

June 22, 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: Results of Postal Ballot pursuant to Clause 35A**

Dear Sir/Madam,

This has reference to our letter dated May 18, 2015 enclosing the Postal Ballot Notice dated April 24, 2015 alongwith the explanatory statement.

Pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder and Listing Agreement, approval of Shareholders of the Company was sought vide Notice dated April 24, 2015 through Postal Ballot process including voting by electronic means, for the following proposal:

Resolution No.	Details
1	Special Resolution for Creation of charge on the moveable/ immovable properties of the Company under section 180 (1)(a) of the Companies Act, 2013
2	Special Resolution for loans and investments under Section 186 of the Companies Act, 2013
3	Special Resolution for payment of remuneration to Mr. Ashok Mansukhani, Whole-Time Director of the Company for the period April 01, 2015 to April 29, 2015.
4	Special Resolution for re-appointment of Mr. Ashok Mansukhani as Whole-Time Director for a period of 3 years effective from April 30, 2015 to April 29, 2018 and payment of remuneration

The material information with respect to the process of Postal Ballot and E-Voting is as under-

Date of dispatch of Postal Ballot Notice and Forms	May 18, 2015
Scrutinizer of postal ballot and e-voting process	Ms. Rupal Jhaveri Practicing Company Secretary
Postal Ballot and e-voting period	May 20, 2015 June 19, 2015
Date of declaration of the results of Postal Ballot and e-voting	June 22, 2015



Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.  
Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



HINDUJA GROUP

Pursuant to Clause 35A of the Listing Agreement, we are forwarding (1) results of postal ballot including by electronic voting in the prescribed format and (2) Scrutinizer Report.

Please note that all the above resolutions have been passed by requisite majority.

Kindly acknowledge the receipt of the same.

Thanking you

Yours Faithfully

**For Hinduja Ventures Limited**



**Hasmukh Shah**  
Company Secretary



Encl.: a/a

Cin. No.: L51900MH1985PLC036896

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**Results of Postal Ballot and Electronic Voting (e-voting)**

<b>Date of declaration of the results of Postal Ballot and e-voting</b>	:	June 22, 2015 (Monday)
<b>Total Number of Shareholders on record date</b> (Being May 11, 2015, the date for determining the voting rights of the shareholders)	:	10,867
<b>Number of Shareholders present in the Meeting either in person or through proxy</b>  • Promoters and Promoter Group  • Public	:	Not applicable
<b>Number of Shareholders attended the Meeting through Video Conferencing</b>  • Promoters and Promoter Group  • Public	:	Not applicable
<b>Mode of voting</b>	:	Postal Ballot and e-voting

*[Handwritten Signature]*



*[Handwritten Signature]*

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.

Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



Agenda wise

**SPECIAL BUSINESS:**

**Item No. 1: Special Resolution for Creation of Charges on the moveable and immoveable properties of the Company under section 180(1)(a) of the Companies Act, 2013.**

Promoter/Public	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	14535293	14533838	99.99	14533838	0	100.00	0.00
Public - Institutional holders	1317979	61864	4.69	61864	0	100.00	0.00
Public-Others	4702231	129608	2.76	122770	6838	94.72	5.28
<b>Total</b>	<b>20555503</b>	<b>14725310</b>	<b>71.64</b>	<b>14718472</b>	<b>6838</b>	<b>99.95</b>	<b>0.05</b>

**Item No. 2: Special Resolution for Loans and investments under Section 186 of the Companies Act, 2013.**

Promoter/Public	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	14535293	14533838	99.99	14533838	0	100.00	0.00
Public - Institutional holders	1317979	61078	4.63	0	61078	0.00	100.00
Public-Others	4702231	129330	2.75	122532	6798	94.74	5.26
<b>Total</b>	<b>20555503</b>	<b>14724246</b>	<b>71.63</b>	<b>14656370</b>	<b>67876</b>	<b>99.54</b>	<b>0.46</b>

*AK*



*Sb*

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.

Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



HINDUJA GROUP

**Item No. 3: Special Resolution for Payment of remuneration to Mr. Ashok Mansukhani, Whole-Time Director of the Company for the period April 01, 2015 to April 29, 2015.**

Promoter/Public	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	14535293	14533838	99.99	14533838	0	100.00	0.00
Public - Institutional holders	1317979	61864	4.69	61864	0	100.00	0.00
Public-Others	4702231	129625	2.76	124852	4773	96.32	3.68
<b>Total</b>	<b>20555503</b>	<b>14725327</b>	<b>71.64</b>	<b>14720554</b>	<b>4773</b>	<b>99.97</b>	<b>0.03</b>

**Item No. 4: Special Resolution for Re-appointment of Mr. Ashok Mansukhani as Whole-Time Director for a period of 3 years effective from April 30, 2015 to April 29, 2018 & payment of remuneration.**

Promoter/Public	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	14535293	14533838	99.99	14533838	0	100.00	0.00
Public - Institutional holders	1317979	61864	4.69	61864	0	100.00	0.00
Public-Others	4702231	129640	2.76	124855	4785	96.31	3.69
<b>Total</b>	<b>20555503</b>	<b>14725342</b>	<b>71.64</b>	<b>14720557</b>	<b>4785</b>	<b>99.97</b>	<b>0.03</b>

All the Resolutions set out in the Postal Ballot Notice dated April 24, 2015 have been passed with requisite majority by the Members of the Company.



*Ashok P. Hinduja*  
 Ashok P. Hinduja  
 Chairman  
 DIN: 00123180

Place: Mumbai  
 Date: June 22, 2015

*SB*

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.  
 Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



# 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

## 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,**  
**12<sup>th</sup> Road, Andheri (East),**  
**Mumbai-400093.**

Dear Sir,

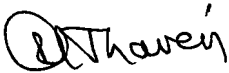
I have been appointed by the Board of Directors of Hinduja Ventures Limited as a Scrutinizer conducting the Postal Ballot/ e-voting process under the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies [Management and Administration) Rules, 2014 for passing the proposed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

I submit my Report as under:

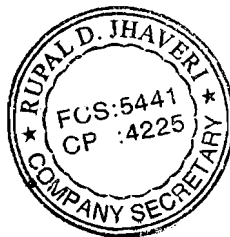
1. The dispatch of the Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owner as on 11<sup>th</sup> May, 2015 was completed on 18<sup>th</sup> May, 2015.
2. The E-voting commenced on Wednesday, May 20, 2015 and ended on Friday, June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

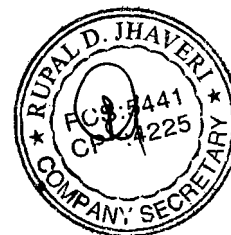
Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

**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:

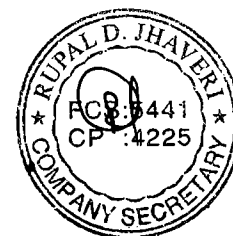
Mode	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E voting	83	14665506	99.970913
Postal Ballot	260	13813624	99.996337

(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:

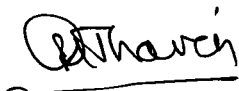
Mode	Number of members Voting	Number of votes cast by them	% of total number of valid votes cast
E voting	13	4239	0.028896
Postal Ballot	9	546	0.003952

(iii) Invalid votes:

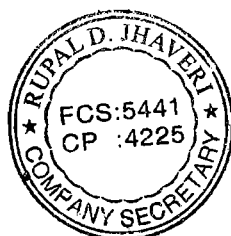
Mode	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	572	0.004

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: 22<sup>nd</sup> 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
<b>Total</b>	<b>98</b>	<b>20555503</b>	<b>14669733</b>	<b>71.366451</b>	<b>14669366</b>	<b>367</b>	<b>99.997498</b>	<b>0.002502</b>

**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
<b>Total</b>	<b>271</b>	<b>20555503</b>	<b>13814153</b>	<b>67.204159</b>	<b>13807682</b>	<b>6471</b>	<b>99.953157</b>	<b>0.046843</b>

**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
<b>Total</b>	<b>351</b>	<b>20555503</b>	<b>14725310</b>	<b>71.636826</b>	<b>14718472</b>	<b>6838</b>	<b>99.953563</b>	<b>0.046437</b>

\* 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
<b>Total</b>	<b>98</b>	<b>20555503</b>	<b>14668992</b>	<b>71.362846</b>	<b>14607615</b>	<b>61377</b>	<b>99.581587</b>	<b>0.418413</b>

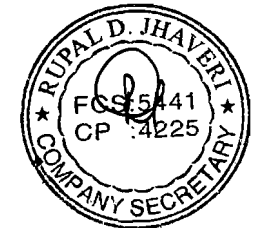
**B. Clause 35A (Postal Ballot)**

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
<b>Total</b>	<b>267</b>	<b>20555503</b>	<b>13813830</b>	<b>67.202588</b>	<b>13807331</b>	<b>6499</b>	<b>99.952953</b>	<b>0.047047</b>

**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
<b>Total</b>	<b>347</b>	<b>20555503</b>	<b>14724246</b>	<b>71.631650</b>	<b>14656370</b>	<b>67876</b>	<b>99.539019</b>	<b>0.460981</b>

\* 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
<b>Total</b>	<b>98</b>	<b>20555503</b>	<b>14669773</b>	<b>71.366646</b>	<b>14665506</b>	<b>4267</b>	<b>99.970913</b>	<b>0.029087</b>

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
<b>Total</b>	<b>269</b>	<b>20555503</b>	<b>13814130</b>	<b>67.204048</b>	<b>13813624</b>	<b>506</b>	<b>99.996337</b>	<b>0.003663</b>

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
<b>Total</b>	<b>349</b>	<b>20555503</b>	<b>14725327</b>	<b>71.636909</b>	<b>14720554</b>	<b>4773</b>	<b>99.967586</b>	<b>0.032414</b>

\* 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
<b>Total</b>	<b>100</b>	<b>20555503</b>	<b>14669788</b>	<b>71.366719</b>	<b>14665549</b>	<b>4239</b>	<b>99.971104</b>	<b>0.028896</b>

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
<b>Total</b>	<b>269</b>	<b>20555503</b>	<b>13814130</b>	<b>67.204048</b>	<b>13813584</b>	<b>546</b>	<b>99.996048</b>	<b>0.003952</b>

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
<b>Total</b>	<b>351</b>	<b>20555503</b>	<b>14725342</b>	<b>71.636982</b>	<b>14720557</b>	<b>4785</b>	<b>99.967505</b>	<b>0.032495</b>

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

