

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 Fax:22662667

REPORT OF SCRUTINIZER

Date: 29th September, 2015

To

The Chairman

Annual General Meeting

of Hinduja Global Solutions Limited ("the Company") held on Tuesday, 29th September, 2015 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, Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended and Secretarial Standard on General Meeting for Remote E-voting and Ballot process for the Annual General Meeting held on Tuesday, 29th September, 2015 at 3.00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.

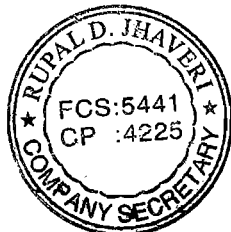
Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, 22nd September, 2015.

The Remote E-voting commenced on Saturday, September 26, 2015 at 9.00 a.m. and ended on Monday, September 28, 2015 at 5.00 p.m. The Company has also provided facility for voting by Ballot paper to the Members attending the Meeting, who have not cast their votes by remote E-voting.

I hereby submit my combined report on E-voting and Ballot as under.

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 year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 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	% of total number of valid votes cast
Electronically	58	15519112	100.000000
Ballot	43	41485	100.000000

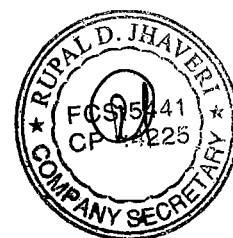
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 1 is passed with requisite majority



Resolution No. 2: Ordinary Resolution: To Approve final dividend of Rs. 5 per equity share of Rs. 10 each for the year ended March 31, 2015 and confirmation of three interim dividends aggregating to Rs. 15, already paid, per equity share of Rs. 10 each for the year ended March 31, 2015.

(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
Electronically	59	15797112	100.000000
Ballot	43	41485	100.000000

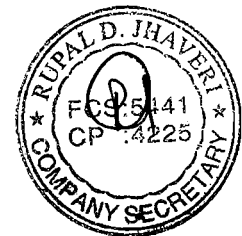
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

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.

(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
Electronically	50	15690806	99.327054
Ballot	43	41485	100.000000

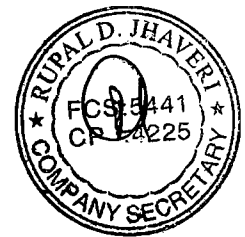
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	9	106306	0.672946
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 3 is passed with requisite majority



Resolution No. 4: Ordinary Resolution: Appointment of M/s. Price Waterhouse, Chartered Accountants, as Auditors of the Company 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 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
Electronically	59	15797112	100.000000
Ballot	43	41485	100.000000

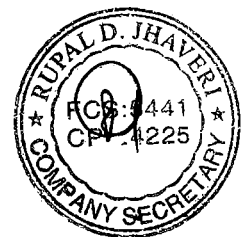
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 4 is passed with requisite majority



Resolution No. 5: Special Resolution: Re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) w.e.f. April 1, 2015 for a period of 3 years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 5, 2015.

(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
Electronically	59	15797112	100.000000
Ballot	42	26685	100.000000

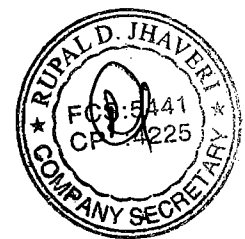
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 5 is passed with requisite majority



Resolution No. 6: Special Resolution: Adoption of new set of Articles 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
Electronically	59	15797112	100.000000
Ballot	43	41485	100.000000

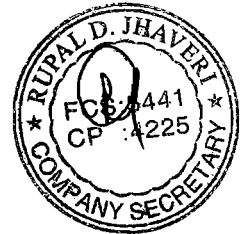
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 6 is passed with requisite majority



Resolution No. 7: Special Resolution: Creation of security on the assets of the Company up to Rs. 1,000 crore.

(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
Electronically	58	15519112	100.000000
Ballot	43	41485	100.000000

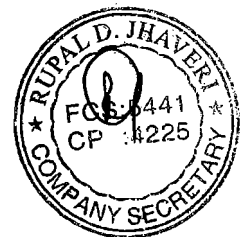
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 7 is passed with requisite majority



Resolution No. 8: Special Resolution: To approve payment of Commission to Directors for a period of five years from the financial year April 1, 2015 not exceeding one percent of the net profits of the Company in any financial year, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board thereof.

(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
Electronically	58	15797062	99.999683
Ballot	43	41485	100.000000

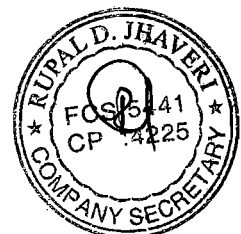
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	1	50	0.000317
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

Resolution No. 8 is passed with requisite majority



Resolution No. 9: Ordinary Resolution: Appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a period of five consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (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
Electronically	58	15519112	100.000000
Ballot	43	41485	100.000000

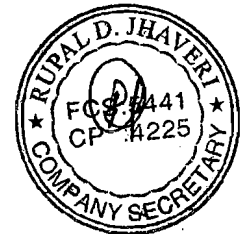
(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Electronically	0	0	0.000000
Ballot	0	0	0.000000

(iii) Invalid votes:

Mode	Number of members whose votes were declared invalid	Number of votes cast
Ballot	0	0

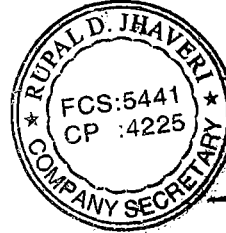
Resolution No. 9 is passed with requisite majority



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 in black ink, appearing to read "R. Jhaveri".

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 in black ink, appearing to read "Ramkrishan P. Hinduja".

Ramkrishan P. Hinduja
Chairman



Place: Mumbai
Date: September 29, 2015