

The gross turnover for the year under review was Rs. 33,421,895 as against Rs. 39,921,940 last year. After absorbing depreciation of Rs. 2,588,750, the profit before Tax is Rs. (17,193,167) as compared to Rs. (21,202,084) in the corresponding previous year.

Under the agreement with EPS (UK) Limited a specialist Switchgear Consultancy the Company has completed the design of the following products and the prototype development is in progress

1. 12kV Indoor Circuit Breaker Truck incorporating maglatch mechanism with option for spring mechanism mounting suitable for various ratings
2. 12kV Outdoor Structure mounted VCB
3. 36kV Outdoor Structure mounted VCB

The Company has selected a place of manufacture for the above said products. On successful completion of the development and testing of the products, the Company revenues after the sale of its products are

expected to increase manifold as the avenues for the growth of the power sector are high in view of the continued shortage and infrastructure development plans.

The Company is also working on the design and development of the following products, in consultation with the EPS (UK) Limited.

1. 12kV Auto Recloser with associated electronics
2. 12kV Ring Main Unit
3. New development of technology on CTs
4. Railway Trackside Breakers

We expect to start the production of our circuit breaker range towards the end of this year.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Company has five subsidiaries namely;

1. Acrastyle EPS Technologies Limited, Chennai (AEPS)
2. Acrastyle Power (India) Limited, Chennai (APIL)
3. S&S Power Switchgear Equipment Limited, Chennai (S&SPSE)
4. Acrastyle Switchgear Limited, United Kingdom (ASL, Subsidiary of APIL)
5. Acrastyle Controls India Private Limited, Chennai (ACIL, Subsidiary of ASL and also APIL)
6. Acrastyle Limited, U. K.

A statement containing brief financial details of the subsidiaries is included in the Consolidated Accounts. As required under the Listing Agreement with the Stock Exchanges, a Consolidated Financial Statement of the Company and all its subsidiaries is attached in the Consolidated Accounts. The Consolidated Financial Statements have been prepared in accordance with the relevant Accounting Standards as prescribed under Section 211(3C) of the Companies Act, 1956 ("Act"). These financial statements disclose the assets, liabilities, income, expenses and other details of the Company, its subsidiaries and associate companies.

Pursuant to the provision of Section 212(8) of the Act, the Ministry of Corporate Affairs vide its Circular dated February 8, 2011 has granted general exemption from attaching the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies with the Balance Sheet of the Company. A statement of the Company's interest in the subsidiaries and a summary of the financials of the subsidiaries are given along with the consolidated accounts.

S&S POWER SWITCHGEAR EQUIPMENT LIMITED (S&SPSE)

S&SPSE had established a Joint Venture with COELME Costruzioni Elettromeccaniche SpA, Italy for manufacture of Disconnector products in the name and style of "S&S Power Switchgear Equipment Limited" (S&SPSE). S&SPSE recorded a turnover of Rs. 146,094,647 for the year ended 31.03.2012.

During the month of June, 2012 S&SPSE came out with a rights issue of 2,50,000 equity shares of a face value of Rs.10 per share at premium of Rs.70 per share. Both the Company and COELME, JV partner subscribed and were allotted shares in the ratio of 51:49. The Company was allotted 1,27,500 equity shares.

The performance of the current year is satisfactory and the company expects to make a profit in this financial year. Also the exports of very high quality products and components to COELME have commenced. We hove also completed the design of our first joint product and are now embarking on the joint design of the 400kV disconnectar range.

The Company is certified for ISO 9001-2008 by TUV - Novd Quality systems, by means of periodical internal audits and surveillance.

ACRASTYLE POWER (INDIA) LIMITED (APIL)

Acrastyle Power (India) Limited recorded a turnover of Rs. 12,647,772 for the year ended 31st March 2012. The Company has incurred a loss of Rs. 23,839,084 as against loss af Rs. 20,952,801 in the previous year.

APIL caters to the needs of various types of Engineering Services with respect to Control, Protection and other controls in power systems segment both in India and Overseas.

The Company has been very much involved in Global Engineering Services in that it is associated with customers in Dubai, Saudi, Qatar, Australia, Germany apart from Acrastyle, UK. The Company has also been extending its services to local Customers like Areva, Suzlon and Siemens etc.

With the increase in the customer base of the Company and increasing acceptance of both the concept of outsourced engineering and the quality of services that the Company provides, we expect the Company to grow and prosper.

APIL is certified for ISO 9001-2008 Quality Systems by TUV-Novd and successfully goes through the surveillance Audit.

ACRASTYLE SWITCHGEAR LIMITED (WOS) / ACRASTYLE LIMITED

The principal activity of Acrastyle Switchgear Limited during the period was that of an investment Company. Acrastyle Switchgear Limited is a holding Company for Acrastyle Limited (AL).

Acrastyle Limited is engaged in the designing and manufacturing of control and protection equipment for power generation, transmission and distribution systems.

During the period under review the turnover of AL has increased from 7,334,684 Pds to 8,334,415 Pds although the accounting period is 18 months compared to previous 12 months. The Operations of the Company resulted in a loss of 716,280 Pds.

This was a very difficult period for the U.K economy & the Company suffered as a result. We are happy to say

that after strict cost cutting measures implemented the Company has turned around & is now making profits.

ACRASTYLE CONTROLS INDIA PRIVATE LIMITED (ACIL)

Acrastyle Controls India Private Limited recorded a turnover of Rs.63,559,570 for the year ended 31st March 2012 and incurred a loss of Rs. 5,982,633 as against profit of Rs. 2,07,955 in the previous year.

During the period under review, the company's operations for its control cubicles and control and relay panels to the existing customers, especially the OEM customers has been good.

Thrust is on to add, at least two more OEM customers and parallely explore new avenues for Control Relay Panel business and thus augment the revenues. This will also enable us to minimize dependence on existing customers.

The Company has moved into a larger premise in the current year and expects to do even better this year.

The Company is certified for ISO 9001-2008 Quality systems, by means of periodical internal audits and surveillance.

ACRASTYLE EPS TECHNOLOGIES LIMITED (AEPS)

Acrastyle EPS Technologies Limited was floated as a Joint Venture Company for manufacture of Magnetic Actuators. The factory has been set up at Maraimalai Nagar. This Joint Venture Company has completed the prototype of the maglatch and established a supplier base. The production is expected to commence in the ensuing year.

RESEARCH & DEVELOPMENT

The Company has a strong R&D team to absorb the technology in its products to be developed with EPS (UK) Limited.

FINANCE

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

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.

INTERNAL CONTROL & AUDIT SYSTEMS AND THEIR ADEQUACY

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.

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 public deposits during the year.

DEPOSITORY SERVICES

As on August 23, 2012, out of total 6,200,000 equity shares of the Company, 46,86,121 equity shares representing 75.58% of total shares have been dematerialized.

CORPORATE GOVERNANCE

Our governance practices along with the Auditor's Certificate on its compliance are attached hereto as an Annexure to this report

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' 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 31.03.2012 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 31.03.2012, and of the loss of the company for the said period.

(iii) The Directors have taken proper and sufficient care has been taken 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 31.03.2012 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)	Non fulfillment of export obligation in respect of Advance licenses obtained for supply to Malaysia was due to 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(ii)	The auditors of Acrastyle Switchgear Limited, UK (ASL) have qualified on the carrying book value of investments and the adequacy of provisioning for the diminution in value of investments. The Board of ASL has considered a provision in its books, as its Board deemed appropriate. According Acrastyle Power (India) Limited (APIL) the subsidiary of the Company and the holding Company of ASL have provided for their exposure in ASL. The Company on a conservative basis have also provided for its exposure in APIL for diminution in the value of its investments though the Board is of view that the investment is long term in nature. However on a conservative basis the Board has provided for its exposure in its subsidiary.
4 (iii)	The provision made for doubtful deposit of Rs. 6.74 lacs is long term in nature. This monitery deposit will be realisiable over a period of time.
vii (a)	The shortfall in liability will be provided for in the financial year 2012 - 13.
ix (a) & (b)	The Company proposes to settle all pending undisputed statutory dues within the following year.

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 the 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.

AUDITORS

M/s.GSV Associates, Chartered Accountants, Chennai, retire at the forthcoming Annual General Meeting and are eligible for reappointment. As required under Section 224 of the Companies Act, 1956, the company has obtained from them a confirmation to the effect that their re-appointment, if made, would be in conformity with the limits prescribed in the said section

PARTICULARS OF EMPLOYEES

None of the employees draw remuneration more than the limit prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed 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 are set out in an Annexure to this report

ACKNOWLEDGEMENT

Your Directors thank the Company's employees, customers, vendors, bankers, shareholders, government departments and all others for their cooperation and support to the Company.

On behalf of the Board of Directors
For S&S Power Switchgear Limited

Ashish Jalan
Chairman & Managing Director

Date: August 23, 2012
Place: Chennai

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 2011-2012**
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:

a. Development of 12kV, 1250/2000 A, 25 KA, Indoor, VCB Switchgear with Magnetic Actuator Mechanism

b. Development of 12kV & 36kV, 25 KA, Outdoor, VCB with Magnetic Actuator Mechanism

c. 12kV / 36kV Outdoor Structure Mounted VCB

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

a. Development of 12kV Ring Main Unit

b. Development of 12kV Autoreclosure with magnetic actuator mechanism

c. Railway Trackside Breakers

d. New Development of technology on CTs

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

b. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1. Efforts in brief made towards 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.

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 Vaccum Circuit Breakers with Magnetic Actuator Mechanism

ii. Foreign exchange earned	(Rs. In Million)
Deemed Exports	Nil
Physical Exports	Nil
iii. Foreign Exchange autgo	0.65

On behalf of the Board of Directors
For S&S Power Switchgear Limited

Ashish Jalan
Chairman & Managing Director

Date: August 23, 2012
Place: Chennai

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:

I. OUR GOVERNANCE PHILOSOPHY

The Board of Directors and management of your Company commit themselves to strive towards enhancement of shareholder value through sound business decisions, prudent financial management and high standard and ethics throughout your Company

II. BOARD OF DIRECTORS

All statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders.

Composition

The present strength of the Board is 4 directors, comprising of 3 independent directors and it meets the requirements of clause 49 of the Listing Agreement