

September 14, 2016

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

SCRIP CODE : HINDUJAFO
Through NEAPS

SCRIP CODE : 505982
Through BSE Listing Centre

Dear Sirs,

Outcome of the Board Meeting held on September 14, 2016 - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CF/CMD/4/2015 dated September 9, 2015

(1)Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited:

We wish to inform that the Board of Directors of the Company at their meeting held today approved the Scheme of Amalgamation of Hinduja Foundries Limited (Transferor Company) with Ashok Leyland Limited (Transferee Company) under Sections 391 to 394 of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 as applicable with the appointed date of October 1, 2016. The Scheme is subject to the approval of the shareholders, Hon'ble High Court of Judicature at Madras and all other regulatory approvals.

The Board also approved the exchange ratio in the following manner:

- (i) 100 (one hundred) equity shares of Rs.10/- each fully paid of Hinduja Foundries Limited (Transferor Company) will get 40 (forty) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (ii) 1,000 (one thousand) 2008 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 133 (one hundred thirty three) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (iii) 1 (one) 2016 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 4,800 (four thousand eight hundred) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).

The disclosure in respect of the aforesaid Scheme of Amalgamation as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 is attached as Annexure – A.



HINDUJA FOUNDRIES LIMITED

Corporate Office : No.477- 482, Anna Salai, Khivraj Complex II, 7th Floor, Nandanam, Chennai-600 035.

Phone: 044 - 42016742, 42013548, Fax : 044 - 42021443 Website : www.hindujafoundries.com

Regd. Office : Kathivakkam High Road, Ennore, Chennai – 600 057.

(2) Appointment of Mr.D.M.Reddy, as MD and CEO of the Company - Regulation 30 of SEBI (LODR) Regulations, 2015

The Board of Directors at their meeting held to-day also approved the appointment of Mr.D.M.Reddy as a member of the Board and as Managing Director of the Company for a period of three years w.e.f. 14th September, 2016 subject to the shareholders' approval as may be required. This is pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

We request you to please take the same on record.

Thanking you,

Yours faithfully,
for HINDUJA FOUNDRIES LIMITED


S Venkatasubramanian
Company Secretary

Encl.: a/a

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CIN: L27104TN1959PLC003849



Disclosure in terms of Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

- a) Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;

Name of the Entity	Entity	Turnover March 31, 2016 (Rs. Lakhs)	Net worth March 31, 2016 (Rs. Lakhs)
Hinduja Foundries Limited*	Transferor Company	94,494.99	376.02
Ashok Leyland Limited	Transferee Company	1,987,725.23	441,602.26

*For eighteen months period ended March 31, 2016

- b) Whether the transaction would fall within related party transactions, if yes whether the same is done at arm's length

The Company and Ashok Leyland Limited belong to Hinduja Group, but the Company and Hinduja Foundries Limited are not related parties.

- c) Area of business of the entities

Hinduja Foundries Limited, the Transferor Company is engaged in the business of grey iron castings and supply of automotive components.

Ashok Leyland Limited, the Transferee Company is engaged in the business of manufacture and sale of commercial and defence vehicles and power solutions.

- d) Rationale for amalgamation / merger

With a view to rationalize and consolidate the business activities of the Company, the Board proposes to amalgamate its business with Ashok Leyland Limited. The proposed amalgamation of the Company with Ashok Leyland Limited will benefit both the Company and Ashok Leyland Limited in the following manner:

- (i) Through the proposed amalgamation, the administrative and operational costs will be considerably reduced and the Transferee Company will be able to operate and run the business more effectively and economically resulting in better utilisation of resources.

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- (ii) The proposed amalgamation will result in usual economies of a centralized scale of operations and eliminates duplication of work, reduction in overheads, better and more productive utilization of human and other resources thereby enhancing overall business efficiency and will bring in synergies for the Transferee Company.
- (iii) The proposed amalgamation will contribute in fulfilling and furthering the objects of these companies. It will strengthen, consolidate and stabilize the business of these companies and will facilitate further expansion and growth of their business.
- (iv) The Transferee Company will have the benefit of the combined assets and manpower of both the companies. These combined resources will enhance its capability to expand and increase its market share more effectively.
- (v) There is no likelihood that interests of any shareholder or creditor of either the Company or Ashok Leyland Limited would be prejudiced as a result of the proposed amalgamation. The proposed amalgamation will not impose any additional burden on the members of the Company or Ashok Leyland Limited.

e) In case of cash consideration, amount - otherwise share exchange ratio

There is no cash consideration. The share exchange ratio based on the valuation report of Haribhakti & Co, LLP and Fairness opinion of Axis Capital Limited.

In consideration of the amalgamation, Ashok Leyland Limited shall issue and allot in the following manner:

- (i) 100 (one hundred) equity shares of Rs.10/- each fully paid of Hinduja Foundries Limited (Transferor Company) will get 40 (forty) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (ii) 1,000 (one thousand) 2008 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 133 (one hundred thirty three) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (iii) 1 (one) 2016 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 4,800 (four thousand eight hundred) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).

f) Brief details of change in shareholding pattern (if any) of the listed entity

Not applicable.



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