HGS®
HINDUJA GLOBAL SOLUTIONS

September 30, 2015

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai 400 001.
Scrip Code : 532859

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.
Scrip Code : HGS

Dear Sirs,

Subject: Information pursuant to Clause 35A of the Listing Agreement: Results of e-voting, voting through ballot paper and combined voting - Twentieth Annual General Meeting of the Members of the Company held on September 29, 2015.

We wish to inform you that the Members of the Company at the Twentieth Annual General Meeting (AGM) held on Tuesday, September 29, 2015 at 3:00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, approved the following resolutions with requisite majority:

1. Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. Approval of final dividend of ₹ 5 per equity share of ₹ 10 each for the year ended March 31, 2015 and confirmation of three interim dividends aggregating to ₹ 15, already paid, per equity share of ₹ 10 each for the year ended March 31, 2015.
3. Re-appointment of Ms. Vinoo S. Hinduja as a Director, who retires by rotation.
4. Appointment of M/s. Price Waterhouse, Chartered Accountants (Registration No. 301112E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board and authorizing the Board to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board.
5. Re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) w.e.f. April 01, 2015 for a period of 3 years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 5, 2015.
6. Adoption of new set of Articles of Association of the Company.
7. Creation of security on the assets of the Company up to ₹1,000 crore.
8. Payment of Commission to Directors for a period of five years from the financial year April 1, 2015 not exceeding one percent of the net profits of the Company in any financial year, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board thereof.
9. Appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a period of five consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive).

Information pursuant to Clause 35A of the Listing Agreement and Agenda-wise (as per Notice of the AGM) details of the voting results (i.e. remote e-voting, voting through Ballot paper and combined voting) are enclosed.

HINDUJA GLOBAL SOLUTIONS
HINDUJA HOUSE, 171, DR. A. B. ROAD, WORLI, MUMBAI-18.

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The Scrutinizer's Report containing voting results (Form MGT-13) is also enclosed and the same is being uploaded on the website of the Company - *www.teamhgs.com*

Kindly take the same on your records and acknowledge the receipt of the same.

Thanking you.

Yours truly,
For **Hinduja Global Solutions Limited**

Makarand Dewal
Company Secretary

Encl: as above

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Information pursuant to Clause 35A of the Listing Agreement:

Date of Annual General Meeting	:	Tuesday, September 29,2015
Total Number of Shareholders on Cut-off date for ascertaining voting rights of Members	:	11883
Number of Shareholders present in the Meeting either in person or through proxy:	:	526
• Promoters and Promoter Group	:	15
• Public -Institutional holders	:	0
• Public/Others	:	511
Number of Shareholders attended the Meeting through Video Conferencing	:	Not Applicable
• Promoters and Promoter Group	:	Nil
• Public	:	Nil

For **Hinduja Global Solutions Limited**

Makarand Dewal
Company Secretary

REPORT OF SCRUTINIZER

Result of Remote E-voting, voting on Ballot and combined voting (remote e-voting & ballot): 20th Annual General Meeting of Hinduja Global Solutions Limited held on Tuesday, the 29th September, 2015 at 3.00 p.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
Resolution No. 1: Ordinary Resolution: To adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**58**	**20725652**	**15519112**	**74.878764**	**15519112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**101**	**20725652**	**15560597**	**75.078926**	**15560597**	**0**	**100.000000**	**0.000000**

Resolution No. 1 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.
COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS 6441 CP 4225 COMPANY SECRETARY

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
Resolution No. 2: Ordinary Resolution: To approve of final dividend of Rs. 5 per equity share of Rs. 10 each for the year ended March 31, 2015 and confirmation of three interim dividends aggregating to Rs. 15, already paid, per equity share of Rs. 10 each for the year ended March 31, 2015.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15797112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**102**	**20725652**	**15838597**	**76.420259**	**15838597**	**0**	**100.000000**	**0.000000**

Resolution No. 2 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.
COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI ★ FCS 5441 CP 4225 ★ COMPANY SECRETARY

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
Resolution No. 3: Ordinary Resolution: Re-appointment of Ms. Vinoo S. Hinduja (DIN: 00493148) as a Director, who retires by rotation.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1719861	106306	94.178736	5.821264
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15690806**	**106306**	**99.327054**	**0.672946**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1719861	106306	94.178736	5.821264
Public - Others	69	3214881	44998	1.399679	44998	0	100.00000	0.000000
Total (C)	**102**	**20725652**	**15838597**	**76.420259**	**15732291**	**106306**	**99.328817**	**0.671183**

Resolution No. 3 is passed with requisite majority

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FOR HI[illegible] LTD.

COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS 5441 CP 4225 COMPANY SECRETARY

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
Resolution No. 4: Ordinary Resolution: Appointment of M/s. Price Waterhouse, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board and authorizing the Board to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15797112**	0	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**102**	**20725652**	**15838597**	**76.420259**	**15838597**	**0**	**100.000000**	**0.000000**

Resolution No. 4 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS: 5441 CP: 4225 COMPANY SECRETARY

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
Resolution No. 5: Special Resolution: Re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) w.e.f. April 1, 2015 for a period of 3 years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 5, 2015.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15797112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	42	3214881	26685	0.830046	26685	0	100.000000	0.000000
Total (B)	**42**	**20725652**	**26685**	**0.128753**	**26685**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	68	3214881	30198	0.939319	30198	0	100.000000	0.000000
Total (C)	**101**	**20725652**	**15823797**	**76.348850**	**15823797**	**0**	**100.000000**	**0.000000**

Resolution No. 5 is passed with requisite majority

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COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS 5441 CP 4225 COMPANY SECRETARY

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
Resolution No. 6: Special Resolution: Adoption of new set of Articles of Association of the Company.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15797112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**102**	**20725652**	**15838597**	**76.420259**	**15838597**	**0**	**100.000000**	**0.000000**

Resolution No. 6 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS 5141 CP 4225 COMPANY SECRETARY

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
Resolution No. 7: Special Resolution: Creation of security on the assets of the Company up to Rs. 1,000 crore.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**58**	**20725652**	**15519112**	**74.878764**	**15519112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**101**	**20725652**	**15560597**	**75.078926**	**15560597**	**0**	**100.000000**	**0.000000**

Resolution No. 7 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D JHAVERI FCS 9441 CP 4225 COMPANY SECRETARY

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
Resolution No. 8: Special Resolution: To approve payment of Commission to Directors for a period of five years from the financial year April 1, 2015 not exceeding one percent of the net profits of the Company in any financial year, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board thereof.								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3463	50	98.576715	1.423285
Total (A)	**59**	**20725652**	**15797112**	**76.220097**	**15797062**	**50**	**99.999683**	**0.000317**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	17	3481319	1826167	52.456181	1826167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44948	50	99.888884	0.111116
Total (C)	**102**	**20725652**	**15838597**	**76.420259**	**15838547**	**50**	**99.999684**	**0.000316**

Resolution No. 8 is passed with requisite majority

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FOR HINDUJA GLOBAL SOLUTIONS LTD.
COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI FCS 5141 CP 4225 COMPANY SECRETARY

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
Resolution No. 9: Ordinary Resolution: Appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a period of five consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive).								
A. Mode of Voting (Remote E-voting)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	26	3214881	3513	0.109273	3513	0	100.000000	0.000000
Total (A)	**58**	**20725652**	**15519112**	**74.878764**	**15519112**	**0**	**100.000000**	**0.000000**
B. Mode of Voting (Ballot)								
Promoter and Promoter Group	0	14029452	0	0.000000	0	0	0.000000	0.000000
Public – Institutional Holders	0	3481319	0	0.000000	0	0	0.000000	0.000000
Public - Others	43	3214881	41485	1.290405	41485	0	100.000000	0.000000
Total (B)	**43**	**20725652**	**41485**	**0.200163**	**41485**	**0**	**100.000000**	**0.000000**
C. Mode of Voting (Remote E-voting and Ballot)								
Promoter and Promoter Group	16	14029452	13967432	99.557930	13967432	0	100.000000	0.000000
Public – Institutional Holders	16	3481319	1548167	44.470702	1548167	0	100.000000	0.000000
Public - Others	69	3214881	44998	1.399679	44998	0	100.000000	0.000000
Total (C)	**101**	**20725652**	**15560597**	**75.078926**	**15560597**	**0**	**100.000000**	**0.000000**

Resolution No. 9 is passed with requisite majority

CERTIFIED TRUE COPY
FOR HINDUJA GLOBAL SOLUTIONS LTD.
COMPANY SECRETARY

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

RUPAL D. JHAVERI * FCS:5441 CP:14225 * COMPANY SECRETARY

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: 29th September, 2015

To
The Chairman
Annual General Meeting
of Hinduja Global Solutions Limited ("the Company") held on Tuesday, 29th September, 2015 at 3.00 p.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 Global Solutions Limited as the Scrutinizer under the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies [Management and Administration) Rules, 2014 as amended and Secretarial Standard on General Meeting for Remote E-voting and Ballot process for the Annual General Meeting held on Tuesday, 29th September, 2015 at 3.00 p.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 Tuesday, 22nd September, 2015.

The Remote E-voting commenced on Saturday, September 26, 2015 at 9.00 a.m. and ended on Monday, September 28, 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 E-voting and Ballot as under.

Thanking you.

RUPAL D. JHAVERI ★ FCS:5441 CP :4225 ★ COMPANY SECRETARY

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

Place: Mumbai

Resolution No. 1: Ordinary Resolution: To Adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Mode	Number of members voted	Number of votes cast in	% of total number of valid votes cast
Electronically	58	15519112	100.000000
Ballot	43	41485	100. 000000

(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	0.000000
Ballot	0	0	0. 000000

(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

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Resolution No. 2: Ordinary Resolution: To Approve final dividend of Rs. 5 per equity share of Rs. 10 each for the year ended March 31, 2015 and confirmation of three interim dividends aggregating to Rs. 15, already paid, per equity share of Rs. 10 each for the year ended March 31, 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	59	15797112	100.000000
Ballot	43	41485	100. 000000

(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	0.000000
Ballot	0	0	0. 000000

(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

RUPAL D. JHAVERI * FCS 5441 CP 4225 * COMPANY SECRETARY

Resolution No. 3: Ordinary Resolution: Re-appointment of Ms. Vinoo S. Hinduja (DIN: 00493148) as a Director, who retires by rotation.

(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	50	15690806	99.327054
Ballot	43	41485	100. 000000

(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	9	106306	0.672946
Ballot	0	0	0. 000000

(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

RUPAL D. JHAVERI ★ FCS 5441 CP 4225 ★ COMPANY SECRETARY

Resolution No. 4: Ordinary Resolution: Appointment of M/s. Price Waterhouse, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board and authorizing the Board to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board.

(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	15797112	100.000000
Ballot	43	41485	100.000000

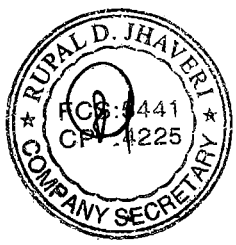
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(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



Resolution No. 5: Special Resolution: Re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) w.e.f. April 1, 2015 for a period of 3 years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 5, 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	59	15797112	100. 000000
Ballot	42	26685	100. 000000

(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. 000000
Ballot	0	0	0. 000000

(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

RUPAL D. JHAVERI * FCS: 5441 CP: 4225 * COMPANY SECRETARY

Resolution No. 6: Special Resolution: Adoption of new set of Articles of Association of the Company.

(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	15797112	100. 000000
Ballot	43	41485	100. 000000

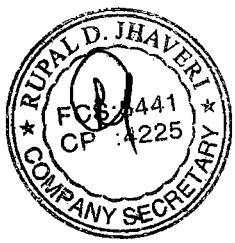
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0. 000000
Ballot	0	0	0. 000000

(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



Resolution No. 7: Special Resolution: Creation of security on the assets of the Company up to Rs. 1,000 crore.

(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	58	15519112	100. 000000
Ballot	43	41485	100. 000000

(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. 000000
Ballot	0	0	0.000000

(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

RUPAL D. JHAVERI
FCS 6441
CP 14225
COMPANY SECRETARY

Resolution No. 8: Special Resolution: To approve payment of Commission to Directors for a period of five years from the financial year April 1, 2015 not exceeding one percent of the net profits of the Company in any financial year, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board thereof.

(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	58	15797062	99.999683
Ballot	43	41485	100. 000000

(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	1	50	0.000317
Ballot	0	0	0.000000

(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

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Resolution No. 9: Ordinary Resolution: Appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a period of five consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive).

(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	58	15519112	100. 000000
Ballot	43	41485	100. 000000

(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. 000000
Ballot	0	0	0.000000

(iii) Invalid votes:

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

Resolution No. 9 is passed with requisite majority

RUPAL D. JHAVERI ★ FCS 4441 CP 4225 ★ COMPANY SECRETARY

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,

Yours faithfully,

RUPAL D. JHAVERI ★ FCS:5441 CP :4225 ★ COMPANY SECRETARY

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

Counter Signed by
For Hinduja Global Solutions Limited

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE, 171, DR. A. B. RD., WORLI, MUMBAI-18.

Ramkrishan P. Hinduja
Chairman

Place: Mumbai
Date: September 29, 2015