

CIN:L74210MH1974PLC017644

September 26, 2016

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

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.**

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With reference to the above cited subject, we furnish below the details / results of the voting at the AGM held on 24<sup>th</sup> September, 2016.

Sl. No.	Description	
A.	Date of AGM	24.09.2016
B.	Book Closure Date	19 <sup>th</sup> September 2016 to 24 <sup>th</sup> September, 2016 (both days inclusive)
C.	Total No. of Shareholders on Record Date	19254
D.	No. of Shareholders present in the AGM either in person or through proxy	42
	<b>Shareholders</b>	<b>Present in person</b>
	<b>Present through Proxy</b>	<b>Total</b>
	<b>Shares</b>	<b>% to Capital</b>
	Promoter & Promoter Group	2
	Public	39
	<b>Total</b>	<b>41</b>
	<b>Present through Proxy</b>	<b>1</b>
	<b>Total</b>	<b>42</b>
	<b>Shares</b>	<b>39804430</b>
	<b>% to Capital</b>	<b>55.27947</b>
	<b>Shares</b>	<b>173869</b>
	<b>% to Capital</b>	<b>0.24147</b>
	<b>Total</b>	<b>39978299</b>
	<b>% to Capital</b>	<b>55.52094</b>
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 21.09.2016 to 23.09.2016).

We further enclose herewith Scrutinizers Report dated 26<sup>th</sup> September, 2016 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	24-09-2016
Total number of shareholders on record date	19254
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	40
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							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39804430	100	39804430	0	100	0
Public- Institutions	E-Voting	5487466	292500	5.3303	00	292500	0.0000	100.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		292500	5.3303	0	292500	0	100
Public- Non Institutions	E-Voting	26713912	3433	0.0129	183	3250	5.3306	94.6693
	Poll		24356	0.0912	24356	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27789	0.1041	24539	3250	88.3047	11.6953
Total	Total	72005808	40124719	55.7243	39828969	295750	99.2629	0.7371





Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Sri S C Sekaran, who retires by rotation and, being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39804430	100	39804430	0	100	0
Public- Institutions	E-Voting	5487466	292500	5.3303	292500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		292500	5.3303	292500	0	100	0
Public- Non Institutions	E-Voting	26713912	3433	0.0129	85	3348	2.4759	97.5240
	Poll		24356	0.0912	24356	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27789	0.1041	24441	3348	87.9521	12.0479
Total		72005808	40124719	55.7243	40121371	3348	99.9917	0.0083



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s Chaturvedi & Partners, Chartered Accountants as Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39804430	100	39804430	0	100	0
Public- Institutions	E-Voting	5487466	292500	5.3303	292500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		292500	5.3303	292500	0	100	0
Public- Non Institutions	E-Voting	26713912	3433	0.0129	85	3348	2.4759	97.5240
	Poll		24356	0.0912	24356	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27789	0.1041	24441	3348	87.9521	12.0479
Total	Total	72005808	40124719	55.7243	40121371	3348	99.9917	0.0083





Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. S C Sekaran as Executive Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	39804430	0	0.0000	00	0	0.0000	0.0000
	Poll		39804430	100.0000	39804430	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39804430	100	39804430	0	100	0
Public- Institutions	E-Voting	5487466	292500	5.3303	292500	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		292500	5.3303	292500	0	100	0
Public- Non Institutions	E-Voting	26713912	3433	0.0129	85	3348	2.4759	97.5240
	Poll		24356	0.0912	24356	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27789	0.1041	24441	3348	87.9521	12.0479
	Total	72005808	40124719	55.7243	40121371	3348	99.9917	0.0083





**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 41<sup>st</sup> Annual General Meeting of the Members of Hindustan Dorr Oliver Limited (The Company) held on the 24<sup>th</sup> September, 2016 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 41<sup>st</sup> Annual General Meeting of the Members of the Company to be held on 24<sup>th</sup> September, 2016 at A 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 41<sup>st</sup> 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. 18<sup>th</sup> September, 2016 were entitled to vote on the resolutions (Item Nos. 1 to 4 as set out in the notice of the 41<sup>st</sup> AGM of the Company).
  - (ii) The Remote e-voting period remained open from Wednesday, the 21<sup>st</sup> September, 2016 (09.00 A.M.) to Friday, 23<sup>rd</sup> September, 2016 (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 and / or Special Resolutions on the e-voting platform provided by M/s. Karvy Computershare Private Limited.





- (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 23<sup>rd</sup> September, 2016 (05.30 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 proxy to the meeting. 25 members had cast their votes through Polls conducted at the Annual General Meeting.
  - b) 10 members had cast their votes through remote e-voting.
- (ix) Based on the aforesaid results, three Ordinary Resolutions and One Special Resolution as contained in item No.1 to 4 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, 2016 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	4	183	0.06184
Voting through Poll	25	39828786	100.00000
<b>Total</b>	<b>29</b>	<b>39828969</b>	<b>99.26292</b>

(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 val votes cast
E-voting	6	295750	99.93816
Voting through Poll	-	-	-
<b>Total</b>	<b>6</b>	<b>295750</b>	<b>0.73708</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>





**Item No.2: Ordinary Resolution**

**To appoint a Director in the place of Mr. S C Sekaran (DIN: 00334115), 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	292585	98.86866
Voting through Poll	25	39828786	100.00000
<b>Total</b>	<b>30</b>	<b>40121371</b>	<b>99.99166</b>

(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	5	3348	1.13134
Voting through Poll	-	-	-
<b>Total</b>	<b>5</b>	<b>3348</b>	<b>0.00834</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Item No.3: Ordinary Resolution**

**To ratify the appointment of M/s. Chaturvedi & Partners, 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	292585	98.86866
Voting through Poll	25	39828786	100.00000
<b>Total</b>	<b>30</b>	<b>40121371</b>	<b>99.99166</b>

(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	5	3348	1.13134
Voting through Poll	-	-	-
<b>Total</b>	<b>5</b>	<b>3348</b>	<b>0.00834</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>





**Item No.4: Special Resolution****To re-appointment of Mr. S C Sekaran as Executive Director:**

(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	292585	98.86866
Voting through Poll	25	39828786	100.00000
<b>Total</b>	<b>30</b>	<b>40121371</b>	<b>99.99166</b>

(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	5	3348	1.13134
Voting through Poll	-	-	-
<b>Total</b>	<b>5</b>	<b>3348</b>	<b>0.00834</b>

(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	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



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

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

Thanking you,

Yours faithfully,



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



Place: Hyderabad

Date: 26<sup>th</sup> September, 2016