



# HINDUJA FOUNDRIES

October 7, 2015

**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 Resolution passed through Postal Ballot pursuant to Clause 35A of the Listing Agreement**

This has reference to our letter dated September 2, 2015 enclosing the Postal Ballot Notice along with the explanatory statement seeking the consent of members by way of Special resolution vide postal Ballot / electronic voting with respect to the “appointment of Mr. Markus Wermers as the Managing Director with effect from August 13, 2015 for a period upto three years and remuneration payable to him”.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that the Special Resolution as set out in the Notice dated 13<sup>th</sup> August, 2015 has 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**

- Encl : 1) Voting Results  
2) Scrutinizer’s Report

## HINDUJA FOUNDRIES LIMITED

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](http://www.hindujafoundries.com)

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

CIN: L27104TN1959PLC003849



**HINDUJA GROUP**



HINDUJA FOUNDRIES

VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING AGREEMENT

| Promoter/Public                | 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)<br>= [(2)/(1)]<br>*100              | (4)                      | (5)                    | (6)<br>= [(4)/(2)]<br>*100           | (7)<br>= [(5)/(2)]<br>*100         |
| Promoter and Promoter Group    | 32633057           | 32633057            | 100.000                                 | 32633057                 | 0                      | 100.000                              | 0.000                              |
| Public – Institutional holders | 21673410           | 13448399            | 62.050                                  | 13448399                 | 0                      | 100.000                              | 0.000                              |
| Public-Others                  | 18348109           | 14082291            | 76.751                                  | 14080899                 | 1392                   | 99.990                               | 0.010                              |
| Total                          | 72654576           | 60163747            | 82.808                                  | 60162355                 | 1392                   | 99.998                               | 0.002                              |

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 : 6<sup>th</sup> October, 2015

To

The Board of Directors  
HINDUJA FOUNDRIES LIMITED,  
Chennai 600006

**Subject:** Special Resolution for appointment of Managing Director under Section 196, 197, Schedule V along with Section 110 read with Companies(Appointment and Remuneration of Managerial Personnel)Rules, 2014 and Rule 20 of Companies (Management and Administration) Rules, 2014 by means of postal ballot

Dear Sir,

1. I, B. Chitra, Practising Company Secretary, 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 4<sup>th</sup> of September, 2015 and closing on 5<sup>th</sup> of October, 2015, hereby submit my report as under:

|    |                                                                                                                                                                                           |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. | The e-voting period commenced on 4 <sup>th</sup> of September 2015 at 09.00 A.M. and ended on the close of 5 <sup>th</sup> October 2015 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 <sup>th</sup> October 2015 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 <sup>th</sup> October, 2015.                                                                                      |



|    |                                                                                                                                                                                                                                                                                                                                                                                                              |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| d. | <p>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 share held by them, nominal value of such shares.</p> <p>As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.</p> |
| e. | The Corporate members who had participated in the e-voting had provided copy of the resolution passed at the Board of Directors.                                                                                                                                                                                                                                                                             |

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

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

| S.NO | RESOLUTIONS                                                                                                                                            | NATURE OF RESOLUTION |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 1.   | To appoint Mr. Markus Wermers as the Managing Director with effect from August 13,2015 for a period up to three years and remuneration payable to him. | Special              |

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 | 25                      | 130           | 155   | 42277168                     | 17885187      | 60162355 | 99.998 |        |
| Voted Against   | 2                       | 8             | 10    | 5                            | 1387          | 1392     | 0.002  |        |
| Total           | 27                      | 138           | 165   | 42277173                     | 17886574      | 60163747 | 100    | Passed |



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*  
**B. CHITRA**

**Company Secretary in Practice**  
**M. No 2928**