

	HINDUJA VENTURES LTD
Date of the AGM/EGM	18-09-2019
Total number of shareholders on record date	9596
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	287
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	2,379	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
	Total	20,555,503	11,852,309	57.6600	11,852,309	0	100.0000	0.0000	74	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend of Rs. 17.50/- per equity share Face value of Rs. 10/- each for the financial year ended March 31, 2019.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									



ANNEXURE I



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	2,379	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
Total		20,555,503	11,852,309	57.6600	11,852,309	0	100.0000	0.0000	74	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Sudhanshu Tripathi DIN 06431686 who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	0	2,379	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	0	2,379	0.0000	100.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0





	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
	Total	20,555,503	11,852,309	57.6600	11,849,930	2,379	99.9799	0.0201	74	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Anil Harish as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	0	2,379	0.0000	100.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	0	2,379	0.0000	100.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
	Total	20,555,503	11,852,309	57.6600	11,849,930	2,379	99.9799	0.0201	74	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Prashant Asher as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	2,379	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0





	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
	Total	20,555,503	11,852,309	57.6600	11,852,309	0	100.0000	0.0000	74	0

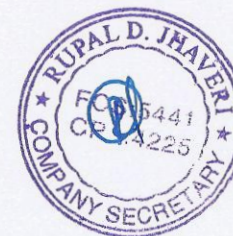
Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Cost Auditor's Remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	2,379	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,152	0	100.0000	0.0000	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,954	0	100.0000	0.0000	74	0
	Total	20,555,503	11,852,309	57.6600	11,852,309	0	100.0000	0.0000	74	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Ratification of payment of excess Remuneration and Remuneration for remaining term to Mr. Ashok Mansukhani as the Managing Director and Key Managerial Personnel of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained





Promoter and Promoter Group	E-Voting	14,557,906	11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,201,976	76.9477	11,201,976	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,335,191	2,379	0.1782	2,379	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,379	0.1782	2,379	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,662,406	642,152	13.7730	642,147	5	99.9992	0.0007	0	0
	Poll		5,802	0.1244	5,802	0	100.0000	0.0000	74	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		647,954	13.8974	647,949	5	99.9992	0.0008	74	0
	Total	20,555,503	11,852,309	57.6600	11,852,304	5	100.0000	0.0000	74	0





**RUPAL D. JHAVERI**

**COMPANY SECRETARY**

22, Rajgir Chambers, 3<sup>rd</sup> Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103

**REPORT OF SCRUTINIZER**

Date: 18<sup>th</sup> September, 2019

**To,  
The Chairman  
Annual General Meeting  
of Hinduja Ventures Limited ("the Company") held on 18<sup>th</sup> September, 2019 at 11.00 a.m. at the  
Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.**

Dear Sir,

I have been appointed by the Board of Directors of Hinduja Ventures Limited as the Scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for Remote E-voting and Ballot process (in respect of opportunity provided to cast vote to those shareholders who had not exercised their votes by remote -e-voting ) for the Annual General Meeting of the Members of Hinduja Ventures Limited held on 18<sup>th</sup> September, 2019 at 11:00 a.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 and I submit my report as under:

1. After the time fixed for closing of the Ballot process by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. Subsequently, the votes cast through remote e-voting were unblocked at around 12:48 p.m. on 18<sup>th</sup> September, 2019 in the presence of two witnesses after the conclusion of the Annual General Meeting and the e-voting summary statement was downloaded from Karvy (<https://evoting.karvy.com>).
5. The Company had provided remote e-voting facility on all items of the business which were sought to be transacted at the Annual General Meeting held on 18<sup>th</sup> September, 2019. The remote e-voting commenced on 14<sup>th</sup> September, 2019 (9.00 a.m. IST.) onwards and concluded on 17<sup>th</sup> September, 2019 (5.00 p.m. IST.). The remote e-voting services were provided by Karvy Fintech Private Limited (Karvy).
6. As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, Karvy provided us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.

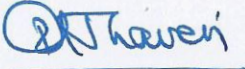




7. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 11, 2019.

I hereby submit a combined report on Remote E-voting and Ballot as per statement attached herewith.

Thanking you.



**Rupal D. Jhaveri**  
Company Secretary in Practice  
Membership No: F5441  
C. P. No: 4225



Place: Mumbai



**Resolution No. 1: Ordinary Resolution: Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.**

(i) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast infavour of the resolution	% of total number of valid votes cast
Remote E-voting	48	11,846,507	100.0000
Ballot	65	5,802	100.0000
<b>Total</b>	<b>113</b>	<b>11,852,309</b>	<b>100.0000</b>

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(iii) **Invalid votes:**

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 1 is passed with requisite majority**





**Resolution No. 2: Ordinary Resolution: Declaration of Dividend of Rs. 17.50 per equity share (Face value of Rs. 10/- each) for the financial year ended March 31, 2019.**

(i) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	48	11,846,507	100.0000
Ballot	65	5,802	100.0000
<b>Total</b>	<b>113</b>	<b>11,852,309</b>	<b>100.0000</b>

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast the against resolution	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 2 is passed with requisite majority**





**Resolution No. 3: Ordinary Resolution: Appointment of a Director in place of Mr. Sudhanshu Tripathi (DIN: 06431686), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	47	11,844,128	99.9799
Ballot	65	5,802	100.0000
<b>Total</b>	<b>112</b>	<b>11,849,930</b>	<b>99.9799</b>

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	1	2,379	0.0201
Ballot	0	0	0.0000
<b>Total</b>	<b>1</b>	<b>2,379</b>	<b>0.0201</b>

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 3 is passed with requisite majority**





**Resolution No. 4: Special Resolution: Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, from September 22, 2019 to September 21, 2024.**

(i) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	47	11,844,128	99.9799
Ballot	65	5,802	100.0000
<b>Total</b>	<b>112</b>	<b>11,849,930</b>	<b>99.9799</b>

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	1	2,379	0.0201
Ballot	0	0	0.0000
<b>Total</b>	<b>1</b>	<b>2,379</b>	<b>0.0201</b>

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No.4 is passed with requisite majority**





**Resolution No. 5: Special Resolution: Re-appointment of Mr. Prashant Asher (DIN: 00274409) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, from September 23, 2019 to September 22, 2024.**

(i) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	48	11,846,507	100.0000
Ballot	65	5,802	100.0000
<b>Total</b>	<b>113</b>	<b>11,852,309</b>	<b>100.0000</b>

(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 5 is passed with requisite majority**





**Resolution No. 6: Ordinary Resolution: Ratification of the remuneration of Rs. 50,000/- payable to M/s. ABK & Associates, Cost Auditors of the Company for the financial year 2019-20.**

(iv) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	48	11,846,507	100.0000
Ballot	65	5,802	100.0000
<b>Total</b>	<b>113</b>	<b>11,852,309</b>	<b>100.0000</b>

(v) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>

(vi) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 6 is passed with requisite majority**





**Resolution No. 7: Special Resolution: Ratification of payment of excess remuneration and remuneration for remaining term to Mr. Ashok Mansukhani (DIN: 00143001) as Managing Director and Key Managerial Personnel of the Company.**

(vii) Voted **in favour** of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	47	11,846,502	100.0000
Ballot	65	5,802	100.0000
<b>Total</b>	<b>112</b>	<b>11,852,304</b>	<b>100.0000</b>

(viii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	1	5	0.0000
Ballot	0	0	0.0000
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.0000</b>

(ix) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	13	74
<b>Total</b>	<b>13</b>	<b>74</b>

**Resolution No. 7 is passed with requisite majority**





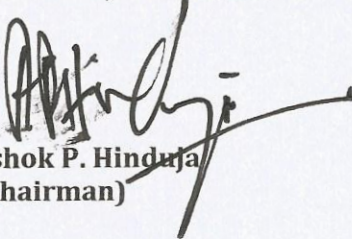
A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

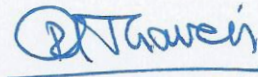
Place: Mumbai  
Dated: 18<sup>th</sup> September, 2019

Counter Signed by  
For Hinduja Ventures Limited

  
Ashok P. Hinduja  
(Chairman)



Yours faithfully,



**Rupal D. Jhaveri**  
**Company Secretary in Practice**  
**Membership No: F5441**  
**C. P. No: 4225**



**SUMMARY OF THE PROCEEDINGS OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUJA VENTURES LIMITED HELD ON WEDNESDAY, SEPTEMBER 18, 2019 AT 11:00 A.M. AT HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.**

1. Pursuant to Article 108 of the Articles of Association of the Company, Mr. Ashok P. Hinduja being the Chairman of the Board took the chair and welcomed the Members to the Thirty Fourth Annual General Meeting ("AGM") of the Company.
2. The details of number of members present at the meeting are as follows:

Category	Promoter & Promoter Group	Public	Total
In person	14	284	298
Through Proxy	2	3	5
<b>Total</b>	<b>16</b>	<b>287</b>	<b>303</b>

3. The Chairman called the Meeting to order as the requisite quorum was present.
4. The Chairman thereafter introduced to the members the Directors present : Mr. Anil Harish, Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee, Mr. Rajendra Chitale, Independent Director, Mr. Prashant Asher, Independent Director, Ms. Bhumika Batra, Independent Director, Chairperson of Stakeholder Relationship Committee, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Ashok Mansukhani, Managing Director, Mr. Suresh Nair, Director - Deloitte Haskins & Sells Chartered Accountants LLP- Statutory Auditor, Mr. Amar Chintopanth, Chief Financial Officer, Mr. Hasmukh Shah, Company Secretary of the Company and other Executives of the Company.  
  
The Chairman further introduced to the Members , Mr. Vynsley Fernandes , the Chief Executive Officer of IndusInd Media & Communications Limited, a subsidiary of the Company.
5. With the consent of the members, the Notice convening the Thirty Fourth Annual General Meeting, Board's Report and the Accounts for the financial year ended March 31, 2019 were taken as read.
6. The Chairman confirmed that:
  - a) the Auditor's Report on the Financial Statements of the Company as on March 31, 2019 does not contain any qualifications, observations or adverse remarks.
  - b) the Secretarial Auditor's Report for the financial year ended March 31, 2019 does not contain any qualifications, observations or comments.
7. Thereafter, at the request of the Chairman of the Company, Mr. Ashok Mansukhani, Managing Director made a presentation to the shareholders on value creation including Media Investment.
8. Thereafter, at the request of the Chairman, Mr. Vynsley Fernandes, CEO of IndusInd Media & Communications Limited (IMCL) made an Audio Visual presentation on Media & Entertainment (Consolidation and Unlocking Value).
9. The Chairman, then invited members to ask questions, seek clarifications and give comments and suggestions on the financial results and operations of the Company. Certain members/ speakers asked questions, made suggestions. The Chairman and the Managing Director adequately responded to them.





10. The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Regulations, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. IST on Saturday, September 14, 2019 and ended at 5.00 p.m. IST on Tuesday, September 17, 2019. Members who had not casted their votes through remote e-voting were informed that facility for voting through ballot papers was made available for them at the Meeting.
11. Thereafter, the following resolutions as set out in the Notice convening the 34<sup>th</sup> Annual General Meeting were proposed and seconded by the members.
  - 1) Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
  - 2) Declaration of Final Dividend of Rs. 17.50 per equity share (Face value of Rs. 10/- each) i.e. 175% for the financial year ended March 31, 2019.
  - 3) Re-appointment of Mr. Sudhanshu Tripathi (DIN: 06431686), Director who retires by rotation.
  - 4) Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director for a second term of five consecutive years from September 22, 2019 to September 21, 2024.
  - 5) Re-appointment of Mr. Prashant Asher (DIN: 00274409) as an Independent Director for a second term of five consecutive years from September 23, 2019 to September 22, 2024.
  - 6) Ratification of remuneration of Rs. 50,000/- payable to M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), Cost Auditors of the Company for the financial year 2019-20.
  - 7) Ratification of payment of excess remuneration and remuneration for remaining term to Mr. Ashok Mansukhani as Managing Director and Key Managerial Personnel of the Company.
12. The Board of Directors had appointed Ms. Rupal Jhaveri, Practicing Company Secretary as the scrutinizer to scrutinize the remote e- voting process and voting through ballot at the Meeting in a fair and transparent manner.
13. The Chairman informed that results of voting would be declared within 48 hours from the conclusion of the meeting and authorised the Managing Director to declare the same.
14. After the completion of the voting through ballot paper and transactions of the business as per the Notice dated August 12, 2019, the Chairman declared the Meeting closed and thanked the members for attending the meeting.

This is for your information and records.

**For Hinduja Ventures Limited**

  
**Ashok Mansukhani**  
**Managing Director**  
DIN: 00143001

