

**HINDUJA VENTURES LIMITED**

(CIN: L51900MH1985PLC036896)

Registered Office: In Centre, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai-400 093.  
Ph. No.: 022-66910945, Fax: 022-66910988, E-mail id: investor grievances@hindujaventures.com  
website: www.hindujaventures.com

**NOTICE**

Notice is hereby given that the Thirty-First Annual General Meeting of the Members of Hinduja Ventures Limited will be held on **Thursday, September 22, 2016 at 11.00 a.m.** at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm Interim Dividend of ₹ 17.50 per equity share declared and paid in the month of March, 2016, as Final Dividend.
3. To appoint a Director in place of Mr. Ashok Mansukhani (DIN: 00143001) who retires by rotation and being eligible, offers himself for re-appointment.
4. **Ratification of Appointment of Auditors.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee and Board of Directors, the Members hereby ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Second Annual General Meeting to be held in the year 2017 at such remuneration plus service tax and reimbursement of actual out of pocket expenses as may be mutually agreed between the Board of Directors of the Company (including a Committee thereof) and the Statutory Auditors.”

**SPECIAL BUSINESS:**

5. **Appointment of Mr. Anthony D'Silva as a Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Anthony D'Silva (DIN: 06404665), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 23, 2015 in terms of Section 161(1) of the Act, and Article 124 of the existing Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Ratification of Cost Auditor's Remuneration.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members hereby ratify a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax and reimbursement of actual out of pocket expenses, if any, to M/s. ABK & Associates, Cost Accountants (Firm Registration No : 000036), who were appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2017.”

7. **Adoption of New Set of Articles of Association.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of

the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association of the Company as submitted to this Annual General Meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and the same be approved and adopted as the new Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to give effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director(s) of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**By order of the Board of Directors**

**Hasmukh Shah  
Company Secretary**

Place : Mumbai

Date : July 22, 2016

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of the special business set out at Item Nos. 5 to 7 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 [SS-2], of persons seeking appointment / re-appointment as Directors under Item No. 3 and 5 of this Notice are also annexed as Annexure II.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.
3. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 15, 2016 to Thursday, September 22, 2016, both days inclusive.
4. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized form and to the Company’s Registrar and Share Transfer Agent (RTA), Karvy Computershare Private Limited (Karvy), Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032, Telangana, Tel: 040-67162222, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), in case shares are held in physical form. Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s RTA, Karvy to provide efficient and better services.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Karvy.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members can avail of the nomination facility by filing Form SH - 13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
10. Any query relating to financial statements must be sent to the Company at its registered office at least seven days before the date of the AGM.
11. The Company had transferred the unclaimed/ unpaid dividends declared for financial year 2006-07 and interim dividend of 2007-08 on November 27, 2014 and June 10, 2015 respectively, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant

- to the provisions of IEPF (uploading of information regarding unclaimed/unpaid amounts lying with companies) Rules 2012, the Company has uploaded the details of the same on the website of the Company and filed with Ministry of Corporate Affairs (MCA). The unclaimed / unpaid dividend declared for the financial year 2008-09 will be transferred to the IEPF in September, 2016 and details of the same will be uploaded on the website of the Company and will be filed with MCA. Members are requested to claim the same before transfer.
12. Those Members who have so far not encashed their dividend warrants for the financial year 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 are requested to make their claims forthwith to the Company's RTA.  
Company has also uploaded the details of unpaid and unclaimed amounts lying with Company as on September 22, 2015 (i.e. date of last AGM of the Company) on the website of the Company ([www.hindujaventures.com](http://www.hindujaventures.com)) and also filed the same with MCA.
  13. The physical copy of this Notice along with the Annual Report 2015-16 is being sent by permitted mode. This Notice along with the Annual Report 2015-16 is also being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
  14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Karvy / Depositories.
  15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of remote e-voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Karvy.
  16. Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot at the AGM in a fair and transparent manner.
  17. The facility for voting through ballot paper shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
  18. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again. A member can opt for only one mode i.e. either through e-voting or voting through ballot paper at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the AGM shall be treated as invalid.
  19. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days of the Company between 11.00 a.m. to 04.00 p.m. up to the date of the AGM and at the venue of the AGM for the duration of the AGM.
  20. The route-map to the venue of the AGM is attached.
  21. **Voting through electronic means:**  
**Process for members opting for remote e-voting:**  
**A. In case a Member receives an e-mail from Karvy (for Members whose e-mail IDs are registered with the Company/Depository Participants):**
    - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVENT) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - iii. After entering these details appropriately, click on "LOGIN".
    - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - v. You need to login again with the new credentials.
    - vi. On successful login, the system will prompt you to select the "EVENT" for Hinduja Ventures Limited.
    - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: *rupal@vcshah.com / hasmukhs@hindujaventures.com* with a copy marked to *cs.hindujaventures@karvy.com*. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name\_EVENT NO.**"
  - xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Premkumar Nair (Unit: Hinduja Ventures Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at <https://evoting@karvy.com> or phone no. 040-67161500 or call Karvy's toll free no. 1-800-34-54-001 for any further clarifications.
- B. In case a Member receives physical copy of Notice (whose e-mail IDs is not registered with the Company/Depository Participants)**
- i. EVENT, User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- C. Other Instructions:**
- i. The remote e-voting period commences on Monday, September 19, 2016 (9.00 a.m. IST) and ends on Wednesday, September 21, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 15, 2016 i.e. cut-off date, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 15, 2016.
  - iii. 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).
  - iv. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., September 15, 2016, he / she may obtain the User ID and Password in the manner as mentioned below:
    - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
    - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - c) Member may call Karvy's toll free number 1800-3454-001.
    - d) Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
  - v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - vi. Immediately after the result is declared, the results along with the Scrutinizer's Report shall be placed on the Company's website at [www.hindujaventures.com](http://www.hindujaventures.com) and on the website of Karvy at <https://evoting.karvy.com>. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.



## Annexure I to this Notice

**As required by Section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out material facts relating to the special business mentioned under Item Nos. 5 to 7 of the accompanying Notice:**

### Item No. 5:

The Board of Directors of the Company, at its meeting held on September 23, 2015, appointed Mr. Anthony D'Silva as an Additional Director of the Company with effect from September 23, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") he holds office till the date of this Annual General Meeting and is eligible for re-appointment. As required under Section 160 of the Act, the Company has received a notice in writing from a member along with the deposit of requisite amount proposing the candidature of Mr. Anthony D'Silva for the office of Director of the Company.

Mr. Anthony D'Silva is qualified for being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

A brief profile of Mr. Anthony D'Silva, as required to be given pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 has been given in Annexure II to this Notice.

Your Director recommends the resolution set out at Item No. 5 of this Notice for the approval of the Members by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, except Mr. Anthony D'Silva, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

### Item No. 6:

The Board of Directors of the Company at its meeting held on May 12, 2016 has, on recommendation of the Audit Committee, appointed M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2017. M/s. ABK & Associates, Cost Accountants have submitted a letter regarding their eligibility for appointment as cost auditors.

The Board of Directors has, subject to the ratification by the Members at this Annual General Meeting, determined the remuneration of the cost auditors at ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax as applicable and reimbursement of actual out of pocket expenses, if any, incurred by them and approved by the Company in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be ratified by the Members of the Company.

Your Directors recommend the resolution set out at Item No.6 of this Notice for ratification by the Members by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

### Item No. 7:

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act").

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of AoA.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of Schedule – I of the Act which sets out the model AoA for a Company limited by shares.

Attention of the Members is invited to certain salient provisions in the proposed draft AoA of the Company viz:

- a) The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- b) New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- c) New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer in addition to Manager and Company Secretary;
- d) Existing AoA have been streamlined and aligned with Act;
- e) The statutory provisions of the Act which permit a Company to do some acts "if so authorized by its articles" or provisions which require a Company to do acts in a prescribed manner "unless the AoA otherwise provide" have been specifically included.

Your Directors recommend the resolution set out at Item No. 7 of this Notice for the approval of the Members by way of a special resolution.

The new sets of AoA are open for inspection at the registered office of the Company on all working days of the Company between 11.00 a.m. to 04.00 p.m. up to the date of the AGM and at the venue of the AGM for the duration of the AGM.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

**By order of the Board of Directors**

**Hasmukh Shah**  
**Company Secretary**

Place : Mumbai  
Date : July 22, 2016

### Registered Office:

In Centre, 49/50  
M.I.D.C., 12<sup>th</sup> Road  
Andheri (East)  
Mumbai - 400 093

## Annexure II to the Notice

Details of Directors seeking appointment furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name of Director	Mr. Ashok Mansukhani	Mr. Anthony D'Silva
Date of Birth	28/04/1950	05/07/1949
Age	66 Years	67 Years
Qualification	<ul style="list-style-type: none"> <li>Postgraduate from Delhi University</li> <li>Masters in English Literature from Kirori Mal College, Delhi University and</li> <li>LLB from K C Law College, Bombay University</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor of Science (Chemistry &amp; Microbiology)</li> <li>Three Year Post-Graduate Diploma in Business Management</li> </ul>
Expertise in specific functional area	Media & Entertainment	Media & Entertainment
Experience	46 Years	41 Years
Terms and Conditions	<p><b>Retire by rotation:</b></p> <ul style="list-style-type: none"> <li>Liable to retire by rotation.</li> </ul> <p><b>Duties:</b></p> <ul style="list-style-type: none"> <li>To adhere as provided under Section 166 of the Act.</li> </ul> <p><b>Code of Conduct:</b></p> <ul style="list-style-type: none"> <li>Abide by the Code of Conduct devised by the Company.</li> </ul> <p><b>Remuneration:</b></p> <ul style="list-style-type: none"> <li>Remuneration paid was ₹ 96 Lakhs per annum with effect from April 30, 2015 to April 29, 2018 on Cost to Company basis and also Company maintained car, fuel and driver facility.</li> </ul>	<p><b>Retire by rotation:</b></p> <ul style="list-style-type: none"> <li>Liable to retire by rotation.</li> </ul> <p><b>Duties:</b></p> <ul style="list-style-type: none"> <li>To adhere as provided under Section 166 of the Act.</li> </ul> <p><b>Code of Conduct:</b></p> <ul style="list-style-type: none"> <li>Abide by the Code of Conduct devised by the Company.</li> </ul> <p><b>Remuneration:</b></p> <ul style="list-style-type: none"> <li>Sitting Fees for attending each meeting of the Board of Directors and Committees of the Board thereof.</li> <li>Re-imburement of travelling expenses and other out of pocket expenses in attending the meeting of the Board of Directors or committees thereof.</li> </ul>
Date of first appointment on the Board	April 29, 2012	September 23, 2015
No. of shares held in Company	500 Shares	Nil
Relationships between Directors / KMP's inter-se	Nil	Nil
Number of Meetings of the Board attended during the year 2015-16	Seven (7)	Five (5)
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	<ul style="list-style-type: none"> <li>IndusInd Media and Communications Limited</li> <li>Grant Investrade Limited</li> <li>In Entertainment (India) Limited</li> <li>Planet E-Shop Holdings India Limited</li> </ul>	<ul style="list-style-type: none"> <li>IndusInd Media and Communications Limited</li> <li>Grant Investrade Limited</li> <li>In Entertainment (India) Limited</li> <li>Planet E-Shop Holdings India Limited</li> </ul>
Membership/Chairmanship of other Public Companies (include only Audit Committee and Stakeholder Relationship Committee)	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>Grant Investrade Limited</li> <li>Indusind Media &amp; Communications Limited</li> <li>Planet E-Shop Holdings India Limited</li> </ul> <p><b>Stakeholder Relationship Committee</b></p> <ul style="list-style-type: none"> <li>Hinduja Ventures Limited</li> </ul>	Nil

**HINDUJA VENTURES LIMITED**

(CIN: L51900MH1985PLC036896)

Registered Office: In Centre, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai-400 093.  
Ph. No.: 022-66910945, Fax: 022-66910988, E-mail id: investorgrievances@hindujaventures.com  
website: www.hindujaventures.com

**FORM NO. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :	E-mail Id:
Registered address :	Folio No./ Client Id./ DP Id :

\* For details with respect to your Folio No. /DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Annual Report.

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

1. Name: .....  
Address: .....  
E-mail Id: ..... Signature: .....or failing him
2. Name: .....  
Address: .....  
E-mail Id: ..... Signature: .....or failing him
3. Name: .....  
Address: .....  
E-mail Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-First Annual General Meeting of the Company, to be held on Thursday, September 22, 2016 at 11.00 a.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors.
2	Confirm the payment of Interim Dividend on Equity Shares for the financial year 2015-16 as final dividend.
3	Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001), Director who retires by rotation.
4	Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company.
5	Appointment of Mr. Anthony D'Silva as a Director of the Company.
6	Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants (Firm Registration No. 000036) as Cost Auditors of the Company for the financial year 2016-2017.
7	Adoption of new set of Articles of Association.

Notwithstanding the above, the proxies can vote on such other items which may be tabled at the meeting by the Members present.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix a ₹ 1  
Revenue  
Stamp

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.

**HINDUJA VENTURES LIMITED**

(CIN: L51900MH1985PLC036896)

Registered Office: In Centre, 49/50, MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai-400 093.  
Ph. No.: 022-66910945, Fax: 022-66910988, E-mail id: investorgrievances@hindujaventures.com  
website: www.hindujaventures.com

**(To be handed over at the entrance of the Meeting Venue)**

**Attendance Slip**

Regd. Folio No. / DPID – Client ID No.: \_\_\_\_\_

Members Name: Mr. /Ms. /Mrs. \_\_\_\_\_  
(in Block Capitals)

Name of Joint Member(s), if any: \_\_\_\_\_

**IN CASE OF PROXY**

Name of Proxy: Mr. /Ms. /Mrs. \_\_\_\_\_  
(in Block Capitals)

No. of Shares held : \_\_\_\_\_

I / We certify that I / we am / are member(s) / proxy for the member(s) of the Company.

I / We hereby record my / our presence at the 31<sup>st</sup> Annual General Meeting of the Company held on Thursday, September 22, 2016 at 11:00 a.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.

\_\_\_\_\_  
Signature of Member(s)/Proxy

**Notes :**

1. Only Member/Proxy holder can attend the Meeting.
2. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

<b>EVENT (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password/PIN</b>