

June 17, 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,

Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are submitting herewith the voting results pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the resolutions passed by the shareholders at the Annual General Meeting held on June 16, 2016.

On the basis of Scrutinizers Report for the electronic voting during the period from June 13, 2016 starting at 9.00 a.m. till June 15, 2016 ending at 5.00 p.m. and the scrutinizers report for the poll at the Annual General Meeting dated June 16, 2016 that all the resolutions for ordinary business as set out in Item Nos. 1-3 and special Business as set out in Item Nos. 4-10 in the Notice of 55th Annual General Meeting of the Company has been duly passed with requisite majority.

We also attach herewith the Scrutinizer(s) report.

This is for your information and record.

Thanking you,

Yours faithfully,
For HINDUJA FOUNDRIES LIMITED


S Venkatasubramanian
Company Secretary

Encl : As above

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.

CIN: L27104TN1959PLC003849





HINDUJA FOUNDRIES

Date of the AGM / EGM : 16.06.2016	
Total number of shareholders on record date :	8709

No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group :	3
Public :	1286
Total	1289

No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group :	N.A.
Public :	N.A.

(Agenda-wise)

Details of the Agenda :	
Resolution required : (Ordinary / Special)	Details enclosed
Mode of voting : (Show of hands / Poll / Postal ballot / E-voting)	Poll and E-voting



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HINDUJA GROUP



HINDUJA FOUNDRIES

Item No.	Resolutions	Type of Resolution
	ORDINARY BUSINESS :	
1	To receive, consider and adopt the Audited Financial Statement of Profit and Loss and the cash flow for the 18 months period ended March 31, 2016, the Balance Sheet as at that date together with the Reports of Directors and the Auditors.	Ordinary
2	To appoint a Director in place of Mr. Dheeraj G Hinduja, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	Appointment of Messrs B S R and Co. LLP, as Statutory Auditors, to hold office from the conclusion of 55 th Annual General Meeting till the conclusion of the 60 th Annual General Meeting, subject to ratification by the members at every Annual General Meeting.	Ordinary
	SPECIAL BUSINESS :	
4	Appointment of Mr. Sudhanshu K. Tripathi as a Director.	Ordinary
5	Appointment of Mr. Sridharan Kesavan as a Director.	Ordinary
6	Appointment of Mr. Vijay Vaid as an Independent Director for 3 years.	Ordinary
7	Appointment of Dr. C. Bhaktavatsala Rao as an Independent Director for 3 years.	Ordinary
8	Appointment of Ms. Bhumika Batra as an Independent Director for 3 years.	Ordinary
9	Appointment of Mr. A. R. Chandrasekharan as an Executive Director upto 3 years.	Special
10	Remuneration of Cost Auditors	Ordinary



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HINDUJA GROUP

Hinduja Foundries Ltd

Poll and E-voting summary AGM on June 16, 2016

Sino	Resol	Category	Mode	Total shares	Voted shares	% of Voted shares	Votes in Favour	Vote In Against	% of Favour Votes	% of Against Votes
1	1	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	1	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	1	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	1	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	1	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	1	INSTITUTIONS	POSTAL BALLOT							
7	1	PUBLIC	EVOT	26290715	353	0.001	255	98	72.238	27.762
8	1	PUBLIC	PHYSICAL	26290715	255177	0.971	255161	16	99.994	0.006
9	1	PUBLIC	POSTAL BALLOT							
1	2	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	2	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	2	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	2	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	2	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	2	INSTITUTIONS	POSTAL BALLOT							
7	2	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	2	PUBLIC	PHYSICAL	26290715	255177	0.971	255177	0	100.000	0.000
9	2	PUBLIC	POSTAL BALLOT							
1	3	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	3	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	3	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	3	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	3	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	3	INSTITUTIONS	POSTAL BALLOT							
7	3	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	3	PUBLIC	PHYSICAL	26290715	255177	0.971	255101	76	99.970	0.030
9	3	PUBLIC	POSTAL BALLOT							
1	4	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	4	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	4	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	4	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	4	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	4	INSTITUTIONS	POSTAL BALLOT							
7	4	PUBLIC	EVOT	26290715	258	0.001	251	7	97.287	2.713
8	4	PUBLIC	PHYSICAL	26290715	255357	0.971	255341	16	99.984	0.006
9	4	PUBLIC	POSTAL BALLOT							



Sino	Resol	Category	Mode	Total shares	Voted shares	% of Voted shares	Votes In Favour	Vote In Against	% of Favour Votes	% of Against Votes
1	5	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	5	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	5	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	5	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	5	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	5	INSTITUTIONS	POSTAL BALLOT							
7	5	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	5	PUBLIC	PHYSICAL	26290715	255356	0.971	255340	16	99.984	0.006
9	5	PUBLIC	POSTAL BALLOT							
1	6	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	6	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	6	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	6	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	6	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	6	INSTITUTIONS	POSTAL BALLOT							
7	6	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	6	PUBLIC	PHYSICAL	26290715	255357	0.971	255341	16	99.994	0.006
9	6	PUBLIC	POSTAL BALLOT							
1	7	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	7	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	7	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	7	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	7	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	7	INSTITUTIONS	POSTAL BALLOT							
7	7	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	7	PUBLIC	PHYSICAL	26290715	255357	0.971	255357	0	100.000	0.000
9	7	PUBLIC	POSTAL BALLOT							
1	8	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	8	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	8	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	8	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	8	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	8	INSTITUTIONS	POSTAL BALLOT							
7	8	PUBLIC	EVOT	26290715	258	0.001	255	3	98.837	1.163
8	8	PUBLIC	PHYSICAL	26290715	255357	0.971	255357	0	100.000	0.000
9	8	PUBLIC	POSTAL BALLOT							



Sino	Resol	Category	Mode	Total shares	Voted shares	% of Voted shares	Votes in Favour	Vote in Against	% of Favour Votes	% of Against Votes
1	9	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	9	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	9	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	9	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	9	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	9	INSTITUTIONS	POSTAL BALLOT							
7	9	PUBLIC	EVOT	26290715	258	0.001	253	5	98.062	1.938
8	9	PUBLIC	PHYSICAL	26290715	255357	0.971	255357	0	100.000	0.000
9	9	PUBLIC	POSTAL BALLOT							
1	10	PROMOTER & PROMOTER GROUP	EVOT	38038850	20220402	53.157	20220402	0	100.000	0.000
2	10	PROMOTER & PROMOTER GROUP	PHYSICAL	38038850	17818448	46.843	17818448	0	100.000	0.000
3	10	PROMOTER & PROMOTER GROUP	POSTAL BALLOT							
4	10	INSTITUTIONS	EVOT	142725011	0	0.000	0	0	0.000	0.000
5	10	INSTITUTIONS	PHYSICAL	142725011	0	0.000	0	0	0.000	0.000
6	10	INSTITUTIONS	POSTAL BALLOT							
7	10	PUBLIC	EVOT	26290715	353	0.001	350	3	99.150	0.850
8	10	PUBLIC	PHYSICAL	26290715	255277	0.971	255201	76	99.970	0.030
9	10	PUBLIC	POSTAL BALLOT							

for HINDUJA FOUNDRIES LIMITED


B. VENKATASUBRAMANIAN
 Company Secretary



FORM NO. MGT – 13

Report of the Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules, 2014]

Dated: 17th June 2016

To

*The Chairman of the Meeting of the Annual General Meeting of the Equity Shareholders of **HINDUJA FOUNDRIES LIMITED**, held on 16th June, 2016 at Rani Seethai Hall, 603 Anna Salai, Chennai 600006, at 11.00 a.m.*

Subject: Ordinary & Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under- voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under

Dear Sir,

1. I, **B. Chitra, Practising Company Secretary**, 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 electronic means and poll, on the below mentioned resolutions, at the 55th Annual General Meeting of the Equity Shareholders of M/s. Hinduja Foundries Limited held on 16th June 2016 at Rani Seethai Hall, 603 Anna Salai, Chennai 600006, hereby submit my report as under:

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a.	The e-voting period commenced on 13 th June 2016 at 09.00 A.M. and ended on the close of 15 th June 2016 at 05.00 P.M.
b.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 15 th June 2016 at 05.00 P.M. the NSDL portal was blocked for voting.
c.	The Votes cast were unblocked in the presence of two witnesses on the 16 th June, 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 share 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 for authorization to attend the Annual General Meeting.

At the Annual general meeting held at the schedule time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs.

The polling papers in Form MGT-12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman, all the two ballot boxes kept for polling was locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

[Handwritten signature]



S.NO	RESOLUTIONS	NATURE OF RESOLUTION
1.	To receive, consider and adopt the Audited Statement of Profit and Loss and Cash Flow for the 18 months period ended 31 st March , 2016, the Balance Sheet as at the date together with the Report of Directors and the Auditors thereon	Ordinary
2.	To appoint a Director in place of Mr. Dheeraj G Hinduja (DIN 00133410) who retires by rotation in terms of Article 106 of Article of Association of the Company and who, being eligible, offer himself for re-appointment	Ordinary
3.	Appointment of Messrs B S R & Co. LLP (ICAI Firm Registration No.101248W/W-100022) Chartered Accountants, Chennai, as Statutory Auditors of the Company in place of Messrs B S R and Company, (ICAI Firm Registration No. 128900W), the retiring Statutory Auditors to hold office from the conclusion of 55 th Annual General Meeting till the conclusion of the 60 th Annual General Meeting subject to ratification by the Members at every Annual General Meeting .	Ordinary
4.	Appointment of Mr. Sudhanshu K Tripathi (Din No: 06431686) as a Director	Ordinary
5.	Appointment of Mr. Sridharan Kesavan (Din: 00051976) as Director	Ordinary
6.	Appointment of Mr. Vijay Vaid (Din no: 00219709) as an Independent Director for 3 years	Ordinary
7.	Appointment of Dr. C.Bhaktavatsala Rao (Din No: 00010175) as an Independent Director for 3 years.	Ordinary
8.	Appointment of Ms. Bhumika Bhatra (Din No: 03502004) as an Independent Director for 3 years	Ordinary
9.	Appointment of Mr A R Chandrasekharan (Din No: 01794721) as Executive Director upto 3 years	Special
10.	Remuneration of Cost Auditors	Ordinary

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The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid/invalid votes in respect of each of the resolutions are given below.

Resolution S. No	Number of members who cast their votes either by e- voting/poll in the AGM		Number of valid Votes	Number of invalid votes / Not exercised their votes
	ASSENT	DISSENT		
1	20	4	24	4
2	22	1	23	5
3	19	4	23	5
4	20	5	25	3
5	21	3	24	4
6	22	3	25	3
7	24	1	25	3
8	24	1	25	3
9	23	2	25	3
10	21	4	25	3

The summary of the results in terms of Number of votes cast for and against out of the total valid votes in given below.

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E VOTING & POLL						
Resolution S. No	No of Votes cast in favour	No of Votes cast against	Total-valid votes	Assent % (decimal rounded of to 4 digits)	Dissent % (decimal rounded of to 4 digits)	Passed /Not passed
1	38294266	114	38294380	99.9999	0.0001	Passed
2	38294282	3	38294285	99.9999	0.0001	Passed
3	38294206	79	38294285	99.9999	0.0001	Passed
4	38294442	23	38294465	99.9999	0.0001	Passed
5	38294445	19	38294464	99.9999	0.0001	Passed
6	38294446	19	38294465	99.9999	0.0001	Passed
7	38294462	3	38294465	99.9999	0.0001	Passed
8	38294462	3	38294465	99.9999	0.0001	Passed
9	38294460	5	38294465	99.9999	0.0001	Passed
10	38294401	79	38294480	99.9999	0.0001	Passed

Since the requisite number of votes cast in favour exceeded the number of votes cast against in respect of resolutions in Sl. Nos. 1 to 8 & 10 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in Sl. No. 9, I here report that the above resolutions were passed with requisite majority.

C. BHAKTAVATSALA RAO



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 Poll 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
M. No 2928

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

C - BHAKTAVATSALA RAO

(CHAIRMAN OF 55th ANNUAL GENERAL MEETING)