

**KINGFA | Hydro S & S**  
**HYDRO S & S INDUSTRIES LIMITED**

(A Kingfa Group Company)  
 CIN : L25209TN1983PLC010438

Registered Office : Dhun Building, III Floor, 827, Anna Salai, Chennai – 600 002.  
 Phone : 044 - 28521736 Fax : 044 - 28520420 E-mail : info@hssil.com Website : www.hssil.com

**Addendum to the Notice of the Annual General Meeting dated 10<sup>th</sup> August, 2015**

**NOTICE** is hereby given that in the ensuing 31<sup>st</sup> Annual General Meeting (AGM) of the Company scheduled on Monday, the 28<sup>th</sup> September, 2015 at 10.15 a.m. at Raj Park Chennai, "Summit Hall", 180, T.T.K. Road, Alwarpet, Chennai - 600 018, the following business will be taken up for consideration of the members in the AGM.

**SPECIAL BUSINESS**

8) To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED that**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Dilip Dinkar Kulkarni (holding DIN 07272118), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> August, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Dilip Dinkar Kulkarni as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 27<sup>th</sup> August, 2020, not liable to retire by rotation."

By Order of the Board,  
 for **Hydro S & S Industries Limited**

Place : Chennai  
 Date : 28<sup>th</sup> August, 2015

**S.K. SUBRAMANYAN**  
 Company Secretary

**Notes:**

Profile of Director being appointed as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Particulars	Item No.8
Name of the Director	Mr. Dilip Dinkar Kulkarni
Date of Birth	09/12/1950
Date of first appointment	28.08.2015
Qualifications	Post Graduate in Commerce and has Professional Membership Certificates from The Institute of Internal Auditors Inc. (USA) - India, and The Institute of Management Consultants of India.
Experience in specific functional area	Internal, Operational and Management Audit.
Directorships held in other Public Companies	--
Committee Chairmanship / Membership held in other Companies	--
Number of shares held in the Company as on 31 <sup>st</sup> March 2015	NIL

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**PROXY FORM (Form No. MGT-11)**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

E-mail id :

Folio No./Client ID, DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- Name: ..... Address: .....  
E-mail ID: ..... Signature: ..... or failing him/her,
- Name: ..... Address: .....  
E-mail ID: ..... Signature: ..... or failing him/her,
- Name: ..... Address: .....  
E-mail ID: ..... Signature: ..... or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, the 28<sup>th</sup> September, 2015 at 10.15 a.m. at Raj Park Chennai, "Summit Hall", 180, T. T. K. Road, Alwarpet, Chennai - 600 018, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in the place of Mr. Wu Xiaohui, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of the appointment of M/s. P. Srinivasan & Co., as the auditors of the Company and to fix their remuneration.		
<b>Special Business</b>			
4.	Ordinary Resolution for appointment of Ms. Kamana Srikanth as an Independent Director up to 12 <sup>th</sup> February, 2020.		
5.	Special Resolution for re-appointment of Mr. Bo Jingen as Managing Director of the Company, liable to retire by rotation, for a period of 3 years w.e.f. February 27, 2014.		
6.	Special Resolution for re-appointment of Mr. Wu Xiaohui as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years w.e.f. February 27, 2014.		
7.	Ordinary Resolution for Approval of the remuneration of the Cost Auditor.		
8.	Ordinary Resolution for appointment of Mr. Dilip Dinkar Kulkarni as an Independent Director up to 27 <sup>th</sup> August, 2020.		

Signed this ..... day of ..... 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
 Revenue  
 Stamp ₹.1/-

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to put a "X" in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) before submission.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 8**

Mr. Dilip Dinkar Kulkarni was appointed as an Additional Director by the Board with effect from 28<sup>th</sup> August, 2015 and holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member of the Company alongwith requisite deposit proposing his candidature for the office of Director of the Company. The Company has received from Mr. Dilip Dinkar Kulkarni consent in writing to act as director, intimation to the effect that he is not disqualified and declaration to the effect that he meets the criteria of independence.

Mr. Dilip Dinkar Kulkarni is a Post Graduate in Commerce and has Professional Membership Certificates from The Institute of Internal Auditors Inc. (USA) - India, and The Institute of Management Consultants of India. He has had a very rich and varied experience of more than 36 Years in Industry & Corporate World to his credit. He was associated with highly Reputed & Professionally Managed Companies.

The resolution seeks the approval of members for the appointment of Mr. Dilip Dinkar Kulkarni as an Independent Director of the Company up to 27<sup>th</sup> August, 2020 and is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Dilip Dinkar Kulkarni, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Except Mr. Dilip Dinkar Kulkarni, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

The Board considers that the appointment of Mr. Dilip Dinkar Kulkarni would be of immense benefit to the Company. Accordingly, the Board recommends the resolution for the approval of the members.

By Order of the Board,  
for **Hydro S & S Industries Limited**

Place : Chennai  
Date : 28<sup>th</sup> August, 2015

**S.K. SUBRAMANYAN**  
**Company Secretary**