

Proceedings of the 29th Annual General Meeting of the Company held on Wednesday, the 18th September, 2013 at 10.00 a.m. at Narada Gana Sabha, "Mini Hall", No.314 (Old No.254), T. T. K. Road, Chennai - 600 018.

Directors Present :

1. Mr. V.Thirupathi, Chairman - Audit Committee
2. Mr. G.Balasubramanyan
3. Mr. Nie Delin
4. Mr. Bo Jingen, Managing Director
5. Mr. Wu Xiaohui, Whole-time Director

Invitee Present :

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

In Attendance :

1. Mr. N.K.Ramaswamy, Chief Executive Officer
2. Mr. S.K. Subramanyan, Director (Corporate Affairs) and Company Secretary
3. Mr. Xie Dongming, Chief Financial Officer

No. of Members Present :

By attendance : 73
By Proxy : 3

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

The Company Secretary announced the election of the Chairman of the Meeting to the Members.

Mr.V.Thirupathi 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 then introduced Board Members present on the dais to the Members.

The Chairman of the Meeting requested the Company Secretary to read the Auditors' Report.

The Company Secretary read the Auditors' Report.

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

ORDINARY BUSINESS

- 1) **To receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended 31st March, 2013 and the Auditors' Report thereon.**

Mr.D.Balaji, Member moved the following Resolution.

As an Ordinary Resolution

"RESOLVED THAT the Directors' Report, the Auditors Report, the Audited Balance Sheet and the Statement of Profit and Loss of the Company for the year ended 31st March, 2013 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.K.Viswanathan, 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 handed over the Chair to Mr.G.Balasubramanyan, Director as he was interested in the next item on the Agenda.

Mr.G.Balasubramanyan, Director occupied the Chair and conducted the proceedings of the Meeting.

2) **Re-appointment of Mr.V.Thirupathi, Director**

Mr.Nie Delin, representing M/s.Kingfa Sci. & Tech. Co., Ltd., moved the following resolution.

As an Ordinary Resolution

"RESOLVED THAT Mr.V.Thirupathi, 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.D.Balaji, 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 thanked for re-appointing him as Director of the Company.

Mr.G.Balasubramanyan, Director handed over the Chair back to the Chairman of the Meeting.

The Chairman of the Meeting took the Chair and conducted the rest of the proceedings of the Meeting.

3) **Re-appointment of Auditors**

Mr.O.C.Manikandan, Member 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.Nie Delin, representing M/s.Kingia Sci. & Tech. Co., Ltd., 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. S.Gopalan, Partner, M/s. P.Srinivasan & Co., thanked for re-appointing them as Auditors of the Company.

SPECIAL BUSINESS

4) Appointment of Mr.Nie Delin

Mr.V.Ashok Kumar, Member moved the following resolution.

As an Ordinary Resolution

RESOLVED THAT Mr.Nie Delin, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Mr.P.K.Viswanathan, 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.Nie Delin thanked for appointing him as Director of the Company.



5) **Appointment of Mr.Bo Jingen**

Mr.O.C.Manikandan, Member moved the following resolution.

As an Ordinary Resolution

RESOLVED THAT Mr.Bo Jingen, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company.

Mr.V.Ashok Kumar, 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.Bo Jingen thanked for appointing him as Director of the Company.

6) **Appointment of Mr.Wu Xiaohui**

Mr.P.K.Viswanathan, Member the following resolution.

As an Ordinary Resolution

RESOLVED THAT Mr.Wu Xiaohui, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed a Director of the Company.

Mr.D.Balaji, 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.Wu Xiaohui thanked for appointing him as Director of the Company.

7) **Appointment of Mr.Bo Jingen as Managing Director**



Mr.V.Ashok Kumar, Member moved the following resolution.

As a Special Resolution

"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 274, 309, 310, 311, Schedule XIII and subject to the approval of the Central Government and all other applicable provisions, if any, of the Companies Act 1956, or any re-enactment thereof, the consent of the Company be and is hereby accorded for the appointment of Mr. Bo Jingen as the Managing Director of the Company with effect from 3rd July 2013 for a period of three years with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites) shall not exceed the ceiling limit as provided in Schedule XIII, Part II, Section II (B) of the Companies Act, 1956 or such amounts as may be specified by any amendment to the Act."

"RESOLVED FURTHER THAT Mr.Bo Jingen shall not be liable to retire by rotation during his tenure of appointment as the Managing Director of the Company."

"RESOLVED FURTHER THAT in the event of the Company making adequate profits the Board of Directors / Remuneration Committee constituted by the Board, be and hereby authorized to revise, amend, alter and vary the terms of the remuneration and/or perquisites payable to Mr. Bo Jingen, at its absolute discretion, subject to the guidelines or ceilings wherever applicable, within the applicable provisions of the Companies Act, 1956 and the amount of remuneration shall be within the overall ceiling of 5% or 10% of the net profits of the Company, calculated in the manner specified in the Act."

"RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in any financial year during the tenure of appointment of Mr. Bo Jingen, it may pay a remuneration to Mr. Bo Jingen, which shall not exceed the ceiling as provided in Schedule XIII, Part II, Section II of the Companies Act 1956 or such amounts as may be specified by any amendment to the Act."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and do all statutory filings, as mandated, as per the provisions of Companies Act 1956."



Mr.O.C.Manikandan, 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.Bo Jingen thanked for appointing him as Managing Director of the Company.

8) **Appointment of Mr.Wu Xiaohui as Whole-time Director**

Mr.P.K.Viswanathan, Member moved the following resolution.

As a Special Resolution

"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 274, 309, 310, 311, Schedule XIII and subject to the approval of the Central Government and all other applicable provisions, if any, of the Companies Act 1956, or any re-enactment thereof, the consent of the Company be and is hereby accorded for the appointment of Mr. Wu Xiaohui as the Whole-time Director of the Company with effect from 3rd July 2013 for a period of three years with such remuneration as set out in the Explanatory Statement provided that the total remuneration (including all perquisites) shall not exceed the ceiling limit as provided in Schedule XIII, Part II, Section II (B) of the Companies Act, 1956 or such amounts as may be specified by any amendment to the Act."

"RESOLVED FURTHER THAT Mr. Wu Xiaohui shall not be liable to retire by rotation during his tenure of appointment as the Whole-time Director of the Company."

"RESOLVED FURTHER THAT in the event of the Company making adequate profits the Board of Directors / Remuneration Committee constituted by the Board, be and hereby authorized to revise, amend, alter and vary the terms of the remuneration and /or perquisites payable to Mr. Wu Xiaohui, at its absolute discretion, subject to the guidelines or ceilings wherever applicable, within the applicable provisions of the Companies Act, 1956 and the amount of remuneration shall be within the overall ceiling of 5% or 10% of the net profits of the Company, calculated in the manner specified in the Act."



"RESOLVED FURTHER THAT in case the Company has no profits or its profits are inadequate in any financial year during the tenure of appointment of Mr. Wu Xiaohui, it may pay a remuneration to Mr. Wu Xiaohui, which shall not exceed the ceiling as provided in Schedule XIII, Part II, Section II of the Companies Act 1956 or such amounts as may be specified by any amendment to the Act."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and do all statutory filings, as mandated, as per the provisions of Companies Act 1956."

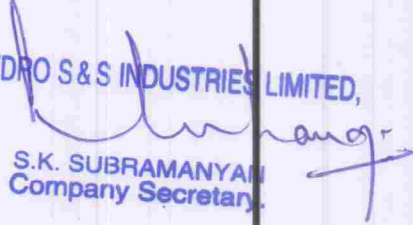
Mr.V.Ashok Kumar, Member seconded the resolution.

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. Wu Xiaohui thanked for appointing him as Whole-time Director of the Company.

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

Chairman of the Meeting

For HYDRO S & S INDUSTRIES LIMITED,

S.K. SUBRAMANYAM
Company Secretary.