

December 19, 2016

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

Dear Sir/Madam,

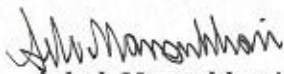
SUB: Proceedings of Postal Ballot pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forwarding Proceedings of Postal Ballot in respect of passing of special resolution for increasing the limit for making investments, giving loans, giving guarantees and providing securities under Section 186 of the Companies Act, 2013.

Kindly take the same on record.

Thanking you

Yours faithfully
For **Hinduja Ventures Limited**


Ashok Mansukhani
Whole-time Director
DIN: 00143001



Encl.: a/a

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

SUMMARY OF THE PROCEEDINGS OF ANNOUNCEMENT OF THE RESULTS OF POSTAL BALLOT OF HINDUJA VENTURES LIMITED ON MONDAY, DECEMBER 19, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT IN CENTRE, 49/50, MIDC, ANDHERI (EAST), MUMBAI - 400 093.

1. Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a notice of postal ballot dated October 26, 2016 along with Postal Ballot Form and Postage prepaid envelope (hereinafter referred to as "Postal Ballot Notice"), containing a Special Resolution in respect of increasing the limit for making investments, giving loans, giving guarantees or providing securities under Section 186 of the Companies Act, 2013 was sent to the Members of the Company for their approval.
2. The Postal Ballot Notice was dispatched through physical mode to all the Members of the Company holding the shares of the Company as on the cut- off date i.e., November 04, 2016 and additionally dispatched by electronic mode to those Members whose e-mail ids were registered with the Company or depository participant as on the cut -off date.
3. The Board of Directors at its meeting held on October 26, 2016 had approved the Postal Ballot Notice and also appointed Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), as the Scrutinizer for conducting the postal ballot voting process (postal ballot including e-voting) in a fair and transparent manner.
4. 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 Companies Act, 2013 read with the relevant rules, the Company provided e-voting facility to all its Members in order to enable them to cast their votes electronically. Karvy Computershare Private Limited was appointed as an agency for providing e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting portal of Karvy Computershare Private Limited for voting purpose remained open from Thursday, November 17, 2016, 9.00 a.m. to Friday, December 16, 2016, 5.00 p.m., and thereafter the same was disabled.
5. Ms. Rupal Jhaveri, Practicing Company Secretary, the Scrutinizer had carried out the scrutiny of all Postal Ballot Form received physically as well as votes polled electronically up to 5:00 p.m. on December 16, 2016 and had submitted her report dated December 17, 2016 to the Authorised Person on December 17, 2016.
6. On the basis of the Scrutinizer's Report, Mr. Ashok Mansukhani, Whole-Time Director, Authorised Person declared the results of the Postal Ballot on December 19, 2016 at the registered office of the Company at In Centre, 49/50, MIDC, Andheri (East), Mumbai - 400093.
7. As per the voting results, the special resolution set out in the Postal Ballot Notice was duly passed by the Members with requisite majority. In accordance with the Secretarial Standard on General Meetings (SS-2), the special resolution shall be deemed to be passed by the Members on December 16, 2016.



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8. The details of Special Resolution and Explanatory Statement are as under:

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 Rs. 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."

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

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

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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 Rs. 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 Rs. 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 Rs. 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 anybody(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.

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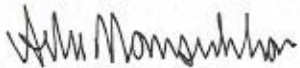
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9. The summary of the Voting Results is as under:

Valid / Invalid votes	Number of Members voted through e-voting and Postal Ballot Form	Number of votes cast (Shares)	% of total number of valid votes cast
Votes in favour of resolution	56	14571865	99.6838
Votes against the resolution	5	46225	0.3164
Invalid/ Abstain votes	0	0	0.0000

For Hinduja Ventures Limited



Ashok Mansukhani
Whole-Time Director
DIN: 00143001



Date: December 19, 2016

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