

SUMMARY OF THE PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED HELD ON THURSDAY, JULY 3, 2014 AT 11 A.M. AT THE HALL OF HARMONY, NEHRU CENTRE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI- 400018.

- The Chairman took the Chair and informed that it was 11:00 a.m. He welcomed the Members to the 19th Annual General Meeting of the Company. Since the requisite quorum was present, the Chairman called the meeting to order.
- The Chairman informed that proxies for 21,372 shares, representing 0.10% of the Company's voting power were received, as also resolutions for representation by corporate entities for 96, 50,840 shares, representing 46.79% of the Company's voting power, were received; aggregating to 46.89% of the Company's voting power.
558 members were present in person/ proxy.
- He introduced his colleagues on the Dais and other Senior Executives to the members.
- He informed that the signed copies of the Notice, Audited Financial Statements (Standalone and Consolidated) including Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss Account for the year ended on that date, Reports of Directors and Auditors thereon were open and accessible to the members during the continuance of the meeting.
- The Chairman also informed the Members that: the Register of Directors' and Key Managerial Personnel and their shareholding; the Register of Contracts; the Register of Proxies/ Representation by corporate entities; and the Statutory Auditors' Certificate certifying implementation of Hinduja Global Solutions Limited Employees Stock Option Plan 2008 and Hinduja Global Solutions Limited Employees Stock Option Plan 2011, were in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Shareholders' Resolution dated 27th September, 2008 and 1st August, 2011 respectively; and were open and accessible to the members during the continuance of the meeting.
- With the permission of the members present, the Chairman stated that the Notice of the Meeting convening this Annual General Meeting together with other documents contained in the Annual Report 2013-14 including his and CEOs message were taken as read.
- The Chairman confirmed that the Auditor's Report contained no qualifications, observations or comments on the financial transactions or matters that could have any adverse effect on the functioning of the Company.
- At the request of the Chairman, Mr. Partha DeSarkar, CEO of the Company made a presentation on the Company's performance, competencies and business mix, Industry recognitions received and business outlook. Also, snapshots of the different offices of the Company at various locations across the world namely, India, Canada, UK, Philippines, US and Jamaica were shown. The Members appreciated the presentation.
- The Chairman then invited the Members to ask questions, seek clarifications and give their comments and suggestions on the financial results and operations of the Company. Thereafter, 21 Members asked questions, sought clarifications and made some suggestions. The Chairman then suitably responded to the members.
- The Chairman then informed the Members that as required by the provisions of Section 108 of the Companies Act, 2013 read with Clause 20 of the Companies (Management and



Administration) Rules, 2014 and Clause 35B of the Listing Agreement, facility of voting through electronic means on all proposals contained in the Notice dated May 21, 2014 was provided to the Members. Such e-voting facility was provided through NSDL and was ended on June 27, 2014. An option was given to Members for casting their vote through ballot form till June 27, 2014.

- Based upon the Report of the Scrutinizer, Mr. Prashant Diwan, Practicing Company Secretary (C.P. No. 1979, Membership No. 1403) on e-voting, the Chairman informed the members present, the resolution-wise summarized results, stating that all the resolutions have been passed with requisite majority.
- Some members insisted that they would like to vote on poll at the meeting. In the absence of clarity on the relevant provisions regarding voting at the General Meetings, as an abundant precaution and for the benefit of the members present in person, the Chairman demanded poll in respect of all items contained in the Notice. The Chairman then appointed Mr. Prashant Diwan, Practicing Company Secretary (C.P. No. 1979, Membership No. 1403) as Scrutinizer for conducting the poll. The polling process was explained to the members.
- After completion of the polling process, the Chairman informed the Members that the result of the e-voting and result of the poll will be declared within next 48 hours and will be communicated to the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE); will be put up on the Notice Board at the Company's Registered Office; and on the website of the Company; on the website of National Securities Depository Limited (NSDL).
- The Chairman informed that all business of the Meeting as per Notice dated May 21, 2014, has been duly transacted. He thanked the members for attending the meeting. There being no further business to transact, the meeting ended with a vote of thanks to the Chair.

For Hinduja Global Solutions Limited



Makarand Dewal
Company Secretary