

November 28th, 2014

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra kurla Complex
Bandra (East)
Mumbai – 400 051

The Bombay Stock Exchange Ltd.
Pheroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Fax No.022-26598237/38

Fax No. 022- 22723132/2082

Dear Sirs

Sub: Postal Ballot Notice – Reg.

* * *

With reference to the above, we are to inform you that the postal ballot of the company is scheduled from 01.12.2014 to 30.12.2014 (both days inclusive) pursuant to section 110 of the companies act 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014. Copy of the Postal Ballot Notice is enclosed for your kind information and record.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully

For Hindustan Dorr-Oliver Limited


(A S Pardha Saradhi)
Company Secretary



Enclosed: PDF copy of Postal Ballot Notice.

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

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following Special Business by the Members of Hindustan Dorr Oliver Limited by passing the Special Resolutions through Postal Ballot.

The Members' consideration and approval is sought for the Special Resolutions annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration. Mr. K Narasimhulu, Practising Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours at 6.00 p.m. on Tuesday, the 30th December, 2014, the last date for receipt of the completed Postal Ballot Forms. The postage enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 2nd January, 2015 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.hdo.in besides communicating the same to the National Stock Exchange Limited and Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

Item No.1:

Authorization for Creation of Security:

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

"RESOLVED THAT the consent of the Company be and is hereby granted, in terms of Section 180(l)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), to the Board of Directors to mortgage and/or charge either as first charge or second or subsequent charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in the events of defaults, in favour of the Financial Institutions, Banks, other Lender(s), Agent(s) and Trustee(s), person(s), entities which give, provide or extend loans/facilities for securing the borrowings of the Company availed/to be availed, by way of Loan(s)/Working Capital facilities/Deferred Payment Guarantees or any other guarantees/Equipment Finance/Asset Credit Schemes (in foreign currency or rupee currency) and other securities comprising Convertible/Non-convertible Debentures/ Bonds, Foreign Currency Bonds (FCBs), Foreign Currency Convertible Bonds (FCCBs), External Commercial Borrowings, issue of Securities/ Bonds/Warrants/any other debt instrument to the Qualified Institutional Buyers, Indian Financial Institutions, Mutual Funds or any Bodies Corporate/Lenders or other debt instruments issued/to be issued by the Company from time to time subject to an aggregate sum of Rs.1,500 crores (Rupees One thousand Five hundred Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/or may be entered into between the Company and the Financial Institutions, Banks, Other Lenders, Agent(s) and Trustee(s) in respect of the said loans, borrowings/debentures and containing such specific terms and conditions and covenants in respect of the enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Financial Institutions, Banks, Other Lenders, Agent(s)/Trustee(s)."



"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and are hereby authorised and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Item No.2

Authorization for Borrowings:

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the members on 7th September, 2009 in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(l)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to borrow periodically from time to time for the purpose of the business of the Company such sums of money, including without limitation, from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution or foreign banks and/or any entity/entities or authority/authorities and/or through suppliers credit, Securities including FCCBs, FCBs, ECB, instruments such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, long term loans, short term loans or any other instruments etc. and/or through credit from official agencies and/ or by way of commercial borrowings from the private sector window of multilateral financial institution(s), either in rupees or in such other foreign currencies as may be permitted by Law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding Rs.1,500 Crores (Rupees One Thousand Five Hundred Crores only) notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and are hereby authorised and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing funds by creating any mortgage/charge as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Item No.3:

Loans and Guarantees to any bodies corporate and persons and investments in any body corporate:

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

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of Directors be and are hereby authorized, subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder:

- (a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Group Companies and or Subsidiaries and other Bodies Corporate: Rs.11,500 Crores (Rupees Eleven thousand Five hundred Crores only).

- (b) to make/give from time to time any loan or loans to any body or bodies corporate, whether in India or out side, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Loans to Group Companies and or Subsidiaries, other Bodies Corporate or Persons: Rs.11,500 Crores (Rupees Eleven thousand five hundred Crores only).



- (c) give from time to time any guarantee(s) and/or provide any security to Group Companies and or any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Guarantees against Loans/Financial arrangements in favour of Group Companies and or Subsidiaries, other Bodies Corporate and Persons: Rs.11,500 Crores (Rupees Eleven thousand Five Hundred Crores only).

"RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No.II of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Item No.4

To Amend the objects incidental or ancillary to the attainment of the main objects of the company.

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

"**RESOLVED THAT** Pursuant to provisions of Section 13(1) read with sub section 9 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the members be and is hereby accorded to amend the Incidental or Ancillary Objects Clause of Memorandum of Association by inserting the following clause as clause No. 45(a) after the existing clause No. 45.

" to provide any guarantee, indemnity or security for the payment of money or the performance of contracts or any obligations by any subsidiary, group company or any other person or Company; to secure or undertake the repayment of money borrowed or the liabilities incurred by any subsidiary, group company, person or Company; and otherwise to assist any such subsidiary, group company, person or Company."

"**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to do all acts deeds and things as it may deem necessary for giving effect to the aforesaid resolution"

Item No.5

Appointment of Sri Ramendra Gupta 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, and the applicable provisions of the listing agreement Sri Ramendra Gupta (DIN: 00306663), who was appointed as an additional director pursuant to the provisions of the companies act 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent."

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: 13th November, 2014.



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

Item No.1:

Creation of Security:

The Members of the Company accorded their consent to mortgaging and/or charging by the Board of Directors of the Company of all the movable and immovable properties of the Company and its undertakings in favour of Banks, Financial Institutions, other lenders, etc., for borrowing up to a sum of Rs.1500 crores (Rupees One thousand five hundred Crores only) by way of Ordinary Resolution on 7th September, 2009.

The existing, proposed present and future Loans/Deferred Payment Guarantee/Equipment Finance/Asset Credit Schemes/ External Commercial Borrowings/Foreign Currency Convertible Bonds/Global Deposit Receipts and other securities (comprising Convertible/Non-convertible Debentures/Bonds or other Debt Instruments) envisage or may envisage creation of security by mortgage/charge on the assets of the Company to the extent to be agreed between the Board of Directors of the Company and the Lenders.

Section 180 (l)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions and Banks in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage and/or charge the properties of the Company present and future in favour of the Banks and Financial Institutions, Trustees etc., for securing the requisite finance upto a maximum of Rs.11500 crores (Rupees Eleven thousand five hundred Crores only).

Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions/Banks/Trustees may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass Special Resolution under Section 180 (l)(a) of the Companies Act, 2013 for a sum of not exceeding Rs.11,500 crores (Rupees Eleven thousand five hundred Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/charges.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.1, 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 or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

Item No.2

Borrowing Powers:

The members at the Annual General Meeting held on 7th September, 2009 empowered the Board to borrow up to a maximum of Rs.1500 crores (Rupees One thousand five hundred Crores only) by way of Ordinary Resolution. The new Companies Act, 2013 required the Companies to pass a Special Resolution instead of Ordinary Resolution to empower the Board to borrow beyond the prescribed limits i.e. aggregate of the paid up share capital and free reserves i.e. reserves not set aside for any specific purpose. Hence, it is proposed to place a motion before the members for passing a Special Resolution.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.2, 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 or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

Item No.3

Loans and Guarantees to any bodies corporate and persons and investments in any bodies corporate:

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves or hundred percent of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

Rule 11(1) of Companies (Meetings of Board and its Powers) Rules, 2014 stipulates that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of prior approval by means of a Special Resolution at a General Meeting shall not apply, subject to the provisions contained therein.

The Company has in the course of its business formed various subsidiaries and step down subsidiaries wherein, the Company is holding investment, either directly or through its subsidiaries. Such Subsidiaries require support from the Company from time to time in the form of infusion of funds into their business for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/step down subsidiaries/bodies corporate, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or provision of security for loans from other parties or investment into the said companies as and when required.



The increasing business operations and future growth plans of the Company may necessitate making further investments into the Subsidiaries and Bodies Corporate or providing loans to, giving guarantees, providing security to or on behalf of or for the benefit of the subsidiaries/other bodies corporate, any other persons in favour of banks, Financial Institutions in India or outside over a period of time in future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

The proposed Special Resolution as set out in item no.3 of the Postal Ballot is being put up for approval by the members to facilitate the Corporate Debt Restructuring (CDR) package as approved by the CDR Cell at their meeting held on 28th June, 2014 and one of the conditions as specified in the CDR is that to provide a Corporate Guarantee by all its subsidiary companies to the holding company of your company IVRCL Limited, as also to issue any further loan /investment/guarantee or security to be made or given to subsidiaries/bodies corporate/ to any Banks Financial Institutions or any other persons as per the provisions of Section 186 of the companies act 2013, including existing loans/ investments/ guarantees or security. None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

Item No.4.

To Amend the objects incidental or ancillary to the attainment of the main objects of the company.

IVRCL Limited has made an application to CDR Cell for restructuring of the credit facilities availed by it and the same was approved at the Meeting of the CDR Empowered Group (EG) held on 28th June 2014. One of the conditions as specified in the Corporate Debt Restructuring is that to provide a corporate guarantee by all its subsidiary companies. Your Company, being a Subsidiary of IVRCL Limited, has also to provide a corporate guarantee. As per the provisions of Section 180(1)(a) of the Companies Act 2013 "to Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking and to provide any guarantee or security exceeding the limits prescribed under the Companies Act 2013 requires approval of the Shareholders".

To issue a corporate guarantee in favour of the lenders of IVRCL Limited, it was felt necessary to have an enabling Object Clause in the Memorandum of Association of the Company to provide the same. In this regard your directors propose to amend the Incidental or Ancillary Objects Clause of the Memorandum of Association to incorporate the clause enabling the Company to provide the guarantee. As per provisions of the Companies Act 2013 Amendment of Memorandum of Association requires approval of the Shareholders by way of a Special Resolution.

Hence the resolutions are proposed and are being commended by the Board for adoption.

Memorandum of Interest:

None of the directors are interested in this resolution, except to the extent of their shareholding if any in the company.

Item No.5.

Appointment of Mr. Ramendra Gupta, as an Independent Director

Mr. Ramendra Gupta, was appointed by the board of directors as an additional Director on 13th November, 2014, pursuant to the provisions of the companies act 2013. Mr. Ramendra Gupta holds upto the date of ensuing annual general meeting / members approval. Mr. Ramendra Gupta is an Independent Director within the meaning of clause 49 of the Listing Agreement. 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 and however it is to be approved.

Brief profile of Mr. Ramendra Gupta is given below

Mr. Ramendra Gupta holds a Bachelor degree in Engineering in Mining Engineering (Hons.) Indian School of Mines, from Dhanbad. He is a Ex-Chairman & Managing Director of Uranium Corporation of India Limited and Bharat Gold Mines Limited. He specialized in deep mining technology with about 35 years experience in underground metal mining industry and also in managing and leading the underground mining industry (Gold and Uranium) of the country by implementing several new projects.

Keeping in view of the experience and expertise of Mr. Ramendra Gupta, 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 Nos. 4 for approval of the Members.

Further the Board of Directors of the Company are of the opinion that the above referred director fulfils the conditions specified in the Companies Act, 2013 and Rule 4 of companies (Appointment and qualifications of Directors) Rules 2014, made thereunder for being appointed as independent Director and he is independent of the management.

Apart from the above referred Director and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution:

The resolution seek the approval of the members for the appointment Independent Director of the Company for a term of five consecutive years effective from the date of coming into effect of this resolution." He is not liable to retire by rotation.

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: 13th November, 2014



NOTES:

- a) The explanatory statement with reasons for proposing the Resolution as stated in the Notice is annexed to the Notice.
- b) The Company has appointed Mr. K Narasimhulu, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in fair and transparent manner.
- c) The Postal Ballot Form together with self-addressed prepaid Business Reply Envelope is enclosed for use of the Member(s).
- d) The Notice is being sent to all the Members (and electronically by e-mail to those Members who have registered their email ids with the Company/Depositories) whose names appear in the Register of Members/record of the Depositories as on November 21, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) as on that date and time.
- e) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
- f) You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed prepaid Business Reply Envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on December 30, 2014. The envelope may also be deposited personally at the address given thereon. The envelopes received thereafter shall be treated as if the reply from the Member has not been received. Also, no other form or photocopy thereof is permitted. However, an envelope containing Postal Ballot, if sent by any other modes at the expenses of the Members will also be accepted.
- g) E-VOTING: In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer E-voting facility as an alternative, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Forms. E-voting is optional. Member(s) can opt only for one mode of voting. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via Physical Ballot and E-voting, then voting through Physical Ballot shall prevail and voting done by E-voting shall be treated as invalid.

In case a Member desires to exercise his/her vote by using E-voting facility, then Member has to carefully follow the instructions given for E-voting on the back side of the Postal Ballot Form. He/she can use the facility and log in any number of times till he/she had voted on the Resolution.

Members who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs but however wish to vote through Postal Ballot Form can seek duplicate form from the office of the Registrars and Share Transfer Agents of the Company at M/s Karvy Computershare Private Limited, Unit: Hindustan Dorr Oliver Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 and send/submit the same by post to the Scrutinizer at the address of the Registrar and Share Transfer Agents given above.

- h) Instructions relating to the Physical Voting as well as E-voting is as follows:

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. K Narasimhulu, Company Secretary in Practice, C/o M/s Karvy Computershare Private Limited, Unit: Hindustan Dorr Oliver Limited Plot No 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, the attached self-addressed Business Reply Envelope so as to reach on or before 6.00 p.m. on 30.12.2014.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.



- v. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (P) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member (s).
- vii. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. 30th December 2014.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through 'Postal Ballot'.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

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:
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - For CDSL 16 digits beneficiary ID.
 For Members holding shares in Physical Form:
 - EVEN 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. 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. [1800 3454 001] for any further clarifications.
- iv) Members can cast their vote online from **1st December 2014 at 10.00 a.m. to 30th December 2014 at 6.00 p.m.**
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members 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 no., 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. Hindustan Dorr Oliver Limited.
- 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 where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.



- x) On the voting page, you will see Resolution description and against the same the option FOR/AGAINST' for voting .Enter the number of shares (which represents number of votes) under FOR7AGAINST' 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. 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.
- xi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- xii) Corporate/institutional Members (Corporate/FIs/foreign institutional investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to cs.narasimhulu2014@gmail.com with a copy mark to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVEN No."
- i) The Scrutinizer will submit the report to the Executive Director of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on 2nd January, 2015 at 4.00 pm at the Registered Office of the Company situated at Dorr Oliver House, Chakala, Andheri (E), Mumbai – 400 099 and the Resolution will be taken as passed effectively on the date of announcement of results, if results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The Scrutinizes decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results of the Postal Ballot will be published on the website of the Company, www.hdo.in besides being notified to National Stock Exchange and Bombay Stock Exchange where the Company's shares are listed. The results shall also be announced through a newspaper announcement.
- j) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

