

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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 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 Rupal D. Jhaveri (PCS), appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 29th Annual General Meeting of Hinduja Ventures Limited held on 22nd September, 2014 at 11.00 am at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) 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 poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:
 - a) **Resolution No. 1 :**

Ordinary Resolution: 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.

- (i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	14332309	99.999993



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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

b) **Resolution No. 2:**

Ordinary Resolution: To declare dividend on equity shares for the year ended March 31, 2014.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	14332309	99.999993

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.



c) **Resolution No. 3:**

Ordinary Resolution: To appoint a Director in place of Mr. Ramkrishan P. Hinduja (DIN: 00278711), who retires by rotation and being eligible, offers himself for reappointment.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
81	14321037	99.921346

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	11273	0.078654

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

d) **Resolution No. 4:**

Ordinary Resolution: Appointment of Deloitte Haskins and Sells LLP Chartered Accountants (Registration No. 117366W/W – 100018) as Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of next Annual General Meeting and fixing their remuneration.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	14332309	99.999993



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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

e) **Resolution No. 5:**

Ordinary Resolution: To consider the remuneration of ABK and Associates, Cost Auditors of the Company for conducting the Cost Audit for the financial year ending March 31, 2015.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	14332309	99.999993

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.



f) **Resolution No. 6:**

Ordinary Resolution: To consider appointment of Mr. Anil Harish (DIN: 00001685) 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.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
81	14332292	99.999993

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

g) **Resolution No. 7:**

Resolution: 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.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
81	14332292	99.999993



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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

h) **Resolution No. 8:**

Ordinary Resolution: To consider appointment of Mr. Prakash Shah (DIN: 00120671) 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.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	14321020	99.921345

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	11273	0.078655

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.



i) **Resolution No. 9:**

Special Resolution: Approval of remuneration of Mr. Ashok Mansukhani (DIN: 00143001), Whole-Time Director of the Company.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
79	14321020	99.213455

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	11273	0.078655

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

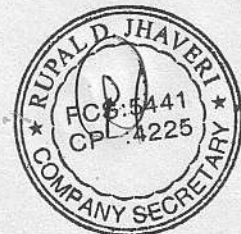
*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

j) **Resolution No. 10:**

Special Resolution: To authorize the Board of Directors of the Company to borrow for the purpose of business of 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.

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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	14332309	99.999993



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

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.000007

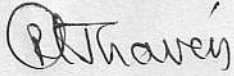
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1*	1

*Note: The Ballot paper showed a mismatch in the signature of the shareholder.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll 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,



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



Date: 24/09/2014
Place: Mumbai.