HGS®
HINDUJA GLOBAL SOLUTIONS

September 22, 2016

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,

Sub: Twenty First Annual General Meeting ("AGM") of the Members of the Company held on September 21, 2016 - Report of the Scrutinizer and Voting Results (Remote E-voting and Ballot).

Twenty First Annual General Meeting ("AGM") of the Members of the Company was held yesterday and the business mentioned in the Notice dated August 17, 2016 was transacted at the AGM.

In this regard, we are enclosing herewith the following documents:

- Report of Scrutinizer dated September 21, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

- Voting results (Remote E-voting and Ballot) as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you.

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

Makarand Dewal
Company Secretary

Encl: as above

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: 21st September, 2016

To
The Chairman
Annual General Meeting
of Hinduja Global Solutions Limited ("the Company") held on 21st September, 2016 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for Remote E-voting and Ballot process for the Annual General Meeting of the Members of Hinduja Global Solutions Limited held on September 21, 2016 at 3:00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 and I submit my report as under:

1. After the time fixed for closing of the Ballot process by the Chairman, Mr. Ramkrishan P. Hinduja, one Ballot Box kept for voting through Ballot was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. Subsequently, the votes cast through remote e-voting were unblocked at around 4:50 p.m. on 21st September, 2016 in the presence of two witnesses after the conclusion of the Annual General Meeting and the e-voting summary statement was downloaded from Karvy (http://evoting.karvy.com).

5. The Company has provided remote e-voting facility on all items of the business sought to be transacted at the Annual General Meeting held on 21st September, 2016. The same commenced on 17th September, 2016 (9.00 a.m.) onwards and concluded on 20th September, 2016 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).

6. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, Karvy provided us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.



7. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on September 14, 2016.

I hereby submit a combined report on Remote E-voting and Ballot as per statement attached herewith.

Thanking you.



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 financial year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss Account for the financial 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 favour of the resolution**	**% of total number of valid votes cast**
Remote E-voting	47	1,54,89,618	100
Ballot	55	3,46,525	100
Total	**102**	**1,58,36,143**	**100**

(ii) Voted **against** the Resolution:

Mode	**Number of members voted**	**Number of votes cast against the resolution**	**% of total number of valid votes cast**
Remote E-voting	0	0	0
Ballot	0	0	0
Total	**0**	**0**	**0**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution: To approve final dividend of Rs. 1.25 per equity share of Rs. 10 each for the financial year ended March 31, 2016 and confirmation of three interim dividends aggregating to Rs. 13.75, already paid, per equity share of Rs. 10 each for the financial year ended March 31, 2016.

(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**
Remote E-voting	50	1,57,69,618	100
Ballot	55	3,46,525	100
Total	**105**	**1,61,16,143**	**100**

(ii) Voted **against** the Resolution:

Mode	**Number of members voted**	**Number of votes cast against the resolution**	**% of total number of valid votes cast**
Remote E-voting	0	0	0
Ballot	0	0	0
Total	**0**	**0**	**0**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 2 is passed with requisite majority

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Resolution No. 3: Re-appointment of Ms. Shanu S. P. Hinduja (DIN: 06512872) 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**
Remote E-voting	37	1,53,79,741	97.5277
Ballot	55	3,46,525	100
Total	**92**	**1,57,26,266**	**99.3062**

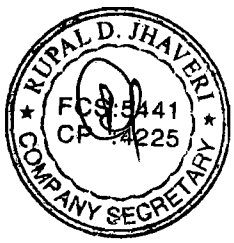
(ii) Voted **against** the Resolution:

Mode	**Number of members voted**	**Number of votes cast against the resolution**	**% of total number of valid votes cast**
Remote E-voting	10	1,09,877	2.4723
Ballot	0	0	0
Total	**10**	**1,09,877**	**0.6938**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 3 is passed with requisite majority



Resolution No. 4: 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**
Remote E-voting	46	1,54,56,421	98.0139
Ballot	55	3,46,525	100
Total	**101**	**1,58,02,946**	**99.7904**

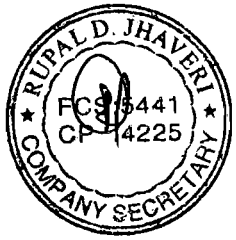
(ii) Voted **against** the Resolution:

Mode	**Number of members voted**	**Number of votes cast against the resolution**	**% of total number of valid votes cast**
Remote E-voting	1	33,197	1.9861
Ballot	0	0	0
Total	**1**	**33,197**	**0.2096**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782) as a Non-Executive Director of the Company, liable to retire 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
Remote E-voting	50	1,57,69,618	100
Ballot	55	3,46,525	100
Total	**105**	**1,61,16,143**	**100**

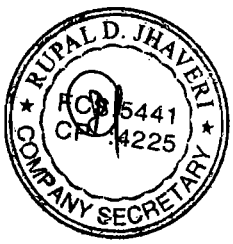
(ii) Voted **against** the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	0	0	0
Ballot	0	0	0
Total	**0**	**0**	**0**

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 5 is passed with requisite majority



Resolution No. 6: Appointment of Mr. Pradeep Mukerjee (DIN: 02287773) 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 21, 2016 up to September 20, 2021 (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**
Remote E-voting	50	1,57,69,618	100
Ballot	55	3,46,525	100
Total	**105**	**1,61,16,143**	**100**

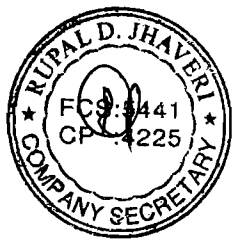
(ii) Voted **against** the Resolution:

Mode	**Number of members voted**	**Number of votes cast against the resolution**	**% of total number of valid votes cast**
Remote E-voting	0	0	0
Ballot	0	0	0
Total	**0**	**0**	**0**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	2	9
Total	**2**	**9**

Resolution No. 6 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,

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

Place: MUMBAI
Dated: 21st September, 2016

Counter Signed by
For Hinduja Global Solutions Limited

Anil Harish

Anil Harish
Director (Authorised by the Chairman)

Place: MUMBAI
Dated: 22nd September, 2016

Date of AGM	September 21, 2016
Total No. of Shareholders on record date (September 14, 2016)	12,511
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoters Group :	16
Public :	359
No. of Shareholders who attended the meeting through video conferencing	
Promoters and Promoters Group :	N.A.
Public :	N.A.
Agenda wise disclosure (to be disclosure separately for each agenda item)	As disclosed below

Details of Agenda

Item No. 1: To adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1426611	63.1669	1426611	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1426611**	**63.1669**	**1426611**	**0**	**100.0000**	**0.0000**
Public - Non Institutions	Remote E-Voting		34510	0.7767	34510	0	100.0000	0.0000
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**381035**	**0**	**100.0000**	**0.0000**
Total		**20730947**	**15836143**	**76.3889**	**15836143**	**0**	**100.0000**	**0.0000**

FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

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

Item No. 2: To approve final dividend of Rs. 1.25 per equity share of Rs. 10 each for the financial year ended March 31, 2016 and confirmation of three interim dividends aggregating to Rs. 13.75, already paid, per equity share of Rs. 10 each for the financial year ended March 31, 2016.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1706611	75.5647	1706611	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1706611**	**75.5647**	**1706611**	**0**	**100.0000**	**0.0000**
Public - Non Institutions	Remote E-Voting		34510	0.7767	34510	0	100.0000	0.0000
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**381035**	**0**	**100.0000**	**0.0000**
Total		**20730947**	**16116143**	**77.7395**	**16116143**	**0**	**100.0000**	**0.0000**

FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

RUPAL D. JHAVERI
FCS 9441
CP 4225
COMPANY SECRETARY

Item No. 3: Re-appointment of Ms. Shanu S.P. Hinduja (DIN: 06512872) as a Director, who retires by rotation.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1426611	63.1669	1316734	109877	92.2980	7.7019
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1426611**	**63.1669**	**1316734**	**109877**	**92.2980**	**7.7019**
Public - Non Institutions	Remote E-Voting		34510	0.7767	34510	0	100.0000	0.0000
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**381035**	**0**	**100.0000**	**0.0000**
Total		**20730947**	**15836143**	**76.3889**	**15726266**	**109877**	**99.3062**	**0.6938**

FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

RUPAL D. JHAVERI
FCS 6441
CP 4225
COMPANY SECRETARY

Item No. 4: 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.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1426611	63.1669	1426611	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1426611**	**63.1669**	**1426611**	**0**	**100.0000**	**0.0000**
Public - Non Institutions	Remote E-Voting		34510	0.7767	1313	33197	3.8046	96.1953
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**347838**	**33197**	**91.2877**	**8.7123**
Total		**20730947**	**15836143**	**76.3889**	**15802946**	**33197**	**99.7904**	**0.2096**

FOR KFIN TECHNOLOGIES LIMITED.

COMPANY SECRETARY

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Item No. 5: Appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782) as a Non-Executive Director of the Company, liable to retire by rotation.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1706611	75.5647	1706611	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1706611**	**75.5647**	**1706611**	**0**	**100.0000**	**0.0000**
Public - Non Institutions	Remote E-Voting		34510	0.7767	34510	0	100.0000	0.0000
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**381035**	**0**	**100.0000**	**0.0000**
Total		**20730947**	**16116143**	**77.7395**	**16116143**	**0**	**100.0000**	**0.0000**

FOR NIDHJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Item No. 6: Appointment of Mr. Pradeep Mukerjee (DIN: 02287773) 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 21, 2016 up to September 20, 2021 (both days inclusive).

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution : NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = [(2)/(1)]*100	4	5	6 = [(4)/(2)]*100	7 = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		14028497	99.9932	14028497	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**14029452**	**14028497**	**99.9932**	**14028497**	**0**	**100.0000**	**0.0000**
Public - Institutions	Remote E-Voting		1706611	75.5647	1706611	0	100.0000	0.0000
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	**2258478**	**1706611**	**75.5647**	**1706611**	**0**	**100.0000**	**0.0000**
Public - Non Institutions	Remote E-Voting		34510	0.7767	34510	0	100.0000	0.0000
	Ballot		346525	7.7993	346525	0	100.0000	0.0000
	Total	**4443017**	**381035**	**8.576**	**381035**	**0**	**100.0000**	**0.0000**
Total		**20730947**	**16116143**	**77.7395**	**16116143**	**0**	**100.0000**	**0.0000**

FOR HINDUJA GLOBAL SOLUTIONS LTD.

COMPANY SECRETARY

RUPAL D. JHAVERI
FCS 3441
CP 4225
COMPANY SECRETARY