

HINDUJA VENTURES LIMITED

(CIN No: L51900MH1985PLC036896)

Registered Office: In Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400 093.

Ph. No.: 022-6691-0945; **e-mail id:** investorgrievances@hindujaventures.com; **website:** www.hindujaventures.com

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given that the resolution appended below is proposed to be passed by the Members of Hinduja Ventures Limited through postal ballot, including voting by electronic means, that is, e-voting.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address stated therein. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on Friday, December 16, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

The Company is pleased to offer e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section "Voting through electronic means". References to Postal Ballot(s) in this Notice include votes received electronically. The Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by the Chairman in writing, after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot will be declared on or before Monday, December 19, 2016 at the registered office of the Company and communicated to the stock exchanges and will also be displayed on the Company's website at www.hindujaventures.com and on the website of the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited at <https://evoting.karvy.com>

Increase in the limit for making investments, giving loans, giving guarantees or providing securities

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard on June 22, 2015 by way of postal ballot and pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder for the time being in force and in accordance with the provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any committee constituted by the Board or any person(s) authorized by the Board) to make investment(s) from time to time through not more than two layers of investment companies, give any loan(s) to any person(s) or other body(ies) corporate, give guarantee(s) or provide security(ies) in connection with loan(s) to any other body(ies) corporate or person(s) and / or acquire by way of subscription, purchase or otherwise, securities of any other body(ies) corporate, even if the aggregate of such investments, loans, guarantees or securities together with the aggregate of investments already made, loans already given, guarantees already given and securities already provided by the Company exceeds the limits specified under Section 186 of the Act (the said limits hereinafter referred to as the "prescribed ceiling limit") computed as at the beginning of each financial year in which the investments are made, loans given, guarantees given or securities provided, provided that the excess over the prescribed ceiling limit computed as at the beginning of each financial year in which the investments are made, loans given, guarantees given or securities provided shall not exceed ₹ 2,000 Crores (Rupees Two Thousand Crores Only) (the "applicable ceiling limit").

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such investment(s), loan(s), guarantee(s), security(ies) or acquisition(s) within the applicable ceiling limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, relevant, usual, customary, desirable and/ or expedient and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or that may otherwise be considered by the Board to be in the interest of the Company.

RESOLVED FURTHER THAT nothing herein contained shall be deemed to restrict the power of the Board to make fresh investments or to give fresh loans, guarantees or to provide securities or to make fresh acquisitions or to alter, amend and vary terms and conditions of such investments, loans, guarantees, securities and acquisitions, provided the aggregate outstanding amounts of the investments, loans, guarantees, securities or acquisitions are within the applicable ceiling limit."

By Order of the Board
For **Hinduja Ventures Limited**

Hasmukh Shah
Company Secretary

Place : Mumbai

Date : October 26, 2016

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out all material facts and the reasons for the proposed resolution set out above is annexed.
2. The Board of Directors has appointed Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. This Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, November 04, 2016. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners received from the NSDL and CDSL as on Friday, November 04, 2016 will be considered for the purpose of voting.
4. The dispatch of this Notice accompanied by the Postal Ballot Form will be announced through an advertisement in the newspaper. This Notice shall remain on the Company's website till Friday, December 16, 2016.
5. In accordance with the provisions of Section 101 and other applicable provisions of the Act read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice along with Postal Ballot Form is being dispatched (i) through email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in dematerialized form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form) (ii) through physical mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope to all members at their registered address. In case a Member is desirous of obtaining a Postal Ballot Form in printed form or in duplicate, the Member may send an email to einward.ris@karvy.com.
6. *The address of communication shall be as follows:*

Hinduja Ventures Limited

Registered Office Address of the Company	In Centre, 49/50, MIDC, 12 th Road, Andheri (East) Mumbai- 400 093
Contact Person	Mr. Hasmukh Shah/ Mr. Tejas Shah
Tel No.	022 – 66910945 / 46
Email	hasmukhs@hindujaventures.com / tejass@hindujaventures.com

Karvy Computershare Private Limited

Office Address of the Karvy Computershare Private Limited	Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032
Contact Person	Mr. Premkumar Nair/ Mr. Damodar K
Tel No.	040 – 67162222
Email	einward.ris@karvy.com

7. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act, read with the relevant rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
 8. Members can opt for only one mode of voting i.e. either by post or through e-voting. In case you are opting for voting by physical Postal Ballot Form, then, please do not cast your vote by e-voting and vice-versa. If a Member votes both by post and e-voting, his / her vote by post shall be treated as invalid.
 9. A Member cannot exercise his / her vote by proxy on postal ballot.
 10. Resolution passed by the Members through postal ballot shall be deemed to have been duly passed at the General Meeting of the Members.
- I. PROCESS FOR MEMBERS OPTING FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**
- a) Members desiring to cast their vote by physical postal ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Ms. Rupal Jhaveri at the following address in the enclosed postage-prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.
Ms. Rupal Jhaveri, Practicing Company Secretary
 C/o Hinduja Ventures Limited, In Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai – 400 093.
 - b) There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date i.e. Friday, November 04, 2016.

- c) In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Bank in respect of shares held in physical form or furnished by NSDL / CDSL to the Bank in respect of shares held in dematerialized form) by the first-named Member and failing him, by the next named Member.
- d) In case of shares held by corporate and institutional Members (companies, trusts, societies and other bodies corporate), the completed Postal Ballot Form should be accompanied by a certified true copy of the appropriate Board Resolution / Authorizations, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) Duly completed Postal Ballot Forms should reach the Scrutinizer at the address given above not later than 5.00 p.m. on Friday, December 16, 2016. Postal Ballot Forms received after this date and time will be considered invalid.
- f) Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Forms or desiring any guidance pertaining to the Postal Ballot Process can write to the Company's Registrar & Transfer Agent – Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or send an email to einward.ris@karvy.com. It may be noted that the duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Friday, December 16, 2016.
- h) Members are requested not to send any other paper (other than the resolution / authority as mentioned under note I d) above) along with the Postal Ballot Form in the enclosed postage-prepaid self- addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.

II. PROCESS FOR MEMBERS OPTING VOTING THROUGH ELECTRONIC MEANS:

A. In case of Members receiving the Postal Ballot Form by email:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVENT) followed by folio number. In case of a demat account, User ID will be your Depository Participant (DP) ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on the first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" for Hinduja Ventures Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR /AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR /AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: rupal@vcshah.com with a copy marked to einward.ris@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_EVENT NO.**"
- xii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting User Manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Premkumar Nair, (Unit: Hinduja Ventures Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at <https://evoting@karvy.com> or at phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 or send an email to einward.ris@karvy.com for any further clarifications.

B. In case of Members receiving Postal Ballot Form by Post:

- i. EVENT, User ID and Password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

- C.** In case of any queries, you may refer to the “Frequently Asked Questions” (FAQs) for Members and E-Voting User Manual for Members available at the Downloads section of Karvy’s e-voting website <https://evoting.karvy.com>. You can also send your queries / grievances relating to e-voting to Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
- D.** If you have already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- E.** You can also update your mobile number and email ID in the User Profile details of the folio which may be used for sending future communication(s).
- F.** The facility for e-voting shall remain open from Thursday, November 17, 2016 to Friday, December 16, 2016. E-voting shall be disabled by Karvy at 5.00 p.m. on Friday, December 16, 2016.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the “Act”):

The Members of the Company, through postal ballot on June 22, 2015, accorded their approval, by way of a special resolution, to the Board of Directors of the Company to make investments from time to time through not more than two layers of investment companies, give any loan to any person or other body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of any other body corporate, even if the aggregate of such investments, loans, guarantee or security together with the aggregate of investments, loans, guarantees and securities already made or given by the Company exceeded the ceiling prescribed under Section 186 of the Act (“prescribed ceiling limit”) computed as at the beginning of each financial year in which the investments in securities were made, provided that the excess over the prescribed ceiling limit computed at the beginning of the financial year should not exceed ₹ 1,000 Crore (Rupees One Thousand Crores Only).

As on date, the aggregate amount of investment in securities, the aggregate amount of loans and guarantees given or securities provided by the Company to other bodies corporate are within the aforesaid limit sanctioned by the Members of the Company by way of postal ballot on June 22, 2015 in pursuance of the notice of postal ballot dated April 24, 2015.

Keeping in mind the Company’s growth, entailing *inter alia* a restructuring of subsidiary companies and investment in ventures / projects, the Board of Directors of the Company, at its meeting held on October 26, 2016, resolved, subject to approval of the Members, to increase the ceiling limit of ₹ 1000 Crores over and above the prescribed ceiling limit (being 60% of the aggregate of the paid-up share capital, free reserves and securities premium account of the Company; or (ii) 100% of the free reserves and securities premium account of the Company, whichever is more) computed as at the beginning of each financial year in which the investments are made, loans given, guarantees given or securities provided, for investing from time to time, giving loan(s) to any person(s) or other body(ies) corporate, giving guarantee(s) or providing security(ies) in connection with loan(s) made to any person(s) or other body(ies) corporate, and/or acquiring by way of subscription, purchase or otherwise, the securities of any one or more bodies corporate to ₹ 2,000 Crores over and above the prescribed ceiling limit (“applicable ceiling limit”) computed as at the beginning of each financial year in which the investments are made, loans given, guarantees given or securities provided.

To comply with the provisions of Section 186 of the Act necessitating *inter alia* the previous authority by a special resolution passed by the Members and to achieve greater financial flexibility, it is proposed to pass a special resolution to give powers to the Board of Directors or any duly constituted committee thereof to make investments, give loans or give guarantees or provide securities in connection with loan(s) to any body(ies) corporate or person(s), subject to the applicable ceiling limit.

In terms of section 110 of the Act read with rule 22 (16) (j) of the Companies (Management and Administration) Rules, 2014, business relating to making investments or giving loans or extending guarantees or providing securities in excess of the limit specified under sub-section (2) of section 186 shall be transacted by means of voting through a postal ballot.

Accordingly, your Directors recommend the special resolution set out in this Notice for the approval of the Members by postal ballot. None of the Directors and / or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

By Order of the Board
For **Hinduja Ventures Limited**

Hasmukh Shah
Company Secretary

Place : Mumbai
Date : October 26, 2016