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			HINDUJA VENTURES LTD	ES LTD				
Date of the AGM/EGM			22-09-2016					
Total number of shareholders on record date	te		9779					
No. of shareholders present in the meeting either in person or		through proxy:						
Promoters and Promoter Group:			17	TO THE REAL PROPERTY.				
Public:			353		The second secon	100000000000000000000000000000000000000		
No. of Shareholders attended the meeting through Video Conferencing	through Video Confere	ncing						
Promoters and Promoter Group:			Not Applicable					
Public			Not Applicable					
Resolution No.	1							
Resolution regulred: (Ordinary/ Special)	ORDINARY - Rece March 31, 2016 t	ORDINARY - Receive, consider and adopt the audited standalone and consolidated fin March 31, 2016 together with the Reports of the Board of Directors and the Auditors.	dopt the audited sta	indalone and conso of Directors and the	idated financial st Auditors.	atements of the C	ORDINARY - Receive, consider and adopt the audited standalone and consolidated financial statements of the Company for thefinancial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors.	cial year ended
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
	Manda off Uniting	No. of shares	No. of votes	% of Votes Balloted on outstanding shares No. of Vot	No. of Votes – in No. of Votes	No. of Votes –	% of Votes in % of Votes favour on votes against on votes Balloted Balloted (5)=(5)/(2) *100	% of Votes against on votes Balloted (7)=((5)/(2)1*100
100010	E-Voting			-	14556951	_	100.0000	00000
Promoter and Promoter Group	Ballot	14557906			00		0.0000	0.0000
	Total		14556951	99.9934	14556951		0 100	0
	E-Voting		46215	4.7840	46215		0 100.000	00000
Public- Institutions	Ballot	966041	0	00000	00		0.0000	00000
	Total		46215	4.784	46215		001 100	0
	E-Voting	20000	8558	0.1701	8557		1 99.9883	
Public- Non Institutions	Ballot	occrenc	975994	19.3975	975994		0 100,0000	00000
	Total		984552	19.5676	984551		1 99.9999	
	Total	20555503	15587718	75.8323	15587717		1 100,000	0,0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Cor	ofiem the payment	A least the second seco					
Whether promoter/ promoter group are		umm are payment o	Committee by ment of interm Dividend on Equity Shares for the financial year 2015-16 as final dividend.	on Equity Shares fo	r the financial year	2015-16 as final di	vidend.	
Jugana Jeong	No							
Category		No. of shares	No. of votes	% of Votes Balloted on outstanding shares	No. of Votes – in	No of Votes	% of Votes in favour on votes	% of Votes against on votes
	Mode of Voting	held (1)	Balloted (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)		Daily College	panored
Promoter and Promoter Group	E-Voting	14557906	_	-	14556951	against (5)	0 100.000	(7)=[(5)/(2)]*100
	Total		0	00000	00			
	F Making		14556951	99,9934	145569	BELLIN SECTION	0 100	SCHOOL STATES
Public- Institutions	Rallot	966041	1 46215		46215		100.0	00000
	Total	STATES AND ADDRESS OF THE PERSON NAMED IN	0		00			
	F-Voting		46215	4.784	46215			
Public- Non Institutions	Ballot	5031556			8557		99.6	91100
	Total		975994		975994	0		
	Total	Annual Marie and annual			984551		6666.66	Will Street
	The state of the s	20222223	15587718	75.8323	15587717	F		
Resolution No.	3							Para de la composition della c
Resolution required: (Ordinary/ Special)	ORDINARY - Re-a	ppointment of Mr.	Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001) Disector who cases a	DIN: 001430011 D	Post of the soules			
Interested in the agenda/resolution?	No				Callina Callina	by rotation.		
Category	Sec. And	No. of shares		% of Votes Balloted on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes
	E-Voting	neid (1)	Balloted (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(2)1*100	(7)=((5)/(2)1*100
Promoter and Promoter Group	Ballot	14557906	1455695	99.9934	14556951	0	1	0.0000
	Total		4455004	0.0000	00	0	0.0000	000000
	E-Voting			48,8934	14556951	0	1001	0
Public- Institutions	Ballot	966041	40215	4.7840	00	46215	0.0000	100,0000
	Total		21036	0.0000	00	0	000000	0.0000
	E-Voting		8558	4.784	0	46215	0	100
rublic- Non Institutions	Ballot	5031556	975994	10.1/01	7986	572	93.3161	6.6838
	Total		ODAREN	19:39/2	975994	0	100.0000	00000
	Total	20KSSKN2	300000	19/20/6	983980	572	99,9419	0.0581
		2000	07//0004	(3,8325	15540931	46787	8669.66	0.3002







Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re Statutory Audi	ORDINARY - Ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), as	tment of M/s. Deloit	te Haskins & Sells L	LP, Chartered Acco	untants (Firm Regis	tration No.1173661	W/W-100018), as
whener promoter, promoter group are interested in the agenda/resolution?		lipdilion and						
	NO NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Balloted on outstanding shares	No. of Votes - in No. of Votes -	No. of Votes -	% of Votes in favour on votes Balloted	% of Votes against on votes Balloted
Promoter and Promoter Green	E-Voting			(3)=((2)/(1))* 100 tavour (4)	1avour (4)	against (5)	(6)=[(4)/	(7)=((5)/(2
con is secured.	Ballot	DE / CCL	0,	00000			T	
	Total		14556951		140000	Committee of the last of the l	0.0	0.0000
Public-Institutions	E-Voting Ballot	966041				0	100 000	0
	Total			000000	00			0.0000
	F-Voting		46215	4.784	46.	0	STATE OF THE PARTY	0.0000
Public- Non Institutions	Ballot	5031556					99.66	31100
	Total	NAME AND ADDRESS OF THE OWNER, TH	975994		975994		100.0000	00000
THE RESERVE TO SERVE THE PARTY OF THE PARTY	Total	Additional		19.5676	984551		99 999	00000
Resolution No		202223903	15587718	75,8323	15587717	17	1000.000	00000
	2							
Whether managed: (Ordinary/ Special)	ORDINARY - App	ORDINARY - Appointment of Mr. Anthony D'Silva as a Orract of the Comment	thony D'Silva as a Di	ractor of the Count				
interested in the agenda/resolution?	ON.			dillocality	ıııy.			
				% of Votes				
Category	Mode of Votice	No. of shares		outstanding shares	u - sa	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes
	E-Voting	(Y) DIAU	Balloted	-			(2)]*100	(7)=f(5)/(2)1*100
romoter and Promoter Group	Ballot	14557906	7422637	99.9934	14556951	0	-	0.0000
	Total		14555051	0.0000	00	0	0.0000	00000
Public locativations	E-Voting		46215	A 7040	14556951	0	100	0
and manufactures and a second a	Ballot	966041		00000	00	46215	000000	100,000
	Total		46215	0.0000	00	0	0.0000	00000
Public- Non Inetitutions	E-Voting	222400	8558	0.1701	0 1	46215	0	100
e la	Ballot	OCCTOR	975994	19 3975	035004	-	99.9883	0.0116
	Total	The second second	984557	10 6676	40000	0	100,0000	000000
	Total	20555503	15587719	0/00'57	984551	1	8666666	100001
			The state of the s	10,0350	12541502	46216	99.7035	A 206 F

1				
1	P.	ED	265	1
-	20	0	古	2
	1		30	*
	1.	AV	LUG	/



ORDINARY Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants (Firm Registration No. 000036) as Cost Auditors of Company for the financial year 2016-2017   Secial Registration No. of Votes   No. of Votes	Resolution No.	9							
No of shares	Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	ication of remuner	ation payable to M/	s ABK & Associates	, Cost Accountants	(Firm Registration	No. 000036) as Cos	t Auditors of the
Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	No							
E-Voting         14557906         14556951         99.9934         14556951         0.0000         0         0.0000           Total         14556951         99.9934         14556951         0         0.0000           F-Voting         966041         46215         47.840         46215         0         1.00.000           Total         46215         47.840         46215         0         0         0.000           Total         46215         47.840         46215         0         0         0.000           F-Voting         8558         0.1701         8557         1         99.9883           Ballot         984552         19.5975         975994         0         100.0000           Total         984552         19.5676         984551         1         99.9999           Total         2055503         4587718         1         99.9999         100.0000	Category	Mode of Voting	No. of shares held (1)	No. of votes Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2]/(1)]* 100	.E	No. of Votes –	% of Votes in favour on votes Balloted	% of Votes against on votes Balloted
Total   F-Voting   F-Voting   966041   46215   99.9934   14556951   0 0.0000   0 0.000	Promoter and Promoter Group	E-Voting	14557906		99.9934	14556951			00000
14556951   99.9934   14556951   0   100.0000     E-Voting   966041   46215   0   100.0000     Total   46215   4.784   46215   0   0.0000     Total   5031556   8558   0.1701   8557   1   99.9883     Total   98.4552   19.5676   98.4551   1   99.9999     Total   20555503   15.587718   75.8323   1558717   1   100.0000	choic accuse to the	Ballot							00000
E-Voting Ballot         966041         46215 0         4.7840         46215 0.0000         0         100.0000 0         0           Total         46215 Ballot         4.784 5031556         4.784 57594         46215 19.3975         0         0         0.0000 0         0         0.0000 0         0         0.0000 0         0         0.0000 0         0         0.0000 0         0         0         0.0000 0         0         0         0.0000 0         0         0         0.0000 0         0		rotal	大 一	14556951	99,9934	14556951	3		O STATE OF THE PARTY OF THE PAR
Total   Coststant   Coststan	Public-Institutions	E-Voting	966041		The second		0	100.0	0.0000
Cotal   Cota		Total	THE REAL PROPERTY AND PERSONS NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAM				0		0.0000
E-Voting         5031556         8558         0.1701         8557         1         99,9883           Ballot         975994         19.3975         975994         0         100,0000           Total         984552         19.5676         984551         1         99.9999           Total         20555503         15.587718         75.8323         15.00000		lotal		46215			0		C
Ballot   975994   19.3975   975994   0   100.0000     Total   20658363   18.587718   75.8373   15587717   1   100.0000	Public Non Institutions	E-Voting	5031556					99.9883	00116
20253503 18587718 75.8343 15587717 1 100.0000	SHOULD THE STATE OF THE STATE O	Ballot			19.3975	975994	0		00000
20555203 15587718 75.8323 15587717 1 100.0000		Total				984551		666666	0.0001
		Total	20555503	THE REAL PROPERTY.	75.8323	15587717		100,000	0.0000

No. of shares   No. of votes	Resolution required: (Ordinary/ Special)	ORDINARY - Ado	ntion of new set of	Articles of Assessment					
Mode of Voting   No. of shares   Mode of Voting   No. of votes	Mileston and an annual of the	CD. C.	PURIOUS INCIN SELOI	ALLEGO OF ASSOCIATION	on.				
Mode of Voting   No. of shares   Mode of Voting   No. of shares   No. of votes   Shares   No. of votes   Shares   No. of votes   Shares   No. of votes   Shares   S	interested in the agenda/resolution?	No							
Mode of Voting					97 of Votos				
Mode of Voting   No. of shares   No. of votes   Shares   No. of Votes - in   No. of					Balloted on			% of Votes in	% of Votes
Croup   E-Voting   14557906   14556951   1456951   14556951   14556951   14556951   14556951   14556951   1456951   14556951   14556951   14556951   14556951   14556951   1456951   14556951   14556951   14556951   14556951   14556951   1456951	ategory	Mode of Voting	No. of shares held (1)	No. of votes Balloted (2)	Outstanding shares	- Se	No. of Votes -	favour on votes Balloted	against on votes Balloted
Group         Ballot         14557906         1455905         14556951         14556951           Croup         Total         0,0000         0,0000         00           F-Voting         966041         46215         4,7840         46215           Ballot         0         0,0000         00           F-Voting         8558         0,1701         8557           Ballot         975984         19,3973         975984           Total         984542         19,3674         984542		E-Votine		The state of the s	1-1-11-11-11 -00	lavour (+)	against (5)	[(b)=[(4)/(2)]*100 [(7)=[(5]/(2)]*100	[(2)=[(2)/(5)]*100
Total	romoter and Promoter Group	911111111111111111111111111111111111111	14557906		99.9934			100.0000	00000
10tal   14556951   99.9834   14556951   14		101100							
E-Voting         966041         46215         4,7840         46215           Ballot         0 00000         00           Total         4,784         46215           E-Voting         8558         0,1701         8557           Ballot         975984         19,3973         975984           Total         984542         19,5674         984541		lotal		14556951	99.9934	THE PERSON		MAC INCOME	District Statements
Ballot	shells break as	E-Voting	0000044		4.7840			0001	
Fotal         46215         4.784         46215           E-Voting         8558         0.1701         8557           Ballot         975984         19.3973         975984           Total         984542         19.5674         984541	DOING- INSTITUTIONS	Ballot	THOODE		00000				00000
E-Voting 5031556 975984 19.3973 97 Total 984542 19.5674 98		Total	STATISTICS OF THE PERSON NAMED IN	a property	The second second	The state of the s		0,0000	0.0000
E-Voting         5031556         8558         0.1701           Ballot         975984         19.3973         97           Total         984542         19.5674         98		E Venter		C170b				100	
Ballot   975984   19.3973   97     10.3973   97     10.3574   97   19.3574   97   19.3574   98	ublic. Non incestrations	E-Voting	5031556					99 9883	21100
984542 19:5674	and the state of t	Ballot			19.3973	975984		100000	0000
		Total		984542	19.5674	984541		0000000	0.0000
20555503 15587708 75.8232 15		Total	20555503		75 8232	15507707		000000	TOOOO

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

#### REPORT OF SCRUTINIZER

Date: 22nd September, 2016

To
The Chairman
Annual General Meeting
of Hinduja Ventures Limited ("the Company") held on 22<sup>nd</sup> September, 2016 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 have not exercise their votes by remote –e-voting) for the Annual General Meeting of the Member of Hinduja Ventures Limited held on September  $22^{nd}$ , 2016 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:

- After the time fixed for closing of the Ballot process by the Chairman, one ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- The locked ballot boxes were 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.
- The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Subsequently, the votes cast through remote e-voting were unblocked at around 12:30 p.m.
  on 22<sup>nd</sup> September, 2016 in the presence of two witnesses after the conclusion of the
  Annual General Meeting and the e-voting summary statement was downloaded from Karvy
  (<a href="http://evoting.karvy.com">http://evoting.karvy.com</a>).
- 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 22<sup>nd</sup> September, 2016. The same commenced on 19<sup>th</sup> September, 2016 (9.00 a.m.) onwards and concluded on 21<sup>st</sup> September, 2016 (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.
- 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 15, 2016.

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

Thanking you.

Rupal D. Jhaveri

Moure

Company Secretary in Practice

Membership No: F5441

C. P. No: 4225

Place: Mumbai

Resolution No. 1: Ordinary Resolution: To adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

Voted in favour of the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
Total	86	1,55,87,717	100
Total	86	1,55,87,717	100

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

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

#### (ii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution: To confirm Interim Dividend of Rs. 17.50 per equity share declared and paid in the month of March, 2016, as Final Dividend.

# (i) Voted in favour of the Resolution:

Number of members voted		% of total number of valid votes cast
36	1,46,11,723	100
50	9,75,994	100
86	1,55,87,717	100
	members voted 36 50	members voted         in favour of the resolution           36         1,46,11,723           50         9,75,994

# (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	1	1	0
Ballot	0	0	0
Total	1	1	0

# (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. Ashok Mansukhani (DIN: 00143001) who retires by rotation and being eligible, offers himself for re-appointment.

#### (i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast in favour of the resolution	
31	1,45,64,937	99.6798
50	9,75,994	100
81	1,55,40,931	99.6998
	members voted 31 50	members voted         in favour of the resolution           31         1,45,64,937           50         9,75,994

#### (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	6	46,787	0.3202
Ballot	0	0	0
Total	6	46,787	0.3002

#### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 3 is passed with requisite majority



# Resolution No. 4: Ordinary Resolution: Ratification of Appointment of Auditors.

# (i) Voted in favour of the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
Total	86	1,55,87,717	100

# (ii) Voted against the Resolution:

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

### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Ordinary Resolution: Appointment of Mr. Anthony D'Silva as a Director of the Company.

# (i) Voted in favour of the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	32	1,45,65,508	99.6837
Ballot	50	9,75,994	100
Total	82	1,55,41,502	99.7035

# (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	5	46,216	0.3163
Ballot	0	0	0
Total	5	46,216	0.2965

#### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 5 is passed with requisite majority



# Resolution No. 6: Ordinary Resolution: Ratification of Cost Auditor's Remuneration.

# (i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
Total	86	1,55,87,717	100
lotai	86	1,33,87,717	100

# (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	1	1	0
Ballot	0	0	0
Total	1	1	0

#### (iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	9	1,627
Total	9	1,627

Resolution No. 6 is passed with requisite majority



### Resolution No. 7: Special Resolution: Adoption of New Set of Articles of Association.

#### (iv) Voted in favour of the Resolution:

Mode	Number of members voted		% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	45	9,75,984	100
Total	81	1,55,87,707	100

# (v) Voted against the Resolution:

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

### (vi) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast	
Remote E-voting	0	0	
Ballot	9	1,627	
Total	9	1,627	

Resolution No. 7 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,

Place: Mumbai

Dated: 22<sup>nd</sup> September, 2016

Yours faithfully,

Rupal D. Jhaveri ompany Secretary in Practice

> Membership No: F5441 C.P. No: 4225

C.P. No

Counter Signed by For Hinduja Ventures Limited

Ashok P. Hinduja (Chairman)