

PRASHANT DIWAN

B.COM. L.L.B., F.C.S., A.I.C.W.A
PRACTICING COMPANY SECRETARY
B - 703/704, ANAND SAGAR, M. G. ROAD, KANDIVLI (WEST), MUMBAI - 400 067.

FORM No. MGT-13

Report of Scrutinizer(s)

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

To
Hinduja Global Solutions Limited
Hinduja House, 171, Dr. Annie Besant Road
Worli, Mumbai - 400 018.

Chairman

Annual General Meeting of the Equity Shareholders of Hinduja Global Solutions Limited.

**Held on Thursday, the 3rd July, 2014 at 11.00 a.m. at the Hall of Harmony, Nehru Centre,
Dr. Annie Besant Road, Worli, Mumbai - 400 018.**

Dear Sir,

I, Prashant Diwan, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Hinduja Global Solutions Limited held on Thursday, the 3rd July, 2014 at 11.00 a.m. at The Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1 -

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31.03.2014.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(b) Resolution No. 2-

To declare a final dividend of Rs. 10 per Equity Shares and confirm Interim Dividend aggregating of Rs. 10 per Equity Shares.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	93,19,114	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6	0.00%

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9



(c) Resolution No. 3-

To appoint a Director in place of Ms. Vinoo S. Hinduja who retires by Rotation and being eligible, offers herself for Re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(d) Resolution No. 4-

Ordinary Resolution for Appointment of Auditors M/S. Price Waterhouse from the conclusion of this Annual General Meeting (AGM) Until Conclusion of next AGM.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(e) Resolution No. 5-

Ordinary Resolution for Appointment of Ms. Shanu S. P. Hinduja as a Co-Chairperson in Casual Vacancy w.e.f. 04.03.2013.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(f) Resolution No. 6-

Ordinary Resolution for Appointment of Mr. Anil Harish as an Independent Director of the Company for five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(g) Resolution No. 7-

Ordinary Resolution for Appointment of Mr. Rajendra P. Chitale as an Independent Director of the Company for five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9



(h) Resolution No. 8-

Ordinary Resolution for Appointment of Mr. Rangan Mohan as an Independent Director of the Company for five consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

(i) Resolution No. 9-

Special Resolution for Borrowing Powers to the Board of Directors u/s. 180(1)(C) of the Companies Act, 2013 upto Rs. 1000 Crores.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	93,19,112	100.00%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	8	0.00%



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	9

4. A Poll Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
6. The Promoters have exercised their votes vide e-Voting, have also exercised their votes by poll, hence votes exercised by e-Voting shall be prevailed.

Thanking you,

Place: Mumbai
Dated: July 04, 2014



Yours faithfully

A handwritten signature in black ink, appearing to read "Prashant Diwan".

[Prashant Diwan]

Name and Signature of the Scrutinizer

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 1								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 2								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	563	6	98.95	1.05
Total	54	20624616	9319120	45.18	9319114	6	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 3								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 4								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 5								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 6								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00



HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 7								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 8								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

HINDUJA GLOBAL SOLUTIONS LIMITED (CIN : L92199MH1995PLC084610)								
Clause 35B (Physical)								
Resolution 9								
Promoter/Public	Total Ballot Forms	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	2	14029452	9318551	66.42	9318551	0	100.00	0.00
Public – Institutional holders	0	3210354	0	0.00	0	0	0.00	0.00
Public-Others	52	3384810	569	0.02	561	8	98.59	1.41
Total	54	20624616	9319120	45.18	9319112	8	100.00	0.00

