

Date of the AGM/EGM	HINDUJA VENTURES LTD
Total number of shareholders on record date	22-09-2016
No. of shareholders present in the meeting either in person or through proxy:	9779
Promoters and Promoter Group:	17
Public:	353
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - Receive, consider and 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.									
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 Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	14557906	14556951	99.9934	14556951	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		14556951	99.9934	14556951	0	100.0000	0.0000		
Public- Institutions	E-Voting	966041	46215	4.7840	46215	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		46215	4.784	46215	0	100	0		
Public- Non Institutions	E-Voting	5031556	8558	0.1701	8557	1	99.9883	0.0116		
	Ballot		975994	19.3975	975994	0	100.0000	0.0000		
	Total		984552	19.5676	984551	1	99.9999	0.0001		
	Total	20555503	15587718	75.8323	15587717	1	100.0000	0.0000		





Resolution No.	ORDINARY - Confirm the payment of Interim Dividend on Equity Shares for the financial year 2015-16 as final dividend.									
Resolution required: (Ordinary/ Special)	ORDINARY - Confirm the payment of Interim Dividend on Equity Shares for the financial year 2015-16 as final dividend.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	14557906	14556951	99.9934	14556951	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		14556951	99.9934	14556951	0	100.0000	0.0000		
Public- Institutions	E-Voting	966041	46215	4.7840	46215	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		46215	4.784	46215	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	5031556	8558	0.1701	8557	1	99.9883	0.0116		
	Ballot		975994	19.3975	975994	0	100.0000	0.0000		
	Total		984552	19.5676	984551	1	99.9999	0.0001		
	Total	20555503	15587718	75.8323	15587717	1	100.0000	0.0000		

Resolution No.	ORDINARY - Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001), Director who retires by rotation.									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ashok Mansukhani (DIN: 00143001), Director who retires by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	14557906	14556951	99.9934	14556951	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		14556951	99.9934	14556951	0	100.0000	0.0000		
Public- Institutions	E-Voting	966041	46215	4.7840	46215	0	100.0000	0.0000		
	Ballot		0	0.0000	00	46215	0.0000	100.0000		
	Total		46215	4.784	46215	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	5031556	8558	0.1701	7986	572	93.3161	6.6838		
	Ballot		975994	19.3975	975994	0	100.0000	0.0000		
	Total		984552	19.5676	983980	572	99.9419	0.0581		
	Total	20555503	15587718	75.8323	15540931	46787	99.6998	0.3002		



Resolution No.	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.									
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 Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	14557906	14556951	99.9934	14556951	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		14556951	99.9934	14556951	0	100.0000	0.0000		
Public- Institutions	E-Voting	966041	46215	4.7840	46215	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		46215	4.784	46215	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	5031556	8558	0.1701	8557	1	99.9883	0.0116		
	Ballot		975994	19.3975	975994	0	100.0000	0.0000		
	Total		984552	19.5676	984551	1	99.9999	0.0001		
	Total	20555503	15587718	75.8323	15587717	1	100.0000	0.0000		

Resolution No.	ORDINARY - Appointment of Mr. Anthony D'Silva as a Director of the Company.									
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 Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	14557906	14556951	99.9934	14556951	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		14556951	99.9934	14556951	0	100.0000	0.0000		
Public- Institutions	E-Voting	966041	46215	4.7840	46215	0	100.0000	0.0000		
	Ballot		0	0.0000	00	0	0.0000	0.0000		
	Total		46215	4.784	46215	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	5031556	8558	0.1701	8557	1	99.9883	0.0116		
	Ballot		975994	19.3975	975994	0	100.0000	0.0000		
	Total		984552	19.5676	984551	1	99.9999	0.0001		
	Total	20555503	15587718	75.8323	15541502	46216	99.7035	0.2965		



Resolution No.	ORDINARY - Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants (Firm Registration No. 000036) as Cost Auditors of the Company for the financial year 2016-2017									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100			
Promoter and Promoter Group	14557906	14556951	99.9934	14556951	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total		14556951	99.9934	14556951	0	100.0000	0.0000			
Public- Institutions	966041	46215	4.7840	46215	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total		46215	4.784	46215	0	100	0			
Public- Non Institutions	5031556	8558	0.1701	8557	1	99.9883	0.0116			
		975994	19.3975	975994	0	100.0000	0.0000			
Total		984552	19.5676	984551	1	99.9999	0.0001			
Total	20555503	15587718	75.8323	15587717	1	100.0000	0.0000			

Resolution No.	ORDINARY - Adoption of new set of Articles of Association.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes Balloted (2)	% of Votes Balloted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes Balloted (6)=[(4)/(2)]*100	% of Votes against on votes Balloted (7)=[(5)/(2)]*100			
Promoter and Promoter Group	14557906	14556951	99.9934	14556951	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total		14556951	99.9934	14556951	0	100	0			
Public- Institutions	966041	46215	4.7840	46215	0	100.0000	0.0000			
		0	0.0000	00	0	0.0000	0.0000			
Total		46215	4.784	46215	0	100	0			
Public- Non Institutions	5031556	8558	0.1701	8557	1	99.9883	0.0116			
		975994	19.3973	975984	0	100.0000	0.0000			
Total		984542	19.5674	984541	1	99.9999	0.0001			
Total	20555503	15587708	75.8323	15587707	1	100.0000	0.0000			

**RUPAL D. JHAVERI****COMPANY SECRETARY**22, Rajgir Chambers, 3<sup>rd</sup> Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103 Fax:22662667**REPORT OF SCRUTINIZER**Date: 22<sup>nd</sup> 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<sup>nd</sup> , 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:

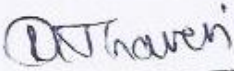
1. After the time fixed for closing of the Ballot process by the Chairman, one ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot 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.
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 12:30 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 (<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 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.
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 15, 2016.

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 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	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
<b>Total</b>	<b>86</b>	<b>1,55,87,717</b>	<b>100</b>

(i) 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
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

***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:

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

(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
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

**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:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	31	1,45,64,937	99.6798
Ballot	50	9,75,994	100
<b>Total</b>	<b>81</b>	<b>1,55,40,931</b>	<b>99.6998</b>

(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
<b>Total</b>	<b>6</b>	<b>46,787</b>	<b>0.3002</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

***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	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
<b>Total</b>	<b>86</b>	<b>1,55,87,717</b>	<b>100</b>

(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
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

***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:

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

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

<b>Mode</b>	<b>Number of members voted</b>	<b>Number of votes cast against the resolution</b>	<b>% of total number of valid votes cast</b>
Remote E-voting	5	46,216	0.3163
Ballot	0	0	0
<b>Total</b>	<b>5</b>	<b>46,216</b>	<b>0.2965</b>

(iii) **Invalid votes:**

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

**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	% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	50	9,75,994	100
<b>Total</b>	<b>86</b>	<b>1,55,87,717</b>	<b>100</b>

(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
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

**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	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote E-voting	36	1,46,11,723	100
Ballot	45	9,75,984	100
<b>Total</b>	<b>81</b>	<b>1,55,87,707</b>	<b>100</b>

(v) 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
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(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
<b>Total</b>	<b>9</b>	<b>1,627</b>

**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,

Yours faithfully,



*R D Jhaveri*

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

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

**Counter Signed by**  
**For Hinduja Ventures Limited**

*Ashok P. Hinduja*  
**Ashok P. Hinduja**  
**(Chairman)**