

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

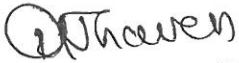


us with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.

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

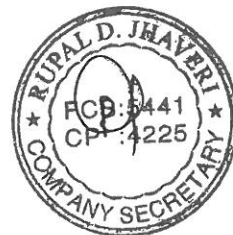
(ii) Voted **against** the Resolution:

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



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



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



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,

A handwritten signature of Rupal D. Jhaveri in black ink.

Place: Mumbai
Dated: 28th September, 2017

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

Counter Signed by
For Hinduja Global Solutions Limited

A handwritten signature of Anil Harish in black ink.

Anil Harish
(Chairman of the Meeting)

Place: Mumbai
Date: 28th September, 2017