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

Scrutinizer's Report

[Pursuant to rule section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Hinduja Ventures Limited (" the Company")
IN Centre, 49/50 MIDC,
12th Road, Andheri (East),
Mumbai-400093.

Dear Sir,

I have been appointed by the Board of Directors of Hinduja Ventures Limited as a Scrutinizer conducting the Postal Ballot/ e-voting process 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 resolutions 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 owner as on 11th May, 2015 was completed on 18th May, 2015.
- 2. The E-voting commenced on Wednesday, May 20, 2015 and ended on Friday, June 19, 2015 at 5.00 p.m.
- 3. All the Postal Ballot Forms including E-Voting received up to the close of working hours i.e. 5.00 p.m. on Friday, 19th June, 2015, the last day and time fixed by the Company for receipt of Ballot forms, were scrutinized by me with respect to their validity and have been recorded.
- 4. No Postal Ballot Forms received after the close of working hours, i.e. 5.00 p.m. on Friday, 19th June, 2015, the last day and time fixed by the Company have been considered by me.
- 5. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to 569.

I hereby submit my combined report on Postal Ballot including E-voting as under.

Thanking you.

Rupal D. Jhaveri

Company Secretary in Practice

Membership No: F5441 C.P. No: 4225

Place: Mumbai Item No: 1

Resolution: Creation of Charges on the moveable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

	Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
t	E voting	91	14669366	99.997498
H	Postal Ballot	261	13807682	99.953157

(ii) Voted against the resolution:

Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	7	367	0.002502
Postal Ballot	10	6471	0.046843

(iii) Invalid votes:

Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

Item No: 2

Resolution: Loans and Investments under Section 186 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E voting	85	14607615	99.581587
Postal Ballot	258	13807331	99.952953



(ii) Voted against the resolution:

Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	13	61377	0.418413
Postal Ballot	9	6499	0.047047

(iii) Invalid votes:

Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

Item No: 3

Resolution: To consider and approve payment of remuneration to Mr. Ashok Mansukhani, Whole-Time Director of the Company for the period April 1, 2015 to April 29, 2015.

(i) Voted in favour of the resolution:

Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E voting	83	14665506	99.970913
Postal Ballot	260	13813624	99.996337

(ii) Voted against the resolution:

Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	15	4267	0.029087
Postal Ballot	9	506	0.003663

(iii) Invalid votes:

Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004



Item No: 4

Resolution: To consider and approve the re-appointment of Mr. Ashok Mansukhani as Whole-Time Director for a period of 3 years effective April 30, 2015 and payment of Remuneration.

(i) Voted in favour of the resolution:

Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E voting	87	14665549	99.971104
Postal Ballot	260	13813584	99.996048

(ii) Voted against the resolution:

Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	13	4239	0.028896
Postal Ballot	9	546	0.003952

(iii) Invalid votes:

Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman 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

Date: 22nd June, 2015 Place: Mumbai

HINDUJA VENTURES LIMITED (CIN: L51900MH1985PLC036896) Votes Cast on Resolutions through Postal ballots for the business stated in the Notice dated 24th April, 2015 of the Company Resolution No. 1: Creation of Charges on the moveable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 A. Clause 35A (E-Voting) % of Votes Polled % of Votes in on outstanding favour on votes % of Votes against Total Ballot No. of shares held No. of votes polled shares No. of Votes - in No. of Votes polled on votes polled Promoter/Public Forms (3)=[(2)/(1)]* 100 favour (4) against (5) (6)=[(4)/(2)] *100 (7)=[(5)/(2)] *100 Promoter and Promoter Group 20 14535293 14533838 99.989990 14533838 100.000000 0.000000 Public - Institutional holders 6 1317979 61864 4.693853 61864 100.000000 0.000000 Public-Others 72 4702231 74031 1.574380 367 99.504262 73664 0.495738 Total 98 20555503 14669733 71.366451 14669366 367 99,997498 0.002502 B. Clause 35A (Postal Ballot) Promoter and Promoter Group 14535293 13758573 94.656317 13758573 100.000000 0.000000 16 0 Public - Institutional holders 0 1317979 0.0000000 0.000000 0.000000 255 55580 Public-Others 4702231 1.181992 49109 6471 88.357323 11.642677 Total 271 20555503 13814153 67.204159 13807682 6471 99.953157 0.046843 C. Clause 35A (e-voting and Postal Ballot) Promoter and Promoter Group* 14535293 14533838 99.989990 14533838 100.000000 0.000000 20 0 61864 Public - Institutional holders 1317979 4.693853 61864 100.000000 0.000000 6 0 Public-Others* 325 4702231 129608 2.756309 122770 6838 94.724091 5.275909 Total 351 20555503 14725310 71.636826 99.953563 0.046437 14718472 6838 * Common Voting by Shareholders in Table A and B has been excluded in Table C

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Resolution No. 2: Loans and In	vestments unde	er Section 186 of the		3. ause 35A (E-Voting)		<u> </u>		
				use SSA (E-VOLING)				
				% of Votes Polled			% of Votes in	
				on outstanding			favour on votes	% of Votes against
	Total Ballot	No. of shares held	No. of votes polled	shares	No. of Votes - in	No. of Votes -	polled	on votes polled
Promoter/Public	Forms	(1)	(2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	20	14535293	14533838	99.989990	14533838	0	100,000000	
Public – Institutional holders	5	1317979	61078	4.634216	0	61078	0.000000	
Public-Others	73	4702231	74076	1.575337	73777	299	99.596360	
Total	98	20555503	14668992	71.362846	14607615	61377	99.581587	0.418413
				se 35A (Postal Ballot				
Promoter and Promoter Group	16	14535293	13758573	94.656317	13758573	0	100.000000	0.000000
Public - Institutional holders	0	1317979	0	0.000000	0	0	0.000000	0.000000
Public-Others	251	4702231	55257	1.175123	48758	6499	88.238594	11.761406
Total	267	20555503	13813830	67.202588	13807331	6499	99,952953	0.047047
			C. Clause 35A	(e-voting and Postal				
Promoter and Promoter Group*	20	14535293	14533838	99.989990	14533838	0	2000000	0.000000
Public - Institutional holders	5	1317979	61078	4.634216	0	61078	0.000000	100.000000
Public-Others*	322	4702231	129330		122532	<u>6798</u>	94,743679	5.256321
Total	347	20555503	14724246	71.631650	14656370	67876	99.539019	0.460981
* Common Voting by Sharehold	ers in Table A a	and B has been exclu	ded in Table C					



Resolution No. 3: To consider a	Marin Company Comments		ion to Mr. Ashok Ma	nsukhani, Whole- Tii	ne Director of the Co	mpany for the perio	od April 1, 2015 to A	oril 29, 2015.	
		<u> </u>	A. Cla	ause 35A (E-Voting)			<u> </u>		
Promoter/Public	Total Ballot Forms	(1)	No. of votes polled	% 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		
Promoter and Promoter Group	20	14535293			14533838	0	100.000000	0.000000	
Public - Institutional holders	6 72	1317979		4.693853	61864	4267	100.000000	0.000000	
Public-Others	98	4702231	74071	1.575231	69804	4267	94.239311 99.970913	5.760689	
Total	98	20555503	14669773	71.366646	14665506	4267	99.970913	0.029087	
	B. Clause 35A (Postal Ballot)								
Promoter and Promoter Group	16	14535293		94.656317	13758573	0	100.000000	0.000000	
Public - Institutional holders	0	1317979	0	0.000000	0	0	0.000000	0.000000	
Public-Others	253	4702231	55557	1.181503	55051	506	99.089224	0.910776	
Total	269	20555503	13814130	67.204048	13813624	506	99.996337	0.003663	
			C. Clause 35A	(e-voting and Postal					
Promoter and Promoter Group*	_20	14535293	14533838	99.989990	14533838	0	100.000000	0.000000	
Public - Institutional holders	6	1317979	61864	4.693853	61864	0	100.000000	0.000000	
Public-Others*	323	4702231	129625	2.756670	124852	4773	96.317840	3.682160	
Total	349	20 <u>5</u> 55503	14725327	71.636909	14720554	4773	99.967586	0.032414	
* Common Voting by Sharehold	lers in Table A a	ınd B has been exclu	ded in Table C						

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Pecclution No. 4: To concider and approve the re-app	ointment of Mr. Achok Mancukhani	oc Whole-Time Director for a ne	iod of 3 years effective April 30, 2015 and payment of
resolution No. 7. 10 consider and approve die 10 ap	omunication and manor mandamina	as it hole tame bareers for a pe	and or o yours currents are not not and payment of
- 1			
Remuneration	FO (4.1 % - 1.0 %)		

		<u> </u>	A. Cla	ause 35A (E-Voting)				
	Total Ballot		No. of votes polled		No. of Votes – in	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	Forms	(1)		(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	
Promoter and Promoter Group	_20	14535293	<u>145</u> 33838	99.989990	14533838	0	100.000000	0.000000
Public - Institutional holders	6	1317979	61864	4.693853	61864	0	100.000000	
Public-Others	74	4702231	74086	1.575550	69847	4239	94.278271	5.7 <u>21729</u>
Total	100	20555503	14669788	71.366719	14665549	4239	99,971104	0.028896
			B. Clau	se 35A (Postal Ballot)			
Promoter and Promoter Group	16	14535293	13758573	94.656317	13758573	0	100.000000	0.000000
Public - Institutional holders	0	1317979	0	0.000000	0	0	0.000000	0.000000
Public-Others	253	4702231	55557	1.181503	55011	546	99.017226	0.982774
Total	269	20555503	13814130	67.204048	13813584	546	99.996048	0.003952
			C. Clause 35A	(e-voting and Postal	Ballot)			
12 - 1		14525202	14533030		14522020		100,000,000	0.00000

		voting and Postal Ball				
14535293	14533838	99.989990	14533838	0	100.000000	0.000000
1317979	61864	4.693853	61864	0	100.000000	0.000000
4702231	129640	2.756989	124855	4785	96.309010	3.690990
20555503	14725342	71.636982	14720557	4785	99.967505	0.032495
	5 1317979 5 4702231 1 20555503	5 1317979 61864 6 4702231 129640 1 20555503 14725342	5 1317979 61864 4.693853 6 4702231 129640 2.756989 1 20555503 14725342 71.636982	5 1317979 61864 4.693853 61864 5 4702231 129640 2.756989 124855 1 20555503 14725342 71.636982 14720557	5 1317979 61864 4.693853 61864 0 5 4702231 129640 2.756989 124855 4785 1 20555503 14725342 71.636982 14720557 4785	1317979 61864 4.693853 61864 0 100.000000 4702231 129640 2.756989 124855 4785 96.309010

