

CIN:L74210MH1974PLC017644

September 29, 2017

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex Bandra
(East)
Mumbai – 400 051
NSE CODE: HINDDORROL

Department of Corporate Services
The Bombay Stock Exchange Ltd.
Pheroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
BSE CODE: 509627

Dear Sirs,

Sub: Disclosure of details regarding the voting results at the AGM, pursuant to Regulations of SEBI (LODR) Regulation 2015 – Reg.

With reference to the above cited subject, we furnish below the details / results of the voting at the AGM held on 27th September, 2017:

Sl. No.	Description					
A.	Date of AGM				27.09.2017	
B.	Book Closure Date				23 rd September 2017 to 27 th September, 2017 (both days inclusive)	
C.	Total No. of Shareholders on Record Date				18918	
D.	No. of Shareholders present in the AGM either in person or through proxy				42	
	Shareholders	Present in person	Present through Proxy	Total	Shares	% to Capital
	Promoter & Promoter Group	1	--	1	39804430	55.2795
	Public	41	--	41	63311	0.0879
	Total	42	--	42	39867741	55.3674
E.	No. of Shareholders attended the meeting through Video Conferencing -- No videoconferencing facility was made available --					

Category-wise Report for each Resolution in the prescribed format is enclosed (Annexure – 1) (including e-voting from 23.09.2017 to 26.09.2017).

We further enclose herewith Scrutinizers Report dated 29th September, 2017 given on the conclusion of the AGM.

Kindly take the above information on your record.

Thanking you,

Yours faithfully

For **Hindustan Dorr Oliver Limited**


(G Rama Krishna)
Company Secretary



Encl: As above

Annexure - 1

	HINDUSTAN DORR-OLIVER LIMITED
Date of the AGM/EGM	27-09-2017
Total number of shareholders on record date	18918
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	41
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the year ended 31st March, 2017								
Whether promoters/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000	0
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		39804430	100	39804430	0	100	0	0
Public- Institutions	E-Voting	2951279	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	29250099	935	0.0032	735	200	78.6096	21.3903	1300
	Poll		63386	0.2167	63311	0	0.2164	0.0000	75
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		64321	0.2199	64046	200	99.5725	0.3109	1375
Total		72005808	39868751	55.3688	39868476	200	99.9993	0.0005	1375



Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s. Shah & Modi, Chartered Accountants Chartered Accountants as Statutory Auditors								
Interested in the agenda/ resolution	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000	0
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		39804430	100	39804430	0	100	0	0
Public- Institutions	E-Voting	2951279	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	29250099	935	0.0032	735	200	78.6096	21.3903	1300
	Poll		63386	0.2167	63311	0	0.2164	0.0000	75
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		64321	0.2199	64046	200	99.5725	0.3109	1375
Total		72005808	39868751	55.3688	39868476	200	99.9993	0.0005	1375





K. NARASIMHULU

M.Com., LL.B., FCS

Practicing Company Secretary

FCS No. 7594 C.P. No. 8225

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 42nd Annual General Meeting of the Members of
Hindustan Dorr Oliver Limited (The Company)

held on the 27th September, 2017 at Registered office of the Company at Dorr Oliver House,
Chakala, Andheri (East), Mumbai -400 099

Dear Sir,

I, K Narasimhulu, Practicing Company Secretary have been appointed by the Board of Directors of M/s. Hindustan Dorr Oliver Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting and poll process and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 42nd Annual General Meeting of the Members of the Company to be held on 27th September, 2017 at the Registered office of the Company at Dorr Oliver House, Chakala, Andheri (East), Mumbai -400 099.

1. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and rules relating to voting through electronic and poll means on the resolutions contained in the Notice to the 42nd Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for e-voting and poll process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against", the resolutions stated above, based on the reports generated from e-voting system and poll provided by M/s. Karvy Computershare Private Limited, the authorized Agency to provide e-voting facilities, engaged by the company.

2. Further to the above, I submit my report as under:

- (i) The Members of the Company as on the "cut off" date i.e. 22nd September, 2017 were entitled to vote on the resolutions (Item Nos. 1 to 3 as set out in the notice of the 42nd AGM of the Company).
- (ii) The Remote e-voting period remained open from Saturday, the 23rd September, 2017 (09.00 A.M.) to Tuesday, 26th September, 2017 (05.00 P.M) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions on the e-voting platform provided by M/s. Karvy Computershare Private Limited.



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- (iii) The Voting at the Annual General Meeting as prescribed under Rule 20(4) (xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-voting do not vote again at the General Meeting. The scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- (iv) Accordingly M/s. Karvy Computershare Private Limited, E-voting Agency provided me with Names, DP ID/Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.
- (v) Further, the Chairman announced voting through Poll at the Annual General Meeting for the Shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.
- (vi) The votes cast under remote e-voting were unblocked on 26th September, 2017 (05.15 P.M) in the presence of two witnesses, Mr. K.Gopala Krishna and Mr. V Madhu Sudhana Rao who are not employees of the Company.
- (vii) The Polls were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and Authorizations / Proxies lodged with the Company.
- (viii) The results of General Meeting, I observed that
 - a) 41 Members were present in person and 1 Authorised Person to the meeting. 37 members had cast their votes through Polls conducted at the Annual General Meeting. However, 2 (two) members votes were invalid due to their votes cast in e-voting process.
 - b) 6 members had cast their votes through remote e-voting and 1 was abstained.
- (ix) Based on the aforesaid results, three Ordinary Resolutions as contained in item No.1 to 3 of the Notice of the Annual General Meeting have been passed with requisite majority as per the provisions of the Companies Act, 2013.



3. The results of the remote e-voting and Poll as under:

Item No.1: Ordinary Resolution

To receive, consider and adopt the 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 the Auditors thereon:

(i) Voted in favour of the Resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	5	735	78.6096
Voting through Poll	35	39867741	99.9998
Total	40	39868476	99.9993

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

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	21.3904
Voting through Poll	-	-	-
Total	1	200	0.0005

(iii) Invalid votes:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	-	-	-
Voting through Poll	2	75	0.0002
Total	2	75	0.0002



Item No.2: Ordinary Resolution

To appoint a Director in the place of Sri E Sudhir Reddy (DIN:00023518), who retires by rotation and being eligible offers himself for re-appointment:

(I) Voted in favour of the Resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	5	735	78.6096
Voting through Poll	35	39867741	99.9998
Total	40	39868476	99.9993

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	21.3904
Voting through Poll	-	-	-
Total	1	200	0.0005

(iii) Invalid votes:

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	-	-	-
Voting through Poll	2	75	0.0002
Total	2	75	0.0002



Item No.3: Ordinary Resolution

To ratify the appointment of M/s.Shah & Modi, Chartered Accountants as Statutory Auditors:

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

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	5	735	78.6096
Voting through Poll	35	39867741	99.9998
Total	40	39868476	99.9993

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

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	200	21.3904
Voting through Poll	-	-	-
Total	1	200	0.0005

(iii) **Invalid votes:**

Particulars	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	-	-	-
Voting through Poll	2	75	0.0002
Total	2	75	0.0002



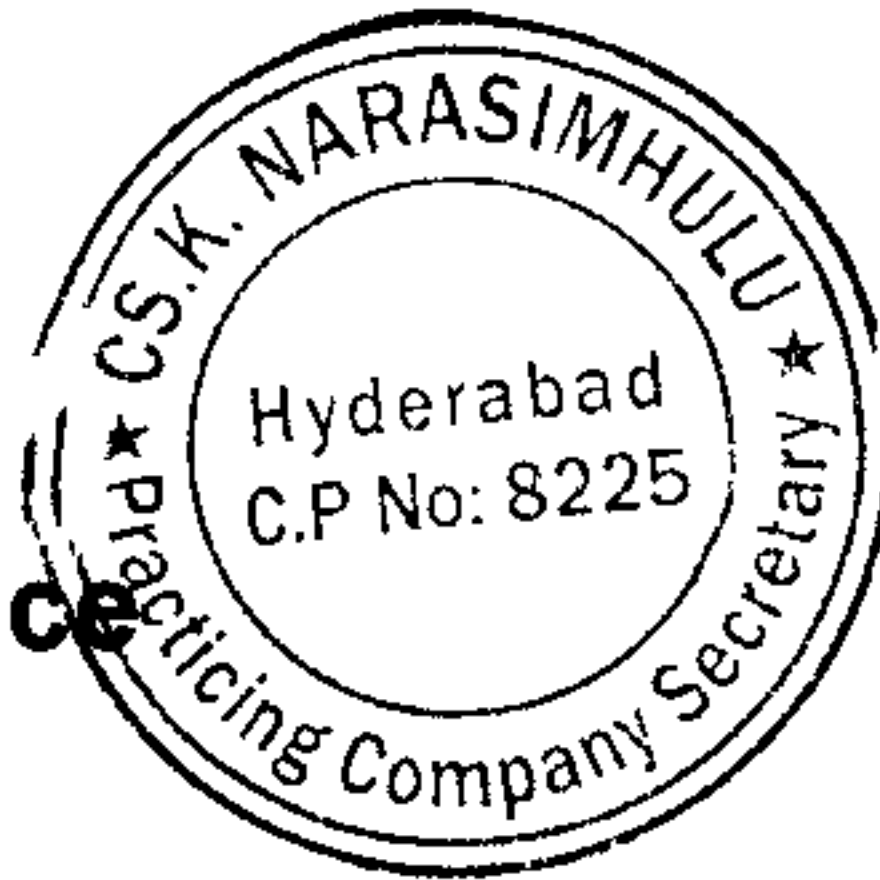
4. All other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

All the three resolutions stands for passed under e-voting combined with Poll at Annual General Meeting with requisite majority.

Thanking you,

Yours faithfully,


Scrutinizer
CS K Narasimhulu
Company Secretary in Practice
M. No. F7594, C.P.No.8225



Place: Hyderabad

Date: 29th September, 2017