

June 08, 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: Postal Ballot Results - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has further reference to our letters dated April 25, 2018, May 04, 2018 and May 07, 2018. This is to inform that an Ordinary Resolution relating to 'Consolidation of and Increase in Authorized Share Capital and consequent alteration to the Clause V of the Memorandum of Association of the Company' as set out in the Postal Ballot Notice dated April 25, 2018 was passed by the Members of the Company with requisite majority.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed are the Voting Results (Postal Ballot and E-voting) on the above referred resolution and the Scrutinizer's Report dated June 08, 2018.

This is for your information and records.

Thanking you,

Yours truly,  
For Hinduja Global Solutions Limited

  
**Makarand Dewal**  
Company Secretary

Encl : a/a.

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 Promoters and Promoter Group:	NA
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						
	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- 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						
Public- Non Institutions	Total	20900238	15224527	73.1940	15220859	3688	99.9759	0.0241						



**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
<b>Total</b>	<b>310</b>	<b>15,220,859</b>	<b>99.9759</b>

(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
<b>Total</b>	<b>14</b>	<b>3,668</b>	<b>0.0241</b>

(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
<b>Total</b>	<b>22</b>	<b>8,313</b>

**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 including on E-voting and the same would be handed over to the Company Secretary for safe keeping.

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*  
*8-6-2018* *Authorized Director*