March 26, 2025

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street,
Mumbai - 400 001

Scrip code: 532859

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Symbol: HGS

Dear Sir,

Sub: Voting Results and Scrutinizer's Report on Postal Ballot- Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in continuation to our earlier letter dated February 21, 2025 enclosing the copy of Postal Ballot Notice seeking approval of the Members/ Shareholders of the Company for the Resolution as contained in the Notice.

In this regard, we wish to inform you that the Postal Ballot was conducted by the Company for seeking the approval of the Shareholders of the Company for the following resolution:

Sl. No	Type of resolution	Description of the Resolution
1	Special Resolution	Approval for payment of remuneration to Mr. Vynsley Fernandes (DIN: 02987818), Whole-time director of the company in case of inadequacy or absence of profits of the company

The above resolution has been approved by the Members of the Company with requisite majority. The resolution is deemed to have been passed on the last date of e-voting i.e. on March 25, 2025.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the said Postal Ballot in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith in Annexure. The same will also be made available on the Company's website at www.hgs.cx and on the website of Company's Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited at https://evoting.kfintech.com

You are requested to kindly take the above on record.

Thanking you,

For **Hinduja Global Solutions Limited**

NAREN DRA SINGH Digitally signed by NARENDRA SINGH Date: 2025.03.26 17:01:20 +05'30'

Narendra Singh
Company Secretary
F4853

Encl : As above

Virendra Bhatt

Company Secretary

Office :
Office No.: 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051
Tel.: 022 - 2652 9367 / 68
Mobile No.: +91 98200 48670
Email : bhattvirendra1945@yahoo.co.in

Scrutinizer's Report

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman,
Hinduja Global Solutions Limited
CIN: L92199MH1995PLC084610
Tower C (1st Floor), Plot C-21, G Block,
Bandra Kurla Complex, Bandra East
Mumbai – 400 051

Sub: Scrutinizer's Report on Postal Ballot voting by way of remote voting by electronic means in respect of passing of the resolutions set-out in the notice of Postal Ballot dated 14th February, 2025

Pursuant to Section 110 of the Companies Act, 2013 **("the Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** I, Virendra Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Hinduja Global Solutions Limited **("the Company")** for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process **("e-voting")** in a fair and transparent manner on the resolutions contained in the Postal Ballot Notice dated 14th February, 2025 **("Notice")** issued in accordance with General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No.: 09/2023 dated 25th September, 2023, and General Circular No. 09/dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as **"MCA Circulars")** and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI

V. G. BHATT MUMBAI COMPANY SECRETARY

Listing Regulations') as amended, read with SEBI circular dated October 7, 2023 (hereinafter referred to as **"SEBI Circular")**.

1. In compliance with the MCA Circulars and SEBI Circular, the Notice was sent only through electronic mode to equity shareholders whose email address are registered with the Company/ Registrar & Transfer Agent of the Company, viz. KFin Technologies Limited/ National Securities Depository Limited ("NSDL") / Central Depository (India) Services Limited ("CDSL") /Depository Participants as on Friday, 14th February, 2025 ("Cut-Off Date").

   The Notice was also placed on the website of the Company at www.hgs.cx and on the website 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 **('KFin')** at www.kfintech.com., being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the special resolutions contained in the Notice.

   In compliance with the MCA Circulars, a newspaper advertisement was published on 22nd February, 2025 in 'Business Standard' (English language newspaper) and in 'Sakal' (Marathi language newspaper) specifying the details of dispatch of Notice and instruction for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Sections 108 and 110 of the Act read with the Rules, as amended. As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

3. **Management's Responsibility**

   The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. **Scrutinizer's Responsibility**

   My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the *votes* cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on

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verification of data and reports generated from the voting system provided by KFin, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 05:00 p.m. on Tuesday, 25th March, 2025.

5. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 14th February, 2025 were entitled to *vote* on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

6. Remote e-voting process

i. The remote e-voting period remained open from Monday, 24th February, 2025 (09:00 a.m. IST) to Tuesday, 25th March, 2025 (05:00 p.m. IST).

ii. The *votes* cast during the remote e-voting were unblocked on Tuesday, 25th March, 2025 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Yashlika Mhatre and Ms. Kavita Mishra who are not in the employment of the Company and / or KFin. They have signed below in confirmation of the same.

Ymhatre	Kmishra
Ms. Yashlika Mhatre	Ms. Kavita Mishra

iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolutions were generated from the remote e-voting website of KFin, i.e., https://evoting.kfintech.com. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by KFin, scrutinized on test-check basis, and relied upon by me as under:

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1. **Special Resolution** - Approval for Payment of Remuneration to Mr. Vynsley Fernandes (Din: 02987818), Whole-Time Director of the Company in case of inadequacy or absence of Profits of the Company.

Total Voting:

Manner of Voting	Total votes		Valid Votes		Invalid / Abstain/ Not Voted	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	**334**	**24241828**	**326**	**24229027**	***9**	**12801**

*One Shareholder has partially voted.

Voted in favour of the resolution and voted against the resolution:

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members who voted	No. of votes cast by them	Percentage (%)	No. of members who voted	No. of votes cast by them	Percentage (%)
E-Voting	**260**	**24218504**	**99.9566%**	**66**	**10523**	**0.0434%**

Resolution has been passed as special resolution with requisite majority.

Notes:

1. The figures in percentage have been rounded off to 4 decimal points.

2. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

3. This report is issued in accordance with the terms of the Engagement Letter.

V. G. BHATT MUMBAI COMPANY SECRETARY

Restriction on Use

8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company, (iii) placing at the Registered Office of the Company and (iv) placing on website of Depositories. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

V. G. BHATT MUMBAI COMPANY SECRETARY

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 6489/2025

Date: 26th March, 2025
Place: Mumbai

UDIN: A001157F004155549

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General information about company	
Scrip code	532859
NSE Symbol	HGS
MSEI Symbol	NOTLISTED
ISIN	INE170I01016
Name of the company	Hinduja Global Solutions Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-03-2025
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details	
Name of the Scrutinizer	Mr.Virendra Bhatt
Firms Name	ra G Bhatt, Practicing Company Secretary
Qualification	CS
Membership Number	1157
Date of Board Meeting in which appointed	14-02-2025
Date of Issuance of Report to the company	26-03-2025

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Voting results	
Record date	14-02-2025
Total number of shareholders on record date	66986
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**1**
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	APPROVAL FOR PAYMENT OF REMUNERATION TO MR. VYNSLEY FERNANDES (DIN: 02987818), WHOLE-TIME DIRECTOR OF THE COMPANY IN CASE OF INADEQUACY OR ABSENCE OF PROFITS OF THE COMPANY

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31627348	23039990	72.8483	23039990	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	31627348	23039990	72.8483	23039990	0	100.0000	0.0000
Public- Institutions	E-Voting	5661290	274595	4.8504	274595	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	5661290	274595	4.8504	274595	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9231647	914442	9.9055	903919	10523	98.8492	1.1508
	Poll							
	Postal Ballot (if applicable)							
	Total	9231647	914442	9.9055	903919	10523	98.8492	1.1508
Total		46520285	24229027	52.0827	24218504	10523	99.9566	0.0434
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	12801