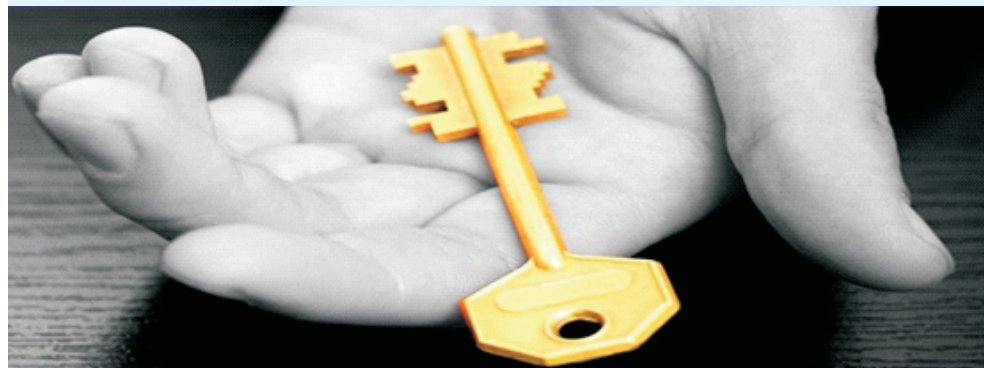


38TH ANNUAL REPORT

2012-2013



**COMMITTED TO UNLOCK
ALL EPC CHALLENGES**

Board of Directors

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

Company Secretary

A.S. Pardha Saradhi

Auditors

Chaturvedi & Partners
Chartered Accountants,
212A, Chiranjeev Towers, 43,
Nehru Place, New Delhi - 110 019

Internal Auditors

V.C.G. & Co.
Chartered Accountants,
203, Kushal Bazar, 32-33, Nehru Place,
New Delhi - 110 019

Bankers

Bank of India
Andhra Bank

Registrar and Transfer Agents

M/s. Karvy Computershare Pvt. Ltd.
Karvy House 46, Avenue 4,
Street No. 1, Banjara Hills,
Hyderabad – 500 034

Registered Office

Dorr- Oliver House,
Chakala, Andheri (East)
Mumbai – 400 099

Solicitors & Advocates

Kanga & Co.
Crawford Bayley & Co.
Gagrat & Co.
Pandya & Co.

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Annual General Meeting will be held on Monday, September 23, 2013 at 3.00 p.m. at All India Plastic Manufacturers Association, AIPMA House, A-52, Street No. 1, MIDC, Andheri (East), Mumbai - 400 093. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to kindly bring their copies to the meeting.

FIVE YEARS AT A GLANCE

Stand-alone financial performance at a glance

(₹ in Million)

Particluars	2013*	2012**	2011	2010	2009
Gross income	2,437.39	7,293.05	9,717.47	8,782.32	5,315.04
Excise duty	-	-	107.30	80.33	69.47
Net income	2,437.39	7,293.05	9,610.17	8,701.99	5,245.57
Cost of sales	3,041.90	7,200.16	8,540.57	7,622.35	4,642.07
EBIDTA	(604.51)	92.89	1,069.60	1,079.64	603.50
EBDT	(1,001.95)	(421.09)	847.53	892.37	500.69
EBIT	(624.57)	51.15	1,001.36	1,024.66	569.65
Profit / (Loss) before tax and exceptional items	(1,022.01)	(462.83)	779.29	837.39	466.83
Exceptional Items	763.05	-	-	-	-
Profit / (Loss) before tax	(1,785.06)	(462.83)	779.29	837.39	466.83
Tax	(575.63)	(159.51)	241.76	282.22	165.23
Profit / (Loss) after taxation	(1,209.43)	(303.32)	537.53	555.17	301.60
Equity	144.01	144.01	144.01	144.01	72.01
Reserve & surplus	531.70	1,741.13	2,551.53	2,100.46	1,681.48
Net worth	675.71	1,885.14	2,695.54	2,244.47	1,753.49
Gross block	515.28	517.01	1,213.61	1,100.26	941.22
Net block	240.72	258.00	838.19	786.37	682.61
Market capitalisation#	1,008.08	2,579.97	5,634.45	7,492.20	1,378.91
Dividend	-	-	66.95	67.17	42.12
Retained profit	(1,209.43)	(303.32)	470.58	488.00	259.48
EPS	(16.80)	(4.21)	7.47	7.71	4.19
Dividend^	-	-	0.80	0.80	1.00

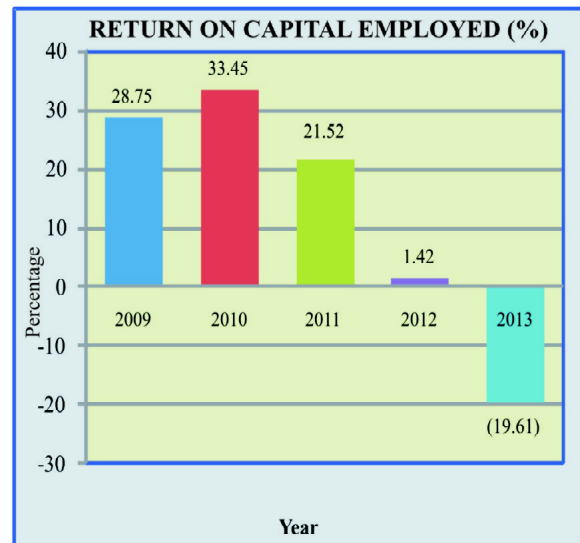
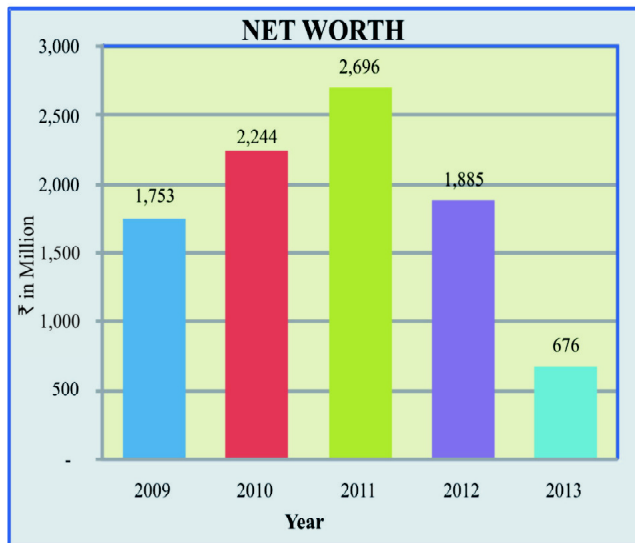
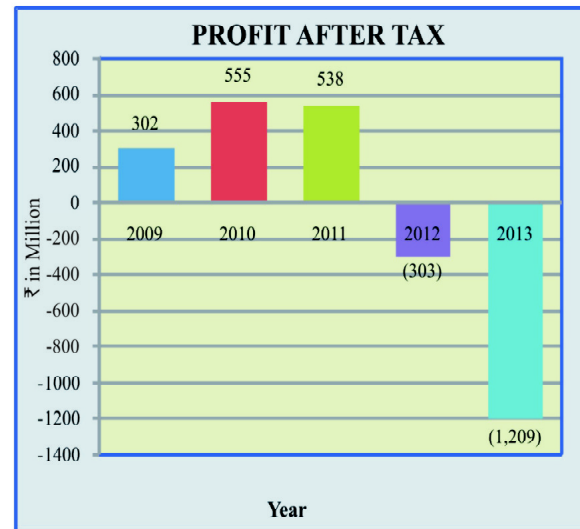
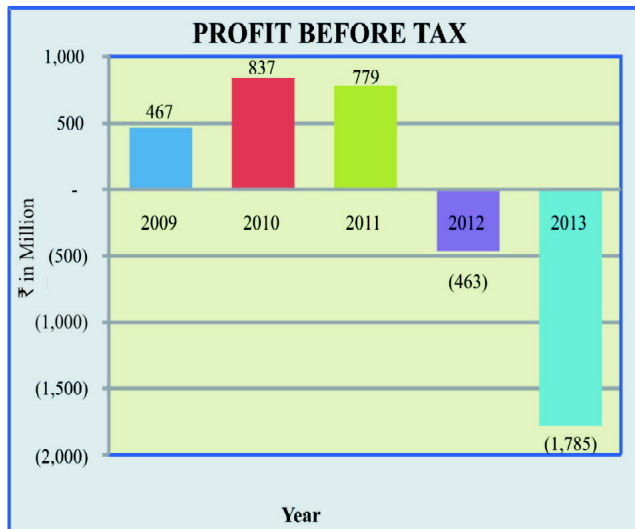
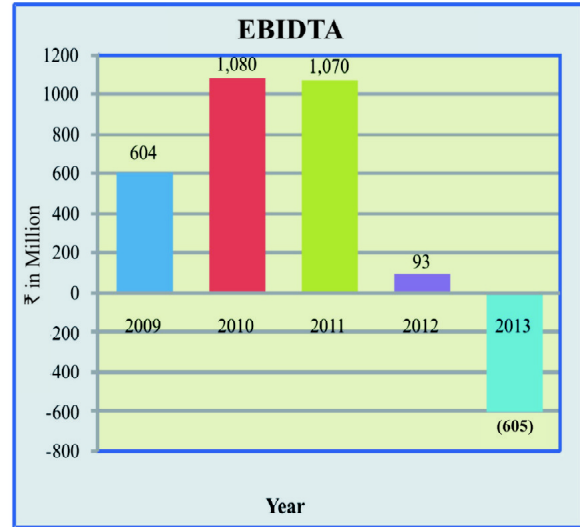
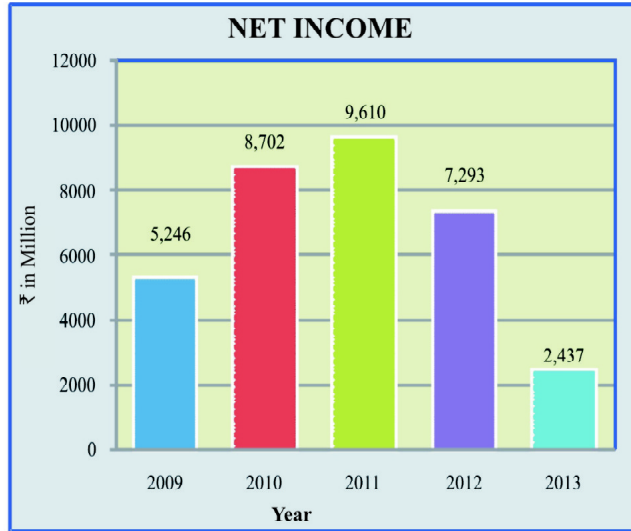
* Results are for nine months period starting from July 1, 2012 to March 31, 2013.

** Results are for fifteen months period starting from April 1, 2011 to June 30, 2012.

Based on year end closing prices, quoted on the Bombay Stock Exchange.

^ Dividend includes tax on dividend.

PERFORMANCE INDICATORS



DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 38th Annual Report and the audited accounts for the nine months period ended March 31, 2013.

Financial Results

The financial performance of the Company for the nine months period ended March 31, 2013 is summarised below

(₹ In Million)

Particulars	Nine Months period ended March 31, 2013	Fifteen Months period ended June 30, 2012
Net Sales	2402.47	7187.53
Other Income	34.92	105.52
Total Income	2437.39	7293.05
Profit/ (Loss) from Ordinary Activities before Tax	(1785.06)	(462.83)
Provision for taxation	(575.63)	(159.51)
Profit/ (Loss) after taxation	(1209.43)	(303.32)
Balance brought forward from previous year	546.30	849.62
Balance available for appropriation	(663.13)	546.30
Retained profits carried forward to Balance Sheet	(663.13)	546.30

DIVIDEND

In view of the loss incurred by the Company, your Directors regret and express their inability to recommend dividend for the nine months period ended March 31, 2013.

PERFORMANCE

Your Company achieved a gross turnover of ₹ 2,402.47 Million for the nine months period ended March 31, 2013 as against ₹ 7,187.53 Million for the previous fifteen months period ended June 30, 2012. On an annualised basis, turnover for the current period ended March 31, 2013 reduced by 44.29% as compared to the previous period.

FUTURE OUTLOOK

The negative effects of global recessionary conditions are being attenuated by various countries through huge investments in infrastructure and India is no exception in this regard. Your directors are confident that the present environment of investments in infrastructure by the State and Central Governments assures growth of operations of your Company.

SUBSIDIARIES

The Consolidated Financial Statements prepared by the Company include the financial information of subsidiary companies, namely HDO Technologies Limited, HDO (UK) Limited, HDO Zambia Limited and Davy Markham (India) Private Limited.

Pursuant to Section 212 of the Companies Act, 1956, the Audited Balance Sheet, Statement of Profit and Loss and other documents of the said subsidiary companies are required to be annexed to the accounts of the holding company. Ministry of Corporate Affairs vide its General Circular dated February 8, 2011 had granted general exemption for companies from complying with the provisions of section 212 of the Companies Act, 1956 subject to certain conditions being fulfilled by the Company. Accordingly, the Balance Sheet, Profit and loss account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. A statement containing the brief details of financials of subsidiary companies for the period ended March 31, 2013 is enclosed in the Annual Report. The annual accounts of the said subsidiary companies and relevant information shall be made available to the shareholders who seek such information and are also available for inspection by any shareholder at the Registered Office of the Company, on any working day during business hours. Copy of the said details will be provided upon receipt of written request from the shareholders.

DIRECTORS' REPORT (Contd.)

DE-MERGER OF MANUFACTURING DIVISION

The Hon'ble High Court of Bombay had approved the Scheme of Arrangement which inter-alia provided for, demerger of manufacturing undertaking of your Company into its subsidiary HDO Technologies Limited – A Wholly owned subsidiary of the Company effective April 01, 2011 and the said order was received by the Company from the Hon'ble High Court of Bombay on July 18, 2012.

PUBLIC DEPOSITS

The Company did not accept any deposits from public during the period. ₹ 0.06 Million was unclaimed deposit as on March 31, 2013.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance. The Report on Corporate Governance and Auditors' Certificate regarding compliance with conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges forms part of the Annual Report.

The declaration regarding compliance with Code of Business Conduct and Ethics for Directors and Senior Management forms part of the Report on Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis Report for the period under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is presented separately in the Annual Report.

BOARD OF DIRECTORS

During the period under review Mr. P. R. Tripathi and Mr. M. L. Majumdar, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

STATUTORY AUDITORS

M/s. Chaturvedi & Partners, Chartered Accountants, Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received a confirmation from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

INTERNAL AUDITORS

M/s V. C. G. & Co., Chartered Accountants, are the Internal Auditors of the Company and they monitor the internal control system of the Company at its works and also at Mumbai office.

AUDITORS' REPORTS

With regard to Note 13 of the financial statements (Deferred tax assets on business losses aggregating to ₹ 730.28 million) the Statutory Auditors have qualified their report with a remark that "In absense of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax assets can be realized, we are unable to form an opinion on the extent to which such deferred tax assets can be realized." The opinion of the Directors on the aforesaid observation of Auditors is furnished below :

The Board of Directors of the Company is of the opinion that on the basis of the business plan prepared by the management sufficient future taxable income will be available against which the deferred tax assets can be realized.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION ETC.

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Section 217 (1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, has not been enclosed for the period ended March 31, 2013 in view of the demerger of the Manufacturing Division with effect from April 01, 2011 as already approved by the Hon'ble High Court of Bombay, the Company has nothing to report under this head specifically. However, generally the Company is quite conscious of its responsibility in respect of energy conservation and technology absorption and adopts suitable measures towards this end from time to time.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, regarding employees is provided in Annexure forming part of the

DIRECTORS' REPORT (Contd.)

Report. In terms of Section 219(1)(b)(iv) of the Act, the Report and Accounts are being sent to the Shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining copy of the same may write to the Company Secretary.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm in respect of the audited annual accounts for the nine months period ended March 31, 2013:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (ii) that they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the nine months period ended on March 31, 2013 and of Profit /Loss of the Company for the nine months period ended on that date;
- (iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that they had prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS

The Company continued to have cordial and harmonious relations with its employees.

HEALTH, SAFETY & ENVIRONMENT

In line with our Corporate vision to improve the safety and quality of life of employees and to mitigate the risks of Health, Safety and Environment (HSE), the Company is actively involved in design and engineering of its projects through the non-polluting manufacturing processes, scrupulous compliance with environment norms and development of environmental products.

Reinforcing our commitment to high levels of Quality and best-in-class services to customers, the company has integrated Management system (IMS) consisting of ISO 9001: 2008, ISO 14001: 2004 and OSHAS 18001: 2007 systems across the organization inclusive of project sites accredited by M/s International Standards Body, Australia.

The Company is committed to progressively maintaining the best-in-class standards of HSE care for its people, practices, processes and services. The Company also promotes active participation of its employees and contractors to manage HSE risks with a goal to preventing accidents, injuries and occupational illness. The Company conducts on-going safety awareness programmes which together with safety audits and continual safety training strengthens the processes and systems in this area. The Company also conducts continuous training of the staff at all levels regarding HSE issues, with experts being invited to train the senior management.

Upgradation of safety procedures at project sites and training has been of prime importance as a part of workplace safety.

As a part of its commitment to environment, which has always been in the forefront, your Company has taken up several environmental management initiatives and remains committed to clean environment.

As a leader in environment and waste management technology market, your company provides complete solutions for waste reduction and water conservation for broad spectrum of industries like refineries, minerals, pulp and paper, sugar, etc.

ACKNOWLEDGEMENT

The Directors would like to express their appreciation for support and co-operation received from the holding company, bankers, financial institutions, suppliers, associate sub-contractors and members during the period under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services provided by the executives, staff and workers of the Company. The Board of Directors also thank all the employees for their contribution and continued co-operation throughout the period and is confident that new heights can be reached in improving the stakeholder's value in the Company.

For and on Behalf of the Board of Directors

S.C. Sekaran
Executive Director

R.Balarami Reddy
Director

Hyderabad
May 30, 2013

MANAGEMENT DISCUSSIONS AND ANALYSIS

Overview of Indian Economy :

The Indian economy in 2012-13, witnessed a decadal low growth in GDP of 5.0%. The country has seen economic expansion drop since the start of the 2011 to levels even below the crisis years of 2008-09. The slowdown which started in the industrial sector also extended to services sector which has been the mainstay of India's growth story. The weakness in the economy is not only cyclical but also structural in nature. Domestic supply bottlenecks and policy obstacles have seen growth decelerate and investment and industrial output slump. Global uncertainties also adversely affected growth. The pipeline of new investment dried up and existing projects stalled due to bottlenecks and implementation gaps. Also, the country continued to face persistent challenges due to high inflation, tight monetary policy and the deteriorating external balance. Despite good capital inflows in 2012-13, the economy reported worrisome current account deficit. A slowdown was witnessed in almost all the sectors of the economy in 2012-13. While the moderation in growth in agriculture (1.9%) was largely on account of the rainfall deficiency, the deceleration of industrial production growth to 1.2% in 2012-13 from 2.7% in 2011-12 was mainly due to contraction in mining and slowing growth in manufacturing and electricity sectors. Capital goods segment continued its dismal performance in 2012-13, indicating the lack of investment demand in the economy. The services sector saw a further deceleration to a growth of 6.8% in 2012-13 as compared to 7.9% mainly on account of a slowdown in trade, transport, hospitality and financial services.

The spurt in the economic growth of the country in the past was led by the consumption story. However, along with investment slowdown, India now faces a challenge of a consumption led slowdown. Government expenditure growth decelerated from 8.6% in 2011-12 to 3.9% in 2012-13 due to the fiscal consolidation by the Government to reduce the deficit. The impact on fiscal deficit hence was immediate as it fell to 4.8% of GDP against the target of 5.2%. The private final consumption expenditure which has the largest share in the GDP of 60% also slowed down to a growth of 4.0% in 2012-13 from 8.0% in the previous fiscal. The investments throughout the fiscal continued to remain in gloomy territory with growth in gross fixed capital formation being just at 1.7% in 2012-13 as compared to 4.4% in 2011-12.

Business Scenario :

Delayed policy measures, slow-down in industrial production, persistently high interest rates and liquidity concerns adversely impacted the investment climate in India in 2012-13. Consequently, the commitments on capital expenditure and fresh investments were deferred, impacting growth prospects of businesses of the Company operating in certain sectors such as Power, Minerals and Metals, Defence and Fertilizer. The sectoral bottlenecks also had an impact on progress on a few ongoing projects. Product businesses of the Company, recorded low sales performance on account of sluggish industrial demand. The businesses of the Company faced intense competition from domestic as well as international players constraining the ability of the prices to absorb the cost increases. Despite the economic challenges, the Company has managed to sustain its growth momentum during 2012-13 on the back of proven track record, presence in diverse sectors and forays in the select international markets.

The infrastructure development is an irreversible process for energizing growth in India. The Government has reiterated its commitment to kick-start delayed projects in the infrastructure space. The Government has also taken measures to reduce fiscal deficit to provide stability and protect the credit standing. New investments are expected in Transport Infrastructure, Urban Infrastructure, Oil & Gas, Fertilizer, Renewable Energy sectors. Speedy resolution of issues relating to mining, land acquisition, implementation of Power sector reforms.

COMPANY PERFORMANCE

Due to the continuing policy inaction and sluggish economic scenario in India, much of the mega projects have been delayed in recent past posing a challenge for new BOT orders in the domestic market. In smaller EPC projects and water projects the competition remains intense due to a large number of players with aggressive bidding strategies. In international market a lot of local players with huge asset base are chasing new projects. Strategic tie-ups with local players appears imperative for achieving success.

Projects bagged by Hindustan Dorr-Oliver Limited in 2012-13:

1. Hindustan Dorr-Oliver Limited have received a order from Nuclear Power Corporation of India Limited for Field Instrumentation Package for RAPP-7&8 valued at ₹ 1800 million. This project involves Design and detailed Engineering, Procurement, Manufacture, Erection, Testing and Commissioning.
2. Hindustan Dorr-Oliver Limited have bagged two separate orders from Gujarat State Fertilizers & Chemicals Limited, Vadodara valued at ₹ 2774 million inclusive of Taxes and duties. Details of the job are as below:
 - i. Establishment of Production Facilities for 20000 MTPY water Soluble NPK Fertilizer valued at ₹ 383 million.
 - ii. Engineering, Procurement, Construction, Commissioning of D Train of DAP / NPK Fertilizer plant at Sikka unit on lumpsum turnkey basis valued at ₹ 2391 million.

During the year, our company has successfully completed the prestigious project for M/s Uranium Ore Processing Plant. The project for the processing of 3000 TPD Uranium ore was successfully commissioned and taken for commercial production of yellow cake which is the final product. For the first time in India, we have used Alkali Leach Process for the extraction of Uranium from the ore. In the Alkali Leach process, Uranium is extracted from the ore in Autoclave in Alkali medium. These

MANAGEMENT DISCUSSIONS AND ANALYSIS

Autoclaves were manufactured in our factory at Ahmedabad.

- During the year, we have also completed the Water Block consisting of Raw Water Treatment Plant (RWTP), DM/RO and CPU Plant and Effluent Treatment Plant at HPCL Mittal Energy Ltd (HMEL) Bhatinda. These water facilities are for the prestigious 9MTPA Petroleum Refinery at Bhatinda. RWTP has a capacity of 130 MLD. 950 m³/hr capacity DM/RO plant with CPU is fully automated PLC control plant. The Effluent Treatment Plant is of capacity 12 MLD uses all the latest technologies like SBR, MBR, VOC, Wet Oxidation, Bioremediation Plant. All the above three packages were commissioned and running successfully.

BUSINESS PORTFOLIO

HDO operates on diversified portfolios of business that have wide market segments. The Engineering, Procurement and Construction (EPC) division of HDO has a good track record of executing large size and complex projects on turnkey basis.

The projects include in the field of Minerals and Metals, Fertilizer & Chemicals, Water Management and Pulp & Paper sectors. The divisions major capabilities include in-house engineering, global technology tie ups, world class manufacturing facilities, highly experienced project execution team and safe work culture.

Intense competition in domestic market with new competitors both from India and global companies, this division is diversifying into new product lines as well as venturing into new geographic locations. The Company is proud to inform that our Manufacturing facility is one among the top five leading engineering manufacturing facility in the country. It has been approved by all leading project management consultants in the country. Further, it has been upgraded with S & R certifications from ASME-USA to undertake various pressure vessels and heat exchangers manufacturing for Nuclear & Power sectors. Many global companies have visited our facility for their global requirement of their product to be manufactured at your workshop. The Manufacturing Business has planned to aggressively tap geographical markets like Middle East, Africa, Latin America and South East Asia. The manufacturing business has supplied autoclaves, cyclones, high pressure vessels, distillation columns during this phase and which has earned a kudos in the manufacturing arena. The Company has also decided to do re-engineering of proprietary equipments to increase its technological competence and scalability with respect to export orders. We will be bagging numerous orders from the African Market for this business. The Business has been exploring opportunities for export of Defence, Nuclear Power & Aerospace equipment as well. We are receiving several inquiries in these areas. The Company has launched a number of initiatives such as facility enhancement, automation of the system and quality improvement to meet the global market demand. The manufacturing facility has recently bagged an order worth ₹ 430 million.

GROWTH STRATEGIES:

Economy is likely to grow in the range of 7.5% to 8.0%. Mining and Manufacturing are expected to show substantial improvement in 2012-13 over the previous period.

As per the revised projections done by the Planning Commission, the expected investment in Infrastructure during the 11th five year Plan (2007-12) will be ₹ 2.054 million crore for the 12th five year Plan (2012-17), the Planning Commission has indicated that the investment will be double. In the Company, each business vertical is continuously engaged in strategic growth in competitive market scenario.

A related sector wise analysis as follows:

a. Power

As per central Electricity Authority (CEA), there will be a requirement of 1,100 BOP packages during 12th five year Plan comprising of coal handling plants, water packages, cooling towers, fuel oil systems and chimney stacks. HDO is already executing LSTK project for NPCIL and is active in this areas.

b. Steel

In 2011, India produced 72.2 million tons of steel and was 4th largest producer in the world. The installed capacity is expected to increase upto 142 million tons by 2018. HDO has already signed MOU with global technology players for EPC packages on this sector in Coke Oven, Sinter Plants, Blast Furnace and By Product Plants.

c. Mining & Minerals

India has vast reserves of many different minerals. It is world's 3rd largest producer of coal, 4th largest producer of ore and 5th largest producer of bauxite. It also has significant reserves of copper, zinc, lead and other minerals.

Iron ore beneficiation and pelletization of unused iron ore fines will be needed in a big way to meet the growing demand of the steel industry. HDO is already existing two number of Iron ore slimes and fines beneficiation project for NMDC LTD at Donimali Karnataka. HDO hopes to play a significant role in setting up of iron ore beneficiation and pelletization with international technology partners.

HDO is a market leader in Mineral Beneficiation in India having involved in all Alumina Refineries and also setting up the complete uranium ore processing plant for UCIL of 3000 TPD Capacity which is Asia's largest Uranium Processing Plant and world's 4th Alkali leached plant in Kadappa, A.P. During the 12th five year plan, many such plants are expected to come up where HDO has its strong credentials.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Outlook :

Land and mining reforms and renewed investments in the field of Ferrous, Non-Ferrous, Ports and Power sector will be key drivers for Mining and Metal business. In spite of the current slowdown, Steel industry has been performing well in India and is expected to witness increase in demand in the year 2013-14. Government's initiatives to boost private investment in Power & Port sector likely to bring fresh inflow of capital. Investment allowance of 15.0%, coal block linkages, developing ports in PPP mode are precursor to revival of the sector. The business has aligned itself towards providing solution on value added/debottlenecking efforts of industry majors, focusing upon operation agility during this challenging scenario. With the opening order book and expected orders during the period, the business is confident of posting good performance in 2013-14.

d. Water: Significant Initiatives :

The Water & Renewable Energy business has grown at a good pace in previous period and looks set to grow sustainably in the future. Some initiatives that have been taken to drive growth are :

- i. Expansion of presence in India to new states by formation of new project clusters;
- ii. Targeting new geographies to tap emerging opportunities in water and renewable energy sectors;
- iii. Focus on emerging businesses like Desalination, Water Management and Solar Thermal Applications;
- iv. Deploying best-in-class technologies such as Microtunneling, Tracker-based projects, Micro-grids for achieving market differentiation.

The business is also differentiating from competition through its customer-oriented, quality-conscious and technology-driven approach towards business. Benchmarks are being created for operational excellence through efficient internal systems and processes.

Outlook :

Rapid urbanisation and industrialisation in India is providing impetus for creation of efficient and reliable Water infrastructure for supply of potable water and collection, treatment & re-use of waste water. Stringent pollution control norms and their enforcement is also a major driver for investment in effective effluent-treatment systems. Also substantial investments are envisaged in lift irrigation projects. It is encouraging to note that more than 15,000 crore have been earmarked for various water supply and sewerage projects in India in 2013-14.



Water seal drum equipment supplied to HMEL Bhatinda having Design Pressure 3.5Kg/cm²; Design Temp: 220°C, MOC SA516GR70, Shell Dia is 7700mm, Length is 12500mm, Shell Thickness is 20mm, and Weight is 229MT.