

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

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]

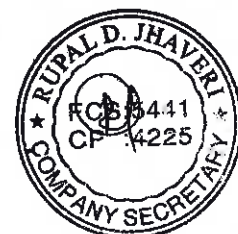
Date: 28th September, 2019

**To
The Chairman of the Twenty Fourth Annual General Meeting
of Hinduja Global Solutions Limited ("the Company") held on Saturday, 28th September, 2019 at
4:00 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 23rd August, 2019 convening the Twenty Fourth Annual General Meeting (AGM) and Addendum to AGM Notice dated 4th September, 2019 of the Members of Hinduja Global Solutions Limited held on September 28, 2019 at 4:00 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 5:03 p.m. on 28th September, 2019, the locked ballot box was subsequently opened in my presence, along with 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 23rd August, 2019 and Addendum dated 4th September, 2019 to AGM Notice, sought to be transacted at the Annual General Meeting held on 28th September, 2019. The remote e-voting commenced on 25th September, 2019 at 9.00 a.m. and concluded on 27th September, 2019 at 5.00 p.m. The remote e-voting services were provided by Karvy Fintech Private Limited ('Karvy'), the Company's Registrar and Share Transfer Agents.
5. Subsequently, the votes cast through remote e-voting were unblocked around 5:08 p.m. on 28th September, 2019 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 share of the paid-up equity share capital of the Company as on the cutoff date of 20th September, 2019.

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, 2019 including audited Balance Sheet as at March 31, 2019 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	98	1,45,17,259	100.0000
Ballot	50	32,641	100.0000
Total	148	1,45,49,900	100.0000

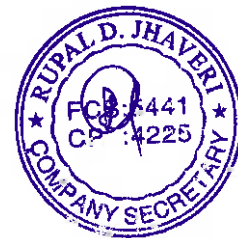
(ii) Voted against the Resolution:

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	21	42,339
Total	21	42,339

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, 2019 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, 2019.

(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	99	1,45,28,997	100.0000
Ballot	50	32,641	100.0000
Total	149	1,45,61,638	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	21	42,339
Total	21	42,339

Resolution No. 2 is passed with requisite majority



Resolution No. 3: Ordinary Resolution:

Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), as a Director of the Company liable to retire by rotation.

(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	92	1,45,12,642	99.8874
Ballot	50	32,641	100.0000
Total	142	1,45,45,283	99.8877

(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	16,355	0.1126
Ballot	0	0	0.0000
Total	7	16,355	0.1123

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	21	42,339
Total	21	42,339

Resolution No. 3 is passed with requisite majority



Resolution No. 4: Ordinary Resolution:

Appointment of Ms. Bhumika Batra (DIN: 03502004) as a Director and also as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, from September 04, 2019 to September 03, 2024 (both days inclusive).

(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	89	1,16,56,188	80.2271
Ballot	50	32,641	100.0000
Total	139	1,16,88,829	80.2714

(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	10	28,72,809	19.7729
Ballot	0	0	0.0000
Total	10	28,72,809	19.7286

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	21	42,339
Total	21	42,339

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Ordinary Resolution:

Appointment of Mr. Partha DeSarkar (DIN: 00761144) as a Director of the Company, liable to retire by rotation and also as an Executive Director (Whole Time Director) of the Company for a term of five (5) years effective from September 04, 2019 to September 03, 2024 (both days inclusive) and payment of remuneration to him.

(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	94	1,45,22,609	99.9560
Ballot	50	32,641	100.0000
Total	144	1,45,55,250	99.9561

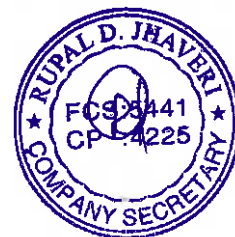
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote E-voting	5	6,388	0.0440
Ballot	0	0	0.0000
Total	5	6,388	0.0439

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote E-voting	0	0
Ballot	21	42,339
Total	21	42,339

Resolution No. 5 is passed with requisite majority



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 for safe keeping.

Thanking you,



Yours faithfully,

A handwritten signature in black ink that reads "R D Jhaveri".

Place: Mumbai
Dated: 28th September, 2019

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

Counter Signed by
For Hinduja Global Solutions Limited

Anil Harish
(Anil Harish)
Chairman of the Meeting

