

January 17, 2014

**Listing Department**  
Bombay Stock Exchange Limited  
Floor 25 P J Towers  
Dalal Street  
Mumbai 400 001

Dear Sir / Madam,

**Sub: Outcome of the Extra Ordinary General Meeting reg.**

We are pleased to inform the stock exchanges that the shareholders of the Company have approved the following at the Extra Ordinary General Meeting of the Company held on January 17, 2014:

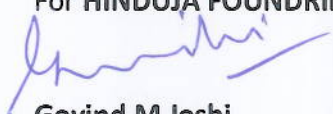
- (a) Allotment of upto 2,61,05,417 Equity Shares of the Company by way of Private Placement of Equity Shares to Qualified Institutional Buyers ("Qualified Institutional Placement" or "QIP")
- (b) Allotment of upto 1,78,18,448 Equity Shares of the Company by way of Preferential Allotment to an entity forming part of the "Promoter" and "Promoter Group"
- (c) Increase in the limit of the shareholding of Foreign Institutional Investors ("FIIs")

A certified true copy of the resolutions approved by the shareholders is enclosed herewith.

Kindly take on the record of the above.

Thanking You,  
Yours truly,

For **HINDUJA FOUNDRIES LIMITED**



**Govind M Joshi**  
Company Secretary

CC

**Listing Department**  
The Madras Stock Exchange Limited  
Exchange Building  
No.30, 2nd Line Beach  
Chennai 600 001

**Listing Department**  
National Stock Exchange of India Limited  
"Exchange Plaza"  
Plot no. C/1, G Block, Bandra – Kurla Complex  
Bandra (E), Mumbai 400 051

**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.

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON JANUARY 17, 2014.**

1. To consider, and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

**Allotment of upto 2,61,05,417 Equity Shares of the Company by way of Private Placement of Equity Shares to Qualified Institutional Buyers ("Qualified Institutional Placement" or "QIP"):**

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") including any amendments thereto or re-enactment thereof by the Companies Act, 2013 to the extent applicable and all other applicable laws and regulations for the time being in force and the regulations/ guidelines, if any, issued by the Government of India ("GOI") and subject to obtaining the requisite approvals and in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges on which the equity shares of the Company are to be listed and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreements") and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GoI, RBI, SEBI, Stock Exchanges on which the equity shares of the Company are listed, any other appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which shall be deemed to include any Committee duly constituted by the Board in exercise of its powers), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot upto 2,61,05,417 **Equity Shares** of the Company of Rs.10/- each, (hereinafter referred to as **"Equity Shares"**), in one or more tranches, by way of Qualified Institutional Placement ("QIP") to Qualified Institutional Buyers ("QIBs"), whether or not such investors are existing shareholders of the Company and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within a period of 12 (twelve) months from the date of passing of this resolution by the shareholders approving the proposed QIP or such other time as may be allowed by the SEBI ICDR Regulations from time to time and at a price / discounted price not less than the price as determined in accordance with relevant provisions of SEBI ICDR Regulations and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary, in consultation with the lead manager(s) and/or merchant banker(s) and /or advisor(s) and/or such other person(s) in accordance with applicable laws, rules, regulations and guidelines prevailing in this regard".

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**"RESOLVED FURTHER THAT** the Equity Shares allotted pursuant to the proposed QIP shall rank *pari passu* in all respects including entitlement to dividend with the existing equity shares of the Company".

**"RESOLVED FURTHER THAT** pursuant to the aforesaid resolutions:

- (a) the Equity Shares to be so created, offered , issued and allotted pursuant to the proposed QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the relevant date for the purpose of determining the floor price of the Equity Shares in accordance with the SEBI ICDR Regulations shall be the date on which the Board or a Committee duly constituted by the Board in exercise of its powers and authorised in this behalf, decides to open the proposed QIP issue, subsequent to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Act and determined in accordance with Chapter VIII of the SEBI ICDR Regulations and other applicable laws, regulations and guidelines in relation to the proposed QIP issue".

**"RESOLVED FURTHER THAT** the pricing of the Equity Shares shall be made subject to, and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in compliance with the applicable rules/guidelines/statutory provisions".

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions and sanctions, if any, from any governmental body, authority or regulatory institution including any conditions as may be prescribed/stipulated by any of them in granting such approvals, consents, permissions or sanctions by such governmental bodies, authorities or regulatory institutions, the Equity Shares may have such features and attributes or terms or combinations of such features and attributes or terms that provide for tradability thereof in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, at the option of the Company and/or holders of such Equity Shares, including terms for issue of additional equity shares or variations of the price of equity shares or terms pertaining to voting rights or option(s) of such additional equity shares, as applicable".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including, but not limited to, finalisation and approval for the preliminary as well as final placement document(s), appointment of advisors, intermediaries, bankers, lawyers, depositories, registrars, professionals and other agencies , as may be required and to remunerate them by way of commission , brokerage , fees or the like and to enter into and execute any contracts, agreements, arrangements, MoUs, other documents with such agencies as may be necessary or required or desirable in connection with the proposed QIP and listing of the Equity Shares on any stock exchanges, determining the form and manner of the proposed QIP, including the class of investor to whom the Equity Shares are to be issued and allotted, issue price, face value, premium thereon or discount amount on issue price, if any, in respect of the Equity Shares as the



Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilisation of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers to any Director(s)/ Committee duly authorised by the Board or Company Secretary or Chief Financial Officer or such other persons duly authorised by the Board, to give effect to the aforesaid resolution and is hereby authorised to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual , proper or incidental in relation to the said matter and to take such action and give such directions as they may consider as necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty which may arise in regard to issue and allotment of the Equity Shares including but not limited to :

- (a) appointing the managers, lead managers, legal advisors, guarantors, depositories, custodians, registrars, bankers, advisors, auditors and such agencies as may be necessary in relation to the proposed QIP and pay any fees, commissions, remuneration, expenses relating thereto to settle all questions, difficulties or doubts, that may arise in regard to the same;
- (b) approving the preliminary placement document and the final placement document in relation to the proposed QIP and filling the same with any authority or persons as may be required;
- (c) opening the issue and approving the issue price (with premium or discount thereon, if any), the number of equity shares to be allotted , the basis of allocation and allotment thereof, as the case may be;
- (d) arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of the Equity Shares by the Company;
- (e) opening a separate special account with a scheduled bank to receive monies in respect of the issue of the Equity Shares and opening such other bank accounts and demat accounts as may be required for the proposed issue;
- (f) making applications for listing of the Equity Shares on one or more stock exchange(s) and executing and delivering or arranging the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- (g) affixing the common seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;
- (h) making all such necessary applications with the stock exchange(s) and other appropriate authorities and making the necessary regulatory filings in this regard;
- (i) obtaining all approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty that may arise in regard to the proposed issue;
- (j) authorising or delegating all or any of the powers herein above conferred to any or more persons, if need be; and



(k) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as may in its absolute discretion, deem necessary or desirable for the purpose of the aforesaid transactions."

**"RESOLVED FURTHER THAT** both the QIP and the Preferential Issue (as defined in resolution 2 below) to the entity forming part of the "promoter" and "promoter group" shall be permitted to be undertaken in terms of the resolutions here in contained, provided both the issues are made simultaneously and the date of allotment under both the issues are the same. The total sum to be raised by both the issues combined shall not exceed Rs.150 Crores".

2. To consider, and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions:**

**Allotment of upto 1,78,18,448 Equity Shares of the Company by way of Preferential Allotment to an entity forming part of the "Promoter" and "Promoter Group":**

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") including any amendments thereto or re-enactment thereof and all other applicable laws and regulations for the time being in force and the regulations/ guidelines, if any, issued by the Government of India ("GoI") and subject to obtaining the requisite approvals and in terms of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges on which the equity shares allotted pursuant to the proposed issue are proposed to be listed and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed (the "Listing Agreements") and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GoI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any Committee duly constituted by the Board in exercise of its powers), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot, upto 1,78,18,448 Equity Shares of Rs. 10/- each (hereinafter referred to as "Equity Shares"), in one or more tranches, at the price determined in accordance with Chapter VII of the SEBI ICDR Regulations to Hinduja Foundries Holding Limited, Mauritius, being an entity forming part of the promoters and promoter group of the Company, and as more particularly identified in the explanatory statement annexed to this notice ("Preferential Issue"), on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary, in consultation with the lead manager(s) and/or merchant banker(s) and /or advisor(s) and/or such other person(s) in accordance with the applicable laws, rules, regulations and guidelines prevailing in this regard and at an issue price (including such



premium) not less than the price to be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** the floor price of the Equity Shares to be allotted in terms of the Preferential Issue shall be calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations with reference to the Relevant Date. The “Relevant Date” for the purpose of pricing of the Equity Shares shall be December 18, 2013, being 30 days prior to January 17, 2014, the date on which the meeting of the general body of shareholders is held in terms of Section 81 (1A) of the Act to consider the proposed issue”.

**“RESOLVED FURTHER THAT** the Equity Shares to be created, offered, issued and allotted pursuant to this resolution be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects, including dividend”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to any Director(s)/Committee duly authorised by the Board or Company Secretary or Chief Financial Officer or other persons duly authorised by the Board, at its absolute discretion to give effect to the aforesaid resolution and is authorised to take all such steps and do such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and to take such action and give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable to settle any question or difficulty which may arise in regard to issue and allotment of the Equity Shares, as the case may be, including but not limited to :

- (a) approving the terms of the Preferential Issue and issue price (with or without premium), the number of equity shares to be allotted, the basis of allocation and allotment thereof, as the case may be;
- (b) arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of the Equity Shares by the Company;
- (c) affixing the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above as per the procedure prescribed in the Articles of Association of the Company;
- (d) doing all such acts, deeds, matters and things and executing all such other documents and paying all such fees, as may in its absolute discretion, deem necessary or desirable for the purpose of the proposed issue.
- (e) making all such necessary applications with the stock exchange(s) and other appropriate authorities and making the necessary regulatory filings in this regard; and
- (f) authorising or delegating all or any of the powers herein above conferred to any one or more persons, if need be”

**“RESOLVED FURTHER THAT** both the QIP and the Preferential Issue shall be permitted to be undertaken in terms of the above resolutions, provided both the issues are made simultaneously and the date of



allotment under both the issues are the same. The total sum to be raised by both the issues combined shall not exceed Rs.150 Crores”.

**“RESOLVED FURTHER THAT** the Preferential Issue shall be subject to and shall only be made within the permissible limit of acquisition (without attracting an obligation of making an open offer) by the promoter / promoter group within the present financial year, as permitted under the applicable provisions, including Regulation 3 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended”.

3. To consider, and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions:**

**Increase in the limit of the shareholding of Foreign Institutional Investors (“FIIs”)**

**“RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (as amended from time to time) and other prevailing laws, rules and regulations as applicable from time to time and subject to such approvals, consents, sanctions and permissions as may be required from the appropriate authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, sanctions and permissions, consent be and is hereby accorded for acquiring and holding equity shares of the Company by FIIs including their sub accounts up to an aggregate limit of 60% of the paid up equity share capital of the Company;”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized to do all such acts, deeds, matters and things, pay all such fees and execute all such documents, deeds and writings as may be required to give effect to the aforesaid resolution and which they may deem fit in the interest of the Company.”

