

October 01, 2015

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

SUB: Proceedings of the Annual General Meeting – Clause 31(d) of the Listing Agreement

Dear Sir / Madam

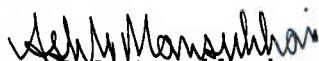
We are forwarding herewith Proceedings of the Annual General Meeting of the Company held on Wednesday, the September 23, 2015.

Kindly acknowledge the receipt of the same.

Thank You,

Yours faithfully,

For Hinduja Ventures Limited


Ashok Mansukhani
Whole-time Director
DIN No: 00143001



Encl: as above

SUMMARY OF THE PROCEEDINGS OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUJA VENTURES LIMITED HELD ON WEDNESDAY, SEPTEMBER 23, 2015 AT 11.00 A.M. AT HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI - 400 018.

1. The Chairman took the Chair and informed that it was 11.00 a.m. He welcomed the Members to the Thirtieth Annual General Meeting of the Company. Since the requisite quorum was present, the Chairman called the Meeting to order.
2. 623 members were present in person/ proxy.
3. He thereafter introduced to the members the Directors present Mr. Anil Harish, Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee, Mr. Rajendra P. Chitale, Independent Director, Mr. Prashant Asher, Independent Director, Ms. Bhumika Batra, Independent Director and Chairperson of Stakeholder Relationship Committee, Mr. Sudhanshu Tripathi, Non-Executive Director, Mr. Ashok Mansukhani, Whole-Time Director, Mr. Anthony D'Silva, Managing Director of Grant Investrade Limited and IndusInd Media and Communications Limited, subsidiaries of the Company, Mr. R. Laxminarayan Partner, Deloitte Haskins & Sells Chartered Accountants and Statutory Auditor, Mr. Amar Chintopanth, Chief Financial Officer of the Company and other executives of the Company.
4. He informed the members that the signed copies of Notice dated August 04, 2015 convening the Thirtieth Annual General Meeting, audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015, Board's Report 2015 including all Annexures and Reports of Auditors are open and accessible to members during the continuance of the Meeting.
5. He also informed the members that the Register of Directors and Key Managerial Personnel and their shareholding along with Register of Contracts or Arrangements in which the Directors are interested are also open for inspection by the Shareholders during the continuance of the Meeting.
6. The Chairman informed that Proxies for 16,38,573 (Sixteen Lakhs Thirty Eight Thousand Five Hundred and Seventy Three Only) Equity Shares representing 7.97% of the Company's Voting Power were received, as also resolutions for representation by Corporate Entities for 1,29,40,721 (One Crore Twenty Nine Lakhs Forty Thousand Seven Hundred and Twenty One Only) Equity Shares i.e. 62.95% of the Company's Voting Power were received, aggregating to 70.92% of the Company's Voting Power.
7. With the permission of the members present, the Chairman stated that the Notice convening Thirtieth Annual General Meeting, the Board's Report including all Annexures and the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 contained in the Annual Report 2014-2015 including his message were taken as read.



8. The Chairman confirmed that the Auditor's Report contained no qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. Accordingly, in terms of Section 145 of the Companies Act, 2013 the Auditors' Report was not required to be read and with the consent of the members the Auditor's Report was taken as read.
9. At the request of the Chairman Mr. Ashok Mansukhani, Whole-Time Director of the Company made a presentation on investment profile of the Company, investment in power sector and Corporate Social Responsibility.

At the request of the Chairman Mr. Anthony D'Silva made a presentation on Grant Investrade Limited- Headend-In-The Sky (NXT- Digital): New Cable Distribution Technology Platform and IndusInd Media and Communications Limited (IMCL).

Mr. Anthony D'Silva through his presentation also informed the members that Shri Arun Jaitley, Hon'ble Union Minister of Information and Broadcasting inaugurated the Digital HITS platform on September 16, 2015.

The presentations were appreciated by the members.

The members were informed that NXT Digital is all set to significantly contribute towards Government's Make in India & Digital India Initiatives and will be the Indian Cable fraternity's biggest ally.

10. The Chairman, before taking the official business of the meeting informed the members that the Notice dated August 04, 2015 of the Thirtieth Annual General Meeting contains Ordinary business and Special business, the brief particulars of which have been provided in the Proxy Form as well as in the Ballot Paper. The Explanatory Statement in respect of Special business contains complete material facts of each of the proposed Resolutions
11. All the eight resolutions required to be passed were proposed and seconded.
12. The Chairman then invited the members to ask questions, give comments and seek clarification on the financial results and operations of the Company. Thereafter 9 members spoke at the meeting and enquired about the Company's performance on HITS Project, asked few questions and made some requests. The Chairman then suitably responded to the members.
13. The Chairman then informed the members that as per the provisions of Section 108 of the Companies Act, 2013 read with Clause 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, facility of voting through electronic means on all proposals contained in the Notice dated 4th August 2015, was provided to members through e-voting services of NSDL. Remote E-voting period commenced on Saturday 19th September, 2015 and ended on Tuesday 22nd September 2015.



The members were further informed that the Company is providing the facility for voting through ballot paper at this meeting and the Members attending meeting who has not already cast their vote by e-voting can exercise their right at the meeting through ballot paper.

The Chairman thereafter appointed Mrs. Rupal Jhaveri, Practicing Company Secretary as scrutinizer to conduct the process of voting through ballot paper in a fair and transparent manner.

The voting process through ballot paper was explained to the members. The empty ballot box was shown to the members and thereafter the Chairman requested the members to cast their vote through Ballot paper and put the Ballot paper in the Ballot Box. Thereafter, duly filled in Ballot forms were deposited by the members in the Ballot Box. The Ballot Box was then sealed / locked in the presence of the scrutinizer with due identification mark made by the Scrutinizer

After the completion of the process of voting through ballot paper, the Chairman announced that the results of the voting along with the combined consolidated Scrutinizer's Report comprising of i) votes by remote e-voting done previously ii) votes through ballot paper of the total votes cast in favour or against would be declared within the next 48 hours and would be communicated to the National Stock Exchange of India (NSE) and BSE Limited (BSE) and would be put up on the Notice Board at the Company's Registered office as well as on the website of the Company.

14. The Chairman informed that all business of the Meeting as per Notice dated August 04, 2015, has been duly transacted. He thanked the members for attending the meeting. There being no other business to transact, the meeting ended with a vote of thanks to the Chair.

Note: Agenda wise details of the voting results (i.e. remote e-voting and voting through Ballot paper) along with Scrutinizer Report are which was submitted to the Stock Exchanges on September 23, 2015 are attached to these summary of proceedings (**Marked Annexure 1**).

For Hinduja Ventures Limited


Ashok Mansukhani
Whole-Time Director
DIN: 00143001



REPORT OF SCRUTINIZER

Result of Remote E-voting, voting on Ballot and combined voting (Remote E-voting & Ballot): 30th Annual General Meeting of Hinduja Ventures Limited held on Wednesday, 23rd September, 2015 at 11.00 a.m. at The Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	58639	0	100	0
Total (A)	59	20555503	14670117	71.368319	14670117	0	100	0

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	66	4712773	4318	0.091623	4163	155	96.410375	3.589625
Total (B)	66	20555503	4318	0.021007	4163	155	96.410375	3.589625

C. Mode of Voting (Remote E-voting and Ballot)

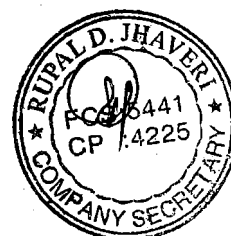
Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	101	4712773	62957	1.335880	62802	155	99.753800	0.246200
Total (C)	125	20555503	14674435	71.389326	14674280	155	99.998944	0.001056

Resolution No. 1 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Abdul Mansur Khan
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 2: Ordinary Resolution: Confirmation of payment of Interim Dividend on Equity Shares for the financial year 2014-15 as final dividend

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	58464	175	99.701564	0.298436
Total (A)	59	20555503	14670117	71.368319	14669942	175	99.998807	0.001193

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	64	4712773	4063	0.086213	3908	155	96.185085	3.814915
Total (B)	64	20555503	4063	0.019766	3908	155	96.185085	3.814915

C. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	99	4712773	62702	1.330469	62372	330	99.473701	0.526299
Total (C)	123	20555503	14674180	71.388085	14673850	330	99.997751	0.002249

Resolution No. 2 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Rajesh Manoharani
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 3: Ordinary Resolution: Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W-100018) as Statutory Auditors of the Company for a period of five years and to fix their remuneration

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	58224	415	99.292280	0.707720
Total (A)	59	20555503	14670117	71.368319	14669702	415	99.997171	0.002829

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	64	4712773	4063	0.086213	3908	155	96.185085	3.814915
Total (B)	64	20555503	4063	0.019766	3908	155	96.185085	3.814915

C. Mode of Voting (Remote E-voting and Ballot)

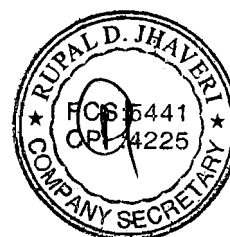
Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	99	4712773	62702	1.330469	62132	570	99.090938	0.909062
Total (C)	123	20555503	14674180	71.388085	14673610	570	99.996116	0.003884

Resolution No. 3 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Ashish Manmohan
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 4: Ordinary Resolution: Not to fill up the vacancy caused by the retirement by rotation of Mr. Ramkrishan P. Hinduja

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	57610	1029	98.245195	1.754805
Total (A)	59	20555503	14670117	71.368319	14669088	1029	99.992986	0.007014

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	64	4712773	4063	0.086213	3908	155	96.185085	3.814915
Total (B)	64	20555503	4063	0.019766	3908	155	96.185085	3.814915

C. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	99	4712773	62702	1.330469	61518	1184	98.111703	1.888297
Total (C)	123	20555503	14674180	71.388085	14672996	1184	99.991931	0.008069

Resolution No. 4 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Ashish Naranbhan
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 5: Ordinary Resolution: 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 2015-16

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	58485	154	99.737376	0.262624
Total (A)	59	20555503	14670117	71.368319	14669963	154	99.998950	0.001050

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	64	4712773	4063	0.086213	3908	155	96.185085	3.814915
Total (B)	64	20555503	4063	0.019766	3908	155	96.185085	3.814915

C. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	99	4712773	62702	1.330469	62393	309	99.507193	0.492807
Total (C)	123	20555503	14674180	71.388085	14673871	309	99.997894	0.002106

Resolution No. 5 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Ashish Manankham
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 6: Ordinary Resolution: Appointment of Mr. Prashant Asher as an Independent Director of the Company for five consecutive years for a term, w.e.f. September 23, 2015.

D. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	57585	1054	98.202561	1.797439
Total (A)	59	20555503	14670117	71.368319	14669063	1054	99.992815	0.007185

E. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	66	4712773	4314	0.091538	4158	156	96.383866	3.616134
Total (B)	66	20555503	4314	0.020987	4158	156	96.383866	3.616134

F. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	101	4712773	62953	1.335795	61743	1210	98.077931	1.922069
Total (C)	125	20555503	14674431	71.389306	14673221	1210	99.991754	0.008246

Resolution No. 6 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Abhishek Mansukhani
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 7: Ordinary Resolution: Appointment of Ms. Bhumika Batra as an Independent Director of the Company for five consecutive years for a term, w.e.f. March 11, 2015

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	57610	1029	98.245195	1.754805
Total (A)	59	20555503	14670117	71.368319	14669088	1029	99.992986	0.007014

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	65	4712773	4064	0.086234	3908	156	96.161417	3.838583
Total (B)	65	20555503	4064	0.019771	3908	156	96.161417	3.838583

C. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	100	4712773	62703	1.330491	61518	1185	98.110138	1.889862
Total (C)	124	20555503	14674181	71.388090	14672996	1185	99.991925	0.008075

Resolution No. 7 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Ashish Mansukhani
Director



Promoter /Public	Total Ballot forms	No. of shares held (1)	No. of votes balloted (2)	% of 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
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Resolution No. 8: Special Resolution: Appointment of Mr. Sudhanshu Tripathi as a Director

A. Mode of Voting (Remote E-voting)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100	0
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100	0
Public - Others	35	4712773	58639	1.244257	57585	1054	98.202561	1.797439
Total (A)	59	20555503	14670117	71.368319	14669063	1054	99.992815	0.007185

B. Mode of Voting (Ballot)

Promoter and Promoter Group	0	14558406	0	0.000000	0	0	0.000000	0.000000
Public - Institutional Holders	0	1284324	0	0.000000	0	0	0.000000	0.000000
Public - Others	64	4712773	4062	0.086191	3906	156	96.159527	3.840473
Total (B)	64	20555503	4062	0.019761	3906	156	96.159527	3.840473

C. Mode of Voting (Remote E-voting and Ballot)

Promoter and Promoter Group	19	14558406	14556951	99.990006	14556951	0	100.000000	0.000000
Public - Institutional Holders	5	1284324	54527	4.245580	54527	0	100.000000	0.000000
Public - Others	99	4712773	62701	1.330448	61491	1210	98.070206	1.929794
Total (C)	123	20555503	14674179	71.388080	14672969	1210	99.991754	0.008246

Resolution No. 8 is passed with requisite majority

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For HINDUJA VENTURES LIMITED.

Sudhanshu Tripathi
Director



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

REPORT OF SCRUTINIZER

Date: 23rd September, 2015

To
The Chairman
Annual General Meeting
Of Hinduja Ventures Limited ("the Company") held on 23rd September, 2015 at 11.00 a.m. at the
Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Dear Sir,

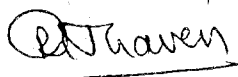
I have been appointed by the Board of Directors of Hinduja Ventures Limited as the Scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014 for Remote E-voting and Ballot process for the Annual General Meeting held on September 23, 2015 at 11.00 a.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.

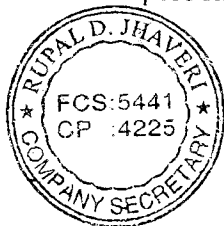
Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, September 16, 2015.

The Remote E-voting commenced on Saturday, September 19, 2015 at 9.00 a.m. and ended on Tuesday, September 22, 2015 at 5.00 p.m. The Company has also provided facility for voting by Ballot paper to the Members attending the Meeting, who have not cast their votes by remote E-voting.

I hereby submit my combined report on Remote E-voting and Ballot as under.

Thanking you.

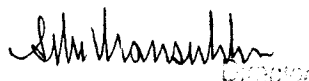




Rupal D. Jhaveri
Company Secretary in Practice
Membership No: F5441
C. P. No: 4225

Place: Mumbai

For HINDUJA VENTURES LIMITED.


DIRECTOR

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

(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
Electronically	59	14670117	100
Ballot	59	4163	96.410

(ii) Voted against the Resolution:

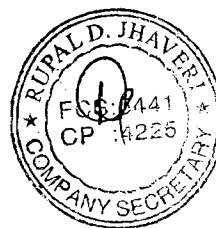
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0
Ballot	7	155	3.590

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 1 is passed with requisite majority

Atk Mansukh



Resolution No. 2: Ordinary Resolution: Confirmation of payment of Interim Dividend on Equity Shares for the financial year 2014-15 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
Electronically	57	14669942	99.999
Ballot	57	3908	96.185

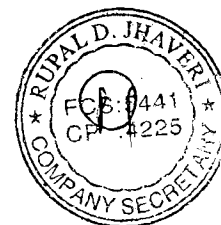
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	2	175	0.001
Ballot	7	155	3.815

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution: Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W-100018) as Statutory Auditors of the Company for a period of five years and to fix their 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
Electronically	56	14669702	99.997
Ballot	57	3908	96.185

(ii) Voted against the Resolution:

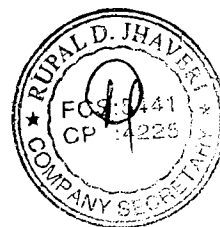
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	3	415	0.003
Ballot	7	155	3.815

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 3 is passed with requisite majority

[Handwritten Signature]



Resolution No. 4: Ordinary Resolution: Not to fill up the vacancy caused by the retirement by rotation of Mr. Ramkrishan P. Hinduja

(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
Electronically	57	14669088	99.993
Ballot	57	3908	96.185

(ii) Voted against the Resolution:

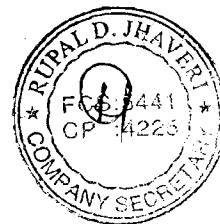
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	2	1029	0.007
Ballot	7	155	3.815

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 4 is passed with requisite majority

M. Mansukh



Resolution No. 5: Ordinary Resolution: 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 2015-16

(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
Electronically	55	14669963	99.999
Ballot	57	3908	96.185

(ii) Voted against the Resolution:

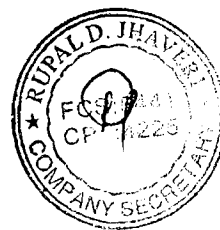
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	4	154	0.001
Ballot	7	155	3.815

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 5 is passed with requisite majority

[Handwritten Signature]



Resolution No. 6: Ordinary Resolution: Appointment of Mr. Prashant Asher as an Independent Director of the Company for five consecutive years for a term, w.e.f. September 23, 2015

(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
Electronically	56	14669063	99.993
Ballot	58	4158	96.384

(ii) Voted against the Resolution:

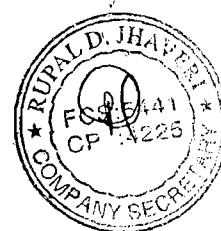
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	3	1054	0.007
Ballot	8	156	3.616

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 6 is passed with requisite majority

[Signature]



Resolution No. 7: Ordinary Resolution: Appointment of Ms. Bhumika Batra as an Independent Director of the Company for five consecutive years for a term, w.e.f. March 11, 2015

(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
Electronically	57	14669088	99.993
Ballot	57	3908	96.161

(ii) Voted against the Resolution:

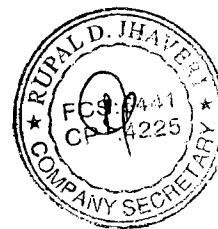
Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	2	1029	0.007
Ballot	8	156	3.839

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 7 is passed with requisite majority

[Handwritten Signature]



Resolution No. 8: Special Resolution: Appointment of Mr. Sudhanshu Tripathi as a Director

(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
Electronically	56	14669063	99.993
Ballot	56	3906	96.160

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	3	1054	0.007
Ballot	8	156	3.840

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 8 is passed with requisite majority

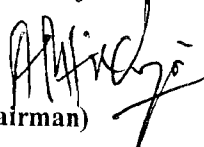
A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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,

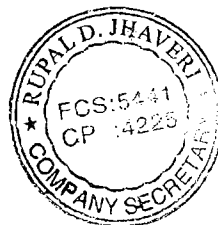
Place: MUMBAI
Dated: 23rd September, 2015

Counter Signed by
For Hinduja Ventures Limited

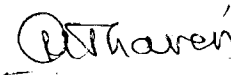

(Chairman)

For HINDUJA VENTURES LIMITED.


Director



Yours faithfully,



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