

Hydro S & S

EXTRACT OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON 28TH MAY, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT DHUN BUILDING, III FLOOR, 827, ANNA SALAI, CHENNAI - 600 002.

APPROVAL TO THE COMPANY TO ENTER INTO A CONSULTANCY AGREEMENT WITH M/s. ASHWINI SERVICES & CONSULTANCY LIMITED AND OBTAINING OF SHAREHOLDERS APPROVAL THROUGH POSTAL BALLOT FOR THE SAME

a) Approval for entering into a Consultancy Agreement

RESOLVED THAT the approval of the Board be and is hereby granted to the Company to execute the Consultancy Agreement with M/s.Ashwini Services and Consultancy Limited, the fee for providing such services being a sum of Rs. 7,50,00,000 (Indian Rupees Seven Crores Fifty Lacs only) along with the reimbursement of applicable service tax, as per the draft agreement, a copy of which has been placed and perused, with such modifications and alterations as may be considered necessary provided that the Consultancy Agreement shall be effective and valid only upon approval by shareholders by way of a postal ballot in compliance with the Takeover Code and other applicable law.

RESOLVED FURTHER THAT Mr.V.Thirupathi ("Authorized Signatory") be authorized to execute the Consultancy Agreement with M/s.Ashwini Services and Consultancy Limited, with such modifications, alterations and variations as may be deemed fit by the Authorized Signatory and do all such acts, matters, deeds and things and to execute all other documents, letters and consents and give such directions as may be required, necessary, expedient or desirable for giving effect to the Consultancy Agreement provided that the Consultancy Agreement shall be effective and valid only upon approval by shareholders by way of a postal ballot in compliance with the Takeover Code and the Companies Act.

RESOLVED FURTHER THAT the Authorized Signatory is also authorized to execute any other document, form, annexure, schedule etc. as incidental to the consultancy agreement and as may be required for the Consultancy Agreement and has all the powers to get the same registered, vetted, notarized, authorized and make any statements in relation thereto.

b) Authorisation for Postal Ballot

RESOLVED that pursuant to the Provisions of Section 192A and other applicable provisions, if any, of the Companies Act, 1956 and rules therein, approval of the Board be and is hereby accorded to seek the approval of the members of the company through the process of Postal Ballot for entering into and executing the Consultancy Agreement with M/s.Ashwini Services & Consultancy Limited, envisaging a fee payment of Rs. 7,50,00,000 (Indian Rupees Seven Crores Fifty Lacs only) at the end of one year in terms with Consultancy Agreement and that Draft of the Notice together with the Explanatory Statement annexed thereto, placed before the Board and initialled by Chairman of the Meeting, for identification, be and is hereby approved and this Notice along with the Explanatory Statement thereto, be issued to the members.



Hydro S & S Industries Limited

Registered Office :
827, Anna Salai, Dhun Building,
Chennai - 600 002.

Phone : 044-28521736

Fax : 044-28520420

E-mail : info@hssil.com

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RESOLVED FURTHER that the Calendar of Events, as placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER that Mrs.Lakshmmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, who has given her consent to act as Scrutinizer, be and is hereby appointed as Scrutinizer to conduct the postal ballot process in a fair and transparent manner.

RESOLVED FURTHER that Mr. G.Balasubramanyan, Director and Mr.S.K. Subramanyan, Director (Fin. & Admn.) & Co. Secy of the Company be and are hereby responsible for the entire postal ballot process and that they are hereby jointly and severally authorized to do all things and to take all incidental and necessary steps including sending of Notice to all members and filing of this Resolution with Registrar of Companies to conduct the said Postal Ballot process for and on behalf of the Company and to deal all questions or difficulties that may arise in the course of implementing this Resolution.

RESOLVED FURTHER that Mr. G.Balasubramanyan, Director and Mr.S.K. Subramanyan, Director (Fin. & Admn.) & Co. Secy of the Company be and are hereby severally authorized for submission of the said notice to the Stock Exchange and for publication of an advertisement in the News paper specifying the date of completion of dispatch of postal ballots and to declare the results of the postal ballot process on 15.07.2013.

// CERTIFIED TRUE COPY //

For HYDRO S&S INDUSTRIES LIMITED


S.K. SUBRAMANYAN

Director (Finance & Administration)
& Company Secretary



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POSTAL BALLOT CALENDAR OF EVENTS

S.NO	EVENTS	DATE
1	Date of consideration of the matter in the Board Meeting	28.05.2013
2	Date on which consent given by the Scrutinizer to act as Scrutinizer.	28.05.2013
3	Date of appointment of Mrs. Lakshmmi Subramanian; PCS, as Scrutinizer	28.05.2013
4	Date of Board resolution authorizing one of the functional Directors and Secretary to be responsible for the entire poll process.	28.05.2013
5	Intimation to Stock Exchanges about the Postal Ballot (Outcome of Board Meeting)	28.05.2013
6	Date for ascertaining the mailing list of shareholders	31.05.2013
7	Filing of intimation of the Board resolution and calendar of Events for conducting postal ballot to the Registrar / MCA on or before this date	03.06.2013
8	Filing of intimation of the Board resolution and calendar of Events for conducting postal ballot to the Stock Exchanges	03.06.2013
9	Date of despatch of Postal ballot Form along with necessary enclosures on or before this date..	11.06.2013
10	Date of Completion of despatch of notice along with Postal Ballot on or before this date.	11.06.2013
11	Date of publication of notice in Newspaper (Both English & Tamil)	12.06.2013
12	Last date for receiving Postal Ballot by scrutinizer.	11.07.2013
13	Date of returning of ballot papers/register required to be maintained by the scrutinizer under rule 5(e) of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 and other related papers to the chairman of the Meeting by the scrutinizer.	12.07.2013
14	Date of handing over the ballot papers to the designated authority/ Chairman of the Meeting.	12.07.2013
15	Last date for submission of report by scrutinizer	12.07.2013
16	Date of announcement of results to the share holders at the Registered Office.	15.07.2013
17	Date of signing of Minutes Book by the Chairman of the Meeting in which the results of ballot is recorded.	15.07.2013

For HYDRO S&S INDUSTRIES LIMITED.


S.K. SUBRAMANYAN

Director (Finance & Administration)
& Company Secretary



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