			HINDUJA VENTUR	ESLTD					
Date of the AGM/EGM			24-09-2018						
Total number of shareholders on record date		9449							
No. of shareholders present in the meeting either in person or through proxy:							100 M		
Promoters and Promoter Group:			14	A CONTRACTOR OF A					
Publie:	and the second second		300						
No. of Shareholders attended the meeting t	hrough Video Conference	cing			1. S			1000	
Promoters and Promoter Group:			Not Applicable			A CONTRACTOR OF A			
Publk			Not Applicable						
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY . Receiv	e consider and ad	ont the audited sta	andalone and conse	lidated financial sta	tements of the Co	mnany for the floar	cial year ended	
resolution redoined for a new heread		gether with the Re					inposit for the thiof	teres from chided	
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 poiled (6)={(4)/(2)] * 100	% of Votes against on votes polled (7}=[(5)/(2)]* 100	
	E-Voting		11734459	80.6054	11734459	0	100.0000	0.000	
	Poll	14557906	0	0.0000	00	0	0.0000	0.000	
	Postal Ballot (if	14337500							
Promoter and Promoter Group	app#cable)	A STATE OF A	0	0.0000	00	0	0.0000	0.000	
	Total	220 21	11734459	80.6054	11734459	0	100.0000	0.000	
	E-Voting		16707	1.6994	16707	0	100.0000	0.000	
	Poll	983125	0	0.0000	00	0	0.0000	0.000	
Public-Institutions	Postal Ballot (If applicable)	503125	0	0.0000	00	0	D.0000	0.000	
	Total		16707	1.6994	16707	0	100.0000	0.000	
A STATE OF STREET	E-Voting		6509	0.1298	6509	0	100 0000	0.000	
	Poll	5014472	1011487	20.1714	1011487	0	100.0000	0.000	
Public- Non Institutions	Postal Ballot (If applicable)	5014472	0	0.0000	00	0	0.0000	0.000	
	Total		1017996	20.3012	1017996	0	100.0000	0.000	
	Total	20555503	12769162	62.1204	12769162	0	100.0000	0.000	



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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declar	ation of Dividend of	f Rs. 17.50 per equ	ity share (Face valu	ue of Rs. 10/- each)	i.e. 175% for the fi	inancial year ended	March 31, 2018.
Whether promoter/ promoter group are interested in the agenda/resolution?	No							11
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
	E-Voting		11734459	80.6054	11734459	0	100.0000	0.0000
	Poll	14557906	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	14337300-	0	0.0000	00	0	0.0000	0.0000
	Total		11734459	80.6054	11734459	0	100.0000	0.0000
	E-Voting		16707	1.6994	16707	0	100.0000	0.0000
	Poll	983125	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot	303123						
Public Institutions	(if applicable)		0	0.0000	00	0	0000.0	0.0000
	Total	15-132 (C) (F) (S)	16707	1.6994	16707	0		0.0000
	E-Voting		6509	0.1298	6509	0	100.0000	
	Poll	5014472	1011487	20.1714	1011487	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	Sec. 161. 1.	1017996	20.3012	1017996	0	the second se	0.0000
	Total	20555503	12769162	62.1204	12769162	0	100.0000	0,000



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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-app	continent of Mr. As	hok Mansukhani (	DIN: 00143001), D	rector who retires	v rotation.		Contraction of the local division of the loc
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 palled (7)=[{5]/(2)}* 100
	E-Voting		11734459	80.6054	11734459	0	100.0000	0.0000
	Poll	14553000	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (If applicable)	14557906	0	0.0000	00	0	0.0000	0.0000
	Total		11734459	80.6054	11734459	0	100.0000	0.0000
	E-Voting		16707	1.6994	16707	0	100.0000	0.0000
	Poll	000105	0	0.0000	CO	0	0.0000	0.000
Public-Institutions	Postal Ballot (if applicable)	983125 -	0	0.0000	00	0	0.0000	0.0000
	Total		16707	1.6994	16707	0	100.0000	0.0000
	E-Voting		6409	0.1278	6409	0	100-0300	0.0000
	Poli	5014470	1011487	20.1714	1011487	0	100.0000	0.0000
Public- Nen Institutions	Postal Baliot (if applicable)	5014472	0	0.0000	00	0	0.0000	0.0000
	Total		1017896	20.2992	1017896	0	100.0000	0.0000
the second s	Total	20555503	12769062	62.1199	12769062	0	100.0000	0.0000

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratific Auditors of the Con	ation of remuneration			3K & Associates, Co	st Accountants (Fir	m Registration No.	000036}, Cost
Whether promoter/promoter group are interested in the agenda/resolution?	No		and district					
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 (S)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled {7}=[{5}/(2}]* 100
	E-Voting		11734459	80.6054	11734459	0	100.0000	0.000
	Poll	14557906	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	14337500	0	0.0000	00	0	0.0000	0.000
	Total		11734459	80.6054	11734459	0	100.0000	0.0000
	E-Voting		16707	1.6994	16707	0	100.0000	0.0000
	Poll	983125	0	0.0000	00	0	0.0000	0.0000
Public. Institutions	Postal Ballot (if applicable)	505125	0	0.0000	00	0	0.0000	0.0000
	Total		16707	1.6994	16707	0	100.0000	0.0000
2 CONTRACTOR OF THE PARTY OF	E-Voting		6409	0.1278	6407	2	99.9688	0.0312
	Poll	5011130	1011487	20.1714	1011487	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (If applicable)	5014472-	0	0.0000	00	0	0.0000	0.0000
	Total	Planet and the state	1017896	20.2992	1017894	2	99.9998	0.0002
	Total	20555508	12769062	62.1199	12769060	2	100,0000	0.0000

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Resolution No.	S						Dt. etc I March	Anna andal
Resolution required: (Ordinary/ Special)	ORCINARY - Appoint Personnel of the Co	ntment and paymen ompany for a period	t of remuneration of two years w.e.	to Mr. Ashok Man f. April 30, 2018 to	sukhani (DIN: 0014 Aoril 29, 2020.	3001) as Managing	Director and Key A	nanageria
Whetherpromoter/promoter group are interested in the agenda/resolution?	No		Bar Sta				A. 611	% of Votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	<pre>% of Votes Polied on outstanding shares (3)={(2)/(1)]* 100</pre>	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes In favour on votes polled (6)=[(4)/(2)]*100	against on votes polled
	E-Voting		11734459	80.6054	11734459	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0000.0	0.0000
	Postal Ballot (if	1455 7906		100000000000000000000000000000000000000				Contraction of the later
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Total	LOWN CLASS	11734459	80.6054	11734459	0	100.0000	0.0000
	E-Voting		16707	1.6994	16707	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
Public-Institutions	Postal Baliot (If	98312 <del>5</del>	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Totai	COLUMN PORT	16707	1.6994	16707	0	100.0000	0.0000
	E-Voting		6409	0.1278	6409	0	100.0000	0.0000
	Poll		1011487	20.1714	1011487	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	5014472-	C	0.0000	00	0	0.0000	
roome and institutions	Total	100 C 100	1017896	20.2992	1017896	0	A contract of the second se	Conception of the local division of the loca
and the second second second	Total	20555503	12769062	62 1199	12769062	Ő	100.0000	0.0000

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RUPAL D. JHAVERI

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

#### **REPORT OF SCRUTINIZER**

Date: 24th September, 2018

То

The Chairman Annual General Meeting of Hinduja Ventures Limited ("the Company") held on 24<sup>th</sup> September, 2018 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 24<sup>th</sup> September, 2018 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 pollingwas locked in my presence with due identification marks placed by me.
- The locked ballot boxwas 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 12:45 p.m. on 24<sup>th</sup> September, 2018 in the presence of two witnesses after the conclusion of the Annual General Meeting and the e-voting summary statement was downloaded from Karvy (<u>https://evoting.karvv.com</u>).
- 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 24<sup>th</sup> September, 2018. The remote e-voting commenced on 21<sup>st</sup> September, 2018 (9.00 a.m. IST.) onwards and concluded on 23<sup>rd</sup> September, 2018 (5.00 p.m. IST.). The remote e-voting services were provided by Karvy Computershare 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 17, 2018.

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

Thanking you.

Thaven

**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, 2018, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members voted	and the second se	% of total number of valid votes cast
43	11,757,675	100.0000
58	1,011,487	100.0000
101	12,769,162	100.0000
	members voted       43       58	members votedinfavour of the resolution4311,757,675581,011,487

## (ii) Voted against the Resolution:

Mode	Number of members voted	and the second se	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
Total	0	0	0.0000

### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	8	299
Total	8	299

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) i.e. 175% for the financial year ended March 31, 2018.

Number of members voted		% of total number of valid votes cast
43	11,757,675	100.0000
58	1,011,487	100.0000
101	12,769,162	100.0000
	members voted 43 58	members votedinfavour of resolution4311,757,675581,011,487

(i) Voted in favour of the Resolution:

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

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
Total	0	0	0.0000

### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	8	299
Total	8	299

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution: Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001), Director who retires by rotation.

(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	42	11,757,575	100.0000
Ballot	58	1,011,487	100.0000
Total	100	12,769,062	100.0000

# (ii) Voted against the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Ballot	0	0	0.0000
Total	0	0	0.0000

#### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	8	299
Total	8	299

Resolution No, 3 is passed with requisite majority



Resolution No. 4: Ordinary Resolution: Ratification of the remuneration of Rs. 50,000/-payable to M/s. ABK & Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2018-2019.

(i) Voted in favour of the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	41	11,757,573	100.0000
Ballot	58	1,011,487	100.0000
Total	99	12,769,060	100.0000

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

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	1	2	0.0000
Ballot	0	0	0.0000
Total	1	2	0.0000

### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	8	299
Total	8	299

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Ordinary Resolution: Appointment and payment of remuneration to Mr. Ashok Mansukhani (DIN: 00143001) as Managing Director and Key Managerial Personnel of the Company for a period of two (2) years with effect from April 30, 2018 to April 29, 2020.

#### (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	42	11,757,575	100.0000
Ballot	58	1,011,487	100.0000
Total	100	12,769,062	100.0000

## (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
Total	0	0	0.0000

### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	8	299
Total	8	299

Resolution No. 5 is passed with requisite majority



A Compact Disc (CD) containing a list of equity sharcholders 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,

Yours faithfully,

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

Place: Mumbai Dated: 24<sup>th</sup> September, 2018

Counter Signed by For Hinduja Ventures Limited

Ashok P. Hinduja

(Chairman)



#### SUMMARY OF THE PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUJA VENTURES LIMITED HELD ON MONDAY, SEPTEMBER 24, 2018 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 Third 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	8	298	306
Through Proxy	6	2	8
Total	14	300	314

- 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. 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 of the Company and other executives of the Company.

The Chairman informed the members that Mr. Rajendra P. Chitale, Independent Director has requested for Leave of Absence from attending the AGM as he is travelling out of India.

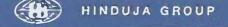
The Chairman further introduced to the Members, Mr. Vynsley Fernandes, the Chief Executive Officer of IndusInd Media & Communications Limited, a subsidiary of the Company. The Members were informed that Mr. Vynsley Fernandes is a veteran media executive with over 25 years of experience in delivering and managing assignments globally including DTH & HITS platforms, digital cable networks and news & entertainment channels.

- 5. With the consent of the members, the Notice convening the Thirty Third Annual General Meeting, Board's Report and the Accounts for the financial year ended March 31, 2018 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, 2018 does not contain any qualifications, observations or adverse remarks.
  - b) the Secretarial Auditor's Report for the financial year ended March 31, 2018 does not contain any qualifications, observations or comments.
- 7. Thereafter, on request of the Chairman of the Company, Mr. Ashok Mansukhani, Managing Director made presentation to the shareholders on value creation including Media Investment.
- 8. Thereafter, on request of the Chairman, Mr. Vynsley Fernandes, CEO of IndusInd Media & Communications Limited (IMCI.) made an Audio Visual presentation on Media to the shareholders.



Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai · 400 09 Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com





- 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. Thereafter an Audio Visual presentation on Corporate Social Responsibility was presented.
- 11. 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 Friday, September 21, 2018 and ended at 5.00 p.m. IST on Sunday, September 23, 2018. 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.
- 12. Thereafter, the following resolutions as set out in the Notice convening the 33<sup>rd</sup>Annual General Meeting were proposed and seconded by the members.
  - Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
  - 2) Declaration of Dividend of Rs. 17.50 per equity share (Face value of Rs. 10/- each) i.e. 175% for the financial year ended March 31, 2018.
  - 3) Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001), Director who retires by rotation.
  - 4) 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 2018-2019.
  - 5) Appointment and payment of remuneration to Mr. Ashok Mansukhani (DIN: 00143001) as Managing Director and Key Managerial Personnel of the Company.
- 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.
- 14. 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.
- 15. After the completion of the voting through ballot paper and transactions of the business as per the Notice dated August 03, 2018, 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



Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093. Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com

