



Hinduja Global Solutions Limited

CIN: L92199MH1995PLC084610

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Ph. No.: 022-2496 0707

E-mail id: investor.relations@teamhgs.com | Website: www.hgs.cx

POSTAL BALLOT NOTICE

[Notice pursuant to Sections 108 and 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 Section 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 (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 for, *inter-alia*, conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and other Circulars, if any, ('MCA Circulars'), pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), 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' or Members' ('Members') of Hinduja Global Solutions Limited ('the Company') for seeking approval for the resolutions appended below through Postal Ballot/ electronic voting ('remote E-voting'). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof mentioned in this Postal Ballot Notice is attached hereto for your consideration.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Act and the Rules made thereunder, the Company is sending Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ('RTA') or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company ('the Board'), at their Meeting held on January 6, 2022 considered and approved the following resolutions, subject to the Members' approval through Postal Ballot:

- 1. Increase in the Authorised Share Capital and consequent alteration of Clause V i.e., Capital Clause of the Memorandum of Association (MoA) of the Company.**
- 2. Issue of Bonus Shares.**
- 3. To enhance the limits applicable for extending loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013.**

The Members holding equity shares of the Company are requested to carefully read all the instructions given in the Notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof, is also appended. The said resolutions and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

The Board has appointed Ms. Amrita D. C. Nautiyal, Practicing Company Secretary, Mumbai, (Membership No.: FCS 5079 and C. P. No. 7989) of M/s. Amrita Nautiyal & Associates as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this Postal Ballot process. The Company has engaged the services of KFin Technologies Private Limited ('KFinTech'), Registrar and Share Transfer Agent of the Company to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Thursday, January 13, 2022 from 9:00 A.M. (IST) and ends on Friday, February 11, 2022 at 5:00 P.M. (IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Friday, February 11, 2022.

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 and make 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 a person authorized by the Chairman and the resolution(s) 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 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 KFinTech.

Key details regarding the Postal Ballot by remote e-voting

Sl. No.	Particulars	Details
1.	Link for remote e-voting	https://evoting.kfintech.com/
2.	Scrutinizer details	Ms. Amrita D. C. Nautiyal, Practicing Company Secretary Membership No.: FCS 5079 C. P. No. 7989 of M/s. Amrita Nautiyal & Associates 1, Bina Shopping Centre, M.V. Road, Andheri-East Mumbai - 400 069 Tel: 022 2683 0079/80 Mobile: +91 986 746 6887 E-mail: amrita.nautiyal@gmail.com
3.	Cut-off date for eligibility for e-voting	Friday, January 7, 2022
4.	Time period for e-voting	<ul style="list-style-type: none"> Starts on Thursday, January 13, 2022 from 9:00 am (IST). Ends on Friday, February 11, 2022 at 5:00 pm (IST).
5.	Link for Members to temporarily update e-mail address and mobile numbers	https://ris.kfintech.com/clientservices/postalballot/registration.aspx
6.	Last date for publishing results of the e-voting	On or before Tuesday, February 15, 2022
7.	In case of any grievances or queries contact	Mr. Premkumar Nair, Manager - Corporate Registry KFin Technologies Private Limited E-mail : einward.ris@kfintech.com Phone : 1800 309 4001 (Toll free)

SPECIAL BUSINESS

Item No. 1: To approve the increase in the Authorized Share Capital and consequent alteration of Clause V i.e., Capital Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as may be applicable, the Reserve Bank of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members’ of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for increase in the Authorized Share Capital of the Company **from** Rs. 27,65,00,000/- (Rupees Twenty-Seven Crores and Sixty-Five Lakhs) divided into 2,75,00,000 (Two Crores and Seventy-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs.10/- (Rupees Ten) each **to** Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 7,98,50,000 (Seven Crores Ninety-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

“V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 7,98,50,000 (Seven Crores Ninety-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs.10/- (Rupees Ten) each with power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined and to vary modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be provided under the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (the ‘Board’), including any Committee of the Board or person authorized by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or incidental or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Item No. 2: To approve the issue of Bonus Shares.

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, Foreign Exchange Management Act, 1999, as amended, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Reserve Bank of India (‘RBI’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles 12, 176 and other articles of Articles of Association of the Company and subject to such approvals, consents, permissions and/ or sanctions as may be required from the appropriate authorities, institutions or bodies (hereinafter collectively referred to as the ‘concerned authorities’) and subject to fulfilment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the concerned authorities from time to time in granting, any such approvals, consents, permissions or sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sum standing to the credit of Free Reserves,

and/ or the Securities Premium account, or such other account(s) as may be considered necessary by the Board for distribution among the Members of existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each of the Company, issue of fully paid up bonus shares of Rs. 10/- (Rupees Ten) each in the proportion of 1 (One) equity share for every 1 (One) existing equity share held by the Members of the Company whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depository as on the Record Date to be determined by the Board and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

“RESOLVED FURTHER THAT all such new equity shares as and when issued shall rank *pari passu* and carry the same rights with the existing equity shares of the Company in all respects;”

“RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus equity shares and Share certificate(s) in respect of the bonus equity shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or for Members who holds shares in dematerialized form, the bonus equity shares shall be credited to the demat account of the respective allottees, as the case may be.”

“RESOLVED FURTHER THAT the allotment of new equity bonus shares to the extent that they relate to non- resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules, regulations and guidelines.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of bonus shares, including but not limited to making appropriate adjustments, if any, to the unexercised stock options (vested or un-vested) under the Employee Stock Option Plans of the Company, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/ documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Item No. 3: To enhance the limits for extending loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include



any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, in excess of limits prescribed under Section 186 of the Act but shall not exceed a sum of Rs. 3,500 Crores (Rupees Three Thousand and Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.”

By Order of the Board
For Hinduja Global Solutions Limited

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

Place: Mumbai
Date : January 06, 2022

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(s) as set out above is annexed hereunder and forms part of the Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. In view of the extraordinary circumstances created due to COVID-19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs ('MCA Circulars' or 'General Circulars') and Securities and Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
4. The Company has engaged KFin Technologies Private Limited ('KFinTech') for facilitating voting through electronic means i.e., remote e-voting.
5. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/Beneficiary Position maintained by the Depositories as at close of business hours on Friday, January 7, 2022 ('Cut-off Date') and who have registered their e-mail addresses with KFin Technologies Private Limited, Registrar and Share Transfer Agent ('RTA') of the Company. 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 relation to the resolutions 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.
6. 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. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
7. 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 LODR Regulations and MCA Circulars, the Company is providing facility of Postal Ballot by remote e-voting to its Members to cast their votes in respect of the resolutions listed in this Notice. Further, in light of the MCA Circulars, no physical copies of this notice will be circulated.
8. Resolutions passed by the Members with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf.
9. 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.
10. Members who have not updated their email addresses can register the same on a temporary basis for participating in the current e-voting process by clicking the following URL <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> For a permanent registration, the Members

are requested to forward the Request in ISR1 format. The format can be downloaded through URL https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant Depository Participants.

11. The relevant documents referred to in the proposed resolutions and explanatory statements are available for inspection at the Registered Office of the Company during office hours on all working days from the date of despatch 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
12. The notice of postal ballot is available on the Company's website 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 KFintech's website <https://evoting.kfintech.com>

13. VOTING THROUGH ELECTRONIC MEANS

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 (LODR) Regulations, 2015, 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.

14. The e-voting period commences on Thursday, January 13, 2022 from 9:00 A.M. (IST) and end on Friday, February 11, 2022 at 5:00 P.M. (IST). Remote E-voting shall not be allowed beyond said time. Once the vote on a resolution(s) 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. Premkumar Nair, Manager – Corporate Registry, KFin Technologies Private Limited, Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com
15. The Scrutinizer's decision on the validity of e-voting shall be final.
16. 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 and make 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 counter sign the same.
17. The Results shall be declared either by the Chairman or a person authorized by the Chairman and the resolution(s) 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 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 KFintech's website <https://evoting.kfintech.com> .

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

Item Nos. 1 and 2

The Board of Directors (the 'Board') at their meeting held on January 6, 2022, considered to reward the Members of the Company and accordingly, approved and recommended a bonus issue of 1 (ONE) equity share for every 1 (ONE) existing equity share held as on the 'Record Date' to be determined by the Board by capitalizing a part of the amount standing to the credit of Free reserves and/ or the securities premium account or such other account(s) as may be considered appropriate by the Board of the Company.

The current Authorised Share Capital of the Company is Rs. 27,65,00,000/- (Rupees Twenty-Seven Crores and Sixty-Five Lakhs) divided into 2,75,00,000 (Two Crores and Seventy-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each.

The issue of bonus equity shares as aforesaid would require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board at its meeting held on January 6, 2022 has also proposed to increase the Authorised Share Capital to Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 7,98,50,000 (Seven Crores Ninety-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs.10/- (Rupees Ten) each.

The Members may note that as the Bonus issue of Equity Shares is in the proportion of 1 (One) Bonus Equity Share for every 1 (One) existing Equity Share, there will not be any fractional entitlement arising out of the issue of new bonus Equity Shares.

Further, the bonus issue of equity shares would, *inter alia*, require appropriate adjustments with respect to the unexercised stock options (vested or un-vested) under the Employees Stock Option Plans of the Company, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time such that all the options outstanding as on record date (vested or unvested) shall be proportionately adjusted, if any, as on Record Date.

Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions of the Companies Act, 2013, increase in the authorised share capital, alteration of the capital clause of the Memorandum of Association and capitalisation of the reserves for the purpose of issue of bonus shares of the Company requires approval of the Members. Further, in terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013, as amended, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the Members is sought through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolutions set forth in Item Nos. 1 and 2 to be passed as an Ordinary Resolutions by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set forth in Item Nos. 1 and 2 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 3

The Board of Directors at their Meeting held on January 6, 2022 noted the completion of Sale of Healthcare Business and resultant inflows of approx. Rs 3,188 Crores for the India Healthcare Business and US \$109.80 mn by the Philippines branch of the Company for the sale of the Philippines Healthcare Business. Part of the sales proceeds will be used for payment of taxes, transaction expenses and growth of the business in India and Philippines.

Post the sale of the Healthcare Business, the Company will now pivot to building its Digital Customer Experience Transformation Practice, focusing on the triple A's of Automation, Analytics, and Artificial Intelligence, to create industry-specific solutions for the top global brands that Company services. Further, the Company will use the funds generated from the divestment to strategically invest in building its technology capabilities for the future growth of the organization.



Pending deployment of such consideration, the Company intend to deploy the surplus funds, while ensuring safety, liquidity, and assured return on funds, through investment in debentures/ bonds/ liquid mutual funds and loans subject to the ceiling stipulated as per terms of Section 186 of Act.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty (60) percent of its paid-up share capital, free reserves and securities premium account or one hundred (100) per cent of its free reserves and securities premium account, whichever is more. As per the latest audited Financial Statement of the Company as on March 31, 2021, the higher of the said limits of Section 186 of the Act [i.e. one hundred per cent of free reserves and securities premium account] amounts to Rs. 1,903.22 crores.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

Accordingly, the Board of Directors in their meeting held on January 6, 2022 approved increasing the aforesaid threshold upto Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores) under section 186 of the Companies Act, 2013 subject to approval of the Members of the Company.

Therefore, it is proposed to seek approval of Members by way of a Special Resolution under Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments, give loans, inter corporate deposits and provide guarantees to various persons and bodies corporate from time to time. Further, in terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013, as amended, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the approval of the Members is sought through Postal Ballot instead of transacting such businesses at a General Meeting.

Accordingly, the Board recommends the resolution set forth in Item No. 3 to be passed as a Special Resolution by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 3 of the Notice except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For Hinduja Global Solutions Limited

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

Place: Mumbai
Date : January 06, 2022

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

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

	IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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 Shareholders 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 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech 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: <https://evoting.kfintech.com/>
 - 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) i.e. 6428, 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 KFintech 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, email 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" i.e., '6428' 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. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, 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(s), 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(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id amrita.nautiyal@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name - EVENT No.”

(B) 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:

Procedure for Electronic folios:

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name “Hinduja Global Solutions Limited”
2. Shareholder to enter DPID-CLID / Folio No. and PAN.
3. Shareholder to enter the e-mail id and mobile no.
4. System check the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot Notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name “**Hinduja Global Solutions Limited**”
2. Shareholder to enter physical Folio No and PAN.
3. If PAN is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System check the authenticity of the Folio No. and PAN/ Certificate No. and send the different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the “e-mail id” given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.

It is however clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, 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 Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032, India by following due procedure.

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 Private 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
