

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 Februry,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