

September 24, 2014

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, as per Clause 35A of the Listing Agreement – Reg.

* * *

We are pleased to inform that the Annual General Meeting of the Company was held on 22nd September, 2014 and all the following proposed resolutions are passed with the requisite majority.

Sl. No.	Description
	Ordinary Business
1.	Adoption of Financial Statements for the year ended 31.03.2014
2.	Re-appointment of Sri E Sudhir Reddy as Director of the Company
3.	Appointment of Auditors
	Special Business
4.	Appointment of Sri P R Tripathi as an Independent Director
5.	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013
6.	Raising of Additional Funds
7.	Remuneration of Mr. S C Sekaran, Executive Director



: 2 :

Pursuant to Clause 35A of the Listing Agreement, we furnish below the details / results of the voting at the AGM held on 22nd September, 2014.

Sl. No.	Description					
A.	Date of AGM	22.09.2014				
B.	Book Closure Date	17 th September 2014 to 22 nd September, 2014 (both days inclusive)				
C.	Total No. of Shareholders on Record Date	19472				
D.	No. of Shareholders present in the AGM either in person or through proxy	31				
	Shareholders	Present in person	Present through Proxy	Total	Shares	% to Capital
	Promoter & Promoter Group	1	--	1	39804430	55.28%
	Public	30	--	30	5759674	4.00%
	Total	31	--	31	45564104	59.28%
E.	No. of Shareholders attended the meeting through Video Conferencing -- No videoconferencing facility was made available --					

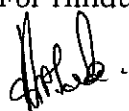
Category-wise Report for each Resolution in the prescribed format is enclosed (Annexure – 1) (including e-voting from 15.09.2014 to 17.09.2014).

We further enclose herewith the Scrutinizer's Report on e-voting dated 18th September, 2014 and also final Scrutinizers Report dated 23rd September, 2014 given on the conclusion of the AGM (Annexure 2 & 3).

Kindly take the above information on your record.

Thanking you,

Yours faithfully
For Hindustan Dorr Oliver Limited


(A S Pardha Saradhi)
Company Secretary



Encl: As above

**CATEGORY-WISE REPORT FOR EACH RESOLUTION (including E-Voting from 15.09.2014 to 17.09.2014) AND THE PHYSICAL VOTING AT THE
AGM HELD ON 22nd SEPTEMBER, 2014**

Resolution ID	Category	Shares Held (1)	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
1	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
1	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
1	Public-Others	23737821	818018	3.4461	818018	0	100	0
1	Total	72005808	46202448		46202448	0		
2	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
2	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
2	Public-Others	23737821	818018	3.4461	817268	750	99.9083	0.0916
2	Total	72005808	46202448		46201698	750		
3	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
3	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
3	Public-Others	23737821	818018	3.4461	817268	750	99.9083	0.0916
3	Total	72005808	46202448		46201698	750		
4	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
4	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
4	Public-Others	23737821	818018	3.4461	817268	750	99.9083	0.0916
4	Total	72005808	46202448		46201698	750		
5	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
5	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
5	Public-Others	23737821	818018	3.4461	818018	0	100	0
5	Total	72005808	46202448		46202448	0		
6	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
6	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
6	Public-Others	23737821	818018	3.4461	818018	0	100	0
6	Total	72005808	46202448		46202448	0		
7	Promoter and Promoter Group	39804430	39804430	100	39804430	0	100	0
7	Public - Institutional Holders	8463557	5580000	65.9297	5580000	0	100	0
7	Public-Others	23737821	818018	3.4461	817268	750	99.9083	0.0916
7	Total	72005808	46202448		46201698	750		





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 39th Annual General Meeting of the Members of Hindustan Dorr Oliver Limited (The Company)

to be held on the 22nd September, 2014 at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093

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 process and ascertaining the requisite majority on e-voting 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 39th Annual General Meeting of the Members of the Company to be held on 22nd September, 2014 at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093.

1. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 39th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for e-voting 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 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 e-voting period remained open from Monday, the 15th September, 2014 (09.00 A.M.) to Wednesday, 17th September, 2014 (06.00 P.M.).
 - (ii) The members of the Company as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 7 as set out in the notice of the 39th AGM of the Company).
 - (iii) The votes cast were unblocked on 17th September, 2014 (06.30 P.M) in the presence of two witnesses, Mr. S Venkata Krishna Reddy and Mr. V Madhu Sudhana Rao who are not employees of the Company. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company.



3. The results of the e-votes are as under:

1. Adoption of Financial Statements for the financial year ended 31.03.2014:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
7	638344	100

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

2. Re-appointment of Sri E Sudhir Reddy as Director of the Company:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
6	637594	99.88

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
1	750	0.12



(iii) **Invalid votes:**

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

3. Appointment of Auditors:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
6	637594	99.88

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
1	750	0.12

(iii) **Invalid votes:**

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. Appointment of Sri P R Tripathi as an Independent Director:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
6	637594	99.88



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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
1	750	0.12

(iii) **Invalid votes:**

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

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

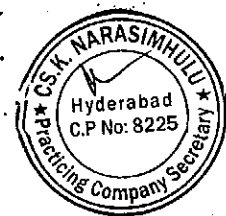
E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
7	638344	100.00

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



6. Raising of additional Funds:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
7	638344	100.00

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

7. Remuneration of Mr. S.C. Sekaran, Executive Director:

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
6	637594	99.88

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

E-voting cast by Number of members	Number of votes cast by them	% of total number of valid votes cast
1	750	0.12



(iii) **Invalid votes:**

E-voting cast by Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

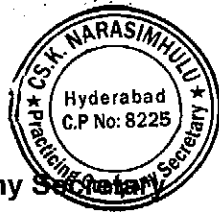
4. All other relevant records were sealed and handled over to the company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



K Narasimhulu
Practicing Company Secretary
Scrutinizer



Place: Hyderabad

Date: 18th September, 2014

**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 39th Annual General Meeting of the Members of
Hindustan Dorr Oliver Limited (The Company)
to be held on the 22nd September, 2014
at All India Plastic Manufacturers Association, AIPMA House,
A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093

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 and verifying both physical and electronic ballots and ascertaining the requisite majority on both 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 39th Annual General Meeting of the Members of the Company to be held on 22nd September, 2014 at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No.1, MIDC, Andheri (East), Mumbai – 400 093.

1. The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and rules relating to voting both physical and electronic means on the resolutions contained in the notice to the 39th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for physical and e-voting process are 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 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 e-voting period remained open from Monday, the 15th September, 2014 (09.00 A.M.) to Wednesday, 17th September, 2014 (06.00 P.M.).
 - (ii) The members of the Company as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 7 as set out in the notice of the 39th AGM of the Company).
 - (iii) The votes cast were unblocked on 17th September, 2014 (06.30 P.M) in the presence of two witnesses, Mr. S Venkata Krishna Reddy and Mr. V Madhu Sudhana Rao who are not employees of the Company. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company.



3. The results of the e-vote and Physical are as under. While 7 members participated in the e-voting during the period 15th September, 2014 to 17th September, 2014 and 31 members cast their votes at the Annual General Meeting held on 22nd September, 2014. However 38 members in all exercised their voting rights for the resolutions mentioned in the AGM Notice.

1. Adoption of Financial Statements for the financial year ended 31.03.2014:

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic *	7	638344	01.3816
Physical #	31	45564104	98.6184
Total	38	46202448	100.00

* Members cast their votes at E-voting held from 15.09.2014 to 17.09.2014

Members cast their votes physically at the Annual General Meeting held on 22.09.2014 at AIPMA, Mumbai

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	7	Nil	Nil
Physical	31	Nil	Nil
Total	38	Nil	Nil

(iii) **Invalid votes:**

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



2. Re-appointment of Sri E Sudhir Reddy as Director of the Company:

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	6	637594	01.3800
Physical	31	45564104	98.6184
Total	37	46201698	99.9984

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	1	750	0.0016
Physical	31	Nil	Nil
Total	32	750	0.0016

(iii) **Invalid** votes:

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



3. Appointment of Auditors:

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	6	637594	01.3800
Physical	31	45564104	98.6184
Total	37	46201698	99.9984

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	1	750	0.0016
Physical	31	Nil	Nil
Total	32	750	0.0016

(iii) **Invalid** votes:

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



4. Appointment of Sri P R Tripathi as an Independent Director:

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	6	637594	01.3800
Physical	31	45564104	98.6184
Total	37	46201698	99.9984

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	1	750	0.0016
Physical	31	Nil	Nil
Total	32	750	0.0016

(iii) Invalid votes:

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	7	638344	01.3816
Physical	31	45564104	98.6184
Total	38	46202448	100.00

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	7	Nil	Nil
Physical	31	Nil	Nil
Total	38	Nil	Nil

(iii) **Invalid votes:**

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



6. Raising of additional Funds:

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	7	638344	01.3816
Physical	31	45564104	98.6184
Total	38	46202448	100.00

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

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	7	Nil	Nil
Physical	31	Nil	Nil
Total	38	Nil	Nil

(iii) **Invalid** votes:

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



7. Remuneration of Mr. S.C. Sekaran, Executive Director:

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	6	637594	01.3800
Physical	31	45564104	98.6184
Total	37	46201698	99.9984

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxies)		Number of votes cast by them	% of total number of valid votes cast
Electronic	1	750	0.0016
Physical	31	Nil	Nil
Total	32	750	0.0016

(iii) Invalid votes:

Number of members present whose votes were declared invalid		Total number of votes cast by them
Electronic	Nil	Nil
Physical	Nil	Nil



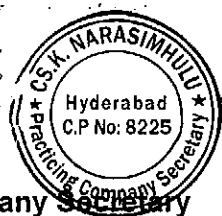
4. The register and all other papers relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes and thereafter, I will return the register and other related papers to the company.
5. All other relevant records were sealed and handed over to the Chairman as authorized by the Board for safe keeping.
6. The Chairman declared the results of the Annual General Meeting accordingly.

Thanking you,

Yours faithfully,



K Narasimhulu
Practicing Company Secretary
Scrutinizer



Place: Hyderabad

Date: 23rd September, 2014