

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,

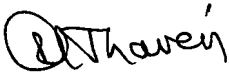
I have been appointed by the Board of Directors of Hinduja Ventures Limited as a Scrutinizer conducting the Postal Ballot/ e-voting process under the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies [Management and Administration) Rules, 2014 for passing the proposed resolutions as Special Resolution.

I submit my Report as under:

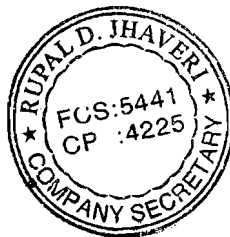
1. The dispatch of the Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owner as on 11th May, 2015 was completed on 18th May, 2015.
2. The E-voting commenced on Wednesday, May 20, 2015 and ended on Friday, June 19, 2015 at 5.00 p.m.
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
E voting	91	14669366	99.997498
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:

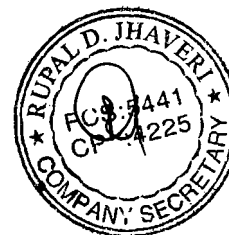
Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

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:

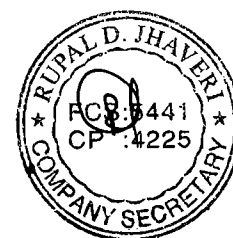
Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E voting	83	14665506	99.970913
Postal Ballot	260	13813624	99.996337

(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:

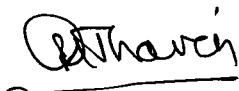
Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	13	4239	0.028896
Postal Ballot	9	546	0.003952

(iii) Invalid votes:

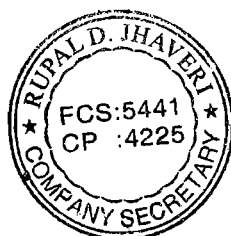
Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

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)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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	72	4702231	74031	1.574380	73664	367	99.504262	0.495738
Total	98	20555503	14669733	71.366451	14669366	367	99.997498	0.002502

B. Clause 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	255	4702231	55580	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*	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*	325	4702231	129608	2.756309	122770	6838	94.724091	5.275909
Total	351	20555503	14725310	71.636826	14718472	6838	99.953563	0.046437

* Common Voting by Shareholders in Table A and B has been excluded in Table C

Resolution No. 2: Loans and Investments under Section 186 of the Companies Act, 2013.

A. Clause 35A (E-Voting)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	20	14535293	14533838	99.989990	14533838	0	100.000000	0.000000
Public - Institutional holders	5	1317979	61078	4.634216	0	61078	0.000000	100.000000
Public-Others	73	4702231	74076	1.575337	73777	299	99.596360	0.403640
Total	98	20555503	14668992	71.362846	14607615	61377	99.581587	0.418413

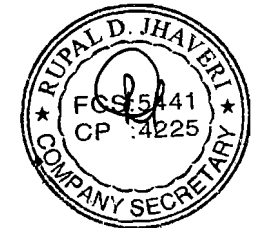
B. Clause 35A (Postal Ballot)

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 Ballot)

Promoter and Promoter Group*	20	14535293	14533838	99.989990	14533838	0	100.000000	0.000000
Public - Institutional holders	5	1317979	61078	4.634216	0	61078	0.000000	100.000000
Public-Others*	322	4702231	129330	2.750397	122532	6798	94.743679	5.256321
Total	347	20555503	14724246	71.631650	14656370	67876	99.539019	0.460981

* Common Voting by Shareholders in Table A and B has been excluded in Table C



Resolution No. 3: 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.

A. Clause 35A (E-Voting)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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	72	4702231	74071	1.575231	69804	4267	94.239311	5.760689
Total	98	20555503	14669773	71.366646	14665506	4267	99.970913	0.029087

B. Clause 35A (Postal Ballot)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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	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 Ballot)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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	20555503	14725327	71.636909	14720554	4773	99.967586	0.032414

* Common Voting by Shareholders in Table A and B has been excluded in Table C

Resolution No. 4: 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.

A. Clause 35A (E-Voting)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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	74	4702231	74086	1.575550	69847	4239	94.278271	5.721729
Total	100	20555503	14669788	71.366719	14665549	4239	99.971104	0.028896

B. Clause 35A (Postal Ballot)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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)								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% 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	% of Votes against on votes polled (7)=[(5)/(2)] *100
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*	325	4702231	129640	2.756989	124855	4785	96.309010	3.690990
Total	351	20555503	14725342	71.636982	14720557	4785	99.967505	0.032495

* Common Voting by Shareholders in Table A and B has been excluded in Table C

