DORR-OLIVER

HINDUSTAN DORR-OLIVER LIMITED

October 09, 2013

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

Fax No.022-26598237/38

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

Fax No. 022- 22723132/2082

Dear Sirs

Ref: **Minutes of Annual General Meeting held on 23rd September, 2013 – Reg.**

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In terms of the Listing Agreement, please find enclosed herewith the certified copy of the Minutes of Annual General Meeting of the Company held on 23rd September, 2013 at 03.00 P.M. at All India Plastic Manufacturers Association, Andheri (East), Mumbai for your information.

Please take the same on record.

Thanking you

Yours faithfully
For Hindustan Dorr-Oliver Limited

(A S PARDHA SARADHI)
Company Secretary

Encl: As above

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HINDUSTAN DORR-OLIVER LTD.

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, THE 23RD SEPTEMBER, 2013 AT 3.00 P.M AT THE ALL INDIA PLASTIC MANUFACTURERS' ASSOCIATION, ANDHERI (EAST), MUMBAI.

PRESENT:

A. The following Directors were present during the meeting:

Mr. P.R.Tripathi	--	Chairman
Mr. E Sudhir Reddy	--	Vice - Chairman
Mr. S C Sekaran	--	Executive Director
Mr. M L Majumdar	--	Director
Mr. S D Kapoor	--	Director

B. In Attendance:

Mr. A S Pardha Saradhi	--	Company Secretary
IVRCL Limited	--	Member

C. Invitees:

Mr. Anuj Mahansaria	--	Partner, M/s. Chaturvedi & Partners Statutory Auditors

D. Members/Proxies

A total of **37** members were present either in person or proxy as detailed below:

1) 37 members present in person and
2) NIL members present by proxy

Mr. A S Pardha Saradhi, Company Secretary welcomed the Chairman, Directors and members of the Company and other invitees including the Statutory Auditors. He further confirmed that the requisite quorum was present and that the proceedings' of the meeting could be commenced.

Sri P.R.Tripathi, Chairman of the Company took the Chair and welcomed the fellow Directors on the Board and the Members of the Company to the 38th Annual General Meeting.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

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With the consent of the members, the Notice convening the 38th Annual General Meeting of the Company along with the other reports forming part of the Annual Report for the year 2012-13 were taken as read.

The Chairman further informed the members that the Register of Directors shareholding, Representation of the Corporate members were kept open for inspection and the members could inspect the same at any time during the meeting.

Sri P.R.Tripathi, Chairman of the meeting then addressed the members and inter alia focused on the following:

1. Performance/Operations of the Company
2. Outlook & Future Prospects of the Company

Sri P.R.Tripathi, Chairman of the meeting then stated that if the members require any further information or clarification regarding the performance of the Company they were most welcomed to raise the same.

The members present at the meeting raised some queries and the same were clarified by the Chairman to their satisfaction.

Thereafter, Sri P. R. Tripathi, Chairman of the meeting requested Mr. A.S.Pardha Saradhi to read out the auditors report on behalf of the Statutory Auditors.

The Report of the Auditors was read by Mr. A S Pardha Saradhi, Company Secretary representing M/s Chaturvedi & Partners, Chartered Accountants of the Company.

Thereafter the following business was transacted:

1. **To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2013 and the Audited Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon**

   Mr. P.R.Tripathi, Chairman of the meeting took up the first item of the Notice relating to the adoption of annual accounts for the year ended 31st March, 2013 and passed the following resolution as an ordinary resolution.

   "RESOLVED THAT the Balance Sheet for the year ended 31st March, 2013 and the Profit & Loss Account for the period ended on that date together with the reports of the Auditors thereon and the Board of Directors as circulated, be and are hereby received, considered, and adopted."



After passing the above resolution the Chairman requested the members to propose and second the resolution and the same was proposed by Mrs. Ashalata Maheshwari (Beneficiary Account Holder: 15413379 and seconded by Mrs. Smita Shah (Beneficiary Account Holder: 120247000046775 5).

After the resolution was put to vote, the Chairman declared that the Resolution was carried unanimously.

2. **To appoint a Director in place of Mr. P.R.Tripathi, Director, who retires by rotation and being eligible offers himself for re-appointment.**

Mr. E Sudhir Reddy, Vice Chairman of the meeting took up the second item of the Notice relating to the appointment of Mr. P. R. Tripathi as Director, who retires by rotation and being eligible offers himself for re-appointment and passed the following resolution as an ordinary resolution.

"RESOLVED THAT Mr. P.R.Tripathi, Director who retires by rotation in terms of Articles of Association of the Company, Sections 255 and 256 of the Companies Act, 1956, and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

After passing the above resolution the Chairman requested the members to propose and second the resolution and the same was proposed by Mr.A.F.Lala (Beneficiary Account Holder: 10115294) and seconded by Mrs. Ashalata Maheshwari (Beneficiary Account Holder: 15413379).

After the resolution was put to vote, the Chairman declared that the Resolution was carried unanimously.

3. **To appoint a Director in place of Mr. M. L. Majumdar, Director, who retires by rotation and being eligible offers himself for re-appointment.**

Mr. P.R.Tripathi, Chairman of the meeting took up the third item of the Notice relating to the appointment of Mr.M.L.Majumdar as Director, who retires by rotation and being eligible offers himself for re-appointment and passed the following resolution as an ordinary resolution.

"RESOLVED THAT Mr. M.L.Majumdar who retires by rotation in terms of Article 124 of the Articles of Association of the Company and Sections 255 and 256 of the Companies Act, 1956, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

After passing the above resolution the Chairman requested the members to propose and second the resolution and the same was proposed by Mr. Manoj Bagadia, Beneficiary Account Holder: 20658029) and seconded by Mr. Nimesh Shantilal Shah (Beneficiary Account Holder:10937246).

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After the resolution was put to vote, the Chairman declared that the Resolution was carried unanimously.

4. **To appoint the Statutory Auditors of the Company and in this connection to pass with or without modification(s) the following resolution as an Ordinary Resolution**

Mr. P.R.Tripathi, Chairman of the meeting took up the fourth item of the Notice relating to the appointment of Statutory Auditors of the Company and passed the following resolution as an ordinary resolution.

"**RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Chaturvedi & Partners, Chartered Accountants, Registration No. 307068E, be re-appointed Statutory Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting, on a remuneration to be fixed by the Board of Directors of the Company in addition to reimbursement of all out-of pocket expenses in connection with the audit of the accounts of the Company".

After passing the above resolution the Chairman requested the members to propose and second the resolution and the same was proposed by Mr. Manoj J Bagadia (Beneficiary Account Holder: 20658029) and seconded by Mrs. Ashalata Maheshwari (Beneficiary Account Holder:15413379).

After the resolution was put to vote, the Chairman declared that the Resolution was carried unanimously.

Mr. A S Pardha Saradhi, Company Secretary proposed Vote of Thanks and thanked the Chairman, Directors, members present and the other members of the staff.

As there was no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

Place: Mumbai
Date : 23.09.2013

Sd/-
P.R.Tripathi
Chairman

//Certified True Copy//
For Hindustan Dorr-Oliver Limited

A.S. Pardha Saradhi
Company Secretary

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