



Hinduja Foundries Limited

Registered Office : Kathivakkam High Road, Ennore, Chennai - 600 057

T: +91 44 2575 2103, F: +91 44 2575 0390

CIN : L27104TN1959PLC003849

Website address: www.hindujafoundries.com E-mail: secretarial@hindujafoundries.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the members of Hinduja Foundries Limited will be held on Monday, December 22, 2014, at 10.00 A.M. at Rani Seethai Hall, 603, Anna Salai, Chennai 600 006 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the 18 months period ended 30th September, 2014, the Balance Sheet as at that date together with the Report of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. R. Seshasayee (DIN : 00047985), who retires by rotation in terms of Article 106 of Articles of Association of the Company, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Messrs B S R and Company, (Firm Registration No. 128900W), Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr T Anantha Narayanan (DIN : 00007227), be and is hereby appointed as a Director of the Company liable to retire by rotation."
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Mohana Srinivasan (DIN: 06957952), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto December 21, 2017."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. D J Balaji Rao (DIN: 00025254), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto December 21, 2017."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S Ragotthaman (DIN: 00042395), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto December 21, 2017."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sridhar Venkiteswaran (DIN: 03499271), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 3 consecutive years for a term upto December 21, 2017."
9. (a) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting held on December 28, 2012 and pursuant to the provisions of Section 180(1) (c) of the Companies Act 2013, the Rules made thereunder and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more Company's bankers and/or from any one or more persons, firms, Bodies Corporate, Financial Institutions, Banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity/preference shares and/ or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, Bank(s), Financial or other Institution(s), Mutual Fund(s), non-resident Indians, Foreign Institutional Investors or any other person(s), Body(ies) Corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided the overall borrowings by the Board shall not at any time exceed the limit of Rs.1000 Crore (Rupees One Thousand crore only).
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.
RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved / ratified and confirmed in all respects."

- (b) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting held on December 28, 2012 and pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the Rules made thereunder and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purpose) be and is hereby authorised to create such charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or Indian rupee) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time upto Rs.1000 Crores including interests, compound/additional interest, commitment charges, costs expenses and all other monies payable by the Company to the concerned lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Officer(s) of the Company to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved / ratified and confirmed in all respects.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Geeyes & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15, be paid the remuneration as may be decided by the Board / Audit Committee.

RESOLVED FURTHER THAT the Board of Directors / Audit Committee of the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient including fixing remuneration to give effect to this resolution.”

Registered Office :
Kattivakkam High Road,
Ennore, Chennai – 600 057

Chennai
November 20, 2014

By Order of the Board

S VENKATASUBRAMANIAN
Company Secretary

NOTES:

- The Register of Members and the Share Transfer books of the Company will remain closed from December 16, 2014 to December 22, 2014 (both days inclusive) for annual closing.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.**

THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.

Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Businesses is furnished below.
- Members may please bring the Admission Slip duly filled in and hand over the same at the entrance of the Meeting Hall.
- Members, who hold shares in dematerialised form, are requested to quote Depository account number (Client ID No.) for recording of attendance at the meeting.
- Pursuant to the amendment to Sections 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, re-enacted vide Section 125 of the Companies Act, 2013, the amount of dividends remaining unclaimed for a period of seven years is to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the financial years ended upto March 31, 2005 has been transferred to Investor Education and Protection Fund. The amount so transferred cannot be claimed either from the Company or from the Fund. Members who have not encashed the dividend warrants declared for the financial year ended 2007-08 as given below are requested to write to the Company giving the necessary details.

Details of dividend declared for the Financial Year 2007-08:

Financial Year	Declared on	Rate of Dividend	Amount of Dividend per Share (Face Value Rs. 10 per Share)
2007 – 08	31.07.2008	20%	Rs. 2/- per Share

- Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company shall provide / host the required details of unclaimed amount referred to under Section 205 C (2) of the Companies Act, 1956 to the Ministry of Corporate Affairs (MCA) in the relevant form every year.
- Electronic copy of the Notice of the 54th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 54th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members may also note that the Notice of the 54th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website, "www.hindujafoundries.com" for their download. The physical copies of the aforesaid documents will also be available at the Company's Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@hindujafoundries.com.
- Voting through electronic means:
 - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- Open email and open PDF file viz; "Hinduja Foundries e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder – Login
 - Type user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - Select "EVEN" of Hinduja Foundries Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to chitraandco@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- Initial password is provided as below at the bottom of the Attendance Slip for the AGM :
EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - The e-voting period commences on December 16, 2014 (09:00 A.M.) and ends on December 18, 2014 (05:30 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of November 14, 2014.
 - Ms. B. Chitra, Practising Company Secretary (Membership No. FCS: 4509) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The Results shall be declared on or after the AGM of the Company. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.hindujafoundries.com and the website of NSDL within two(2) days of passing the resolution at the AGM of the Company and communicated to the Stock Exchanges.

11. Brief notes on the background and the functional expertise of the Director proposed for re-appointment is furnished below, along with details of companies in which he is a Director and the Board Committees of which he is a member:

MR. R. SESHASAYEE

Mr. R Seshasayee, aged 65 years is a Chartered Accountant. He joined Ashok Leyland in January 1976 and was appointed as the Deputy Managing Director in 1993. He was appointed as Managing Director in April 1998 and rose to become Executive Vice Chairman in 2011, which position he held at the time of his retirement in March 2013.

Mr. Seshasayee has been an active member of the National Council of the Confederation of Indian Industry (CII), the premier industry association in India and was the President of CII during 2006–07. He was also the President of the Society of Indian Automobile Manufacturers. He has served as a Member/ Chairman of various trade and professional committees both at national and international levels.

Details of other Directorships/ Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
NON EXECUTIVE VICE-CHAIRMAN	
Ashok Leyland Limited	Stakeholders Relationship Committee Technology and Investment Committee Risk Management Committee (Chairman)
EXECUTIVE VICE-CHAIRMAN	
Hinduja Energy India Limited	Audit Committee
CHAIRMAN	
Ashley Airways Limited (in voluntary winding up)	–
Ashley Alteams India Limited	–
Hinduja Leyland Finance Limited	Nomination and Remuneration Committee (Chairman)
IndusInd Bank Limited	Committee of Directors (Loans Disbursal) (Chairman) Nomination Committee Human Resource Committee Finance Committee
DIRECTOR	
Hinduja National Power Corporation Limited	Audit Committee (Chairman)

Infosys Limited	Audit Committee (Chairman) Risk Committee Nomination Committee
Houghton International Inc., USA	–

Mr. R. Seshasayee does not hold any shares in the Company as per the details furnished by him.

12. Corporate Members / FIs / Financial Institutions intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.
13. The Annual Report 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.hindujafoundries.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
14. Nomination Form
Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with Rules made thereunder are requested to send the prescribed Form SH.13 to the Corporate / Registered Office of the Company. The Form SH.13 for the purpose would be available on the Company's website for download.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
16. Consent of members was obtained for the preferential allotment of 1,78,18,448 equity shares of Rs.10/- each to Hinduja Foundries Holding Limited, Mauritius (Promoter and Promoter Group) and the natural persons who are the ultimate beneficial owners of the shares allotted to the above entity are the members of the "Hinduja Family" of which Mr. Srichand P Hinduja is the eldest member.
"Hinduja Family" referred as the ultimate natural beneficial person is the same family and the family members who control Hinduja Automotive Limited, UK.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Mr T Anantha Narayanan was appointed as an Additional Director of the Company with effect from 28.03.2014, and his term of office as an Additional Director expires at this Annual General Meeting.

Mr. T Anantha Narayanan, aged 69 years is a Chartered Accountant by profession and has long years of experience in financial management and has served on the Boards of many reputed Companies. His present Directorship(s) / Committee membership(s) are given below :

DIRECTORSHIP	COMMITTEE MEMBERSHIP
CHAIRMAN	
Allsec Technologies Ltd	Audit Committee (Chairman) Investment Committee (Chairman) Remuneration Committee (Chairman)
DIRECTOR	
Hinduja Leyland Finance Limited	Audit Committee Asset Liability Management Committee
Ashley Services Limited (Company amalgamated with Ashok Leyland w.e.f. 27.3.2014)	–
Sundaram Asset Management Company Ltd.,	Audit Committee Committee of Directors
Sanco Trans Limited	Remuneration Committee
Indusind Bank Limited	Audit Committee (Chairman) Committee of Directors Risk Management Committee

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. T Anantha Narayanan for the office of Director of the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. T Anantha Narayanan.

Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Mohana Srinivasan as an Additional Director of the Company with effect from September 17, 2014.

In terms of the provisions of Section 161(1) of the Act, Mrs. Mohana Srinivasan would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Mohana Srinivasan for the office of Director of the Company.

Mrs. Mohana Srinivasan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he / she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Mohana Srinivasan that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Mohana Srinivasan possesses appropriate skills, experience and knowledge, inter alia, in the field of finance.

In the opinion of the Board, Mrs. Mohana Srinivasan fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Mohana Srinivasan is independent of the management.

Brief resume of Mrs. Mohana Srinivasan, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Mohana Srinivasan is appointed as an Independent Director.

Copy of the letter for appointment of Mrs. Mohana Srinivasan as an Independent Director setting out the terms and conditions is available for inspection by members at the Company's Office in Chennai.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mrs. Mohana Srinivasan and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mrs. Mohana Srinivasan.

Item No. 6

Mr. D J Balaji Rao is an Independent Director of the Company who joined the Board in March 2004. Mr. D J Balaji Rao is a Chairman of Audit Committee and Capital / Securities Committee.

Mr. D J Balaji Rao, aged 75 years is a former Deputy Managing Director of ICICI Limited. He is a qualified Mechanical and Industrial Engineer and pursued his career in engineering for about 8 years before joining ICICI Limited in 1970. After wide ranging responsibilities in different locations, he reached the position of Deputy Managing Director of ICICI Limited and subsequently took over as Managing Director of SCICI Limited in 1996. He retired as the Managing Director of Infrastructure Development Finance Company Limited in the year 2000.

The Board based on the experience/expertise declared by Mr. D J Balaji Rao, is of the opinion that Mr. D J Balaji Rao has the requisite qualification to act as an Independent Director of the Company.

In terms of Sections 149,150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Mr. D J Balaji Rao being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of 3 consecutive years upto December 21, 2017. A notice has been received from a member proposing Mr. D J Balaji Rao as a candidate for the office of Director of the Company.

Mr. D J Balaji Rao has given declaration under Section 149 (7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149 (6) of the Companies Act, 2013 read with Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. D J Balaji Rao as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Company's office in Chennai during normal business hours on any working day.

The members are further requested to note that Mr. D J Balaji Rao has given declaration that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

The Board deliberated and decided that owing to his rich and varied experience, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. D J Balaji Rao as an Independent Director. Accordingly, the Board recommends the resolution for the appointment of Mr. D J Balaji Rao as an Independent Director, for the approval by the shareholders of the Company.

Details of other Directorships/ Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
DIRECTOR	
Bajaj Holding & Investments Limited., Pune	Remuneration Committee
Ashok Leyland Limited, Chennai	Audit Committee and Stakeholders Relationship Committee Remuneration Committee (Chairman)
Bajaj Auto Limited	Stakeholders Relationship Committee (Chairman) Audit Committee Remuneration Committee (Chairman)
Bajaj Finserv Limited., Pune	Audit Committee Remuneration Committee
CMI- FPE Limited., Mumbai	Audit Committee (Chairman) Remuneration Committee
Bajaj Finance Limited, Pune	–

Mr. D J Balaji Rao holds 290 Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. D J Balaji Rao.

Item No. 7

Mr. S Ragothaman is an Independent Director of the Company who joined the Board in October 2001. Mr. S Ragothaman is a member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee. Mr. S Ragothaman, aged 68 years, is a Chartered Accountant by profession and was associated with ICICI Bank Limited for nearly 27 years and was involved across various functions such as Project Evaluation, Term Lending, etc.

The Board based on the experience/expertise declared by Mr. S Ragothaman, is of the opinion that Mr. S Ragothaman has the requisite qualification to act as an Independent Director of the Company.

In terms of Sections 149,150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Mr. S Ragothaman being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of 3 consecutive years upto December 21, 2017. A notice has been received from a member proposing Mr.S Ragothaman as a candidate for the office of Director of the Company.

Mr. S Ragothaman has given declaration under Section 149 (7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149 (6) of the Companies Act, 2013 read with Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. S Ragothaman as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Company's office in Chennai during normal business hours on any working day.

The members are further requested to note that Mr. S Ragothaman has given declaration that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

The Board deliberated and decided that owing to his rich and varied experience, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. S Ragothaman as an Independent Director. Accordingly, the Board recommends the resolution for the appointment of Mr. S Ragothaman as an Independent Director, for the approval by the shareholders of the Company.

Details of other Directorships/ Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
The Bombay Dyeing & Mfg. Co. Ltd., Mumbai	Audit Committee Remuneration Committee
Xpro India Limited, Chennai	Audit Committee (Chairman)
Shreyas Shipping & Logistics Limited, Mumbai	Audit Committee Remuneration Committee
Shreyas Relay Systems Limited, Mumbai	Audit Committee (Chairman)
Sakthi Finance Limited, Coimbatore	–
Xpro Global Limited, New Delhi	–
DIGJAM Limited	Audit Committee
National Peroxide Ltd.,	–

Mr. S. Ragothaman holds 5000 Shares in the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. S Ragothaman.

Item No.8

Mr. Sridhar Venkiteswaran is an Independent Director of the Company who joined the Board in March 2011. Mr. Sridhar Venkiteswaran is a member of Audit Committee, Investment Committee and Capital / Securities Committee. Mr. Sridhar Venkiteswaran, aged 48 years, is an entrepreneur and a key founding member and Director of the India based, Avalon Group consisting of multiple entities along the Information Services Value Chain ranging from Strategy and Performance Improvement Consulting, Business Research and Marketing analytics serving global clients with Group revenues of \$30 mn and employing over 1200 people. In a career spanning over 20 years, Mr. Sridhar Venkiteswaran has developed lasting relationships with industrialists and senior management professionals in companies / groups like Dow Chemical, DSM, TVS & Sons, Ashok Leyland, Hero Group, Claris Lifesciences, DCM Shriram Consolidated, Rane Group, Asahi India, Deepak Fertilisers etc., by working with them on strategy and other consulting engagements.

The Board based on the experience/expertise declared by Mr. Sridhar Venkiteswaran, is of the opinion that Mr. Sridhar Venkiteswaran has the requisite qualification to act as an Independent Director of the Company.

In terms of Sections 149,150, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Mr. Sridhar Venkiteswaran being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of 3 years upto December 21, 2017. A notice has been received from a member proposing Mr.Sridhar Venkiteswaran as a candidate for the office of Director of the Company.

Mr. Sridhar Venkiteswaran has given declaration under Section 149 (7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149 (6) of the Companies Act, 2013 read with Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Sridhar Venkiteswaran as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Company's office in Chennai during normal business hours on any working day.

The members are further requested to note that Mr. Sridhar Venkiteswaran has given declaration that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

The Board deliberated and decided that owing to his rich and varied experience, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sridhar Venkiteswaran as an Independent Director. Accordingly, the Board recommends the resolution for the appointment of Mr. Sridhar Venkiteswaran as an Independent Director, for the approval by the shareholders of the Company.

Mr. Sridhar Venkiteswaran does not hold by himself or for any other person on a beneficial basis, any shares in the Company as per declaration given by him.

Details of other Directorships/ Committee Memberships held by him :

DIRECTORSHIP	COMMITTEE MEMBERSHIP
Rockman Industries Limited	CSR Committee
Lifelong India Limited	Remuneration Committee
OC & C Strategy Consultants India Pvt. Ltd.	—

Mr. Sridhar Venkiteswaran is not a Committee Member of any other Company and does not hold any shares in the Company as per the details furnished by him.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. Sridhar Venkiteswaran.

Item No. 9 (a) & (b)

In order to meet the requirements of Section 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956 the shareholders had, in the Annual General Meeting held on December 28, 2012 authorized the Company to borrow sums in excess of paid capital and free reserves of the Company subject to a ceiling of Rs.1000 Crore. (other than temporary borrowings). Section 180 of the Companies Act, 2013 (notified on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act.

Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, without altering the borrowing limits already approved by way of general resolution earlier.

The term loans are to be secured by a *pari-passu* first charge on the fixed assets/equitable mortgage on the freehold lands and a *pari passu* second charge on the current assets of the company. The working capitals are to be secured by a *pari-passu* first charge on the current assets of the company and *pari passu* second charge on the fixed assets of the company.

Accordingly, the proposed resolution is placed before the shareholders for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Geeyes & Co. as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved / ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for approval / ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Annual Report containing Directors' Report and Audited Financial Statements are being sent by Book Post / E-mail.

Registered Office :
Kattivakkam High Road,
Ennore, Chennai – 600 057
Chennai
November 20, 2014

By Order of the Board

S VENKATASUBRAMANIAN
Company Secretary



**HINDUJA FOUNDRIES
HINDUJA FOUNDRIES LIMITED**

CIN: L27104TN1959PLC003849 Registered Office: Kathivakkam High Road, Ennore, Chennai 600 057, India
Ph: +91 - 44-25752103 Fax: +91-44-25750390 e-mail: secretarial@hindujafoundries.com, website: www.hindujafoundries.com

54th ANNUAL GENERAL MEETING

ADMISSION SLIP

PLEASE COMPLETE THE SLIP AND
HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL

NAME & ADDRESS OF THE MEMBER

I hereby record my presence at the FIFTY FOURTH ANNUAL GENERAL MEETING of the Company, at the Rani Seethai Hall, 603, Anna Salai, Chennai - 600 006 at 10.00 a.m. on Monday, December 22, 2014.

Name of the shareholder/Proxy*	Signature of the shareholder/Proxy*

*Strike out whichever is not applicable.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password / PIN

Note : During the e-voting period, members of the Company holding shares as on the record date may cast their vote electronically. The Record Date for the purpose of e-voting is November 14, 2014. Please read the instruction given at Note No.10 of the AGM Notice carefully before voting electronically.



**HINDUJA FOUNDRIES
HINDUJA FOUNDRIES LIMITED**

CIN: L27104TN1959PLC003849 Registered Office: Kathivakkam High Road, Ennore, Chennai 600 057, India

PROXY FORM

Folio No. Depository A/c No.

I / We being the member(s) of, shares of the above named company hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature Or failing him/her	Signature Or failing him/her	Signature Or failing him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company to be held on Monday, December 22, 2014 at Chennai and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this day of 2014

Name :

Address :

Revenue
Stamp

Signature of the Proxy

Signature of
the shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.

Please do not share your e-voting password with anyone.

Please see overleaf

S.No	Resolutions
	Ordinary Business
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the 18 months period ended 30 th September, 2014, the Balance Sheet as at that date together with the Report of Directors and the Auditors thereon
2.	To appoint a Director in place of Mr. R. Seshasayee, who retires by rotation and being eligible, offers himself for re-appointment.
3.	Re-appointment of Messrs B S R and Company, as Statutory Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
	Special Business/Ordinary Resolution
4.	Appointment of Mr. T Anantha Narayanan as a Director.
5.	Appointment of Mrs. Mohana Srinivasan as Independent Director for 3 years.
6.	Appointment of Mr. D J Balaji Rao as Independent Director for 3 years.
7.	Appointment of Mr. S Ragothaman as Independent Director for 3 years.
8.	Appointment of Mr. Sridhar Venkiteswaran as Independent Director for 3 years.
	Special Business/Special Resolution
9.	To consider and approve a) The Borrowing Limit b) Creation of Mortgage/Security on the Assets
	Special Business/Ordinary Resolution
10.	Remuneration of Cost Auditors

Contents

General Information	2
Report of the Directors	3
Independent Auditors' Report	29
Balance Sheet	34
Statement of Profit and Loss	35
Cash Flow Statement	36
Notes to the Financial Statements and Significant Accounting Policies	38

General Information

Board of Directors	R Seshasayee	Chairman
	D G Hinduja	Co-Chairman
	D J Balaji Rao	
	Jean Brunol	
	S Ragothaman	
	Sridhar Venkiteswaran	
	T Anantha Narayanan	
	Mohana Srinivasan	
	G R V Rajan	Managing Director & CEO
Chief Financial Officer	K R Ravishankar	
Company Secretary	S Venkatasubramanian	
Bankers	Bank of Baroda	
	Canara Bank	
	DBS Bank Limited	
	HDFC Bank Limited	
	ICICI Bank Limited	
	IDBI Bank Limited	
	Karur Vysya Bank Limited	
	Standard Chartered Bank	
	State Bank of India	
	State Bank of Travancore	
	Union Bank of India	
	Yes Bank	
Auditors	BSR and Company	
	10, Mahatma Gandhi Road	
	Nungambakkam	
	Chennai 600 034	
Registered Office	Kathivakkam High Road	
	Ennore, Chennai 600 057	
Corporate Office	477-482, Anna Salai, Khivraj Complex II	
	7th Floor, Nandanam, Chennai - 600 035	
Plant Locations	Ennore, Chennai 600 057	
	Ductron Casting Unit	
	IDA, Uppal, Hyderabad 500 039	
	Plot K - 2, SIPCOT Industrial Estate	
	Arneri Village, Sriperumbudur 602 105	