



HINDUJA FOUNDRIES

March 8, 2016

The Listing Department,
Bombay Stock Exchange,
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001.

The Listing Department,
National Stock Exchange of India Limited,
“Exchange Plaza”
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra East,
Mumbai 400 051.

Dear Sirs,

Sub : Declaration of Result of Resolutions passed through Postal Ballot pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

This has reference to our letter dated February 6, 2016 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of members by way of Ordinary / Special resolutions vide postal Ballot / electronic voting with respect to the following :

1. Ordinary Resolution for Increase in Authorized Share Capital.
2. Special Resolution for Amendment of Capital Clause of the Memorandum of Association.
3. Special Resolution for Alteration of Articles of Association.
4. Special Resolution for issue of Securities under the provisions of Sections 41, 42 and 62 of the Companies Act, 2013.

In connection with the above and pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015, we would like to inform you that all the Resolutions as set out in the Notice dated January 25, 2016 have been approved by the members of the Company by requisite majority.

Please find enclosed the following :

- 1) Postal Ballot summary in the prescribed form
- 2) Scrutinizer's report

This is for your information and records.

Thanking You,

Yours Faithfully,
For Hinduja Foundries Limited,

S VENKATASUBRAMANIAN

COMPANY SECRETARY HINDUJA FOUNDRIES LIMITED Encl : As above

Corporate Office : 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.

CIN: L27104TN1959PLC003849



HINDUJA GROUP

Sl. No	Reso- lution	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
1	1	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
3	1	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	38038850	17818448	46.843	17818448	0	100.000	0.000
4	1	INSTITUTIONS	EVOT	20547690	0	0.000	0	0	0.000	0.000
6	1	INSTITUTIONS	POSTAL BALLOT	20547690	0	0.000	0	0	0.000	0.000
7	1	PUBLIC	EVOT	14068036	1893	0.013	1890	3	99.842	0.158
9	1	PUBLIC	POSTAL BALLOT	14068036	192576	1.369	191696	663	99.543	0.344
		Total					38232436	666		
1	2	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
3	2	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	38038850	17818448	46.843	17818448	0	100.000	0.000
4	2	INSTITUTIONS	EVOT	20547690	0	0.000	0	0	0.000	0.000
6	2	INSTITUTIONS	POSTAL BALLOT	20547690	0	0.000	0	0	0.000	0.000
7	2	PUBLIC	EVOT	14068036	1893	0.013	1890	3	99.842	0.158
9	2	PUBLIC	POSTAL BALLOT	14068036	192576	1.369	189858	673	98.589	0.349
		Total					38230598	676		
1	3	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
3	3	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	38038850	17818448	46.843	17818448	0	100.000	0.000
4	3	INSTITUTIONS	EVOT	20547690	0	0.000	0	0	0.000	0.000
6	3	INSTITUTIONS	POSTAL BALLOT	20547690	0	0.000	0	0	0.000	0.000
7	3	PUBLIC	EVOT	14068036	1893	0.013	1890	3	99.842	0.158
9	3	PUBLIC	POSTAL BALLOT	14068036	192576	1.369	189778	663	98.547	0.344
		Total					38230518	666		
1	4	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
3	4	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	38038850	17818448	46.843	17818448	0	100.000	0.000
4	4	INSTITUTIONS	EVOT	20547690	0	0.000	0	0	0.000	0.000
6	4	INSTITUTIONS	POSTAL BALLOT	20547690	0	0.000	0	0	0.000	0.000
7	4	PUBLIC	EVOT	14068036	1893	0.013	1890	3	99.842	0.158
9	4	PUBLIC	POSTAL BALLOT	14068036	192576	1.369	189818	663	98.568	0.344
		Total					38230558	666		

For HINDUJA FOUNDRIES LIMITED


V. VENKATASUBRAMANIAN
Company Secretary

B. CHITRA & CO.

Company Secretary

Flat No. 'G', 1st Floor, Senthil Flats, New No. 59, Burkit Road

T. Nagar, Chennai - 600 017. Ph : 2433 8111. 2433 9111

E-mail : chitraandco@gmail.com

Service Tax No. : AAOPC2458CST001

PAN No. : AAOPC2458C

REPORT OF THE SCRUTINIZER

Dated : 7th March, 2016

To,

The Board of Directors,

Hinduja Foundries Limited

Chennai.

Dear Sir,

Sub: Scrutinizer Report on postal ballot conducted pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014

1. I, B. Chitra, a Company Secretary in Practice, having my office at Flat No. "G", 1st 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 5th February, 2016 and closing on 5th of March, 2016, hereby submit my report as under :

a.	The e-voting period commenced on 5 th of February 2016 at 09.00 A.M. and ended on the close of 5 th March 2016 at 05.30 P.M.
b.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period on 5 th March 2016 at 05.30 P.M. the NSDL portal was blocked for voting.
c.	The votes cast were unblocked in the presence of two witnesses on the 5 th March, 2016.
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 at the Board of Directors.



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

S.No.	RESOLUTIONS	NATURE OF RESOLUTION
1.	Increase in Authorised Share Capital	Ordinary Resolution

The details of the number of members voting by physical ballot or e-voting are given below:

Particulars	Number of Members voted			Number of votes contained in			%	Result
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total		
Voted in favour	14	178	192	20222292	18010144	38232436	99.998	
Voted Against	1	5	6	3	663	666	0.002	
Total	15	183	198	20222295	18010807	38233102	100	Passed

There were eight neutral Ballot papers which voted neither in favour nor against the resolution and hence considered as invalid.

The number of votes cast in favour were not less than three times the number of votes cast against in respect of the resolution. I hereby report that the above resolution was passed as Ordinary Resolution.

S.No.	RESOLUTIONS	NATURE OF RESOLUTION
2.	Amendment of Capital Clause of the Memorandum of Association.	Special Resolution

The details of the number of members voting by physical ballot or e-voting are given below:

Particulars	Number of Members voted			Number of votes contained in			%	Result
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total		
Voted in favour	14	172	186	20222292	18008306	38230598	99.998	
Voted Against	1	6	7	3	673	676	0.002	
Total	15	178	193	20222295	18008979	38231274	100	Passed



There were thirteen neutral Ballot papers which voted neither in favour nor against the resolution and hence considered as invalid.

Since the number of votes cast in favour were not less than three times the number of votes cast against in respect of the resolution. I hereby report that the above resolution was passed as Special Resolution.

S.No.	RESOLUTIONS	NATURE OF RESOLUTION
3.	Alteration of Articles of Association	Special Resolution

The details of the number of members voting by physical ballot or e-voting are given below:

Particulars	Number of Members voted			Number of votes contained in			%	Result
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total		
Voted in favour	14	170	184	20222292	18008226	38230518	99.998	
Voted Against	1	5	6	3	663	666	0.002	
Total	15	175	190	20222295	18008889	38231184	100	Passed

There were Sixteen neutral Ballot papers which voted neither in favour nor against the resolution and hence considered as invalid.

Since the number of votes cast in favour were not less than three times the number of votes cast against in respect of the resolution. I hereby report that the above resolution was passed as Special Resolution.

S.No.	RESOLUTIONS	NATURE OF RESOLUTION
4.	Issue of Securities under the provisions of Section 41,42 and 62 of the Companies Act, 2013.	Special Resolution

The details of the number of members voting by physical ballot or e-voting are given below:



Particulars	Number of Members voted			Number of votes contained in			%	Result
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total		
Voted in favour	14	172	186	20222292	18008266	38230558	99.998	
Voted Against	1	5	6	3	663	666	0.002	
Total	15	177	192	20222295	18008929	38231224	100	Passed

There were Fourteen neutral Ballot papers which voted neither in favour nor against the resolution and hence considered as invalid.

Since the number of votes cast in favour were not less than three times the number of votes cast against in respect of the resolution. I hereby report that the above resolution was passed as Special Resolution.

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 physical 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,

Yours Faithfully,



B.CHITRA
Company Secretary in Practice
Membership No.2928