

**PROCEEDINGS OF THE 42nd ANNUAL GENERAL MEETING OF THE HINDUSTAN DORR OLIVER LIMITED
PURSUANT TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
PEQUIREMENTS) REGULIOSN, 2015.**

The 42nd Annual General Meeting of Hindustan Dorr Oliver Limited was held on Wednesday, the 27th September, 2017 at 3.00 P.M. at the Registered Office of the Company at Dorr Oliver House, Chakala, Andheri (East), Mumbai – 400 099 Maharashtra.

National Company Law Tribunal (NCLT) has initiated Corporate Insolvency Resolution Process (CIRP) in respect of Hindustan Dorr Oliver Limited ("the Company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") with effect from 21st April, 2017.

In this connection, Mr. Amit Gupta has been appointed as an Interim Resolution Professional (IRP) to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code. Accordingly, the powers of the Board of Directors are suspended and Mr. Amit Gupta is overseeing the management of affairs of the company. The Members elected Mr. Amit Gupta as Chairman of the Meeting. Mr. Amit Gupta, Resolution Professional chaired the meeting and welcomed the Members and called the meeting in order as the quorum as required under the Section 103 of the Companies Act, 2013 was present. The Members were informed that the requisite registers as per the Companies Act, 2013 are available for inspection during the meeting.

The Chairman informed the Members that the Notice convening the 42nd Annual General Meeting may be taken as read. The Chairman invited the Members to ask questions or seek clarifications on the Agenda items and thereafter the management of the Company clarified the queries raised by the Members.

The Company Secretary informed the members that in compliance with the Section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided to the Members the facility to exercise their right to cast vote by remote e-voting from 23rd September, 2017 (9.00 A.M.) to 26th September, 2017 (5.00 P.M.).



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The following items of business as per the Notice of the 42ND Annual General Meeting was transacted:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. E Sudhir Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Shah & Modi, Chartered Accountants as Statutory Auditors

Physical voting facility was also provided at the Annual General Meeting by way of poll to those shareholders who had not cast their voting in remote e-voting. The above resolutions were passed with requisite majority.

The meeting concluded at 4.30 p.m. with a vote of thanks to the Chair.

For Hindustan Dorr Oliver Limited


(G Ramakrishna)
Company Secretary

