

Virendra Bhatt
Practicing Company Secretary

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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, 2024

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"), 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, 2024 ("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, 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 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, 16th February, 2024 ("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 24th February, 2024 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

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 voting process i.e. till 05:00 p.m. on Tuesday, 26th March, 2024.

5. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 16th February, 2024 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, 26th February, 2024(09:00 a.m. IST) to Tuesday, 26th March, 2024(05:00 p.m. IST).
- ii. The *votes* cast during the remote e-voting were unblocked on Tuesday, 26th March, 2024 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Bhagyashree Kamble 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.



Ms. Bhagyashree Kamble



Ms. Kavita Mishra

- iii. Thereafter, the details containing, inter alia, the list of Members who voted "infavour" 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:



1. **Special Resolution** - Approval for Payment of remuneration to Mr. Partha DeSarkar (DIN: 00761144), 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 / 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	491	26109451	482	26109089	9	362

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	337	25614623	98.1062	145	494466	1.8938

Resolution has been passed as special resolution with requisite majority.

2. **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 / 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	491	26109451	482	26109089	9	362

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	366	26093333	99.9397	116	15756	0.0603

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.

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,



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

Date: 27th March, 2024

Place: Mumbai

UDIN: A001157E003635018

Company Name	HINDUJA GLOBAL SOLUTIONS LIMITED
Date of the AGM/EGM/Postal Ballot	26-03-2024
Total number of shareholders on record date	68216
No. of shareholders present in the meeting	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting	
Promoters and Promoter Group:	
Public:	

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. Partha DeSarkar (DIN: 00761144), 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		24510162	77.8121	24510162	0	100.0000	0.0000
	Poll	31499154						
	Postal Ballot (if applicable)							
	Total	31499154	24510162	77.8121	24510162	0	100.0000	0.0000
Public- Institutions	E-Voting		515505	8.6933	32079	483426	6.2228	93.7772
	Poll	5929891						
	Postal Ballot (if applicable)							
	Total	5929891	515505	8.6933	32079	483426	6.2228	93.7772
Public- Non Institutions	E-Voting		1083422	11.9172	1072382	11040	98.9810	1.0190
	Poll	9091240						
	Postal Ballot (if applicable)							
	Total	9091240	1083422	11.9172	1072382	11040	98.9810	1.0190
Total		46520285	26109089	56.1241	25614623	494466	98.1062	1.8938
Whether resolution is Pass or Not.							Yes	

* There were total 362 numbers of invalid votes

Resolution (2)								
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		24510162	77.8121	24510162	0	100.0000	0.0000
	Poll	31499154						
	Postal Ballot (if applicable)							
	Total	31499154	24510162	77.8121	24510162	0	100.0000	0.0000
Public- Institutions	E-Voting		515505	8.6933	505892	9613	98.1352	1.8648
	Poll	5929891						
	Postal Ballot (if applicable)							
	Total	5929891	515505	8.6933	505892	9613	98.1352	1.8648
Public- Non Institutions	E-Voting		1083422	11.9172	1077279	6143	99.4330	0.5670
	Poll	9091240						
	Postal Ballot (if applicable)							
	Total	9091240	1083422	11.9172	1077279	6143	99.4330	0.5670
Total		46520285	26109089	56.1241	26093333	15756	99.9397	0.0603
Whether resolution is Pass or Not.							Yes	

* There were total 362 numbers of invalid votes