

Ref: NSE/LIST/93389

November 10, 2016

The Company Secretary
Hinduja Foundries Limited,
Kathivakkam High Road,
Ennore, Chennai - 600057

Kind Attn.: Mr S Venkatasubramanian

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation of Hinduja Foundries Limited (Transferor Company) with Ashok Leyland Limited (Transferee Company) and their respective shareholders and creditors.

This has reference to draft Scheme of Amalgamation of Hinduja Foundries Limited (Transferor Company) with Ashok Leyland Limited (Transferee Company) and their respective shareholders and creditors submitted to NSE vide your letter dated September 19, 2016.

Based on our letter reference no Ref: NSE/LIST/90273 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated November 07, 2016, has given following comments on the draft Scheme of Arrangement:

“1. Hinduja Foundries Limited and Ashok Leyland Limited have submitted undertakings dated October 07, 2016 and October 04, 2016 respectively inter-alia confirming that they will incorporate the necessary para w.r.t voting by public shareholders in the scheme before filing the same with the High Court confirming compliance with Point no. 9(b) of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Company shall ensure compliance of the same.

2. The Company shall duly comply with various provisions of the Circular.”

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from November 10, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a) Copy of Scheme as approved by the High Court;
- b) Result of voting by shareholders for approving the Scheme;

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- c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
- d) Status of compliance with the Observation Letter/s of the stock exchanges.
- e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f) Complaints Report as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm