

Resolution No.	2	ORDINARY - Declaration of Dividend of Rs. 17.50 per equity share (Face value of Rs. 10/- each) for the financial year ended March 31, 2017									
Resolution required: (Ordinary/ Special) 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			
Promoter and Promoter Group	E-Voting		14556951	99.9934	14556951	0	100.0000	0.0000			
	Poll	14557906	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total		14556951	99.9934	14556951	0	100.0000	0.0000			
	E-voting		40309	4.3811	40309	0	100.0000	0.0000			
	Poll	920066	0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		40309	4.3811	40309	0	100.0000	0.0000			
	E-Voting		12573	0.2476	12573	0	100.0000	0.0000			
Category	Poll	5077531	580	0.0114	580	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		13153	0.259	13153	0	100.0000	0.0000			
Total		20555503	14610413	71.0779	14610413	0	100.0000	0.0000			



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Sudhanshu Tripathi (DIN: 06431686), Director who retires by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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			
Promoter and Promoter Group	Mode of Voting	14556951	99.9934	14556951	0	100.0000	0.0000			
	E-Voting	0	0.0000	00	0	0.0000	0.0000			
	Poll	14557906	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000			
	Total	14556951	99.9934	14556951	0	100.0000	0.0000			
	E-Voting	40309	4.3811	00	40309	0.0000	100.0000			
Category	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000			
	Total	40309	4.3811	0	40309	0.0000	100.0000			
Category	E-Voting	12573	0.2476	12573	0	100.0000	0.0000			
	Poll	580	0.0114	580	0	100.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000			
Total	13153	0.259	13153	0	0	0.0000	0.0000			
Total	20555503	14610413	71.0779	14570104	40309	99.7241	0.2759			



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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			
Promoter and Promoter Group	E-Voting	14556951	99.9934	14556951	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	14557906	0.0000	00	0	0.0000	0.0000			
Total		14556951	99.9934	14556951	0	100.0000	0.0000			
Public- Institutions	E-Voting	40309	4.3811	40309	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	920066	0.0000	00	0	0.0000	0.0000			
Total		40309	4.3811	40309	0	100.0000	0.0000			
Category	E-Voting	12573	0.2476	12573	0	100.0000	0.0000			
	Poll	580	0.0114	580	0	100.0000	0.0000			
	Postal Ballot (if applicable)	5077531	0.0000	00	0	0.0000	0.0000			
Total		13153	0.259	13153	0	100.0000	0.0000			
Total		14610413	71.0779	14610413	0	100.0000	0.0000			



Resolution No.	5									
	ORDINARY - Ratification of remuneration of Rs. 50,000/- payable to M/s ABK & Associates, Cost Accountants (Firm Registration No. 000036) as Cost Auditors of the Company for the financial year 2017-2018									
Resolution required: (Ordinary/ Special)	No									
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		
Promoter and Promoter Group	E-Voting		14556951	99.9934	14556951	0	100.0000	0.0000		
	Poll	14557906	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		14556951	99.9934	14556951	0	0.0000	0.0000		
Public- Institutions	E-Voting		40309	4.3811	40309	0	100.0000	0.0000		
	Poll	920066	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		40309	4.3811	40309	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		12513	0.2454	12513	0	100.0000	0.0000		
	Poll	5077531	580	0.0114	580	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		13093	0.2578	13093	0	0.0000	0.0000		
	Total	20555503	14610353	71.0776	14610353	0	100.0000	0.0000		



Resolution No.	6	ORDINARY - Increase in Remuneration of Mr. Ashok Mansukhani (DIN: 001430001), Whole-Time Director and Key Managerial Personnel of the Company from Rs. 96,00,000 to Rs. 1,60,00,000 p.a. w.e.f. February 01, 2017									
Resolution required: (Ordinary/ Special) 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			
Promoter and Promoter Group	E-Voting		14556951	99.9934	14556951	0	100.0000	0.0000			
	Poll	14557906	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total		14556951	99.9934	14556951	0	100.0000	0.0000			
	E-Voting		40309	4.3811	40309	0	100.0000	0.0000			
	Poll	920066	0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		40309	4.3811	40309	0	100.0000	0.0000			
	E-Voting		12513	0.2464	10893	1620	87.0534	12.9465			
	Poll	5077531	580	0.0114	580	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		13093	0.2578	11473	1620	87.627	12.373			
	Total	20555503	14610353	71.0776	14608733	1620	99.9889	0.0111			



RUPAL D. JHAVERI

COMPANY SECRETARY

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

REPORT OF SCRUTINIZER

Date: 27thSeptember, 2017

To

The Chairman

Annual General Meeting

of Hinduja Ventures Limited ("the Company") held on 27th September, 2017 at 11.00 a.m. at the Hall of Culture, 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 have not exercised their votes by remote -e-voting) for the Annual General Meeting of the Members of Hinduja Ventures Limited held on 27thSeptember, 2017 at 11:00 a.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 and I submit my report as under:

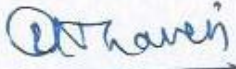
1. After the time fixed for closing of the Ballot process by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers 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 12:05 p.m. on 27th September, 2017 in the presence of two witnesses after the conclusion of the Annual General Meeting and the e-voting summary statement was downloaded from Karvy (<http://evoting.karvy.com>).
5. The Company has provided remote e-voting facility on all items of the business sought to be transacted at the Annual General Meeting held on 27th September, 2017. The same commenced on 24th September, 2017 (9.00 a.m.) onwards and concluded on 26th September, 2017 (5.00 p.m.). 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 September 21, 2017.

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: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2017, 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 in favour of the resolution	% of total number of valid votes cast
Remote E-voting	48	14,609,833	100.0000
Ballot	31	580	100.0000
Total	79	14,610,413	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	10	172
Total	10	172

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution: To declare Dividend of Rs. 17.50 per equity share (Face value of Rs. 10/- each) for the financial year ended March 31, 2017.

(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	14,609,833	100.0000
Ballot	31	580	100.0000
Total	79	14,610,413	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	10	172
Total	10	172

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution: To appoint 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	45	14,569,524	99.7241
Ballot	31	580	100.0000
Total	76	14,570,104	99.7241

(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	3	40,309	0.2759
Ballot	0	0	0.0000
Total	3	40,309	0.2759

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	10	172
Total	10	172

Resolution No. 3 is passed with requisite majority



Resolution No. 4: Ordinary Resolution: Ratification of Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as Statutory Auditors of the Company.

(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	14,609,833	100.0000
Ballot	31	580	100.0000
Total	79	14,610,413	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	10	172
Total	10	172

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Ordinary Resolution: Ratification of remuneration payable to M/s. ABK & Associates, Cost Accountants, Cost Auditors of the Company.

(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	14,609,773	100.0000
Ballot	31	580	100.0000
Total	78	14,610,353	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	10	172
Total	10	172

Resolution No. 5 is passed with requisite majority



Resolution No. 6: Ordinary Resolution: Increase in Remuneration of Mr. Ashok Mansukhani, Whole-Time Director and Key Managerial Personnel of the Company from Rs. 96,00,000 p.a. to Rs. 160,00,000 p.a. w.e.f. February 01, 2017.

(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	44	14,608,153	99.9889
Ballot	31	580	100.0000
Total	75	14,608,733	99.9889

(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	3	1,620	0.0111
Ballot	0	0	0.0000
Total	3	1,620	0.0111

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	10	172
Total	10	172

Resolution No. 6 is passed with requisite majority



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.

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,

A handwritten signature in blue ink that reads "R. Jhaveri".

Rupal D. Jhaveri
Company Secretary in Practice
Membership No: F544
C.P. No: 4225

Place: Mumbai
Dated: 27th September, 2017

Counter Signed by
For Hinduja Ventures Limited

A handwritten signature in black ink that reads "Ashok P. Hinduja".

Ashok P. Hinduja
(Chairman)