



September 1, 2025

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai - 400 001.

National Stock Exchange of India Ltd.
“Exchange Plaza”,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.

Scrip Code: 532859

Symbol: HGS

Dear Sirs,

Sub: Notice of 30th Annual General Meeting to be held on Thursday, September 25, 2025

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 30th Annual General Meeting ('AGM') of Hinduja Global Solutions Limited ('the Company') to be held on Thursday, September 25, 2025 at 4.00 pm IST which is being dispatched along with Annual Report 2024-25 through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Transfer Agent or Depositories. Shareholders are requested to kindly refer the Notice of the AGM for detailed procedure of casting the votes through e-voting.

Notice of the 30th AGM is also available on the website of the Company at <https://hgs.cx/wp-content/uploads/2025/09/4-HGSL-30th-AGM-Notice-2025.pdf>

Brief details of businesses proposed to be transacted at the 30th AGM are provided in Annexure A.

You are requested to kindly take the above on record.

Thanking you,

For Hinduja Global Solutions Limited

NARENDRA
RA
SINGH
Digitally signed
by NARENDRA
SINGH
Date: 2025.09.01
12:50:51 +05'30'

Narendra Singh
Company Secretary
F4853

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED.

Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068. India. Telephone: +91-80-4643 1000 / 4643 1222
Regd. Office: Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051. India. Telephone: +91-22-6136 0407,
E-mail: investor.relations@teamhgs.com Website: www.hgs.cx Corporate Identity Number: L92199MH1995PLC084610

Annexure A

Sr. No	Resolutions Description	Type of Resolution (Ordinary/Special)
1	To receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and the Auditors thereon; and b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2025, along with the report of the Auditors thereon.	Ordinary
2	Director Retiring by Rotation	Ordinary
3	Appointment of Mr. Amit Saharia (DIN: 10652099) as a Non-Executive Non-Independent Director	Ordinary
4	Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2026	Ordinary
5	Appointment of Mr. Virendra Bhatt, Practicing Company Secretary as Secretarial Auditor of the Company	Ordinary

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Phone No.: 022-6136 0407 | E-mail id: investor.relations@teamhgs.com | Website: www.hgs.cx

NOTICE

NOTICE is hereby given that 30th Annual General Meeting ('AGM') of the Members of **Hinduja Global Solutions Limited** ('the Company' or 'HGSL') will be held on **Thursday, September 25, 2025, at 4.00 p.m. IST** through Video Conferencing / Other Audio-Visual Means ('VC' or 'OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and the Auditors thereon; and
 - b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2025, along with the report of the Auditors thereon.

SPECIAL BUSINESS

2. Director Retiring by Rotation

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Paul Abraham (DIN: 01627449), Director liable to retire by rotation at this AGM, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up."

3. Appointment of Mr. Amit Saharia (DIN: 10652099) as a Non-Executive Non-Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof), the provisions of the Articles of Association of the Company; and as per recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint Mr. Amit Saharia (DIN: 10652099 as Non-Executive Non-Independent Director of the Company with effect from September 25, 2025, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 197, other applicable provisions of the Act, the Rules made thereunder and applicable regulations of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Saharia shall be entitled to receive the remuneration/ sitting fees/ commission as permitted to be received in a capacity of Non-executive Non-independent Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2026

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. ABK & Associates, Cost Accountants [Firm Registration No. 000036], Cost Auditors appointed by the Board of Directors of the Company to conduct audit of the cost records maintained by the Company for the financial year ending March 31, 2026, be paid remuneration of ₹ 50,000/- plus applicable taxes and out-of-pocket expenses incurred by them for the purpose of Audit, and the same be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution.”

5. Appointment of Mr. Virendra Bhatt, Practicing Company Secretary as Secretarial Auditor of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No.124), as the Secretarial Auditor of the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

By Order of the Board
For **Hinduja Global Solutions Limited**
Sd/-
Narendra Singh
Company Secretary
F4853

Place: Mumbai
Date : August 6, 2025

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 ('MCA Circulars') read with the Securities and Exchange Board of India ('SEBI') circular dated October 3, 2024, has allowed the companies to conduct the Annual General Meeting (AGM) through Video Conferencing or Other Audio-Visual Means ('VC') till September 30, 2025.
2. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') read with the Circulars issued by the MCA and the SEBI, 30th AGM of the Company shall be conducted through VC on Thursday, September 25, 2025, at 4.00 p.m. IST. The registered office of the Company shall be the deemed venue for the AGM. National Securities Depository Limited ('NSDL') will be providing facility for remote e-Voting, participation in the AGM through VC and e-Voting during the AGM. The Company has also published an advertisement in newspapers containing the details about the AGM i.e., the conduct of the AGM through VC, date and time of the AGM, availability of the notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company / RTA and other related matters as may be required.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the 30th AGM is being held through VC in compliance with the MCA Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for 30th AGM. Hence, the Proxy Form and Attendance Slip, including Route Map, are not annexed to this Notice.
4. An Explanatory Statement pursuant to Section 102 of the Act setting out details relating to Special Businesses under Item Nos. 2 to 5 of the accompanying Notice, is annexed hereto. In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the relevant details relating to Item No. 3 in respect of the Director seeking appointment at this AGM is annexed hereunder and is also appearing in the Board's Report forming part of Annual Report 2024-25. Further, requisite declaration/ confirmation have been received from the Director seeking appointment. The matters under Special Businesses of the AGM Notice are considered to be unavoidable by the Board of Directors of the Company and hence included.
5. Members attending 30th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., September 18, 2025.
6. Institutional investors and Corporate Members are encouraged to attend and vote at 30th AGM through VC. Institutional investors and Corporate Members (i.e., other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or to vote through remote e-voting are requested send a scanned copy (PDF/ JPEG format) of the Board resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act to Scrutinizer Mr. Virendra Bhatt at e-mail bhattvirendra1945@yahoo.co.in or sent to the Company by e-mail to investor.relations@teamhgs.com
7. In case of joint holders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

BOOK CLOSURE

8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025, to Wednesday, September 24, 2025 (both days inclusive) for the purpose of AGM.

9. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
10. Members who hold shares in dematerialized form and want to provide/ change/ correct the bank account details should send the same immediately to their concerned DP and not to the Company. The Company will not entertain any such request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividends, RTA is obliged to use only the data provided by the Depositories, in case of dematerialized shares.
11. Members holding shares in physical form are requested to notify/ send the following to the Company's RTA, i.e., KFin Technologies Limited (Unit: Hinduja Global Solutions Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana - 500032 to facilitate better service:
 - i) Any change in their address/ mandate/ bank details/ email address;
 - ii) Particulars of their bank account, in case the same have not been sent earlier; and
 - iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL ID

12. In compliance with the Circulars issued by MCA and SEBI, Notice of 30th AGM along with the Annual Report for FY 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Notice and Annual Report 2024-25 will also be available on the Company's website at <https://hgs.cx/investors/annual-reports-hgsl/> websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL at www.evoting.nsdl.com
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, i.e., KFin Technologies Limited, Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana - 500032.
14. In compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, communication notifying that the Notice of 30th AGM along with the Annual Report for the FY 2024-25 can be accessed through the Weblink which is being sent separately to those shareholders who have not registered their E-mail IDs either with the Company or with any Depository.
15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their question(s) in writing to the Company Secretary at least 7 (seven) days before the date of the AGM, so that, the requested information may be made available at the Meeting.

REGISTRATION OF PAN, KYC DETAILS AND NOMINATION BY PHYSICAL SHAREHOLDERS

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchanges and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and may consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://hgs.cx/investors/kyc-documents/> or contact the Company's RTA - KFin Technologies Limited at einward.ris@kfintech.com for assistance in this regard.

17. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with KFin or make cancellation/ changes to their nomination details through Form SH-14. Members can also opt out of nomination through Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs and not to the Company or KFin. The relevant forms are available on the Company's website at <https://hgs.cx/investors/kyc-documents/>
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company and the Company's RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned DP(s), as the case may be:-
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUESTS OF PHYSICAL SHARES

20. The Securities and Exchange Board of India ('SEBI') vide circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has provided a special window for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/ returned/ not attended due to deficiency in the documents/ process/ or otherwise, for a period of six months upto January 06, 2026, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them.

During this period, the securities that are re-lodged for transfer shall be issued only in demat mode after following due process for such transfer-cum-demat requests.

In view of this, the concerned investors are requested to re-lodge the transfer request of physical shares, to our Registrar and Share Transfer Agenda (RTA), KFin Technologies Limited Selenium building, Tower B, Plot 31– 32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi, Telangana – 500032 Tel No: 040-67162222 E-mail: einward.ris@kfintech.com within the above mentioned period. Relevant investors are encouraged to take advantage of this one-time window.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION

21. Members who wish to claim their unclaimed dividend are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's RTA, i.e., KFin for encashment before the due dates. The details of unclaimed dividends are available on the Company's website at www.hgs.cx Members are requested to note that the dividend remaining unclaimed for a period of seven (7) consecutive years from the date of transfer to the Company's Unpaid dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has

not been claimed for seven (7) consecutive years or more shall be transferred to demat account of the IEPF Authority within a period of thirty (30) days of such shares becoming due to be transferred.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

22. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 27, 2024 (i.e. date of last Annual General Meeting) on its website at <https://hgs.cx/investors/other-reports/#toggle-id-7> and also on the website of the Ministry of Corporate Affairs.

PROCEDURE FOR INSPECTION OF DOCUMENTS

23. The following documents will be available for inspection by the Members electronically during 30th AGM. Members seeking to inspect such documents can send an email to investor.relations@teamhgs.com
- Certificate from the Secretarial Auditors relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act.

Members may note that all documents referred to in this Notice and Explanatory Statement will be also available for electronic inspection without any fee by the Members from the date of dispatch of this notice up to the date of AGM, basis the request being sent by the members on e-mail to investor.relations@teamhgs.com

In case of any queries regarding the Annual Report 2024-25, the Members may write to investor.relations@teamhgs.com.

24. Members are requested to always quote their Folio No./ DP ID - Client ID in all correspondence with the Company and the Company's RTA.

REMOTE E-VOTING AND E-VOTING DURING AGM

25. In compliance with provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
26. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, September 18, 2025, shall only be entitled to attend and vote through remote e-voting as well as e-voting during the 30th AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

<p>Remote e-voting period commences on Sunday, September 21, 2025, at 9:00 a.m. IST and ends on Wednesday, September 24, 2025, at 5:00 p.m. IST.</p>

The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

27. The Company has appointed Mr. Virendra G Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124) of Virendra G Bhatt, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the remote e-voting and e-voting that will take place at the 30th AGM through VC in a fair and transparent manner.
28. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM, through e-Voting agency National Securities Depository Limited (NSDL). The facility of casting votes by a member using remote e-Voting system as well as e-voting that will take place at 30th AGM, will be provided by NSDL.
29. **Voting at the e-AGM:** Members who are present at 30th AGM through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting facility provided by NSDL at the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
30. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.
31. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting), count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within 2 working days from the conclusion of the AGM to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
32. On the receipt of the scrutinizer report, the results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.hgs.cx and on the website of NSDL at www.evoting.nsdl.com immediately after the result declared by the Chairman or any other person authorised by the Chairman.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Director liable to retire by rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Paul Abraham (DIN: 01627449), Non-Executive Non-Independent, Director retires by rotation on the conclusion of the 30th Annual General Meeting (AGM). Though Mr. Paul Abraham was eligible for re-appointment, vide letter dated July 30, 2025, he informed that due to other commitments, he does not offer himself for re-appointment as Director of the Company at the ensuing 30th AGM. He also informed that apart from this, there is no other reason for he not offering himself for re-appointment. Mr. Paul was appointed as Director of the Company on August 25, 2022.

The Board sincerely appreciates and acknowledges his valuable contribution during his tenure on the Board. Mr. Paul shall cease to be a Director at the conclusion of this AGM. The Board proposes that the vacancy caused by his retirement be not filled-up. Except Mr. Paul Abraham and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. The Board of Directors, therefore, recommends the Resolution as set out at Item No. 2 to be passed as an Ordinary Resolution by the Members.

Item No. 3

Appointment of Mr. Amit Saharia (DIN: 10652099) as director liable to retire by rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with the applicable rules made thereunder, the Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors at its meeting held on August 6, 2025 (based on the recommendation of Nomination and Remuneration Committee) approved the appointment of Mr. Amit Saharia (DIN: 10652099) as a Director, designated as Non-executive Non-Independent Director of the Company, with effect from September 25, 2025.

Mr. Amit Saharia have close to 25 years of industry and global management consulting experience spanning private as well as public sector. In current leadership role at the Hinduja Group, Mr. Saharia is responsible for shaping the future strategy of the Group across different existing and new verticals of global play. As part of the same he supports in formulation of group strategy for both existing traditional as well as new age businesses; design through implementation, further including strategic enablers beyond core functions, such as digital technology and sustainability.

In his previous roles, he served senior agenda of leading global companies across multiple industries such as Consumer Products, Information Technology, Industrial Products, Pharmaceutical and Healthcare and Automotive. Areas of expertise include Corporate Strategic Business Planning, Merger and Acquisition Strategy, Strategic Operations & Supply Chain Management, Enterprise Cost Reset (ZBB) and Business Process Optimisation enabled with "Digital Reset".

Mr. Saharia brings deep business understanding and strategic operations experience in end-to-end value chain functions including Sourcing & Procurement, Manufacturing, Supply Chain, Warehousing & Distribution, Logistics and Sales, large scale digital-led transformation, recovery and change management experience across diverse geographies and markets i.e., USA, Europe, Middle East and Asia.

Mr. Saharia holds a Master degree in Management Science from Case Western Reserve University, USA, a Master degree in Operations Research from St. Stephen's College, Delhi and Graduates in Mathematics from St. Stephen's College, Delhi.

Mr. Saharia is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Amit Saharia on the Board of the Company and accordingly recommends the appointment of Mr. Amit Saharia as Non-Executive Non-Independent Director as stated in the Item No. 3 for approval by the Members as an Ordinary Resolution.

Except for Mr. Amit Saharia, who is being appointed, none of the Directors, Key Managerial Personnel and their relatives, are concerned / interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the accompanying Notice.

Additional details, such as Age, Brief profile, Directorships in listed companies, number of meetings of the board attended during the year etc. and other details as required under the SEBI Listing Regulations; and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in '**Annexure A**' to the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4

Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2026

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. ABK & Associates, Cost Accountants [Firm Registration No.: 000036] as the Cost Auditors of the Company for auditing the cost records of "Telecommunication activity" pertaining to digital media business, maintained by the Company for the financial year ending on March 31, 2026, at a remuneration of ₹ 50,000/- plus out-of-pocket expenses and applicable taxes.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

M/s. ABK & Associates, Cost Accountants, Mumbai have confirmed that they are eligible to be appointed as Cost Auditors of the Company and hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959. Accordingly, consent of the Members is sought for passing an Ordinary Resolution set out at Item No. 3 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No 5

Appointment of Mr. Virendra Bhatt, Practicing Company Secretary as Secretarial Auditor of the Company

As per the requirements of amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the provisions of Section 204 of the Companies Act, 2013 ('the Act') and related Rules, the Board of Directors of the Company, based on the recommendation of the Audit Committee, has recommended appointment of Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No.124) as Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025 up to March 31, 2030.

Mr. Virendra Bhatt is a Practising Company Secretary with 30 years of experience. He has a diverse clientele across several industries. His audit approach and structure have been evaluated and found to be appropriate, aligning well with the Company's requirements.

Mr. Virendra Bhatt have consented to act as Secretarial Auditor and have furnished a certificate confirming that he is not disqualified to be appointed as Secretarial Auditor under the provisions of the Act and SEBI Listing Regulations read with SEBI Circular dated December 31, 2024. The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for approval by the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

By Order of the Board
For **Hinduja Global Solutions Limited**
Sd/-
Narendra Singh
Company Secretary
F4853

Place: Mumbai
Date : August 6, 2025

ANNEXURE 'A' TO THE NOTICE

[Information pursuant to the Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standard - 2 on General Meetings in respect of Director seeking re-appointment]

[Item No. 3 of the Notice]

Name of the Director	Mr. Amit Saharia
DIN	10652099
Date of Birth/ Age	May 13,1978 - 47 years
Date of appointment/ re-appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS')	<ul style="list-style-type: none">• Date of appointment: September 25, 2025• Appointment in the AGM to be held on September 25, 2025.• Director liable to retire by rotation and seeking re-appointment
Qualification	Master degree in Management Science from Case Western Reserve University, USA, a Master degree in Operations Research from St. Stephen's college, Delhi and an undergrad degree in Mathematics from St. Stephen's College, Delhi.
Brief resume and nature of expertise in functional areas.	<p>Mr. Amit Saharia have close to 25 years of industry and global management consulting experience spanning private as well as public sector. In current leadership role at the Hinduja Group, Mr. Saharia is responsible for shaping the future strategy of the Group across different existing and new verticals of global play. As part of the same he supports in formulation of group strategy for both existing traditional as well as new age businesses; design through implementation, further including strategic enablers beyond core functions, such as digital technology and sustainability.</p> <p>In his previous roles, he served senior agenda of leading global companies across multiple industries such as Consumer Products, Information Technology, Industrial Products, Pharmaceutical and Healthcare and Automotive. Areas of expertise include Corporate Strategic Business Planning, Merger and Acquisition Strategy, Strategic Operations & Supply Chain Management, Enterprise Cost Reset (ZBB) and Business Process Optimisation enabled with "Digital Reset".</p> <p>Mr. Saharia brings deep business understanding and strategic operations experience in end-to-end value chain functions including Sourcing & Procurement, Manufacturing, Supply Chain, Warehousing & Distribution, Logistics and Sales, large scale digital-led transformation, recovery and change management experience across diverse geographies and markets i.e., USA, Europe, Middle East and Asia.</p>
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	None

Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities).	None
Name of the listed entities from which the person has resigned in past three years.	None
Number of meetings of the Board attended during the year 2024-25.	Not Applicable
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	Not Applicable
Terms and conditions of appointment	Appointed as a Non-Executive Director, liable to retire by rotation, w.e.f. September 25, 2025.
Details of remuneration last drawn (for FY 2024-25)	Not applicable as he is being appointed effective September 25, 2025.
Details of remuneration sought to be paid in 2025-26	Sitting Fees; and Commission, if any, as recommended by the NRC and approved by the Board.

PROCEDURE FOR REMOTE E-VOTING

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is providing e-voting facility through NSDL on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to Members holding shares as on September 18, 2025, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process ('Cut-off' date'). The instructions for e-Voting are given below.
- ii) As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.
- iii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com
- v) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vi) The details of the process and manner for remote e-Voting and joining virtual AGM are explained herein below:

The remote e-voting period begins on Sunday, September 21, 2025, at 9:00 a.m. IST and ends on Wednesday, September 24, 2025, at 5:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Thursday, September 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date, being September 18, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to

update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- b) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company (i.e. **135959**) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
8. **General Guidelines for shareholders**
 - i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhattvirendra1945@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN

card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@teamhgs.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@teamhgs.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company (i.e. **135959**) will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

GENERAL INSTRUCTIONS

- i) **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor.relations@teamhgs.com between **Thursday, September 18, 2025 (9:00 a.m. IST) to Saturday, September 20, 2025 (5:00 p.m. IST)**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.
- ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com
- iii) Members of the Company holding shares either in physical form or in demat form as on the Cut-off date of **September 18, 2025** may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only. Any person holding shares in physical form and Member other than individual Member who acquires shares of the Company and becomes a Member of the Company after the Notice is sent through e-mail and holding shares as on the cut-off date, i.e., **September 18, 2025** may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.
- In case of individual Members holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e., **September 18, 2025**, may follow steps mentioned under "Access to NSDL e-Voting system."
- iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him who shall counter sign the same.
- v) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hgs.cx and on the website of NSDL at www.evoting.nsdl.com. immediately after the Result is declared by the Chairman or any other person authorized by him and shall be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company.
