

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

The Chairman

Hinduja Ventures Limited

In Centre, 49/50, MIDC, Andheri (East)

Mumbai – 400 093.

Dear Sir,

I, Ms. Rupal D. Jhaveri Practicing Company Secretary (Membership No.5441 and Certificate of Practice No.4225) have been appointed by the Board of Directors of Hinduja Ventures Limited as the Scrutinizer for scrutinizing in a fair and transparent manner the Postal Ballot/ e-voting process of Hinduja Ventures Limited (“the Company”) conducted for seeking consent of the Members for the special resolution passed under Section 186 for increasing the limit for making investments, giving loans, giving guarantees and providing securities (“the resolution”) as contained in the postal ballot notice dated 26th October, 2016 (“Notice”), under the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. for passing the proposed resolution as special resolution.

I submit my report as under:

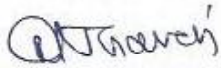
1. The dispatch of the Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, November 04, 2016 was completed on Tuesday, November 15, 2016.
2. Pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014, Advertisements were published by the Company on 16th November, 2016 in Business Standard, an English Newspaper in English Language and Sakal, Marathi Newspaper in Marathi Language, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and postage prepaid self-addressed envelope to the Members, along with other matters laid down in the stated Rule.
3. The E-voting commenced on Thursday, November 17, 2016 (9:00 a.m.) onwards and ended on Friday, December 16, 2016 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).
4. All the data of e-voting i.e. the results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on 16th December, 2016 around 5 p.m.
5. All the Postal Ballot Forms including E-Voting received up to the close of working hours i.e. 5.00 p.m. on Friday, December 16, 2016, the last day and time fixed by the Company for receipt of Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.



6. No Postal Ballot Forms received after the close of working hours, i.e. 5.00 p.m. on Friday, December 16, 2016, the last day and time fixed by the Company have been considered by me.
7. Envelopes containing Postal Ballot forms returned from postal authorities for various reasons undelivered aggregated to 173.

I hereby submit a combined report on Postal Ballot including E-voting as per the statement attached herewith.

Thanking you.



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

Place: Mumbai
Date: December 17, 2016

Special Resolution: Increase in the limit for making investments, giving loans, giving guarantees or providing securities.

(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
Electronic	40	14563363	99.6836
Physical	16	8502	100.0000
Total	56	14571865	99.6838

(ii) Voted against the Resolution:

Mode	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronic	5	46225	0.3164
Physical	0	0	0
Total	5	46225	0.3164

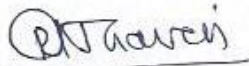
(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Electronic	0	0
Physical	0	0
Total	0	0

Resolution is passed with requisite majority

The Register, all other papers and relevant records relating to postal ballot including electronic voting shall be under my safe custody until the Chairman/ Authorised Person considers, approves and signs the Minutes of the announcement of the results of postal ballot and the same are handed over to the Company Secretary for safe keeping.

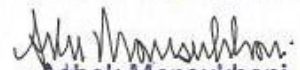
Thanking you,



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



For Hinduja Ventures Limited


Ashok Mansukhani
Whole-time Director

Place: Mumbai
Date: December 17, 2016