

**PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING OF THE HINDUSTAN DORR-OLIVER LIMITED
PURSUANT TO REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

The 41st Annual General Meeting of Hindustan Dorr Oliver Limited was held on Saturday, the 24th September, 2016 at 3.00 p.m. at the Registered Office of the Company at Dorr Oliver House, Chakala, Andheri (East), Mumbai – 400 099, Maharashtra.

Since Mr. P R Tripathi, Chairman is unable to attend the meeting due to ill-health, Mr. Ramendra Gupta, Director was elected to chair the meeting and conduct the proceedings. Accordingly, Mr. Ramendra Gupta chaired the meeting and welcomed the Members and called the meeting in order as the quorum as required under the Section 103 of the Companies Act, 2013 was present. The Members were informed that the requisite registers as per the Companies Act, 2013 are available for inspection during the meeting.

The Chairman informed the members that the Notice convening the 41st Annual General Meeting may be taken as read. The Chairman invited the members to ask questions or seek clarifications on the Agenda items, and thereafter the management of the Company clarified the queries raised by the members.

The Company Secretary informed the members that in compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had provided to the Members the facility to exercise their right to cast vote by remote e-voting from 21st September, 2016 (9.00 A.M.) to 23rd September, 2016 (5.00 P.M.).

The following items of business as per the Notice of the 41st Annual General Meeting was transacted:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited 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 Auditors thereon.
2. To appoint a Director in place of Mr. S C Sekaran (DIN: 00334115) who retire by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Chaturvedi & Partners, Chartered Accountants as Statutory Auditors.

SPECIAL BUSINESS:

4. Re-appointment of Mr. S C Sekaran as Executive Director

Physical voting facility was also provided at the Annual General Meeting by way of poll to those shareholders who had not cast their voting in remote e-voting. Thereafter the Scrutinizer appointed by the Board viz. Mr. K Narasimhulu, Practicing Company Secretary first counted the number of votes cast at the meeting for and against the resolutions. He then unblocked the votes cast through remote e-voting. He thereafter downloaded the votes from remote e-voting system by himself and submitted the consolidated report of voting results to the Executive Director.

The meeting concluded at 4.30 p.m. with a vote of thanks to the Chair.

For Hindustan Dorr Oliver Limited


G Rama Krishna
Company Secretary

