RUPAL D. JHAVERI

COMPANY SECRETARY

22, Rajgir Chambers, 3rd Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103 Fax:22662667

REPORT OF SCRUTINIZER

Date: 24.09.2014

To
The Chairman
29th Annual General Meeting
Of Hinduja Ventures Limited ("the Company") held on 22nd September, 2014
at 11 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 a scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration) Rules, 2014 for e-Voting.

I have also been appointed as Scrutinizer for the purpose of the poll taken on resolutions at the 29th Annual General Meeting of Company held on Monday, the 22nd September, 2014 at 11.00 a.m. at The Hall of Harmony, Nehm Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

I hereby submit my combined report as per the requirement of Listing Agreement.

Thanking you.

Rupal D. Jhaveri

Maven

Company Secretary in Practice Membership No: F5441

C.P. No: 4225

Place: Mumbai

THAVERI * COMPANY 98

REPORT OF SCRUTINIZER

Result of e-voting, voting on Poll and combined voting (e-voting & poll): 29th Annual General Meeting of Hinduja Ventures Limited held on Monday, the 22nd September, 2014 at 11.00 a.m. at The Hall of Harmony, Nehm Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100 pt the Audited F	votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)	% of Votes against on votes polled (7)=(5)/(2) *100
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Resolution No. 1: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.(Ordinary)

			A. N	Iode of Voting	(E-Voting)			
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	6	1813419	108051	5.958413	108051	0	100.000000	0.000000
Public - Others	30	4425874	8287	0.187240	8244	43	99.481115	0.518885
Total (A)	55	20555503	14431593	70.207929	14434550	43	99.999702	0.000298
D			В.	Mode of Voti	ng (Poll)	Man - 200		
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	0.000000	0.000000
Public – Institutiona Holders	2	1813419	11272	0.621588	11272	0	100.000000	0.000000
Public - Others	67	4425874	5783	0.130663	5782	1	99.982708	0.017292
Total (B)	84	20555503	14332310	69.724930	14332309	1	99.999993	0.000007

Promoter	19*	14316210	14015055		oting and Pol	1)		
and Promoter Group	17	14310210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	8	1813419	119323	6.580002	119323	0	100.000000	0.000000

FCS:5441 *
CP:4225 E

Public - Others	97	4425874	14070	0.317903	14026	44	99.687278	0.312722
Total (C)	124	20555503	14448648	70.290900	14448604	44	99.999695	0.000305

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	No. of votes in favour (4)	No. of votes against (5)	votes polled (6)=(4)/(2 *100	votes polled
Resolution (Ordinary)	No. 2: To d	leclare dividen	id on equity	shares for the	year ended I	March 31	, 2014.	
			A. M	ode of Voting	(E-Voting)			
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	8	1813149	200051	11.031703	200051	0	100.000000	0.000000
Public - Others	30	4425874	8287	0.187240	8287	0	100.000000	0.000000
Total (A)	57	20555503	14523593	70.655498	14523593	0	100.000000	0.000000
			В.	Mode of Voti	ng (Poll)			
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	0.000000	0.000000
Public – Institutiona l Holders		1813419	11272	0.621588	11272	0	100.000000	0.000000
Public - Others	67	4425874	5783	0.130663	5782	1	99.982708	0.017292
Total (B)	84	20555503	14332310	69.724930	14332309	1	99.999993	0.000007

	C. Mode of Voting (e-voting and Poll)											
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000				
Public – Institutiona I Holders	10	1813419	211323	11.653291	211323	0	100.000000	0.000000				
Public - Others	97 .	4425874	14070	0.317903	14069	1	99.992893	0.007107				



Total (C)	126	20555503	14540648	70.738468	14540647	1	99.999993	0.000007
'NOTE: CO	MMON V	OTING BY PR	OMOTERS I	N TABLE A &	B ABOVE HA	SBEEN	EXCLUDED IN	TABLE C.

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	No. of votes in favour (4)	No. of votes against (5)	votes polled (6)=(4)/(2 *100	votes polled (7)=(5)/(2)
Resolution by rotation	No. 3: To a	appoint a Dire eligible, offers	ector in plac himself for	e of Mr. Ram reappointmen	krishan P. H t. (Ordinary	linduja (I)	DIN: 00278711), who retires
			A. M	lode of Voting	(E-Voting)			
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	8	1813419	200051	11.031703	92000	108051	45.988273	54.011727
Public - Others	30	4425874	8287	0.187240	8157	130	98.431278	1.568722
Total (A)	57	20555503	14523593	70.655498	14415412	108181	99.255136	0.744864
			B.	Mode of Voti	ng (Poll)			
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	2	1813419	11272	0.621588	0	11272	0.000000	100.000000
Public - Others	67	4425874	5783	0.130663	5782	1	99.982708	0.017292
Total (B)	84	20555503	14332310	6.972493	14321037	11273	99.921346	0.008882

	C. Mode of Voting (e-voting and Poll)											
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000				
Public – Institutiona I Holders	10	1813419	211323	11.653291	92000	119323	43.535252	56.464748				
Public - Others	97	4425874	14070	0.317903	13939	131	99.068941	0.931059				
Total (C)	126	20555503	14540648	70.738468	14421194	119454	99.178482	0.821518				



'NOTE: COMMON VOTING BY PROMOTERS IN TABLE A & B ABOVE HAS BEEN EXCLUDED IN TABLE C.

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	votes in favour (4)	No. of votes agains (5)	votes in favour of votes polled (6)=(4)/(2	votes polled (7)=(5)/(2)
Resolution	No. 4: Ap	pointment of	Deloitte Ha	skins and Sel	ls LLP Char	tered Ac	*100 countants (Re	*100
conclusion	of next An	nual General	of the Comp Meeting and	pany to hold o	ffice from th	e conclus	ecountants (Resion of this med	eting upto the
			8 4114	Iode of Voting	muneration.	(Ordinar	y)	
Promoter and Promoter	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Group								
Public – Institutiona I Holders	8	1813419	200051	11.031703	200051	0	100.000000	0.000000
Public - Others	29	4425874	8274	0.186946	7945	329	96.023689	3.976311
Total (A)	56	20555503	14523580	70.655435	14523251	329	99.997735	0.002265
			В.	Mode of Votin	ng (Poll)		221221100	0.002203
Promoter and Promoter	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Group Public – Institutiona	2	1813419	11272	0.621588	11272	0	100.000000	0.000000

			C. Mode	of Voting (e-	voting and Po	D		
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	10	1813419	211323	11.653291	211323	0	100.000000	0.000000
Public - Others	96	4425874	14057	0.317610	13727	330	97.652415	2.347585
Total (C)	125	20555503	14540635	70.738405	14540305	330	99.997730 EXCLUDED IN	0.002270

0.130663

69.724930

5782

14332309

1

1

99.982708

99.999993

l Holders Public -

Others

Total (B)

67

84

4425874

20555503

5783

14332310



0.017292

0.000007

Promoter	Total	No. of	No. of	% of Polled	1 1 37			
Public	Ballot forms	shares held (1)	votes polled (2)	on outstanding shares (3)=(2)/(1)* 100	votes in favour (4)	No. o votes again (5)	votes in favour ovotes polled	on against o votes polled
conducting	the Cost	o consider the	remunerati	ion of ABK ar	nd Associates	. Cost	*100 Auditors of the	*100
		rudit for the				rdinary)	Company for
Promoter	19*	14316210	A. I	Mode of Voting	(E-Voting)			
and Promoter Group		14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	8	1813419	200051	11.031703	200051	0	100.000000	0.000000
Public - Others	30	4425874	8287	0.187240	7997	290	96.500542	3.499457
Total (A)	57	20555503	14523593	70.655498	14523303	290	99.998003	
			B.	Mode of Votin		200	99.998003	0.001997
Promoter	15*	14316210	14315255					
and Promoter Group			11313233	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona Holders	2	1813419	11272	0.621588	11272	0	100.000000	0.000000
Public - Others	67	4425874	5783	0.130663	5782	1	99.982708	0.017292
o chici s	84	20555503	14332310				., 02, 00	0.017292

Promoter	19*	14316210	142172	or voting (e-	voting and Po	ll)		
and Promoter Group		14310210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	10	1813419	211323	11.653291	211323	0	100.000000	0.000000
Public - Others	97	4425874	14070	0.317903	13779	291	97.931770	2.068230
Total (C)	126	20555503	14540648	70.738468	14540255			
'NOTE: CON	MON VO	OTING BY PD	OMOTERS	70.750400	14540357	291	99.997999 EXCLUDED IN	0.002001



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	votes in favour (4)	No. of votes agains (5)	votes in favour o votes polled (6)=(4)/(2	votes polled (7)=(5)/(2)
Resolution .	No. 6: To	consider appo	ointment of	Mr. Anil Hari	sh (DIN: 000	01685) a	The second secon	*100
September :	19 to noi	a office for f	ive consecu	tive years fro	m the date	of this A	s an Independe Annual Genera	l Meeting i.e.
		- ~ premiser 2	=, ==== (500	I days inclusive Mode of Voting	e) and not ha	able to re	Annual Genera tire by rotation	. (Ordinary)
Promoter	19*	14316210	14315255		0,			
and Promoter Group			14313233	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	6	1813419	108051	5.958413	108051	0	100.000000	0.000000
Public - Others	30	4425874	8287	0.187240	7878	409	95.064559	4.935441
Total (A)	55	20555503	14431593	70.207929	14431184	409	99.997166	0.002834
			E.	Mode of Voti	ng (Poll)		1	0.002054
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	2	1813419	11272	0.621588	11272	0	100.000000	0.000000
Public - Others	65	4425874	5766	0.130279	5765	1	99.982657	0.017343
Total (B)	82	20555503	14332293	69.724847	14332292	1	99.999993	0.000007
		1						
			F. Mode	of Voting (e-vo	oting and Pol	l)		
Promoter and Promoter	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Group								
Public – Institutiona Holders	8	1813419	119323	6.580002	119323	0	100.000000	0.000000
Public - Others	95	4425874	14053	0.317519	13643	410	97.082473	2.917527

Others Total (C)

122

20555503

14448631

70.290817

'NOTE: COMMON VOTING BY PROMOTERS IN TABLE A & B ABOVE HAS BEEN EXCLUDED IN TABLE C.

14448221

410

99.997162

0.002838

/Public Ba	otal allot rms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)	% of Votes against on votes polled (7)=(5)/(2) *100
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Resolution No.7: To consider appointment of Mr. Rajendra P Chitale (DIN: 00015986), as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting i.e. September 22, 2014 to September 21, 2019 (both days inclusive) and not liable to retire by rotation.

			A. N	Iode of Votin	g (E-Voting)			
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	6	1813419	108051	5.958413	108051	0	100.000000	0.000000
Public - Others	29	4425874	8126	0.183602	7796	330	95.938961	4.061039
Total (A)	54	20555503	14431432	70.207146	14431102	330	99.997713	0.002287
Promoter	1.54		В.	Mode of Voti	ng (Poll)			
and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona Holders	2	1813419	11272	0.621588	11272	0	100.000000	100.000000
Public - Others	65	4425874	5766	0.130279	5765	1	99.982657	0.017343
Total (B)	82	20555503	14332293	69.724847	14332292	1	99.999993	0.017545

Promoter	19*	14316210	14315255		voting and Po	11)		
and		11310210	14313233	99.993329	14315255	0	100.000000	0.000000
Promoter Group								
Public -	8	1813419	119323	(500000				
Institutiona			119323	6.580002	119323	0	100.000000	0.000000
Holders								
Public -	94	4425874	13892	0.212022				
Others	,		13692	0.313882	13561	331	97.617334	2.382666
Total (C)	121	20555503	14448470	T 0.000				
			144484/0	70.290034	14448139	331	99.997709 EXCLUDED IN	0.002291

Promoter /Public	Total Ballot forms	No. of shares held	No. of votes polled	% of Polle on outstandin	votes in	No. o votes	votes in	
		(1)	(2)	shares (3)=(2)/(1): 100	(4)	again (5)	votes polled (6)=(4)/	votes polled (2) (7)=(5)/(3
Resolution	No.8: To	consider appo	intment of N	Ar. Prakach S	hoh (DIN). 00	1120(51)	*100	*100
September	ny to ho	ld office for	five consecu	itive years fr	om the date	0f this	as an Independ Annual Gener	ent Director
September	22, 2014 1	o September 2					Annual Gener etire by rotatio	al Meeting i.e
Promoter					g (E-Voting)		vii o aj rotatio	n.(Ordinary)
and Promoter	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Group								
Public – Institutiona l Holders	8	1813419	200051	11.031703	92000	108051	45.988273	54.011727
Public - Others	30	4425874	8287	0.187240	7957	330	96.017859	3.982141
Total (A)	57	20555503	14523593	70.655498	14415212	108381	99.253759	0.7160.11
			В.	Mode of Vot		100301	39.233739	0.746241
Promoter	15*	14316210	14315255	99.993329				
and Promoter Group				33.33329	14315255	0	100.000000	0.000000
Public -	2	1813419	11272	0.621500				
Institutiona l Holders			112/2	0.621588	0	11272	0.000000	100.000000
Public - Others	65	4425874	5766	0.130279	5765	1	00.002657	
Total (B)	82				3703	1	99.982657	0.017343
rotar (B)	- 04	20555503	14332293	69.724847	14321020	11273	99.921346	0.078655
	-1							
Promoter	10*		C. Mode	of Voting (e-ve	oting and Pol	II)		
nd	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Promoter Group	1						100.000000	0.000000
ublic – istitutiona Holders	10	1813419	211323	11.653291	92000	119323	43.535252	56.464748
ublic -	95	4425874	14053	0.317519	13722	331	97.644631	2 355360
CHUCIS			The state of the s			221	11.044031	1111160

14540631

Others

Total (C)

124

20555503

70.738386

'NOTE: COMMON VOTING BY PROMOTERS IN TABLE A & B ABOVE HAS BEEN EXCLUDED IN TABLE C.

14420977

119654

97.644631

99.177106

2.355369

0.822894

Promoter /Public Resolution	Total Ballot forms No.9: App	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100 of Mr. Ashol	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour or votes polled (6)=(4)/(2 *100	votes polled (7)=(5)/(2)
Director of	the Com	pany.(Specia	.1)					
Promoter	19*	11016010		lode of Voting				
and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	8	1813419	200051	11.031703	200051	0	100.000000	0.000000
Public - Others	29	4425874	8244	0.186268	7878	366	95.560408	4.439592
Total (A)	56	20555503	14523550	70.655289	14523184	366	99.997480	0.002520
			В.	Mode of Voti	ng (Poll)			
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona l Holders	2	1813419	11272	0.621588	0	11272	0.000000	100.000000
Public - Others	65	4425874	5766	0.130279	5765	1	99.982657	0.017343
Total (B)	82	20555503	14332293	69.724847	14321020	11273	99.921346	0.078655

	1		C. Mode	of Voting (e-v	oting and Po	ll)		
Promoter and Promoter Group	19*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	10	1813419	211323	11.653291	200051	11272	94.665985	5.334015
Public - Others	94	4425874	14010	0.316548	13643	367	97.380443	2.619557
Total (C)	123	20555503	14540588	70.738177	14528949	11639	99.919955 EXCLUDED IN	0.080045

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes polled (2)	% of Polled on outstanding shares (3)=(2)/(1)* 100	votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=(4)/(2)	% of Votes against on votes polled (7)=(5)/(2)
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the Company up to Rs. 1000 crores pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the rules thereunder. (Special) pard of Directors of the Company to borrow for the purpose of business of

Promoter	19*	1421/010	A. IV	Iode of Votin	g (E-Voting)			
and Promoter Group	15.	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona I Holders	8	1813419	200051	11.031703	200051	0	100.000000	0.000000
Public - Others	30	4425874	8287	0.187240	7569	718	91.335827	8.664173
Total (A)	57	20555503	14523593	70.655498	14522875	718	99.995056	0.004944
D			В.	Mode of Voti	ng (Poll)			0.004544
Promoter and Promoter Group	15*	14316210	14315255	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona Holders	2	1813419	11272	0.621588	11272	0	100.000000	0.000000
Public - Others	67	4425874	5783	0.130663	5782	1	99.982708	0.017292
Total (B)	84	20555503	14332310	69.724930	14332309	1	99.999993	0.000007

Promoter	19*	14316210	14315255		voting and Po	II)		
and Promoter Group	1	1.010210	14313233	99.993329	14315255	0	100.000000	0.000000
Public – Institutiona Holders	10	1813419	211323	11.653291	211323	0	100.000000	0.000000
Public -	97	4425874	14070	0.317903	10054			
Others Total (C)	126	20555500		0.517903	13351	719	94.889837	5.110163
		20555503	14540648	70.738468	14539929	719	99.995055 EXCLUDED IN	0.004945