

September 29, 2018

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 Third Annual General Meeting ("AGM") of the Members of the Company held on September 29, 2018 - 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 29, 2018, 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. 

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

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

Date: 29th September, 2018

To
The Chairman of the Twenty Third Annual General Meeting
of Hinduja Global Solutions Limited ("the Company") held on Saturday, 29th September, 2018 at
3.00 p.m. at the Hall of Culture, 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 Paper process in respect of proposals/ resolutions as set out in the Notice dated 24th August, 2018 convening the Twenty Third Annual General Meeting (AGM) of the Members of Hinduja Global Solutions Limited held on September 29, 2018 at 3:00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018 and I submit my report as under:

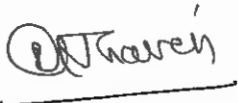
1. After the time fixed for closing of the Ballot process by the Chairman, one ballot box kept for voting through Ballot Paper was locked in my presence with due identification marks placed by me.
2. After the conclusion of the said AGM at 5:10 p.m. on September 29, 2018, the locked ballot box was opened by me in the presence of two witnesses, not in the employment of the Company 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. The Company had provided remote e-voting facility on all items of business set out in the Notice dated 24th August, 2018, sought to be transacted at the Annual General Meeting held on 29th September, 2018. The remote e-voting commenced on 26th September, 2018 at 9.00 a.m. and concluded on 28th September, 2018 at 5.00 p.m. The remote e-voting services were provided by Karvy Computershare Private Limited (Karvy).
5. Subsequently, the votes cast through remote e-voting were unblocked around 5:10 p.m. on 29th September, 2018 by me in the presence of two witnesses and the e-voting summary statement was downloaded from Karvy (<https://evoting.karvy.com>).



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 the cut-off date of September 21, 2018.

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 receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 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 favour of the resolution	% of total number of valid votes cast
Remote E-voting	83	1,146,352	100.0000
Ballot	75	14,103,275	100.0000
Total	158	15,249,627	100.0000

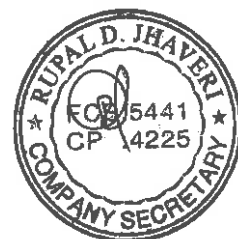
(ii) Voted against the Resolution:

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	6	81
Total	6	81

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution:

To declare a final dividend of Rs. 2.50 per equity share of Rs. 10/- each for the financial year ended March 31, 2018 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, 2018.

(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	84	1,162,045	100.0000
Ballot	75	14,103,275	100.0000
Total	159	15,265,320	100.0000

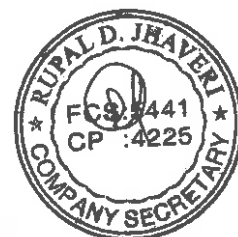
(ii) Voted against the Resolution:

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	6	81
Total	6	81

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution:

Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), as Director who retires by rotation and being eligible, offers himself 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	69	1,006,721	86.6336
Ballot	75	14,103,275	100.0000
Total	144	15,109,996	98.9825

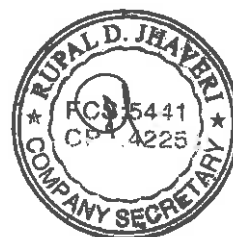
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	15	155,324	13.3664
Ballot	0	0	0.0000
Total	15	155,324	1.0175

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	6	81
Total	6	81

Resolution No. 3 is passed with requisite majority



Resolution No. 4: Ordinary Resolution:

Re-appointment of and payment of remuneration to Mr. Partha DeSarkar as the Manager (designated as Chief Executive Officer) of the Company as defined under Section 2(53) of the Companies Act, 2013 and also as Key Managerial Personnel, for a period of three years with effect from April 1, 2018.

(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	84	1,162,045	100.0000
Ballot	73	14,068,757	100.0000
Total	157	15,230,802	100.0000

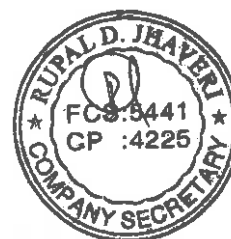
(ii) Voted against the Resolution:

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	6	81
Total	6	81

Resolution No. 4 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 of the aforementioned resolutions is enclosed.

The Ballot Papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Mumbai
Dated: 29th September, 2018



Yours faithfully,

A handwritten signature in black ink, appearing to read "R D Jhaveri", written over a horizontal line.

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

Counter Signed by
For Hinduja Global Solutions Limited

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

Ramkrishan P. Hinduja
(Chairman)

	HINDUJA GLOBAL SOLUTIONS LTD.
Date of the AGM/EGM	29-09-2018
Total number of shareholders on record date	14674
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	297
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required:	ORDINARY - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 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	0	0.0000	00	0	0.0000	0.0000
	Poll		14029452	100.0000	14029452	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14029452	100	14029452	0	100.0000	0.0000
Public- Institutions	E-Voting	2201510	1139822	51.7746	1139822	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		1139822	51.7746	1139822	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4592024	6530	0.1422	6530	0	100.0000	0.0000
	Poll		73823	1.6076	73823	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		80353	1.7498	80353	0	100.0000	0.0000
	Total	20822986	15249627	73.2346	15249627	0	100.0000	0.0000



Resolution No.	2							
Resolution required:	ORDINARY - To declare a final dividend of Rs. 2.50 per equity share of Rs. 10/- each for the financial year ended March 31, 2018 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, 2018.							
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	0	0.0000	00	0	0.0000	0.0000
	Poll		14029452	100.0000	14029452	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14029452	100	14029452	0	100.0000	0.0000
Public- Institutions	E-Voting	2201510	1155515	52.4874	1155515	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		1155515	52.4874	1155515	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4592024	6530	0.1422	6530	0	100.0000	0.0000
	Poll		73823	1.6076	73823	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		80353	1.7498	80353	0	100.0000	0.0000
	Total	20822986	15265320	73.3099	15265320	0	100.0000	0.0000



Resolution No.	3							
Resolution required:	ORDINARY -Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), as Director who retires by rotation and being eligible, offers himself for re-appointment.							
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	0	0.0000	00	0	0.0000	0.0000
	Poll		14029452	100.0000	14029452	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14029452	100	14029452	0	100.0000	0.0000
Public- Institutions	E-Voting	2201510	1155515	52.4874	1000194	155321	86.5583	13.4417
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1155515	52.4874	1000194	155321	86.5583	13.4417
Public- Non Institutions	E-Voting	4592024	6530	0.1422	6527	3	99.9540	0.0459
	Poll		73823	1.6076	73823	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6530	0.1422	6527	3	99.9540	0.0459
Total		20822986	15265320	73.3099	15109996	155324	98.9825	1.0175



Resolution No.	4							
Resolution required:	ORDINARY - Re-appointment of and payment of remuneration to Mr. Partha DeSarkar as the Manager (designated as Chief Executive Officer) of the Company as defined under Section 2(53) of the Companies Act, 2013 and also as Key Managerial Personnel, for a period of three years with effect from April 1, 2018.							
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	0	0.0000	00	0	0.0000	0.0000
	Poll		14029452	100.0000	14029452	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14029452	100	14029452	0	100.0000	0.0000
Public- Institutions	E-Voting	2201510	1155515	52.4874	1155515	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		1155515	52.4874	1155515	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4592024	6530	0.1422	6530	0	100.0000	0.0000
	Poll		39305	0.8559	39305	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		45835	0.9981	45835	0	100.0000	0.0000
Total		20822986	15230802	73.1442	15230802	0	100.0000	0.0000

