HGS®
HINDUJA GLOBAL SOLUTIONS

September 28, 2017

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 (E)
Mumbai - 400 051.
Symbol : HGS

Dear Sirs,

Sub : Twenty Second Annual General Meeting ("AGM") of the Members of the Company held on September 28, 2017 - Report of the Scrutinizer and Voting Results (Remote E-voting and Ballot)

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

- Report of Scrutinizer dated September 28, 2017, 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 : a/a.

	HINDUJA GLOBAL SOLUTIONS LTD.
Date of the AGM/EGM	28-09-2017
Total number of shareholders on record date	14010
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	15
Public:	230
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	14029452	14028497	99.9932	14028497	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14028497	99.9932	14028497	0	100	0
Public- Institutions	E-Voting	2009304	1420043	70.6734	1420043	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1420043	70.6734	1420043	0	100	0
Public- Non Institutions	E-Voting	4732954	2610	0.0551	2610	0	100.0000	0.0000
	Poll		44874	0.9481	44874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47484	1.0032	47484	0	100	0
	Total	20771710	15496024	74.6016	15496024	0	100.0000	0.0000

HINDUJA GLOBAL SOLUTIONS LTD. HINDUJA HOUSE 171, DR. A. MUMBAI-34.

RUBAL D. JAIN * FCS 8441 CP : 4225 * COMPANY SECRETARY

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of Rs. 2.50 per equity share of Rs. 10 each for the financial year ended March 31, 2017 and to confirm three interim dividends aggregating to Rs. 7.50, already paid, per equity share of Rs. 10 each for the financial year ended March 31, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	14029452	14028497	99.9932	14028497	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14028497	99.9932	14028497	0	100	0
Public- Institutions	E-Voting	2009304	1420043	70.6734	1420043	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1420043	70.6734	1420043	0	100	0
Public- Non Institutions	E-Voting	4732954	2610	0.0551	2610	0	100.0000	0.0000
	Poll		44874	0.9481	44874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47484	1.0032	47484	0	100	0
	Total	20771710	15496024	74.6016	15496024	0	100.0000	0.0000

HINDUJA GLOBAL SOLUTIONS LTD.

RUPAL D. JHAVERI
FCS 5441
CP 4225
COMPANY SECRETARY

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Ms. Vinoo S. Hinduja (DIN: 00493148), who retires by rotation and being eligible, offers herself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	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	E-Voting	14029452	14028497	99.9932	14028497	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14028497	99.9932	14028497	0	100	0
Public- Institutions	E-Voting	2009304	1420043	70.6734	1406807	13236	99.0679	0.9321
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1420043	70.6734	1406807	13236	99.0679	0.9321
Public- Non Institutions	E-Voting	4732954	2610	0.0551	2579	31	98.8122	1.1878
	Poll		44874	0.9481	44874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47484	1.0032	47453	31	99.9347	0.0653
	Total	20771710	15496024	74.6016	15482757	13267	99.9144	0.0856

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RUPAL D. JHAVERI
FCS 8441
CP 14225
COMPANY SECRETARY

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), to hold office for a term of five consecutive years from the conclusion of this Twenty Second Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after this Annual General Meeting, at a remuneration as may be decided by the Board of Directors ("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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	14029452	14028497	99.9932	14028497	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14028497	99.9932	14028497	0	100	0
Public- Institutions	E-Voting	2009304	1420043	70.6734	1403807	16236	98.8567	1.1433
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1420043	70.6734	1403807	16236	98.8567	1.1433
Public- Non Institutions	E-Voting	4732954	2610	0.0551	2610	0	100.0000	0.0000
	Poll		44874	0.9481	44874	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		47484	1.0032	47484	0	100	0
	Total	20771710	15496024	74.6016	15479788	16236	99.8952	0.1048





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: 28th September, 2017

To
The Chairman of the Annual General Meeting
of Hinduja Global Solutions Limited ("the Company") held on 28th September, 2017 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 conducting, in a fair and transparent manner, the Remote E-voting and voting through Ballot process for the Annual General Meeting of the Members of Hinduja Global Solutions Limited held on September 28, 2017 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 of the Meeting, Mr. Anil Harish, 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 4:00 p.m. on 28th September, 2017 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 business sought to be transacted at the Annual General Meeting held on 28th September, 2017. The same commenced on 25th September, 2017 (9.00 a.m.) onwards and concluded on 27th September, 2017 (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

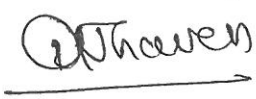


us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.

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 21, 2017.

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, 2017 including audited Balance Sheet as at March 31, 2017 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	75	15,451,150	100.0000
Ballot	47	44,874	100.0000
Total	**122**	**15,496,024**	**100.0000**

(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	0.0000
Ballot	0	0	0.0000
Total	**0**	**0**	**0.0000**

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	15	992
Total	**15**	**992**

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution:

To approve final dividend of ₹ 2.50 per equity share of ₹ 10/- each for the financial year ended March 31, 2017 and confirmation of three interim dividends aggregating to ₹ 7.50, already paid, per equity share of ₹10/- each for the financial year ended March 31, 2017.

(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	75	15,451,150	100.0000
Ballot	47	44,874	100.0000
Total	**122**	**15,496,024**	**100.0000**

(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	0.0000
Ballot	0	0	0.0000
Total	**0**	**0**	**0.0000**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	15	992
Total	**15**	**992**

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, and being eligible offers herself for re-appointment.

(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	71	15,437,883	99.9141
Ballot	47	44,874	100.0000
Total	**118**	**15,482,757**	**99.9144**

(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	4	13,267	0.0859
Ballot	0	0	0.0000
Total	**4**	**13,267**	**0.0856**

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	15	992
Total	**15**	**992**

Resolution No. 3 is passed with requisite majority

RUPAL D. JHAVERI
FCS 8441
CP 4225
COMPANY SECRETARY

Resolution No. 4: Ordinary Resolution:

Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), to hold office for a term of five consecutive years from the conclusion of this Twenty Second Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after this Annual General Meeting, at a remuneration as may be decided by the Board of Directors ("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	71	15,434,914	99.8949
Ballot	47	44,874	100.0000
Total	**118**	**15,479,788**	**99.8952**

(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	4	16,236	0.1051
Ballot	0	0	0.0000
Total	**4**	**16,236**	**0.1048**

(iii) **Invalid** votes:

Mode	**Number of members whose votes were declared invalid**	**Number of votes cast**
Remote E-voting	0	0
Ballot	15	992
Total	**15**	**992**

Resolution No. 4 is passed with requisite majority

RUPAL D. JHAVERI
FCS 5441
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,

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

Yours faithfully,

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

Place: Mumbai
Dated: 28th September, 2017

Counter Signed by
For Hinduja Global Solutions Limited

Anil Harish

Anil Harish
(Chairman of the Meeting)

Place: Mumbai
Date: 28th September, 2017