

November 25, 2025

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 Sir/ Madam,

Sub: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations')

In terms of Regulation 30 of the SEBI Listing Regulations read with applicable circulars, if any, issued by SEBI, please find enclosed herewith the copy of Postal Ballot Notice dated November 10, 2025 being sent to the Shareholders of the Company.

We have to inform you that the consent of the Members of the Company is being sought for the following Resolution through Postal Ballot process:

Sl. No.	Type of Resolution	Descriptions of Resolution
1.	Special	Re-appointment of Mr. Vynsley Fernandes (DIN: 02987818), Whole-time Director of the Company and fixation of his remuneration

The Board of Directors have appointed Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124), who has given the consent to act as the scrutinizer, for conducting the postal ballot process. The e-voting period commences on Thursday, November 27, 2025, at 09.00 A.M. (IST) and end on Friday, December 26, at 5:00 P.M. (IST). Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date (i.e., Friday, November 14, 2025) are eligible to participate in the Postal Ballot. The said Postal Ballot Notice is available on the website of the Company www.hgs.cx.

The result of voting will be announced on or before Tuesday, December 30, 2025. We request you to take the above information on record.

Thanking you,

For Hinduja Global Solutions Limited

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



HINDUJA GROUP



Hinduja Global Solutions Limited

CIN: L92199MH1995PLC084610

Registered Office: Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Phone No.: 022 - 6136 0407 | E-mail ID: investor.relations@teamhgs.com | Website: www.hgs.cx

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the ‘**Rules**’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘**MCA**’) for, *inter-alia*, conducting postal ballot through e-voting vide General Circular No. 03/2025 dated September 22, 2025 read with General Circular No. 09/2024 dated September 19, 2024 and other connected circulars issued in this regard (collectively referred to as ‘**MCA Circulars**’), pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’), as amended, Secretarial Standard on General Meetings (‘**SS - 2**’) issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, to the Shareholders / Members (‘**Members**’) of Hinduja Global Solutions Limited (the ‘**Company**’ or ‘**HGSL**’), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot, by voting through electronic means only (‘**remote e-voting**’).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, if any, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof (‘**Statement**’) is annexed to this Postal Ballot Notice (‘**Notice**’) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘**RTA**’)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

The Board of Directors of the Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) or in his absence, Ms. I. Javeri (ACS No. 2209, CP No. 7245) as Scrutinizer (the ‘Scrutinizer’) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit his report to the Chairman of the Company (‘the Chairman’) or any other Director or Company Secretary authorized by the Chairman, and the results of the voting by Postal Ballot will be communicated to the Stock Exchanges within two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Kfin Technologies Limited (‘**KFin**’), Registrar and Transfer Agent (‘**RTA**’) of the Company to provide remote e-voting facility to the Members of the Company.

You are requested to kindly go through the instructions for remote e-voting, process and manner in which remote e-voting is to be carried out.



Remote e-voting period shall commence on Thursday, November 27, 2025, from 9:00 a.m. (IST) and ends on Friday, December 26, 2025, at 5:00 p.m. (IST) (both days inclusive). Members are requested to carefully read the instructions while recording their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, December 26, 2025. The remote e-voting facility will be disabled by KFin immediately thereafter.

Upon completion of remote e-voting, the Scrutinizer shall immediately after the conclusion of the remote e-voting period, unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 2 (two) working days from the conclusion of the e-voting period make and provide a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing who shall countersign the same.

The Results shall be declared either by the Chairman or any other Director or the Company Secretary authorized by the Chairman and the resolution will be deemed to have been passed on the last date of the e-voting period, subject to receipt of the requisite number of votes in favour of the Resolution(s). The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed immediately after the result is declared. Additionally, the same will also be uploaded on the Company's website at www.hgs.cx and on the website of KFin at <https://evoting.kfintech.com>.

Key details regarding the Postal Ballot by remote e-voting

Sl. No.	Particulars	Details
1.	Link for remote e-voting	https://evoting.kfintech.com/ <i>For physical and non-individual folios</i> https://eservices.nsdl.com <i>For Individual shareholders having NSDL Demat account</i> https://web.cdslindia.com/myeasitoken/Home/Login <i>For individual holders having CDSL account</i>
2.	Scrutinizer details	Mr. Virendra Bhatt, Practicing Company Secretary Membership No.: ACS No. 1157, CP No. 124 Tel: 022 2652 9368 Mobile: +91 9820048670 E-mail: bhattvirendra1945@yahoo.co.in
3.	Cut-off date for eligibility for e-voting	Friday, November 14, 2025
4.	Time period for e-voting	<ul style="list-style-type: none"> Starts on Thursday, November 27, 2025, from 9:00 a.m. (IST). Ends on Friday, December 26, 2025, at 5:00 p.m. (IST).
5.	Last date for publishing results of the e-voting	On or before Tuesday, December 30, 2025
6.	In case of any grievances or queries contact	Mr. Anandan K, Senior Manager KFin Technologies Limited E-mail : einward.ris@kfintech.com Phone : 1800 309 4001 (Toll free)



SPECIAL BUSINESS

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. VYNSLEY FERNANDES (DIN: 02987818), WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(54), 196, 197, 200 and 203 read with Part II of Schedule V of the Companies Act, 2013 (‘the Act’), other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), and pursuant to the provisions of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee (‘NRC’) and approved by the Board of Directors (‘Board’) in the meeting held on November 10, 2025, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vynsley Fernandes (DIN: 02987818) as Whole-time Director and CEO Digital Media Business of the Company (Key Managerial Personnel) for a period of 3 years (three years) with effect from November 14, 2025 to November 13, 2028, and he will be remunerated by way of salary, perquisites and allowances as mentioned hereunder:

- i. Remuneration: Fixed remuneration all inclusive of ₹ 2,40,00,000/- (Rupees Two Crore Forty Lakhs only) per annum. The Fixed remuneration excludes performance linked pay.
- ii. Performance linked variable remuneration: Performance linked variable pay upto ₹ 60,00,000/- (Rupees Sixty lakhs only) per annum payable on assessment of performance and achievement of pre-determined targets at the discretion of the Company and its Board. Performance pay shall be paid on completion of appraisal period.
- iii. Gratuity as per the Gratuity Act.
- iv. Other benefits, amenities, facilities, and perquisites as per the rules of the Company.

RESOLVED FURTHER THAT term of office of Mr. Vynsley Fernandes shall be liable to retire by rotation **AND THAT** the Board be and is authorized to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be agreed to between the Board and Mr. Vynsley Fernandes.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vynsley Fernandes in each financial year [being the ‘managerial remuneration’] during the continuance of tenure of his appointment shall be as may be recommended by the NRC and approved by the Board based on his performance evaluation, which shall not exceed the ceiling limit of 5% of the net profits of the Company for the relevant financial year as provided under the provisions of Section 197 and Schedule V of the Act **OR** in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, Mr. Vynsley Fernandes shall, subject to the provisions of Schedule V of the Act and other applicable provisions, if any, of the Act, be entitled and paid the remuneration as approved pursuant to this resolution, as minimum remuneration.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ the Board be and is hereby authorized to consider and approve any revision or increase in the remuneration of Mr. Vynsley Fernandes as Whole-time Director from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act and to do all such acts, deeds, matters and things as may considered necessary, expedient or desirable to give effect to this Resolution.”

By Order of the Board
For Hinduja Global Solutions Limited
Sd/-
Narendra Singh
Company Secretary
Membership No.: F4853

Place: Mumbai
Date : 10-11-2025



NOTES

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution as set out above is annexed hereunder and forms part of the Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/ Depository Participants and whose names appear in the register of members/list of beneficial owners as at close of business hours on Friday, November 14, 2025 ('Cut-off Date'). It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in the resolution specified in this notice. A person who is not a Member as on the Cut-off date and happens to receive this Notice, should treat this Notice for information purpose only.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.hgs.cx, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
4. Members who are holding the shares in physical mode are requested to forward the request in ISR1/ ISR2/ SH13 format to register the KYC details. The formats can be downloaded from the Company's website or through URL <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participants.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of KFin Technologies Limited ('KFin') for facilitating voting through electronic means i.e., remote e-voting.
6. Remote e-voting period shall commence on Thursday, November 27, 2025, from 9:00 A.M. (IST) and end on Friday, December 26, 2025, at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting facility will be disabled by KFin immediately thereafter.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
8. Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e-voting.
9. The relevant documents referred to in the proposed resolution and explanatory statement are available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of Postal Ballot Notice till the last date for receipt of votes by remote e-voting. Further, during this period, such documents will also be available for electronic inspection without any fee by the Members basis the request being sent by the Members on e-mail to investor.relations@teamhgs.com mentioning their name, Folio No, Client ID and DP ID.



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

The Securities and Exchange Board of India 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 Agent, KFin Technologies Limited within the above mentioned period. Relevant investors are encouraged to take advantage of this one-time window.

VOTING THROUGH ELECTRONIC MEANS

10. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote by electronic means and the business may be transacted by Postal Ballot by remote e-Voting facility provided by KFinTech. The detailed procedure for e-voting is also provided in this Postal Ballot Notice.
11. The e-voting period commences on Thursday, November 27, 2025, from 9:00 A.M. (IST) and end on Friday, December 26, 2025, at 5:00 P.M. (IST). Remote E-voting shall not be allowed beyond said time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. For all queries or issues regarding remote e-voting, please visit Help and FAQs session for Members and e-voting user manual available at 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1800-309-4001 (Toll free) or contact Mr. Anandan K, Senior Manager, KFin Technologies Limited, Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com
12. Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) or in his absence Ms. I. Javeri (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
13. The Scrutinizer's decision on the validity of e-voting shall be final. The scrutinizer shall immediately after the conclusion of the remote e-voting period, unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 2 (two) working days from the conclusion of the e-voting period make a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any Director or the Company Secretary authorized by the Chairman in writing who shall counter sign the same.
14. Special Resolution will be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

Resolution passed by the Members through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf.

15. The Results shall be declared either by the Chairman or any Director or the Company Secretary authorized by the Chairman and the resolution will be deemed to have been passed on the last date of the e-voting period i.e. Friday, December 26, 2025, subject to receipt of the requisite number of votes in favour of the Resolution(s). The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges where the Company's shares are listed immediately after the result is declared. Additionally, the same will also be uploaded on the Company's website www.hgs.cx and on KFin's website <https://evoting.kfintech.com>



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Re-appointment of Mr. Vynsley Fernandes (DIN: 02987818), Whole-time Director of the Company and fixation of his remuneration

The Members of the Company, through postal ballot notice dated December 26, 2022, had approved the appointment of Mr. Vynsley Fernandes as the Whole-time Director of the Company period of three years with effect from November 14, 2022 to November 13, 2025.

In view of the above and pursuant to the provisions of Sections 2(54), 196, 197, 200 and 203 read with Part II of Schedule V of the Companies Act, 2013 ('the Act') and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on November 10, 2025, considered and approved the re-appointment of Mr. Vynsley Fernandes as a Whole-time Director and CEO Digital Media Business of the Company (Key Managerial Personnel) for a period of 3 (Three) years with effect from November 14, 2025 up to November 13, 2028 on the terms of remuneration, as detailed in the resolution and given below, subject to approval of Members of the Company by way of Special Resolution.

Details of remuneration payable to Mr. Vynsley Fernandes, Whole-time Director, for Financial Year 2025-26 and onwards despite inadequacy or absence of profits is as under:

- i. **Remuneration:** Fixed remuneration all inclusive of ₹ 240 Lakhs per annum. The Fixed remuneration excludes performance linked pay.
- ii. **Performance linked variable remuneration:** Performance linked variable pay of ₹ 60 lakhs per annum payable on assessment of performance and achievement of pre-determined targets at the discretion of the Company and its Board. Performance pay shall be paid on completion of appraisal period.
- iii. Gratuity as per the Gratuity Act.
- iv. Other benefits, amenities, facilities, and perquisites as per the rules of the Company.

Mr. Vynsley Fernandes shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Brief profile of Mr. Vynsley Fernandes

“Mr. Vynsley Fernandes was the Managing Director & Chief Executive Officer of NXTDIGITAL Limited, the media vertical of the global Hinduja Group. The media vertical comprises digital content distribution platforms via digital cable and satellite (HITS); one of India's top 5 ISPs - OneOTT Entertainment Ltd.; IndusInd Media & Communications Ltd., a technology services arm; and a content syndication arm (IN Entertainment Ltd.). Mr. Vynsley is a veteran media executive and one of India's foremost technocrats – with over three decades of experience in delivering & managing global assignments – including DTH & HITS platforms; digital cable networks; and news & entertainment channels.

He joined the media business of the Hinduja Group in August 2018. Since then, he has been instrumental in driving a new vision for the media business and transforming it into a technology-driven group – focusing on building emerging businesses like CelerityX. CelerityX today offers customers access to a national-level digital mesh – providing secure and mission-critical connectivity through a mesh of terrestrial platforms, broadband-over-satellite, and Wi-Fi, layered with SDWAN capabilities. Other notable achievements include the launch of SkyX – the broadband-over-satellite solution, India's first digital integrated solution ONEDigital; and the award-winning NXTHUB concept – connecting cable operators in remote locations. Vynsley has been associated with the Group since 2013, first consulting to launch India's only HITS platform.

Prior to joining NXTDIGITAL, Vynsley was the Executive Director at Castle Media; a leading technology, media & entertainment consulting-to-delivery firm which he co-founded. Prior to that, Vynsley had managed high profile



assignments for leading blue-chip media organisations including 21st Century Fox (then News Corporation), TATA SKY, ABP News and the 9X Network.

With an academic background in Mass Communications and Media, he is considered a thought leader in the media & entertainment space.”

Mr. Vynsley Fernandes is not disqualified from being appointed as a Whole-time Director in terms of Section 164 of the Act and has given his 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.

Details of Mr. Vynsley Fernandes, pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Vynsley Fernandes
DIN	02987818
Date of Birth/ Age	January 30, 1969 / Age: 56 years
Date of Appointment / Re-appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS')	<ul style="list-style-type: none"> Initially appointed on the Board for a period of 3 years effective November 14, 2022. Subject to approval of the Shareholders of the Company, the Board approved re-appointment of Mr. Vynsley Fernandes as Whole-time Director for a period of 3 year effective November 14, 2025.
Qualification	Degree in Mass Communications and Media
Brief Resume and nature of expertise in functional areas.	Details provided in the explanatory statement.
Relationship between Directors/ KMP inter-se.	Mr. Vynsley Fernandes is not related to any Directors or Key Managerial Personnel of the Company.
Name of the listed companies in which the person holds Directorships (excluding HGSL).	Nil
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).	Nil
Name of the listed entities from which the person has resigned in past three years	Mr. Vynsley Fernandes was Whole-time Director of NDL Ventures Limited (formerly known as NXTDIGITAL Limited) till November 14, 2022.
Number of meetings of the Board attended during the year 2024-25	Mr. Vynsley Fernandes attended 7 out of 7 Board meetings held during FY 2024-25. Further, he has attended 3 out of 3 Board meetings held till date during FY 2025-26.
Details of shareholding of Whole-time Director, including shareholding as a beneficial owner	Nil
Terms and conditions of appointment	Whole-time Director, liable to retire by rotation
Details of remuneration last drawn	Provided under Sl. 2 of the heading 'Information about the appointee'
Details of remuneration sought to be paid in FY 2025-26	Details provided in the resolution and the explanatory statement

Statements as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution to facilitate payment of remuneration (detailed in the resolution and explanatory statement of this notice) as minimum remuneration despite inadequacy or absence of profits are given hereunder:

Information about the appointee

1.	Background details	Refer profile of Mr. Vynsley Fernandes provided, as above, in Explanatory Statement.																		
2.	Past remuneration	<div style="text-align: right;">(Rs. in lakhs)</div> <table> <tr> <th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th></tr> <tr> <td>Salary</td><td>285.60[#]</td><td>225.60</td></tr> <tr> <td>Perquisites & Allowances</td><td>8.75</td><td>0.40</td></tr> <tr> <td>Performance Incentives</td><td>-</td><td>100*</td></tr> <tr> <td>Others (Employer's contribution towards Provident Fund, Gratuity Fund and Superannuation Fund and Medical Insurance)</td><td>14.40</td><td>14.40</td></tr> <tr> <td>Total remuneration</td><td>308.75</td><td>340.40</td></tr> </table> <p>[#] Includes performance incentives [*] Performance linked variable pay for FY 2022-23 and 2023-24.</p>	Particulars	FY 2024-25	FY 2023-24	Salary	285.60 [#]	225.60	Perquisites & Allowances	8.75	0.40	Performance Incentives	-	100*	Others (Employer's contribution towards Provident Fund, Gratuity Fund and Superannuation Fund and Medical Insurance)	14.40	14.40	Total remuneration	308.75	340.40
Particulars	FY 2024-25	FY 2023-24																		
Salary	285.60 [#]	225.60																		
Perquisites & Allowances	8.75	0.40																		
Performance Incentives	-	100*																		
Others (Employer's contribution towards Provident Fund, Gratuity Fund and Superannuation Fund and Medical Insurance)	14.40	14.40																		
Total remuneration	308.75	340.40																		
3.	Recognition or awards	“CEO of the Year” award presented by World Leadership Congress in 2021 for managing the business effectively through a challenging period of Covid driven lockdown.																		
4.	Job Profile and his suitability	Given his experience and contributions to date to build the media business into a robust and respected brand and keeping in mind the ongoing mission to continue on the growth trajectory; it desirable and in the interest of the Company to seek shareholders’ approval for re-appointment of Mr. Vynsley Fernandes as Whole time Director and CEO of Digital media business.																		
5.	Remuneration proposed	As stated in the Resolution and the Explanatory Statement																		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Vynsley Fernandes is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.																		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Directors if any	Mr. Vynsley Fernandes is not related to any Directors and Key Managerial Personnel of the Company.																		

Additional information

Statement containing additional information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution as set out in this Postal Ballot Notice is given below:

I. General information

1.	Nature of Industry	Business Process Management Services and Digital Media business.
2.	Date or expected date of Commencement of commercial production	Existing Company in operation since 1995.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.

4.	Financial performance based on given indicators (Rs. in lacs)	<div><div><div>Standalone Financial performance</div><div>(Rs. in crores)</div><table><tr><th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th><th>FY 2022-23</th></tr><tr><td>Total Income</td><td>1,887.59</td><td>1,849.12</td><td>1,721.52</td></tr><tr><td>Profit/ (loss) before tax</td><td>(242.81)</td><td>(47)</td><td>217.47</td></tr><tr><td>Profit/ (loss) After tax</td><td>(322.78)</td><td>(29)</td><td>330.05</td></tr></table></div><div><div>Consolidated Financial performance</div><div>(Rs. in crores)</div><table><tr><th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th><th>FY 2022-23</th></tr><tr><td>Total Income</td><td>4,958.76</td><td>5,087.78</td><td>5,006.69</td></tr><tr><td>Profit/ (loss) before tax</td><td>59.84</td><td>110.48</td><td>189.73</td></tr><tr><td>Profit/ (loss) After tax</td><td>100.72</td><td>131.16</td><td>334.37</td></tr></table></div></div>	Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Total Income	1,887.59	1,849.12	1,721.52	Profit/ (loss) before tax	(242.81)	(47)	217.47	Profit/ (loss) After tax	(322.78)	(29)	330.05	Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Total Income	4,958.76	5,087.78	5,006.69	Profit/ (loss) before tax	59.84	110.48	189.73	Profit/ (loss) After tax	100.72	131.16	334.37
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5.	Foreign Investments or collaborations, if any	<div>As on September 30, 2025, Foreign Portfolio Investors holds 11.83% Equity Shares in the Company.</div> <div>Apart from the above, as on September 30, 2025, Amas Mauritius Limited holds 14.04% Equity Shares in the Company and is part of Promoter Group.</div>																																

II. Other information

1. Reasons of loss or inadequate profits	<p>During FY 2024-25, there was significant drop in BPM operating revenues primarily due to reduction in revenue relating to low margin onshore business. Some onshore clients have migrated to high margin offshore delivery locations, in line with HGS strategy of growing offshore business. On a Standalone basis, there was reduction in Other Income due to drop in interest income. Further, tax expenses has increased primarily on account of additional deferred tax expense. Additionally, FY 2024-25 presented challenges amid global uncertainties and elongated client decision cycles, which impacted financial momentum.</p> <p>Though the Company has incurred loss on Standalone basis, however, the Company has earned profit of Rs. 100.7 crores on Consolidated basis during FY 2024-25.</p>
2. Steps taken or proposed to be taken for improvement	<p>The Company focused on driving operational efficiencies and cost optimization, accelerated investments in technology and AI-enabled solutions like HGS Agent X to unlock value for clients, and expanded delivery presence in key geographies like India and South Africa. Further, sharpened go-to-market strategy by developing tech-led, industry-specific solutions for BFSI, consumer & retail, and TMT verticals such as Anti-money Laundering and Video AI-based Workplace Safety Solutions. The Company also made investments in AI, automation, analytics, and cloud to develop technology and Applied AI CX solutions that impact business outcomes for clients. This approach, combined with our core BPM services, is gaining traction with the signing of several client engagements that fall into the Digital Operations segment.</p> <p>The media business not just in India, but globally, faces challenges from emerging technologies like OTT etc. However, the digital media</p>



		<p>business of HGS has strategized to leverage its vast customer base and national coverage, infrastructure and network by introducing innovation and technology to expand its portfolio of services and solutions to not only the retail segment but also the enterprise segment.</p> <p>These initiatives are expected to improve its performance as it has adopted a very accelerated, sales-oriented approach to wired broadband, layering it with the launch of IPTV (Internet Protocol Television) service. CelerityX, the enterprise business, continues to add some prestigious logos and the Company has recently launched the BAGO or “Broadband Accelerated Growth Opportunities” initiative. Further, the Media business continues to focus on cost-control and cost-optimization measures and renegotiating aggressively with input service providers, vendors, and various partners to ensure a sustainable model is maintained in the DTV business.</p> <p>Benefits of these measures are expected to be realised in FY 2025-26 and onwards.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company continues to focus to improve operational performance through various measures such as operational efficiencies, cost optimization, accelerated investments in technology and AI-enabled solutions like HGS Agent X to unlock value for clients.</p> <p>For the media business, the focus continues to be on cost rationalisation and growth in the higher ARPU broadband subscriber base.</p> <p>The aforesaid steps taken / to be taken by the Company as mentioned in point no. 2 of ‘Other Information’ is expected to improve the Company’s performance and profitability. However, at this point of time, the Company cannot specify/ give guidance on future profits.</p>

In view of the above and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations, approval of Members is being sought, by way of Special Resolution, for re-appointment of Mr. Vynsley Fernandes as Whole-time Director and CEO of Digital media business (Key Managerial Personnel) for a period of 3 years and for payment of remuneration, detailed above, through this Postal Ballot.

The Board recommends this Resolution for your approval.

Except for Mr. Vynsley Fernandes, none of the Directors, Key Managerial Personnel and their relatives, are concerned / interested, financially or otherwise except to the extent of their respective interest as shareholders of the Company, in the Resolution of the accompanying Notice.

By Order of the Board
For Hinduja Global Solutions Limited

Sd/-
Narendra Singh
Company Secretary
Membership No.: F4853

Place: Mumbai
Date: 10-11-2025



INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:





- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, November 27, 2025, from 9:00 a.m. (IST).	Friday, December 26, 2025, at 5:00 p.m. (IST).

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Friday, November 14, 2025**, i.e., cut-off date, may cast their vote by remote e-voting.
- v. The process and manner for remote e-voting is as under:
- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”) the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
- i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
- ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.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. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. ‘Hinduja Global Solutions Limited’ or ESP i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e. Hinduja Global Solutions Limited or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <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>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Hinduja Global Solutions Limited’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against ‘Hinduja Global Solutions Limited’ or ‘KFin’. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: :: KFinTech eVoting System - Login :: .
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **9325**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” **9325** i.e., ‘Hinduja Global Solutions Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line “Hinduja Global Solutions Limited Postal Ballot 2025”.
2. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process for registration of email ID to obtain the report and updation of other details:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Hinduja Global Solutions Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032

	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Above mentioned Forms are available on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

Shareholders are requested to register their KYC details, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India through respective service request forms as detailed above.

In case of any query/ concern/ grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or KFin Technologies Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, email: einward.ris@kfintech.com ; 1800-3094-001 (Toll free) or may write to the Company at investor.relations@teamhgs.com
