



# HINDUJA FOUNDRIES

January 25, 2017

National Stock Exchange of India Limited  
Exchange Plaza , C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**Trading Symbol : HINDUJAFO**  
Through : NEAPS

**Scrip Code : 505982**  
Through : BSE Listing Centre

Dear Sirs,

**Subject: Outcome of the Court Convened Meeting of the Equity Shareholders of the Company and Results of Postal Ballot seeking the approval of the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors**

This is further to our letter dated December 26, 2016 and pursuant to Order of the Hon'ble High Court of Judicature at Madras, a Meeting of the Equity Shareholders of the Company was held on Tuesday, January 24, 2017 at Rani Seethai Hall, 603, Anna Salai, Chennai- 600 006 at 11.30 am.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2016 and Notice convening the Meeting of the Equity Shareholders of the Company, and Notice of Postal Ballot dated December 21, 2016, respectively, the Equity Shareholders were also provided the option of E-Voting.

The following results are attached herewith:

**Court Convened Meeting:**

1. The voting results of remote e-voting and physical poll conducted at the meeting as **Annexure I.**

**Postal Ballot including remote e-voting as per SEBI Circular:**

2. Voting results of the Postal Ballot (including remote e-voting) conducted by the Company for seeking approval of Public Equity Shareholders of the Company for the approval of the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors, as **Annexure II.**

**HINDUJA FOUNDRIES LIMITED**

Plot No. K-2, SIPCOT Indl. Estate, Arneri Village, Sriperumbudur-602 105.  
Phone : 044 - 2716 8017 - 26, Fax : 044 - 2716 8027 Website : www.hindujafoundries.com  
Regd. Office : Kathivakkam High Road, Ennore, Chennai - 600 057.  
CIN : L27104TN1959PLC003849





# HINDUJA FOUNDRIES

The aforesaid reports are attached as per the prescribed format along with the Scrutinizer's Report issued by Mrs. B Chitra (FCS No: 4509 and CP No: 2928), of M/s. B Chitra & Co., Practising Company Secretary, Chennai, the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice convening the Meeting of the Equity Shareholders of the Company, and Notice of Postal Ballot dated December 21, 2016, respectively, has been duly approved by the Members of the Company with requisite majority.

The aforesaid results will be available on the website of the Company [www.hindujafoundries.com](http://www.hindujafoundries.com).

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Hinduja Foundries Limited,**

**S VENKATASUBRAMANIAN  
COMPANY SECRETARY**

Encl a/a

## HINDUJA FOUNDRIES LIMITED

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Name of the Company	Hinduja Foundries Limited
Date of the AGM	Not applicable
Total number of shareholders on record date	9685
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not applicable
Public	Not applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)									
Resolution required: (Ordinary/ Special) Resolution No. 1									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting (Not applicable) Poll (Not applicable) Postal Ballot (Not applicable)	38038850	0	0.00	0	0	0.00	0.00	
Public-Institutions	E-voting Poll (Not applicable) Postal Ballot	152953107	17328096	11.33	17328096	0	100.00	0.00	
Public Non-institutions	E-voting Poll (Not applicable) Postal Ballot	16062619	3617197	22.52	3609637	7560	99.79	0.21	
			14802	0.09	14325	477	96.78	3.22	
<b>Total</b>		<b>207054576</b>	<b>20960095</b>	<b>10.12</b>	<b>20952058</b>	<b>8037</b>	<b>99.96</b>	<b>0.04</b>	





**B. CHITRA & CO.**  
Company Secretary

**REPORT OF THE SCRUTINIZER**

Dated 25.01.2017

To,  
The Board of Directors,  
Hinduja Foundries Limited  
Chennai.

Dear Sir,

**Sub: Scrutinizer Report on Postal Ballot and E-voting conducted pursuant to Section 110 & 108 of the Companies Act, 2013 and Rule 22 and 20 of Companies (Management and Administration) Rules, 2014 respectively.**

I, B. Chitra, Company Secretary in Practice, having my office at Flat No. "G", 1<sup>st</sup> Floor, Senthil Flats, New No. 59, Burkit Road, T. Nagar, Chennai - 600 017 appointed as Scrutinizer for the purpose of voting, by postal ballot including the facility of voting through electronic means, starting 26th December ,2016 and closing on 24<sup>th</sup> of January, 2017, hereby submit my report as under :

a.	The e-voting period commenced on 26 <sup>th</sup> of December 2016 at 09.00 a.m. and ended on the close of 24 <sup>th</sup> January , 2017 at 05.00 p.m.
b.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period on 24 <sup>th</sup> January 2017 at 05.00 P.M. the NSDL portal was blocked for voting.
c.	The votes cast were unblocked in the presence of two witnesses, Mrs. Maya Saravanan and Mr. Francis who are not in the employment of the Company on the 24 <sup>th</sup> January 2017 at 5.10 p.m.
d.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares.  As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
e.	The Corporate members who had participated in the e-voting had provided copy of the resolution passed by the Board of Directors.
f.	The Postal Ballots received upto 5.00 p.m. on 24 <sup>th</sup> January 2017 were considered for scrutiny and counting.

*De*



The resolutions for which this Postal Ballot was held are as follows:

RESOLUTIONS	NATURE OF RESOLUTION
To approve the scheme of Amalgamation between Hinduja Foundries Limited and Ashok Leyland Limited and their respective shareholders and creditors, pursuant to the provisions of section 391 to 394 and other relevant provisions of the companies Act, 1956 and the companies Act, 2013, as may be applicable and SEBI Listing Regulations 2015.	Ordinary majority of Public Share holders Votes.

The details of the number of Public Shareholders voting by Postal ballot or e-voting are given below:

Particulars	Number of Public Shareholders voted			Number of votes contained in			%	Result
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total		
<b>In Favor</b>	25	126	151	2,09,37,733	14,325	2,09,52,058	99.962	Passed
<b>Against</b>	10	50	60	7,560	477	8,037	0.038	
<b>Total</b>	35	176	211	2,09,45,293	14,802	2,09,60,095	100	Passed

Invalid/ Abstained Votes	
Total number of members whose votes were declared as invalid	Total Number of votes cast by them
12	1382

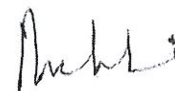
Since the number of votes cast in favor was more than the number of votes cast against in respect of the resolution by the public Shareholders, I hereby report that the above resolution was passed with the Ordinary majority of public Shareholders.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and Postal Ballot by the shareholders of the Company. I shall be handing over these records to the Company Secretary of the Company for safe keeping.

Thanking You,

Your faithfully,  
For B.Chitra & Co

B. CHITRA & CO.,  
COMPANY SECRETARY  
CP. No. 2928



B.CHITRA  
Company Secretary in Practice  
CP No.2928