

SUMMARY OF THE PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED HELD ON TUESDAY, SEPTEMBER 29, 2015 AT 3:00 P.M. AT THE HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI- 400018.

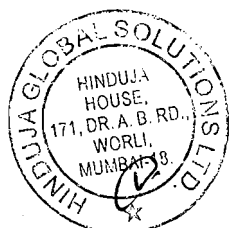
- Mr. R.P. Hinduja, the Chairman, presided over the Meeting. He informed that it was 3:00 p.m. and welcomed the Members to the Twentieth Annual General Meeting of the Company. Since the requisite quorum was present, the Chairman called the meeting to order and requested Members for their co-operation and support in the smooth conduct of the Meeting.
- The Chairman informed that proxies and resolutions for representation of corporations aggregating to 1,38,14,507 (One Crore Thirty Eight Lakhs Fourteen Thousand Five Hundred and Seven) Equity Shares, representing 66.65% of the Company's voting power, were received. 526 Members were present in person/ proxy/ as authorized representatives.
- He introduced his colleagues on the Dais (indicating the Director who is Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders' Relationship and Share Allotment Committee) and other Senior Executives to the Members.
- The Chairman informed the Members that the following documents and registers were open and accessible to the Members for inspection during the continuance of the Meeting:
 - Signed copies of the Notice;
 - Audited Financial Statements including Balance Sheet, Profit & Loss Account Statement for the year ended March 31, 2015;
 - Reports of Directors and Auditors;
 - Register of Directors and Key Managerial Personnel and their shareholding;
 - Register of Contracts or Arrangements as per Section 189 of the Companies Act, 2013; and
 - Statutory Auditors' Certificate certifying implementation of Hinduja Global Employees Stock Option Plan 2008 and Hinduja Global Solutions Limited Employee Stock Option Plan 2011 in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 and the Members' resolution dated September 27, 2008 and August 1, 2011 respectively.
- With the permission of the Members present, the Chairman stated that the Notice of the Meeting dated September 1, 2015, convening this Annual General Meeting, together with the Board's Report and the Audited Accounts for the Financial Year ended March 31, 2015 including his and CEO's message were taken as read.



- The Chairman confirmed that the Auditors' Reports (for Standalone and Consolidated Financial Statements) for the Financial Year ended March 31, 2015, did not contain any qualifications, observations or comments on financial transactions or matters, which would have an adverse effect on the functioning of the Company and hence, need not be read in terms of Section 145 of the Companies Act, 2013. However, he asked the Members that if they wished, he would request Mr. Makarand Dewal, Company Secretary to read the Auditors' Report. The Members expressed that there was no need to read the Auditors' Report.
- Thereafter, at the request of the Chairman, Mr. Partha DeSarkar, CEO of the Company, made a presentation covering the performance of the Company, competencies & business mix, industry recognition, M&A and corporate social responsibility initiatives of the Company. The Members appreciated the presentation.
- The Chairman then stated that the proposals/ resolutions contained in the Notice dated September 1, 2015 were relating to Ordinary Business (Item No. 1-4) and Special Business (Item No. 5-9), the brief particulars of which were provided in the Proxy Form and the Ballot Paper. The Explanatory Statement, being an annexure to the Notice, set out complete material facts relating to each of the special business items. He further confirmed that all the documents referred to in the Explanatory Statement were open and accessible to the Members for inspection during the continuance of the Meeting.
- Before taking up the items as per the Notice dated September 1, 2015, the Chairman informed that in accordance with the provisions of the 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 with the Stock Exchanges, the Company had extended remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members to cast their vote(s) electronically on all the proposals/ resolutions contained in the Notice. The remote e-voting period had commenced from Saturday, September 26, 2015 at 9:00 a.m. and ended on Monday, September 28, 2015 at 5:00 p.m. The Members were informed that the facility for voting through Ballot Paper was made available at the AGM for those Members who had not cast their vote through remote e-voting.
- The Chairman further informed that the Board of Directors had appointed Ms. Rupal Jhaveri, Practicing Company Secretary (C.P. No. 4225) as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot at the AGM in a fair and transparent manner.



- The Chairman then informed that Item No. 1 of the Notice dated September 1, 2015 is relating to the 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 (Ordinary Resolution).
- The Chairman then invited the Members to ask questions, seek clarifications and give their comments and suggestions on the financial results and operations of the Company.
- Thereafter, seven Members asked questions, sought clarifications and made some suggestions. The Chairman then suitably responded to the satisfaction of the Members.
- The Chairman requested the Members to propose and second the proposals/ resolutions being Item Nos. 1 to 9 of the Notice dated September 1, 2015.
- Item No. 1 was then proposed and seconded by the Members.
- The Chairman then informed that Item No. 2 is relating to the 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 (Ordinary Resolution)
Item No. 2 was then proposed and seconded by the Members.
- The Chairman then informed that Item No. 3 is relating to Re-appointment of Ms. Vinoo S. Hinduja as a Director, who retires by rotation, and being eligible, offers herself for re-appointment (Ordinary Resolution). The Chairman gave a brief introduction of Ms. Vinoo S. Hinduja and appreciated and placed on record her contribution to the Board.
Item No. 3 was then proposed and seconded by the Members.
- The Chairman then informed that Item No. 4 is relating to the Appointment of M/s. Price Waterhouse, Chartered Accountants (Firm 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 (Ordinary Resolution). The Chairman placed on record appreciation for the advice, support and co-operation extended by the Auditors.



Item No. 4 was then proposed and seconded by the Members.

- After appreciating and placing on record the contribution made by Mr. Partha DeSarkar to the growth of the business of the Company, the Chairman informed that Item No. 5 is relating to 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 (Special Resolution).

Item No. 5 was then proposed and seconded by the Members.

- The Chairman then informed that Item No. 6 is relating to the Adoption of new set of Articles of Association of the Company (Special Resolution).

Item No. 6 was then proposed and seconded by the Members.

- The Chairman then informed that Item No. 7 is relating to the Creation of security on the assets of the Company up to ₹ 1,000 crore (Special Resolution).

Item No. 7 was then proposed and seconded by the Members.

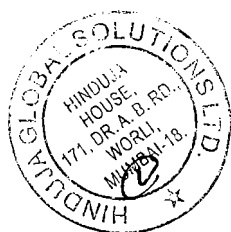
- The Chairman then informed that Item No. 8 is relating to the Payment of Commission to Directors for a period of five years from the financial year April 1, 2015 not exceeding one percent of the net profits of the Company in any financial year, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board (Special Resolution).

Item No. 8 was then proposed and seconded by the Members.

- After giving a brief introduction of Mr. Anil Harish, including his vast experience and expertise in various fields, the Chairman informed that Item No. 9 is relating to the Appointment of Mr. Anil Harish 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) (Ordinary Resolution).

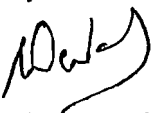
Item No. 9 was then proposed and seconded by the Members.

- After all the proposals/ Resolutions as per Notice dated September 1, 2015 were proposed and seconded by the Members, the Chairman informed that voting by ballot process be commenced. The Chairman stated that the Ballot Papers were already distributed to the Members. He requested the Scrutinizer to show the empty ballot box to the Members and thereafter to lock the empty ballot box in the presence of the Members. The Chairman requested the Members that after casting their votes against each of the items of the Ballot Paper, they should put the duly completed and signed Ballot Papers in the ballot box kept on the Dais.



- The Chairman announced that the results of the voting would be submitted by the Scrutinizer after scrutiny of the Ballot Papers. He further stated that the result of the remote e-voting and voting through Ballot Paper would be declared on or before October 1, 2015, 4:00 p.m. and would be put up on the Notice Board of the Company at its Registered Office and at its Corporate Office. The results of the voting along with the Scrutinizer's Report would be placed on the Company's website www.teamhgs.com and on the website of NSDL www.evoting.nsdl.com after their declaration and would also be communicated to the NSE and BSE.
- The Scrutinizer showed the empty ballot box to the Members.
- The Chairman then requested the Members present to cast their vote through Ballot Paper.
- After confirming that all the Members had cast their votes, the Scrutinizer locked the ballot box in the presence of two witnesses.
- Since business of the Meeting as per Notice dated September 1, 2015 had been duly transacted, he thanked the Members and declared the Meeting closed.

For Hinduja Global Solutions Limited


Makarand D. Dewal
Company Secretary

