

Date: 02.01.2015

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra kurla Complex
Bandra (East)
Mumbai – 400 051
Fax No.022-26598237/38

The Bombay Stock Exchange Ltd.
Pheroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Fax No. 022- 22723132/2082

Dear Sirs

Sub: Intimation of Postal Ballot Results as per clause 35A of the listing agreement. – Reg.

* * *

We furnish below the details regarding the voting results in respect as set out in postal ballot notice dated 13.11.2014, in the format prescribed under clause 35A of the listing agreement.

Date of passing resolution through postal ballot : 30.12.2014.
Total No of shareholders as on record date: 19,197

No of shareholders present in the meeting either in person or through proxy:

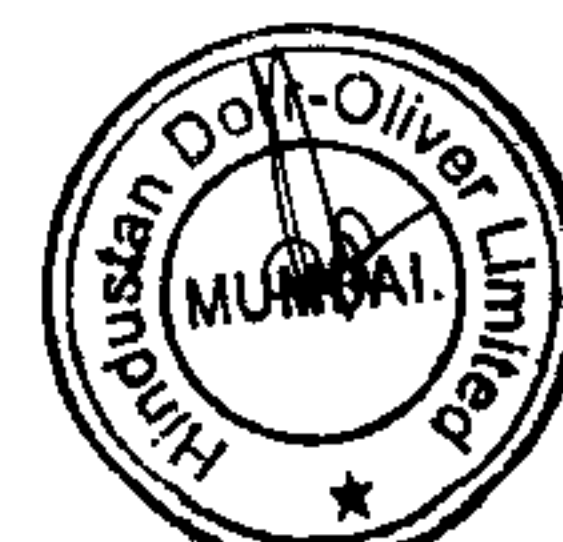
- Promoters and Promoter Group: Not applicable
- Public : Not applicable

No of shareholders attended the meeting through video conferencing:

- Promoters and Promoter Group: Not applicable
- Public: Not applicable

Details of the Agenda:

S.No	Type of resolution	Resolution	Mode of Voting (Ballot/E voting)
1	SPECIAL RESOLUTION	SPECIAL RESOLUTION in pursuance of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, authorizing the Board of Directors of the Company to create mortgage and/or charge on all the immovable and/or movable properties of the company for an amount not exceeding Rs. 1500 Crores	E Voting & Postal Ballot



DORR-OLIVER

HINDUSTAN DORR-OLIVER LIMITED

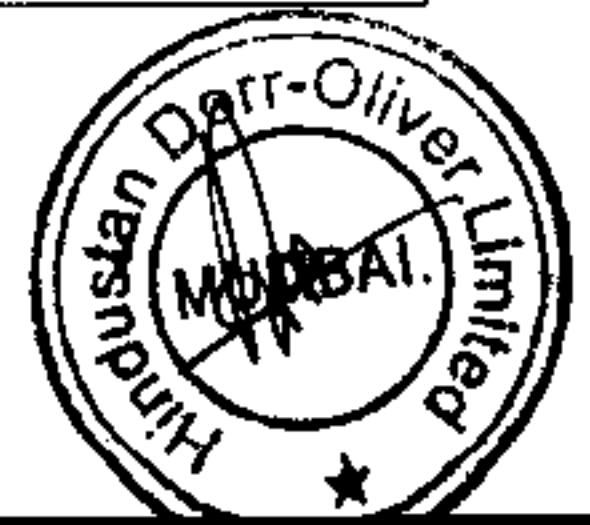
2	SPECIAL RESOLUTION	SPECIAL RESOLUTION in pursuance of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, authorizing the Board of Directors of the Company to borrow such sum of sums of moneys in any manner from time to time not exceeding Rs.1500 Crores	E Voting & Postal Ballot
3	SPECIAL RESOLUTION	SPECIAL RESOLUTION in pursuance of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, authorizing the Board of Directors of the Company to make Loans, Investments and provide Guarantees or Security to any Bodies corporate and persons from time to time not exceeding Rs. 11,500 Crores	E Voting & Postal Ballot
4	SPECIAL RESOLUTION	SPECIAL RESOLUTION in pursuance of Section 13(1) read the subsection 9 and other applicable provisions of the Companies Act 2013 to amend the objects incidental or ancillary to the attainment of the main objects by way of addition of new Clause.	E Voting & Postal Ballot
5	SPECIAL RESOLUTION	SPECIAL RESOLUTION in pursuance of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramendra Gupta, is appointed as an Independent Director	E Voting & Postal Ballot

Details of Postal Ballot Voting

Special Resolution-1

Promoter /Public	No of Shares Held (1)	No of Votes Polled(2)	% of Votes poled on outstanding shares (3) =(2/1)*100	No of votes in favor (4)	No of votes against (5)	% of votes in favour on votes polled (6)=(4/2*100% of votes	% of Votes against on votes polled (7)=(5/2*100
Promoter and IVRCL LTd	39804430	39804430	55.2	39804430	0	55.2	0
Public Institutions	4367405	2000	0.00	2000	0	0.00	0.00
Public-Others	27833973	15346	0.02	5946	4300	0.00	0.00
Total	72005805	39821776	55.3	39812376	4491	55.3	0.00

The resolution has been passed with requisite majority.



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Special Resolution-2

Promoter / Public	No of Shares Held (1)	No of Votes Polled(2)	% of Votes polled on outstanding shares (3) $= (2/1) \times 100$	No of votes in favor (4)	No of votes against (5)	% of votes in favour on votes polled (6) $= (4/2) \times 100\%$ of votes	% of Votes against on votes polled (7) $= (5/2) \times 100$
Promoter and IVRCL LTd	39804430	39804430	55.2	39804430	0	55.2	0
Public Institutions	4367405	2000	0	2000	0	0.00	0
Public-Others	27833973	15346	0	5846	4300	0.00	0
Total	72005805	39821776	55.3	39812276	4300	55.3	0.00

The resolution has been passed with requisite majority.

Special resolution-3

Promoter / Public	No of Shares Held (1)	No of Votes Polled(2)	% of Votes polled on outstanding shares (3) $= (2/1) \times 100$	No of votes in favor (4)	No of votes against (5)	% of votes in favour on votes polled (6) $= (4/2) \times 100\%$ of votes	% of Votes against on votes polled (7) $= (5/2) \times 100$
Promoter and IVRCL LTd	39804430	39804430	55.2	39804430	0	55.2	0
Public Institutions	4367405	2000	0	2000	0	0.00	0
Public-Others	27833973	15346	0	5936	4310	0.00	0
Total	72005805	39821776	55.3	39812376	4310	55.3	0.00

The resolution has been passed with requisite majority



DORR-OLIVER

HINDUSTAN DORR-OLIVER LIMITED

Special Resolution-4

Promoter /Public	No of Shares Held (1)	No of Votes Polled(2)	% of Votes polled on outstanding shares (3) $= (2/1) \times 100$	No of votes in favor (4)	No of votes against (5)	% of votes in favour on votes polled (6) $= (4/2 \times 100)$ % of votes	% of Votes against on votes polled (7) $= (5/2 \times 100)$
Promoter and IVRCL Ltd	39804430	39804430	55.2	39804430	0	55.2	0
Public Institutions	4367405	2000	0	2000	0	0.00	0
Public-Others	27833973	15346	0	12946	4300	0.00	0
Total	72005805	39821776	55.3	39819376	4300	55.3	0.00

The resolution has been passed with requisite majority

Special Resolution-5

Promoter /Public	No of Shares Held (1)	No of Votes Polled(2)	% of Votes polled on outstanding shares (3) $= (2/1) \times 100$	No of votes in favor (4)	No of votes against (5)	% of votes in favour on votes polled (6) $= (4/2 \times 100)$ % of votes	% of Votes against on votes polled (7) $= (5/2 \times 100)$
Promoter and IVRCL Ltd	39804430	39804430	55.2	39804430	0	55.2	0
Public Institutions	4367405	2000	0	2000	0	0.00	0
Public-Others	27833973	15346	0	12946	4170	0.00	0
Total	72005805	39821776	55.3	39819376	4170	55.3	0.00

The resolution has been passed with requisite majority.

We are enclosing herewith the Proceedings of the Postal Ballot held on 2nd January, 2015 and also Scrutinizers Report given by Mr. K Narasimhulu, Practicing Company Secretary, who was appointed as Scrutinizer of the Postal Ballot. Kindly take the same on record.

Yours faithfully,

For Hindustan Dorr-Oliver Limited



(A S Pardha Saradhi)
Company Secretary



Encl: As above.



K. NARASIMHULU

M.Com., LL.B., FCS

Practicing Company Secretary

FCS No. 7594 C.P. No. 8225

December 31, 2014

To
The Chairman,
Hindustan Door-Oliver Limited.
Dorr-oliver House
Chakkala, Andheri (E)
Mumbai -400 099

Respected Sir,

Sub: **Scrutinizer's Report on Postal Ballot**

Hindustan Dorr-oliver Limited ("the Company") has vide resolution of its Board of Directors dated 13th November, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot as prescribed under section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 is complied with.

As required under Section 110 of the Act, a notice along with explanatory statement under section 102 of the Act was sent to the Shareholders by courier service and/or registered email id along with postal ballot forms and pre-paid envelope returnable to the scrutinizer, for passing resolutions stated in the Notice under the Companies Act, 2013.

The Company also provided the E-Voting facility offered by M/s. Karvy Computershare Private Limited for conducting e-Voting by the members of the Company.

The Shareholder were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer on or before the closure of business hours at 6:00 PM on December 30, 2014 or cast their vote online on the basis of password provided to them by the Registrar and Share Transfer Agent namely M/s. Karvy Computershare Private Limited.

Accordingly, the postal ballots received after closure of business hours on 30th December, 2014 have not been considered. As required under Rule 22 as mentioned above, a register was maintained and particulars of name, address, folio numbers of shares along with Assent and Dissent was recorded therein on day to day basis.

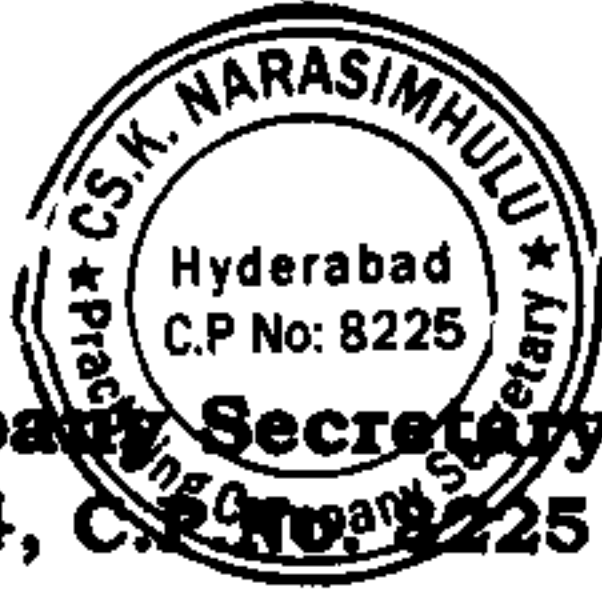


A Summary of the ballot papers received and e-voting with their pattern of voting is as per **Annexure.**

Based on the above, the Special resolutions are passed with the requisite majority.

The results of the voting by members through Postal Ballots in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company.


K. Narasimhulu
Practicing Company Secretary
M. No. FCS 7594, C.P. No. 8225



Annexure

The Result of the e-voting and Postal Ballot papers is as under:

1. **Special Resolution in pursuance of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 authorizing the Board Directors of the Company to create mortgage and/or charge on all the immovable and/or movable properties of the Company for an amount not exceeding Rs.1,500 Crores.**

(i) Voted **in favour** of the Resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
15	39810376	99.9892

(ii) Votes **against** the resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
6	4300	0.0108

(iii) **Invalid** votes:

Number of members voted (By e-voting and By Postal Ballot)	Total number of votes cast by them
2	7100



2. Special Resolution in pursuance of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, authorizing the Board of Directors of the Company to borrow such sum or sums of money in any manner from time to time not exceeding Rs.1,500 Crores.

(i) Voted **in favour of** the Resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
14	39810276	99.9892

(ii) Votes **against** the resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
6	4300	0.0108

(iii) **Invalid** votes:

Number of members voted (By e-voting and By Postal Ballot)	Total number of votes cast by them
3	7200



3. Special Resolution in pursuance of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, authorizing the Board of Directors of the company to make Loans, Investments and provide Guarantees or Security to any Bodies Corporate and persons from time to time not exceeding Rs. 11,500 Crores.

(i) Voted **in favour** of the Resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
14	39810366	99.98917

(ii) Votes **against** the resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
7	4310	0.010825

(iii) **Invalid** votes:

Number of members voted (By e-voting and By Postal Ballot)	Total number of votes cast by them
2	7100



4. Special Resolution in pursuance of Section 13(1) read with section 9 and other applicable provisions of the Companies Act, 2013, to amend incidental or ancillary objects clause of the Memorandum of Association by way of addition of new clause.

(i) Voted **in favour of** the Resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
16	39817376	99.9892

(ii) Votes **against** the resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
6	4300	0.010798

(iii) **Invalid** votes:

Number of members voted (By e-voting and By Postal Ballot)	Total number of votes cast by them
1	100



5. Special Resolution in pursuance of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramendra Gupta, is appointed as an Independent Director for the period of 5 (Five) Years.

(i) Voted **in favour of** the Resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
16	39817376	99.98953

(ii) Votes **against** the resolution:

Number of members voted (By e-voting and By Postal Ballot)	Number of votes cast by them	% if total number of valid votes cast
5	4170	0.010472

(iii) **Invalid** votes:

Number of members voted (By e-voting and By Postal Ballot)	Total number of votes cast by them
2	230

The Postal Ballot papers and all other relevant records were sealed and handled over to the company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully


K. Narasimhulu
Practicing Company Secretary
M. No. FCS 7594
C.P.No. 8225

