NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of Hindustan Dorr-Oliver Limited (CIN No: L74210MH1974PLC017644) will be held on **Monday, the 22nd September, 2014 at 3.00 P.M.** at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093 to transact the following business:

ORDINARY BUSINESS:

Item No.1:

Adoption of Financial Statements:

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 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.

Item No.2:

Re-appointment of Sri E Sudhir Reddy:

To appoint a Director in place of Sri E Sudhir Reddy, who retires by rotation and, being eligible, offers himself for re-appointment.

Item No.3:

Appointment of Auditors

To appoint the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Chaturvedi & Partners, Chartered Accountants (Registration No.307068E) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM upto the conclusion of the next AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors, be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors".

SPECIAL BUSINESS:

Item No.4:

Appointment of Sri P R Tripathi as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri P R Tripathi (holding DIN: 00376429), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from the date of forthcoming AGM and not liable to retire by rotation".

Item No. 5:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules. 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company";

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Item No.6:

Raising of Additional Funds

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect (the "Companies Act"), and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act. 2013), the Foreign Exchange Management Act, 1999, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, Rules, Regulations. Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India. Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Listing Agreements entered into with the stock exchanges (the "Listing Agreements") and in accordance with the provisions of the Memorandum and Articles of Association of Hindustan Dorr Oliver Limited (the "Company") and subject to approvals, consents, permissions and sanctions as might be required and subject to such other conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or through an Issuance of Global Depository Receipts ("GDRs"). American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/ or non-residents and/or institutions/Banks and/ or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the investors"), through one or more prospectus and/or letter of offer or circular, and/ or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares of Rs.2/- each (Rupees Two each) aggregating upto Rs.100 Crores, in one or more tranche or tranches, at such price or prices. at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations at the Board's discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/ or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/ or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts ("ADRs") or Global Depository Receipts ("GDRs") pursuant to the provisions of the issue of Foreign Currency Convertible

Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, all such Equity Shares shall rank pari passu inter se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent. paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/ or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the Listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

RESOLVED FURTHER THAT:

(i) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;

(ii) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company,

(iii) the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

(iv) the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

(v) the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

Item No. 7

Remuneration to Mr. S. C. Sekaran, Executive Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT subject to the approval of Central Government and pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, 310, 316, Schedule XIII and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) thereto, the Company hereby approves and ratifies the remuneration of Rs. 349,250 p.m and perquisites and other amenities paid to Mr. S. C. Sekaran, Executive Director as the minimum remuneration for the financial year ended March 31, 2014, which was approved by the members at the Annual General Meeting held on December 29th, 2012, in view of inadequacy of profits for the Financial year ended 31st March,2014.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203and the Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, 310, 316, Schedule XIII and any other applicable provisions of the Companies Act, 1956, including the rules made there under and any amendments thereto or any statutory modification or re-enactment thereof for the time being in force ("the Act") and subject to the approval of the Central Government, if required and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval for the payment of the following remuneration to Mr. S. C. Sekaran, Executive Director, as remuneration notwithstanding that the same exceeds/ may exceed the ceiling limits laid down in Sections 197, and Schedule V of the Companies act 2013, for rest of his tenure and all other terms of the appointment as approved by the members earlier shall remain unaltered;

i) Salary – Rs.3,42,600/- p.m

(Basic Salary – Rs.1,82,250/- p.m and Allowances - Rs.1,60,350/- p.m)

ii) Leave Travel Assistance at the rate of one month's basic salary per annum.

iii) Reimbursement of medical expenses at the rate of one month's basic salary per annum.

iv) Provident Fund at the rate of 12% of basic salary.

v) Super-annuation benefits equivalent to 15% of basic salary per annum at the discretion of the Compensation Committee of the Board of Directors.

vi) Gratuity as per rules of the Company

vii) Free telephone facility at residence and mobile phone but personal long distance calls will be billed to the appointee

viii) Provision for Car in accordance with the Employee Car Scheme formulated by the Compensation Committee and as amended from time to time.

RESOLVED FURTHER THAT in case the Company has in the aforementioned period during the tenure of Mr. S.C.Sekaran, Executive Director be paid the aforesaid remuneration as "Minimum Remuneration" in the respective period notwithstanding that the same exceeds the ceiling limit laid down in Sections 197, and Schedule V to the Act, subject to the approval of the Central Government.

RESOLVED FURTHER THAT the excess remuneration paid in excess of the permissible limits as laid down under the provisions of the Companies Act, 1956 be and is hereby approved and subject to the approval from the Ministry of Corporate Affairs, Government of India.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the

Board by this Resolution, including the Remuneration Committee) be and is hereby authorised to revise, amend, alter and/ or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the Central Government while according their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper and desirable including making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

By Order of the Board of Directors

A. S. Pardha Saradhi
Company Secretary

Registered Office:
Dorr-Oliver House,
Chakala, Andheri (East),
Mumbai – 400 099.

Date: August 19, 2014

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company.
3. The instrument appointing the Proxy in order to be valid shall be deposited at the registered office of the company at least 48 hours before the time of the meeting. A Proxy Form for the AGM is enclosed.
4. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from **17th September, 2014 to 22nd September, 2014** (both days inclusive).
7. Retirement of Director by Rotation

   Sri E Sudhir Reddy, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors commend the re-appointment of Sri E Sudhir Reddy as a Director liable to retire by rotation. The relevant details of Director seeking re-appointment under Item No.2 above, pursuant to Clause 49 VIA of the Listing Agreement entered into with the Stock Exchanges are as follows:

Name of Director	**Sri. E Sudhir Reddy**
Date of Birth	13.04.1960
Date of Appointment	08.09.2005
Qualification	B.Com
Expertise in specific functional areas	Extensive experience in construction and engineering business
List of the Companies in which Directorship held	IVRCL Limited Eragam Holdings Limited IVRCL Megamalls Ltd
Chairman / Member of the Mandatory Committees of the Board of the Companies on which he is a Director	Hindustan Dorr Oliver Limited IVRCL Limited
Number of shares held in the Company	130700

8. The Dividend declared for the Financial Year 2006-07 and outstanding in the unpaid/unclaimed dividend account will be transferred to the Investor Education & Protection Fund (IEPF) Account pursuant to Sec.124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956). The shareholders who have not claimed dividend earlier may claim the same by writing to the Company's Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad–500081. Ph.:040-44655178, Fax:040-23420814/23420857.

9. Members are advised that, in terms of Section 125 of the Companies Act, 2013, no claim shall lie in respect to unclaimed dividend once it is transferred by the Company to IEPF.

10. Registration of e-mail addresses for sending Annual Reports, communications, etc.

    Members are requested to register their e-mail addresses and changes therein from time to time with the Registrars and Share Transfer Agents (in case of physical shares) – M/s. Karvy Computershare Pvt. Ltd., 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 (or) with the concerned Depository Participant (in case of electronic holdings) so that the Company will use the same for sending Notices, Annual Reports and other communications Copies of Annual Report 2014 are being sent under electronic mode only to all the members, whose e-mail addresses are registered with the Registrars and Transfer Agents of the Company ie.. M/s Karvy Computershare Private Limited / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.

11. Members desirous of obtaining any information pertaining to the Accounts may forward such queries in writing to the General Manager - Finance at the Registered Office of the Company at least 10 days prior to the meeting in order to keep the information ready to the extent possible.

12. Members may also note that the Notice of the 39th AGM and the Annual Report 2014 will be available on the Company's website: ***www.hdo.in***. The physical copies of the aforesaid documents will also be available at

the Company's Regd. Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to the Company at: ***hdoho@hdo.in***

13. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 39th Annual General Meeting of the Company.

14. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms part of the Notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

15. In compliance with the provisions of Clause 35B of Listing Agreement read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members holding shares in physical or dematerialized form (as on the cut-off date for dispatch of Notice of AGM i.e. 18th August, 2014, may cast their vote electronically on the Ordinary and Special Business as set out in the Notice of 39th Annual General Meeting of the Company through e-voting platform of M/s. Karvy Computershare Private Ltd., Hyderabad (Karvy), the Share Transfer Agents of the Company through their portal ***'https://evoting.karvy.com'.*** A copy of this notice has been placed on the website of the Company: ***www.hdo.in*** and the website of Karvy: ***https://evoting.karvy.com***

16. The Company has entered into an arrangement with Karvy for facilitating e-voting for AGM.

    The instructions for e-voting are as under :

    A. In case a Member receives Notice of AGM through email (for Members whose addresses registered with the Company/Depositories) :

    The procedure and instructions for e-voting are as follows:

    i) Open your web browser during the voting period and navigate to ***'https://evoting.karvy.com'***

ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDl :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- * Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact our toll free **No. 1-800-34-54-001** for any further clarifications.

iv) Members can cast their vote online from 15th September, 2014 at 9.00 A.M. to 17th September, 2014 at 6.00 PM

v) After entering these details appropriately, click on "LOGIN".

vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii) You need to login again with the new credentials.

viii) On successful login, system will prompt to select the 'Event' i.e., **'Company Name'.**

ix) If you are holding shares in Demat form and had logged on to ***"https://evoting.karvy.com"*** and casted your vote earlier for any company, then your exiting login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (Corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ***cs.narasimhulu2014@gmail.com*** with copy to ***evoting@karvy.com.*** The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.".

B. In case a Member receives the physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories) :

i. Initial password is provided in the attached ballot form : EVEN (e-voting Event Number), User ID and password.

ii. Please follow steps from Sl. No. (i) to (vii) under heading 'A' above to vote through e-voting platform.

C. For members who wish to vote using Ballot Form:

Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Mr. K Narasimhulu, C/o. Karvy Computershare Pvt. Ltd., Unit: Hindustan Dorr Oliver Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur,

Hyderabad – 500081, so as to reach by **6.00 p.m. on 17th September, 2014**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. GENERAL INSTRUCTIONS :

i. The e-voting period commences from 9.00 a.m. on **15th September, 2014 and ends on 6.00 p.m. on 17th September, 2014.** During this period, the members of the Company, holding shares either in physical form or in demat form, as on the aforesaid cut-off date i.e. **18th August, 2014** may cast their vote during the above voting period electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. In the event, member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

iv. The Company has appointed Mr. K Narasimhulu as the Scrutinizer to scrutinise the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process), in a fair and transparent manner.

v. The Scrutinizer shall, on the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. K Narasimhulu, at the Registered Office of the Company not later than 17th September, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ***hdoho@hdo.in*** by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr. K Narasimhulu, C/o.Karvy Computershare Pvt. Ltd., Unit : Hindustan Dorr Oliver Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, not later than 17th September, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website: ***www.hdo.in*** and on the website of Karvy: ***https://evoting.karvy.com,*** within two days of the passing of the resolutions at the 39th Annual General Meeting of the Company on 22nd September, 2014 and shall also be communicated to the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

Item No. 4

Appointment of Mr. P R Tripathi as an Independent Director:

The company, at various times, had appointed Mr. P R Tripathi as Director, who satisfied the criteria of being Independent Director as per Clause 49 of the Listing Agreement entered into with the Stock Exchanges, and is liable to retire by rotation.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, came into effect from April 01, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, as defined in that Section, who will not be liable to retire by rotation.

Keeping in view of the experience and expertise of Mr. P R Tripathi and the contribution made by him to the Company, the Board of Directors considers it desirable that his continued association would be of immense benefit to the Company and hence the Company should continue to avail his services and accordingly recommends the Resolution as set out in Item No. 4 for approval of the Members.

Further the Board of Directors of the Company are of the opinion that Mr. P R Tripathi fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as an independent Director and he is independent of the management.

A brief profile of Mr. P R Tripathi who is proposed to be appointed/re-appointed as an Independent Director with details as required under Clause 49 of the Listing Agreement are given in Annexure-1.

The resolution seeking the approval of the members separately for the appointment of Mr. P R Tripathi as an Independent Director of the Company for a term of five consecutive years effective from the date of forthcoming AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board, Mr. P R Tripathi fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as Independent Director of the Company and he is independent of the Management. Copy of the draft letter for appointment of Mr. P R Tripathi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommended the resolution in relation to appointment of Mr. P R Tripathi as an Independent Director, for the approval by the Shareholders of the Company.

Except Mr. P R Tripathi being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in anyway, financial or otherwise, in the resolutions set out at item No. 4 respectively.

Item No.5:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

The existing MoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act. 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

(a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;

(b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares:

(c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;

(d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;

(e) existing articles have been streamlined and aligned with the Act;

(f) the statutory provisions of the Act which permit a company to do some acts 'if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

(g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication - their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.5, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

Item No.6:

Raising of Additional Funds

The Company proposes to raise additional capital aggregating upto Rs.100 Crores or its USD equivalent by way of placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and/or private placement in international markets through ADRs/ GDRs or foreign currency convertible bonds or issue of fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods. The QIP/private placement may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable guidelines, notifications, rules and regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board decides to open the qualified institutions placement for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreements.

Section 62(1)(a) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreements executed by the Company with the NSE & BSE Stock Exchanges where the Equity Shares of the Company are listed.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company. Hence, the Board recommends the passing of the resolution/s by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

Item No. 7

Remuneration to Mr. S C Sekaran

Mr. S C Sekaran was re-appointed as Executive Director of the Company for a period of five years with effect from 1.6.2011 at a specified remuneration as approved by the Members at their meeting held on September 30, 2011. The Compensation Committee and Board of Directors of the Company at their respective meeting held on May 29, 2014 subject to approval of the Members have approved payment at specified remuneration.

The aforesaid resolutions and the accompanying explanatory statements approved by the Members, inter alia, stated that if the Company has no profits or its profits are inadequate in any financial year, during the currency of their tenure, the Company shall pay, minimum remuneration to the Executive Director, as per relevant applicable provisions of law including provisions as contained in Schedule XIII to the Companies Act, 1956, ("the Act") including any amendments thereto or any modifications or statutory re-enactment thereof and/or any rules or regulations framed there under.

In view of the unprecedented economic instability prevalent in the global environment the Indian economy has also been seriously affected. There has been a sense of negative demand growth felt across various sectors which has resulted in the slowdown of the economy and adversely affected the infrastructure industry, in which your company operates.

The present financial performance of the Company reflects the difficult economic and business environment. As a consequence of certain unexpected developments which were beyond the control of management, mainly delays in decision making by the Company's major clients and delays in settlement of claims, the expected cash flows have not materialized for the Company. As a consequence, the Company has witnessed lower, turnover, lower operating margins and high interest costs which has led to your Company incurring net loss.

There being adequate profits in the previous financial years, the restrictions specified in Section II of Part II of Schedule V of the Companies Act, 2013 (and corresponding Schedule XIII of the Companies Act, 1956) for payment of remuneration to Mr. S C Sekaran is not applicable. However, for the period ended 31st March, 2014 the Company incurred loss, attracting the said restrictions.

As a result of the loss in the said year, restrictions contained in Schedule V for payment of remuneration to the Managing Director become applicable. The remuneration paid by the Company to Shri S C Sekaran exceeded the minimum remuneration as per the approval of the members; as such it is necessary to obtain approval of the Central Government for regularizing the remuneration paid for the period ended 31st March, 2014.

The Compensation Committee considering the rich experience and contribution of Mr. S C Sekaran approved the remuneration specified in the respective resolutions as minimum remuneration for the rest of their tenure, subject to required approvals and compliances under the Act.

As the remuneration paid/payable to the above directors for the period ended 31st March, 2014 and subsequent Financial years exceeded/ likely to exceed the remuneration limits laid down in 196, 197 and 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the Act, approval of the members by way of Special resolution is sought for the said proposals, subject to the approval of the Central Government.

The Board recommends the above resolution for adoption by the members.

Except Mr. S C Sekaran, none of the directors is interested in the aforesaid resolution.

This explanatory statement may also be regarded as an abstract of Memorandum under section 190 of the Companies Act, 2013 (corresponding section 302 of the Companies Act, 1956) and disclosure under Clause 49 of the Listing Agreement.

Statement as required under Section II, part II of the Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION

<table>
<tr><td>1</td><td>Nature of the industry</td><td>Engineering and construction</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td>Not applicable</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td colspan="3">Rs in millions</td></tr>
<tr><td colspan="3">Years</td></tr>
<tr><td>Particulars</td><td>2012-13</td><td>2013-14</td></tr>
<tr><td>Revenue</td><td>2437.39</td><td>255.20</td></tr>
<tr><td>Profit (Loss) before tax</td><td>-1785.06</td><td>-137.44</td></tr>
<tr><td>Profit (Loss) after tax</td><td>-1209.43</td><td>-101.51</td></tr>
</table>
</td></tr>
<tr><td>5</td><td>Foreign investments or collaborations, if Any</td><td>The total equity shares held by Foreign Institutional investor (FIIs) and Global Depository shares(GDS) holders is 2591057 equity shares of Rs.2/- each which constitutes 3.60% of the paid up equity share capital of the company</td></tr>
</table>

II. INFORMATION ABOUT MR.S.C.SEKARAN

(1) Background Details

Mr. Sekaran is aged 59 years and has a Master Degree in Statistics. He has rich experience of more than two decades in the Industry. He was appointed as Director of the Board on 08.09.2005. He was appointed as Executive Director from 01.06.2006 for a period of five years. His appointment has been renewed for a further period of five years from 01.06.2011.

(2) Past Remuneration

i) Salary – Rs.3,42,600/- p.m

(Basic Salary – Rs.1,82,250/- p.m and Allowances - Rs.1,60,350/- p.m)

ii) Leave Travel Assistance at the rate of one month's basic salary per annum.

iii) Reimbursement of medical expenses at the rate of one month's basic salary per annum.

iv) Provident Fund at the rate of 12% of basic salary.

v) Super-annuation benefits equivalent to 15% of basic salary per annum at the discretion of the Compensation Committee of the Board of Directors.

vi) Gratuity as per rules of the Company

vii) Free telephone facility at residence and mobile phone but personal long distance calls will be billed to the appointee

viii) Provision for Car in accordance with the Employee Car Scheme formulated by the Compensation Committee and as amended from time to time.

(3) Recognition / Awards : NIL

(4) Job Profile and Suitability :

Mr. S C Sekaran has been instrumental in the Company's growth over the past few years, since his appointment as Executive Director.

(5) Remuneration paid / proposed

Details of the total remuneration comprising inter alia, Salary and Perquisites and Allowances together with Retirals and other benefits / perquisites which is paid / proposed during the remaining tenure for Mr. S C Sekaran have been fully set out in the Resolution at item No. 8.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Considering that Mr. S C Sekaran has strived hard to place the Company in a prominent position and in turning the company to one of the global engineering and construction player their role and contribution to the Company cannot be overemphasized. They may immensely contributed to the Company which has ensured the long tem survival and prosperity of our company and thus the remuneration Committee of our Board and the Board of Directors felt that the remuneration proposed to them is reasonable and therefore the payment of aforesaid remuneration stated at resolution Nos. 8 is commensurate to prevailing levels in the industry and thereby is fit and more than justified.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. S C Sekaran is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate of profits.

Currently the company is witnessing sluggish growth temporarily due to economic and policy concerns. At the same time, the economy has been witnessing high inflation cycle resulting into high interest costs and commodity prices. All these factors have taken a heavy toll on new order allocations.

(2) Steps taken or proposed to be taken.

The Company has taken view of all the factors seriously and to overcome the challenges the Company has proactively undertaken the following steps directed at improving its operational efficiencies:

Claims realisation, Capex Control, Cost optimisation, Reduction in Working Capital and Monetisation of assets.

(3) Expected increase in productivity and profits in measurable terms.

Although the turnover growth has remained flat in FY 2014, the situation is expected to improve in FY 2015 onwards with expectations of improvement in macroeconomic conditions. Further it is expected that the steps taken by the Company for improving the operational parameters wherever feasible would show signs of improvement.

Save and except Mr. S C Sekaran and his relatives as stated above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution set out at Item No: 8 of the Notice.

In terms of sections 196, 197 and 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the Act, the Board of Directors of the company recommends the above special resolution for re-appointment of Mr. S C Sekaran as Executive Director for your approval.

By Order of the Board of Directors

A.S. Pardha Saradhi
Company Secretary

Registered Office:
'Dorr-Oliver House',
Chakala , Andheri (East)
Mumbai – 400 099

Date: August 19, 2014

ANNEXURE

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement).

As required under the Listing Agreement, the particulars of Director, Mr. P R Tripathi, who is proposed to be appointed / re-appointed is given below:

a)	**Name**	**Mr P R Tripathi**
b)	Brief Resume (i) Date of Birth (ii) Qualification (iii)Date of appointment on the Board of the Company	 24.06.1943 B.Sc. (Hons) 29.10.2005
c)	Nature of expertise in specific functional areas	Mining Engineering
d)	Name(s) of other Companies in which Directorships held (as per Sections 275 and 278 of the Companies Act, 1956)	IVRCL Limited HDO Technologiess Ltd Premier Explosives Ltd Sarda Energy & Minerals Limited Visa Steel Limited Visa Bao Limited Era Infrastructure (India) Ltd VISA SunCoke Limited Hindustan Dorr Oliver Ltd.
e)	Name(s) of companies in which Committee Membership(s) / Chairmanship(s) held	Hindustan Dorr Oliver Limited IVRCL Limited Sarda Energy & Minerals Limited Premier Explosives Ltd
f)	No. of shares of @ Rs.2/- each held by the Director	NIL

HINDUSTAN DORR OLIVER LIMITED

(CIN: L74210MH1974PLC017644)
Registered Office: Dorr Oliver House, Chakala, Andheri (E), Mumbai – 400 099. Maharashtra
Tel:91-22-2835 9400 ● Fax: 91-22-2835 5659 ● Email: hdoho@hdo.in

ATTENDANCE SLIP

Folio No;_____ DP ID No._____ Client ID No: _____

Name of the Member: _____ Signature:_____

Name of the Proxy Holder:_____ Signature: _____

1. Only Member / Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

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PROXY FORM

[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 : _____

Email ID : _____

Folio No./Client ID No : _____ DP ID No:_____

I/We, being the member(s) of _____ Shares of Hindustan Dorr Oliver Limited, hereby appoint:

1. Name: _____ Email Id: _____
   Address _____
   Signature _____ or failing him
2. Name: _____ Email Id: _____
   Address _____
   Signature _____ or failing him
3. Name: _____ Email Id: _____
   Address _____
   Signature _____

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf tat the 39th Annual General Meeting of the Company, to be held on Monday, the 22nd September, 2014 at 3.00 p.m. at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093 and at any adjournment thereof in respect of such resolutions as are indicated overleas of this Form.

Signed this _____ day of _____, 2014

Signature of Shareholder:_____

Signature of Proxyholder(s): _____

Notes:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Dorr Oliver House, Chakala, Andheri (E), Mumbai – 400 099, not less than 48 hours before the commencement of the meeting.
2. Those members who have multiple folios with different jointholders may use copies of this Attendance Slip/Proxy.

HINDUSTAN DORR OLIVER LIMITED

Regd. Office: Dorr Oliver House, Chakala, Andheri (E), Mumbai – 400 099. Maharashtra
(CIN: L74210MH1974PLC017644)
Tel:91-22-2835 9400 ● Fax: 91-22-2835 5659 ● Email: hdoho@hdo.in

BALLOT FORM

1.	Name and Registered Address of the Sole / first named Shareholder	:
2.	Name(s) of the Joint Shareholder(s) if any	:
3.	Registered Folio No. / DPID No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	:
4.	Number of Equity Shares held	:

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 39th Annual General Meeting of the Company to be held on 22nd September, 2014 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Equity Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	Ordinary Business			
1.	Adoption of Financial Statements			
2.	Re-appointment of Shri E Sudhir Reddy			
3.	Appointment of Auditors			
	Special Business			
4.	Appointment of Shri P R Tripathi as an Independent Director			
5.	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013			
6.	Raising of Additional Funds			
7.	Remuneration to Mr. S C Sekaran			

Place:

Date: Signature of the Member

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer before 6.00 p.m on 17th September, 2014 shall only be considered.

E VOTING

Users who wish to opt for e-voting may use the following login credentials (from 9.00 a.m. on 15th September, 2014 to 6.00 p.m. on 17th September, 2014).

EVEN (E-Voting Event Number)	USER ID	PASSWORD/IN

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to : ***https:/evoting.karvy.com.***

INSTRUCTIONS

i) Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. K Narasimhulu, Unit: Hindustan Dorr Oliver Limited, C/o. Karvy Computershare Pvt. Ltd., Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, so as to reach latest by 6.00 p.m. on 17th September, 2014 Ballot Form received thereafter will strictly be treated as if not received.

ii) The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.

iii) Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

iv) In the event member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

v) The right of voting by Ballot Form shall not be exercised by a proxy.

vi) The identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrars and Share Transfer Agents of the Company (i.e. Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.

vii) There will be only one Ballot Form for every Folio / DP ID Client ID irrespective of the number of joint holders.

viii) In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his / her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Registrars and Share Transfer Agents, who shall not entertain any objection on such Ballot Form signed by other joint holders.

ix) Where the Ballot Form has been signed by an authorised representative of the body corporate / Trust / Society, etc. a certified copy of the relevant authorisation / Board resolution to vote should accompany the Ballot Form.

x) Instructions for e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the company www.hdoho@hdo.in and Karvy website: ***https://evoting.karvy.com.***