Company Name	HINDUJA GLOBAL SOLUTIONS LTD.
Date of the AGM/EGM	NA
Total number of shareholders on record date	15608
No. of shareholders present in the meeting either in person or	NA
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	Ordinary - Approval for Consolidation of and Increase in Authorized Share Capital and consequent alteration to Clause V of the Memorandum of Association of the Company							
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	13968387	99.5647	13968387	0	100.0000	0.0000
	Poll	14029452	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	14029452	61065	0.4353	61065	0	100.0000	0.0000
Public- Institutions	E-Voting	2170596	1097774	50.5748	1097774	0	100.0000	0.0000
	Poll	2170596	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2170596	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4600190	47459	1.0317	43849	3610	92.3934	7.6066
	Poll	4600190	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4600190	49842	1.0835	49784	58	99.8836	0.1164
	Total	20800238	15224527	73.1940	15220859	3668	99.9759	0.0241

HINDUJA GLOBAL SOLUTIONS LTD.

RUPAL D. JHAVERI
FCS: 8441
CP: 4225
COMPANY SECRETARY

RUPAL D. JHAVERI
COMPANY SECRETARY
42, Rajgir Chambers, 5th Floor, 12-14, Shahid Bhagat Singh Road, Opp. Old Custom House, Mumbai 400 001. Tel.: 43440103 Fax:22662667

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Chairman/Authorized Director
Hinduja Global Solutions Limited
Hinduja House, 171, Dr. Annie Besant Road,
Worli,
Mumbai- 400 018.

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.5441 and Certificate of Practice No.4225) have been appointed by the Board of Directors of Hinduja Global Solutions Limited ("the Company") as the Scrutinizer, for scrutinizing in a fair and transparent manner, the Postal Ballot/ e-voting process of the Company to be conducted for seeking approval of the Members of the Company for the Ordinary Resolution proposed to be passed under Section 13 and 61(1)(a) of the Companies Act, 2013 viz. Consolidation of and Increase in Authorized Share Capital and consequent alteration to the Clause V of the Memorandum of Association of the Company as contained in the Postal Ballot Notice dated April 25, 2018,issued pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. I submit my report as under:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, April 27, 2018, being the cut-off date, was completed on Saturday, May 5, 2018.

2. Pursuant to Rule 20(4)(v) and Rule 22(3) of the Companies (Management & Administration) Rules, 2014 and the Secretarial Standards - 2, Advertisements were published by the Company on May 7, 2018 in Business Standard newspaper, in English Language and in Sakaal newspaper, in Marathi Language, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and self-addressed postage prepaid envelope to the Members, along with other matters laid down in the stated Rule.

3. The E-voting commenced on Wednesday, May 9, 2018 (9.00 a.m.) onwards and ended on Thursday, June 7, 2018 (5.00 p.m.). The remote e-voting services were provided by Karvy Computershare Private Limited ("Karvy").

4. All the data of e-voting i.e. the results of e-Voting along with the list of Members who voted "For" and "Against" the Ordinary Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on June 7, 2018, after 5 p.m.

5. All the Postal Ballot Forms including E-Voting received up to 5.00 p.m. on Thursday, June 7, 2018, being the last date and time fixed by the Company for receipt of Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.



6. No Postal Ballot Forms received after 5.00 p.m. on Thursday, June 7, 2018, have been considered by me.

I hereby submit a combined report on the result of the Postal Ballot including on E-voting as per the statement attached herewith as an Annexure.

Thanking you.



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

Place: Mumbai
Date: June 08, 2018.

Counter Signed
For **Hinduja Global Solutions Limited**

Anil Harish
Authorized Director

Place: Mumbai
Date: June 08, 2018.

Annexure to Report of the Scrutinizer dated June 08, 2018

Ordinary Resolution: Consolidation of and Increase in Authorized Share Capital and consequent alteration to the Clause V of the Memorandum 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
Remote e-voting	143	15,110,010	99.9761
Physical Ballot	167	110,849	99.9477
Total	310	15,220,859	99.9759

(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	7	3,610	0.0239
Physical Ballot	7	58	0.0523
Total	14	3,668	0.0241

(iii) **Invalid** votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote e-voting	0	0
Physical Ballot	22	8,313
Total	22	8,313

Resolution is passed with requisite majority

The Register, all other papers and relevant records relating to Postal Ballot including electronic voting shall be under my safe custody until the Chairman / Authorised Director considers, approves and countersigns this report on the result of the Postal Ballot includingon E-voting and the same would be handed over to the Company Secretary for safe keeping.

Thanking you,

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

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

Place: Mumbai
Date: June 08, 2018.

Countersigned For Hinduja Global Solutions Limited,
Anil Harish
8-6-2018 Authorized Director