

Proceedings of the Twenty Seventh Annual General Meeting of the Company held on Thursday, the 29th September, 2011 at 10.00 a.m. at Narada Gana Sabha, "Mini Hall", No.314, T.T.K. Road, Chennai - 600 018.

Directors Present :

1. Mr. V.Srinivasan
2. Mr. Murali Venkatraman, *Vice-Chairman*
3. Mr. V.Thirupathi, *Chairman - Audit Committee*
4. Mr. Narayan Sethuramon
5. Mr. S.K.Subramanyan, *Director (Fin. & Admn.) & Co. Secy.*

Invitees Present :

Mr. S.Gopalan
Partner
M/s. P.Srinivasan & Co.,
Chartered Accountants (Statutory Auditors)

No. of Members Present :

By attendance : 43
By Proxy : 11

The Directors present elected Mr.V.Srinivasan as Chairman of the Meeting.

The Director (Finance & Administration) & Company Secretary announced the election of the Chairman of the Meeting to the Members.

Mr.V.Srinivasan took the Chair.

The Chairman of the Meeting welcomed the Members and since the quorum was present, called the Meeting to order.

The Notice convening the Annual General Meeting having been circulated earlier, the Chairman of the Meeting obtained the Members' consent for treating the same as read.

The Chairman of the Meeting requested the Director (Finance & Administration) & Company Secretary to read the Auditors' Report.

The Director (Finance & Administration) & Company Secretary read the Auditors' Report.



The Chairman of the Meeting then delivered his Speech and proceeded to transact the business listed on the agenda.

ORDINARY BUSINESS

- 1) **To receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account for the year ended 31st March, 2011 and the Auditors' Report thereon.**

Mr. Murali Venkatraman, Member moved the following Resolution.

As an Ordinary Resolution

"RESOLVED THAT the Directors' Report, the Auditors Report, the Audited Profit & Loss Account of the Company for the year ended 31st March, 2011 and the Balance Sheet as on that date be and are hereby approved and adopted."

The Chairman of the Meeting asked the Members whether they have any questions to ask or clarifications to seek on the Accounts.

Since there were no queries raised by any Member, the Chairman of the Meeting requested for secondment of the resolution.

Mr. P. Subramanian, Member seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

- 2) **Declaration of Dividend on Equity Shares**

Mr. K.Shankar, Member moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT a dividend at the rate of ₹ 0.60 per share on the Equity Share Capital of the Company amounting to ₹ 38,44,322.40, as recommended by the Board of Directors, be and is hereby approved."

Mr.G.Ravikumar, representing M/s.Galaxy Investments Private Limited seconded the resolution.



The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

With regard to the next item regarding Mr.G.Balasubramanyan's reappointment, the Chairman of the Meeting informed that Mr.G.Balasubramanyan is unable to attend the meeting today since he was unwell.

3) **Re-appointment of Mr. G.Balasubramanyan, Director**

Mr. Narayan Sethuramon, Member moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT Mr. G.Balasubramanyan, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retirement by rotation."

Mr. P. Subramanian, Member seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

The Chairman of the Meeting then handed over the Chair to Mr. V.Thirupathi, Director as he was interested in the next subject of the Notice.

Mr. V.Thirupathi, Director took the Chair and conducted further proceedings of the Meeting.

4) **Re-appointment of Mr. Murali Venkatraman, Director**

Mr.G.Ravikumar, representing M/s.Galaxy Investments Private Limited moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT Mr. Murali Venkatraman, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retirement by rotation."

Mr. K.Shankar, Member seconded the resolution.



The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

Mr.V.Thirupathi, Director handed over the Chair back to the Chairman of the Meeting .

The Chairman of the Meeting conducted the further proceedings of the Meeting.

5) **Re-appointment of Auditors**

Mr.B.S.Viswanathan representing A-Square Agencies Private Limited moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT M/s. P. Srinivasan & Co., Chartered Accountants, Chennai, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors."

Mr. P. Subramanian, Member seconded the resolution.

The resolution was then put to vote by the Chairman of the Meeting by show of hands and declared to have been passed unanimously.

There being no other business, the Chairman of the Meeting thanked the members and declared the Meeting as closed.

Certified True Copy

For HYDRO S&S INDUSTRIES LIMITED

S.K. SUBRAMANYAN
Director (Finance & Administration)
& Company Secretary

Chairman of the Meeting