

July 13, 2017

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

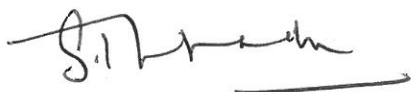
Dear Sirs,

Sub: Postal Ballot Results

In continuation to our letter dated June 9, 2017 and June 12, 2017, this is to inform that, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolutions pertaining to: 1) Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Stock Appreciation Rights (ESARs) to the employees of the Company thereunder; and 2) Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder, have not been passed by the Members of the Company. Please find enclosed the Voting Results and Scrutinizer's Report.

Thanking you,

Yours truly,
For Hinduja Global Solutions Limited



S. Mahadevan
Executive Vice President - Legal Compliance and Risk Management

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208

Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068. India. Telephone: 91-80-4643 1000 / 91-80-4643 1222. Website: www.teamhgs.com

Corporate Identity Number: L92199MH1995PLC084610



Company Name	HINDUJA GLOBAL SOLUTIONS LTD.
Date of AGM/EGM/ Postal Ballot	Notice dated May 22, 2017 (voting start date: June 12, 2017 and voting end date: July 11, 2017)
Total number of shareholders on record date	13677
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	NA
Public:	NA

SPECIAL - Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company.									
Resolution required: (Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid 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		9173031	65.3841	00	9173031	0.0000	100.0000	
	Poll		NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	14029452	61065	0.4353	61065	0	100.0000	0.0000	
	E-Voting		1370687	68.1500	1194914	175773	87.1763	12.8237	
Public- Institutions	Poll	2011280	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	E-Voting		6448	0.1363	5640	808	87.4690	12.5310	
	Poll		NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	Postal Ballot (if applicable)	4730978	303548	6.4162	303408	140	99.9539	0.0461	
	Total	20771710	10914779	52.5464	1565027	9349752	14.3386	85.6614	



SPECIAL - Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category			No. of shares held (1)	No. of valid votes polled (2)	% of valid 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			9173031	65.3841	00	9173031	0.0000	100.0000
	Poll		14029452	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)			61065	0.4353	61065	0	100.0000	0.0000
Public- Institutions	E-Voting			1370687	68.1500	1194914	175773	87.1763	12.8237
	Poll		2011280	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting			6448	0.1363	5588	860	86.6625	13.3375
	Poll		4730978	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)			303505	6.4153	303355	150	99.9506	0.0494
Total			20771710	10914736	52.5462	1564922	9949814	14.3377	85.6623



REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

The 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 as the Scrutinizer, for scrutinizing in a fair and transparent manner, the Postal Ballot/ e-voting process of Hinduja Global Solutions Limited ("the Company") conducted for seeking consent of the Members for the special resolutions proposed to be passed under Section 62(1)(b) of the Companies Act, 2013 viz. (1) Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company thereunder and (2) Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder as contained in the Postal Ballot Notice dated May 22, 2017, 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:

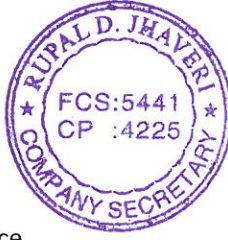
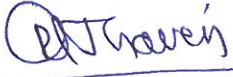
1. The dispatch of the Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, June 02, 2017, being the cut-off date, was completed on Saturday, June 10, 2017.
2. Pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014, Advertisements were published by the Company on June 11, 2017 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 Monday, June 12, 2017 (9.00 a.m.) onwards and ended on Tuesday, July 11, 2017 (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 alongwith the list of Members who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of Karvy, by unblocking the event on July 11, 2017, after 5 p.m.
5. All the Postal Ballot Forms including E-Voting received up to 5.00 p.m. on Tuesday, July 11, 2017, being the last day 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 Tuesday, July 11, 2017, have been considered by me.
7. Envelopes containing Postal Ballot forms returned from postal authorities for various reasons undelivered aggregated to Nil.

I hereby submit a combined report on Postal Ballot including E-voting as per the statement attached herewith.

Thanking you.



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

Place: Mumbai
Date: July 13, 2017.

Special Resolution No. 1: Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company thereunder:

(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	47	1,200,554	11.3795
Physical Ballot	118	364,473	99.9616
Total	165	1,565,027	14.3386

(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	31	9,349,612	88.6205
Physical Ballot	12	140	0.0384
Total	43	9,349,752	85.6614

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote e-voting	0	0
Physical Ballot	17	1,249
Total	17	1,249

Resolution is not passed with requisite majority



Special Resolution No. 2: Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder:

(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	46	1,200,502	11.3790
Physical Ballot	115	364,420	99.9589
Total	161	1,564,922	14.3377

(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	32	9,349,664	88.6210
Physical Ballot	13	150	0.0411
Total	45	9,349,814	85.6623

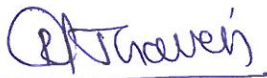
(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Remote e-voting	0	0
Physical Ballot	17	1,249
Total	17	1,249

Resolution is not 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 signs the Minutes of the results of postal ballot and the same are handed over to the Company Secretary/ EVP – Legal Compliance and Risk Management for safe keeping.

Thanking you,



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

Place: Mumbai
Date: July 13, 2017.

