

ABSTRACT OF THE TERMS OF RE-APPOINTMENT OF MR. ASHOK P. HINDUJA AS EXECUTIVE CHAIRMAN OF THE COMPANY AND MEMORANDUM OF INTEREST ISSUED TO THE SHAREHOLDERS OF THE COMPANY PURSUANT TO SECTION 302 OF THE COMPANIES ACT, 1956.

Pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and other applicable provisions, if any, of the Companies Act, 1956 ("Act") read with Schedule XIII of the said Act, and the Articles of Association of the Company and subject to the approval of the Shareholders at General Meeting of the Company, the Board of Directors of the Company at its meeting held on 16th May 2013, has approved the re-appointment of Mr. Ashok P. Hinduja as the Executive Chairman for a period of 5 (Five) years, with effect from 1st October 2013, on the following terms. The Company has also entered into an agreement dated 16th May, 2013 with Mr. Ashok P. Hinduja incorporating the terms and conditions of his re-appointment.

RE-APPOINTMENT OF MR. ASHOK P. HINDUJA AS THE EXECUTIVE CHAIRMAN OF THE COMPANY:

In compliance with requirement of Section 302 of the Act, an abstract of the terms of re-appointment of Mr. Ashok P. Hinduja as the Executive Chairman of the Company, as contained in the resolution of the Board of Directors of the Company (the "Board") and Memorandum of Concern or Interest is set out below:

- Period: 5 (Five) Years from 1st October 2013.
- Mr. Ashok P. Hinduja shall during the term of the Agreement, devote such time and attention to the business of the Company as may be necessary and subject to the control and supervision of the Board, he shall have such powers and carry out such duties and responsibilities as may be entrusted to him by the Board from time to time including but not limited to the following:
 - Giving strategic direction to the Company's business and advising on policy matters.
 - Enhancing value of media, broadband and any other subsidiaries.
 - Defining long term planning, investment, acquisitions and diversification strategies.
 - Building and maintaining relationships with important stakeholders including senior management of key existing and potential customers, central, state and local governments, industry associations both in India and overseas, policy makers both in India and overseas.
- During the term of his appointment, the remuneration of the Executive Chairman shall consist of Nil salary, and commission as determined by the Board of Directors and specified under applicable Act.
- The Company may increase the remuneration of Executive Chairman from time to time, subject to the conditions and ceilings specified in Schedule XIII to the Act with Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Act.
- In addition to remuneration specified under 3 above, the Executive Chairman shall be entitled to Company maintained car, fuel and driver facility.
- The Company shall provide telephone facility at the Executive Chairman's residence and mobile phone as per Company's rules. Personal long distance charges shall be borne by the Executive Chairman. Provision of telephone at residence and mobile phone shall not be considered as perquisites.
- Mr. Ashok P. Hinduja shall also be entitled to reimbursement of actual business development, travelling and out of pocket expenses incurred in the course of the Company's business. Reimbursement of expenses for international travel shall be governed by the Company's rules in force from time to time.
- Terms relating to confidentiality of information of the Company, non-entitlement to sitting fees, non-entitlement to any interest or concern in any selling agency of the Company without Central Government approval, notice of termination (three months' notice on either side) etc. will apply.

MEMORANDUM OF CONCERN OR INTEREST:

Mr. Ashok P. Hinduja is concerned or interested in the proposed contract of his re-appointment. Mr. Ramkrishan P. Hinduja and Ms. Vinoo Hinduja being related to Mr. Ashok P. Hinduja, may be deemed to be concerned or interested in the above re-appointment. Mr. Ashok P. Hinduja is one of the promoters of the Company and has shareholding interest in the Company.

INSPECTION:

A copy of the Agreement with Mr. Ashok P. Hinduja is available for inspection at the registered office of the Company between 11:00 A.M and 1:00 P.M on any working day (not being Saturday and Sunday and any public holidays) up to the date of next Annual General Meeting.

ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49 IV (G) (I) OF THE LISTING AGREEMENT:

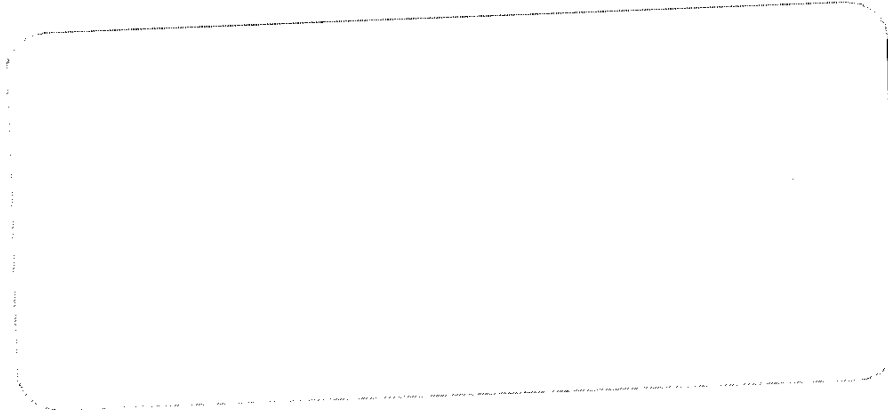
Name	Mr. Ashok P. Hinduja
Age	63 years
Profile & Experience	Mr. Ashok P. Hinduja, youngest of the four Hinduja Brothers, is a Graduate of Commerce from University of Mumbai. Mr. Hinduja has also been conferred with an honorary degree of Doctorate of Law and Doctorate of Economics by the University of Westminster, UK and Richmond College, UK respectively. He has played a leading role in driving the growth of the transnational Hinduja Group activities in India. He is also associated with the philanthropic activities of the Hinduja Foundation, whose prime focus is on education and healthcare. A Founder Member of the National Health and Education Society, he is a Resident Member of the Board of P. D. Hinduja National Hospital in Mumbai. He is also a Managing Trustee of K.P.B. Hinduja College of Commerce in Mumbai. He has been actively involved in founding, growth and continued strategic direction of your company.
Name of other Companies in which the appointee also holds Directorships	Hinduja Group India Ltd. Hinduja National Power Corporation Ltd. Hinduja Energy (India) Ltd.
Names of other Companies in which the appointee hold Board Committee memberships	NIL
Shareholding in Hinduja Ventures Limited.	6,76,221 Equity Shares

(Only the following Board Committees have been considered for this purpose: Audit Committee and Shareholders' /Investors' Grievance Committee)

By order of the Board
For Hinduja Ventures Limited

Amit Vyas
Company Secretary

INLAND LETTER CARD अन्तर्देशीय पत्र कार्ड



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भेजनेवालेका नाम और पत्ता **SENDER'S NAME AND ADDRESS**

SHAREPRO SERVICES (INDIA) PVT. LIMITED
UNIT : HINDUJA VENTURES LIMITED
13 A/B, Samhita Warehousing Complex, 2nd Floor, Sakinaka
Telephone Exchange Lane, Off Andheri Kurla Road,
Sakinaka, Mumbai - 400 072.

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