September 3, 2024

BSE Limited
Corporate Relation Department
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 Sirs,

Sub: Submission of Annual Report for Financial Year 2023-24 and Notice of 29th Annual General Meeting ('AGM')

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Report for the Financial Year 2023-24 and the Notice of 29th AGM being sent to the shareholders of Hinduja Global Solutions Limited ('the Company'). The Annual Report is also available at the website of the Company at www.hgs.cx.

We request you to note that the said AGM will be held on Friday, September 27, 2024 at 4.00 p.m. IST through Video Conference ('VC') and Other Audio Visual Means ('OAVM').

Further to inform you that:

- The Company has fixed Friday, September 20, 2024 as the cut-off date to determine the eligibility of members to vote by electronic means (i.e., remote e-voting) and e-voting during the AGM; and

- The remote e-voting commences at 9.00 a.m. IST on Monday, September 23, 2024 and ends at 5.00 p.m. IST on Thursday, September 26, 2024. The facility of casting votes by Members using remote e-voting and voting during the AGM will be provided by KFin Technologies Limited, Registrar & Transfer Agent of the Company. Detailed procedure of casting the votes through e-voting is provided in the Notice of the AGM.

You are requested to kindly take the above on record.

Thanking you,

For **Hinduja Global Solutions Limited**

Narendra Singh
Digitally signed by Narendra Singh
Date: 2024.09.03 17:27:06 +05'30'

Narendra Singh
Company Secretary
F4853

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED.

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

HINDUJA GROUP

ANNUAL REPORT
2023 - 2024

hgs

INNOVATING FOR IMPACT

HINDUJA GROUP

Innovating For Impact

The theme for this year's annual report "Innovating for Impact" embodies HGS' steadfast dedication to reshaping customer experiences through continuous innovation. We prioritize harnessing the power of cutting-edge technologies such as AI and analytics to redefine CX. But our commitment to innovation extends beyond just technology; it involves deeply understanding the evolving needs of the market, our clients and their customers, and driving transformative results to create lasting impact.

Every interaction is meticulously crafted to be prompt, personal, and positive, resonating across CX, technology, HRO, and digital media services. Through millions of daily interactions, we exemplify the peak of exceptional CX, fueled by our dedicated team's tireless efforts to exceed client expectations. Our objective isn't just about growth; it's about purposefully transforming the landscape of customer experiences, setting a new standard of excellence in the industry.

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Late Shri Parmanand Deepchand Hinduja

Founder - Hinduja Group

WORK TO GIVE I ACT LOCAL, THINK GLOBAL

WORD IS A BOND I ADVANCE FEARLESSLY I

PARTNERSHIP FOR GROWTH

The five principles, distilled from the lifetime experiences of the Founder of the **Hinduja Group, Late Shri Parmanand D. Hinduja,** serve as the cultural cornerstones of the businesses of the Group, leading to a synergistic and creative partnership of professional management and entrepreneurship among the Group companies.

OUR **VISION**

Be the world’s leading expert in transforming customer experiences for the most admired brands.

OUR **MISSION**

Innovate, optimize, and grow our clients’ businesses with the perfect balance of people and technology.

OUR **VALUES :**

Based on the five principles established by our Group Founder, HGS has created Five Values that weave the different cultures across HGS and its subsidiaries into one fabric.

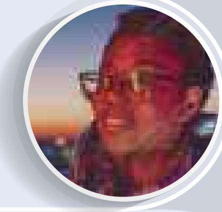
We deliver on our promises every time.
Our word is our bond.

Integrity

Excellence

We raise the bar higher and higher.
Continuous innovation is in our DNA.

Your success is our success.
We align everyone and everything needed to achieve our shared goals together.



Collaboration

Sustainability

We work to give.
We care for our planet as well as our communities, people, clients, and partners.

Together, we progress.
We embrace differences and foster an environment of mutual trust, respect, and equality.

Inclusivity

HGS AT A GLANCE

A global leader in optimizing the customer experience lifecycle, digital transformation, business process management, and digital media ecosystem, HGS is helping its clients become more competitive every day. HGS' core BPM business combines automation, analytics, and artificial intelligence with deep domain expertise focusing on digital customer experiences, back-office processing, contact centers, and HRO solutions. HGS' digital media business, **NXT**DIGITAL is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband.

HGS' Presence

Notes:

*Number of delivery centers is as of March 31st, 2024 I **Australia and UAE – Sales Offices I ***All work from home

**** Digital Media business covers 4,500 pin codes, has 125+ owned-and- operated NXTHUBs set up across India

HGS AT A GLANCE

Revenues:
US$ 614.4 million

Employees
18K+

1.8K
Analytics Projects

1K+
Cloud Migrations

Technology partners
55+

Digital Transformation Consultants
1K+

Digital Transformations
5K+

6Mn+ Connected homes across India,delivering digital TV & wired broadband

2 lakh+ KM of owned + partner fibre networks, covering key cities and towns

HITS Only satellite-based HITS platform delivering DTV services in Asia

Global gender ratio of over **49%** women

5K+ volunteers engaged for various **CSR** activities

CSR Volunteering hours: **5K+**
Equal to **200+** working days

BOARD OF DIRECTORS

Hinduja Global Solutions Limited

Mr. Ashok P. Hinduja

Chairman

Mr. Anil Harish

Independent Director

Mr. Sudhanshu Tripathi

Non-executive Director

Ms. Bhumika Batra

Independent Director

Dr. Ganesh Natarajan

Independent Director

Mr. Pradeep Udhas

Independent Director

Mr. Paul Abraham

Non-executive Director

Mr. Munesh Khanna

Independent Director

Mr. Partha DeSarkar

Whole-time Director

Mr. Vynsley Fernandes

Whole-time Director

CHAIRMAN'S MESSAGE

On behalf of the Board of Directors, I am delighted to share with you the Annual Report of HGS for the financial year 2023-24. The year gone by is representative of the value creation journey of HGS for all its stakeholders.

In a year of enduring global economic and geo-political volatility, and the resultant impact on businesses, FY2024 stood as a testament to resilience for HGS. The last fiscal has indeed been action-packed – from continuing to rebuild the business post the Healthcare divestment, integrating the three mergers & acquisitions made in the last ~18 months, developing AI-led solutions, launching B2B broadband enterprise solutions and expanding into newer segments, all amidst trends of technology announcements every few months, rising expectations of hyper-personalized experience from consumers and continuing digital inclusion.

The task was far from simple. The changing environment meant that we had to cultivate agility, mitigate risk by avoiding over-reliance on specific strategies and swiftly adjust to thrive. In light of this, the progress your Company has seen, led by our focus on maximizing operational efficiencies along with innovation and seamless execution, is all the more impressive.

> **“The last fiscal has indeed been action-packed for HGS – from continuing to rebuild the business post the Healthcare divestment, integrating the three mergers & acquisitions made in the last ~18 months, developing AI-led solutions, launching B2B broadband enterprise solutions and expanding into newer segments, all amidst trends of technology announcements every few months, rising expectations of hyper-personalized experience from consumers and continuing digital inclusion.”**

Value Creation has consistently been the core focus of HGS' philosophy, and we have consistently strived to embody this principle whenever feasible. Last year, we demonstrated our commitment to shareholders by distributing a special dividend and executing a bonus issue. We further reinforced this commitment this year by successfully completing a significant share buyback program, involving the repurchase of 60 lakh shares and delivering substantial rewards to shareholders totaling ₹ 1,020 crore. We also announced a dividend of ₹ 7 per share for FY2024. Our dedication to enhancing shareholder value remains steadfast, as we continue to proactively undertake initiatives geared towards value creation and timely rewards for our shareholders.

In our quest to Value Creation for shareholders, HGS continues to explore organic & inorganic opportunities with significant growth potential to add to its existing portfolio. The Board, time and again, has demonstrated its Value Creation prowess, a case in point being the divestiture of the Healthcare BPM

CHAIRMAN'S MESSAGE

vertical, followed by the recent acquisitions viz, TekLink and Diversify. Both these entities have exceeded expectations with a strong performance, as reflected in their revenue and EBIDTA growth rates. The synergies realized from these acquisitions have been instrumental in enhancing our capabilities and offerings. Moving forward, we are prioritizing the utilization of these synergies into cross-sell and up-sell avenues for our technology services within the client base of both TekLink and Diversify. The favorable reception we have received, especially from the Australian and US markets, serves as a strong source of encouragement.

Your Company's HRO Division is growing and provides services to leading marquee organizations across all sectors and is most preferred by leading multinational banks, financial institutions and service providers. It is also one of India's largest service provider of HR Services.

In FY2023, we successfully merged the digital media business of **NXT**DIGITAL Ltd (NDL) as part of our strategic initiative to consolidate our digital business ventures within the Hinduja Group. Our goal was to foster synergies between our technology services and digital media segments to create a global telecom and media ecosystem at your Company to serve both B2B and B2C segments in the next few years, building on emerging technologies seamlessly. The launch of CelerityX, and more notably it's flagship products NetX and OneX, reflect the synergy and the oppprtunities being created by the merged entities – for not just domestic, but global growth.

The launch of NetX, a simplified, always-on enterprise network connectivity solution, marked a remarkable journey, with the solution being effectively operationalized during the inauguration of the Shri Ram Mandir in Ayodhya, a historic moment for the nation. The instance vividly demonstrated the synergistic potential between our BPM and digital media businesses, leveraging advanced technologies such as artificial intelligence, analytics, and automation.

Looking ahead, it is imperative for us to remain vigilant and adaptable, leveraging our strengths to navigate potential challenges and seize emerging opportunities in the evolving global economy. In the next few years, we will focus on three key areas as part of a growth acceleration roadmap –

- drive growth and margins
- verticalization to deepen client relationships and expand the addressable market
- invest in newer capabilities and next-generation delivery models to push non-linearity

In closing, I would like to extend my sincere gratitude to all the esteemed members of our Board, dedicated employees, supportive shareholders, valued clients, and trusted partners who have consistently stood by the Company, offering wholehearted support to our operations over the years. Your unwavering commitment has been instrumental in our journey of growth, success, and the fulfillment of stakeholders' aspirations.

Together, we are poised to navigate through new challenges, embrace opportunities, and achieve new heights of excellence. May good health and prosperity accompany each of you in the year ahead, as we collectively strive towards greater milestones.

Yours sincerely,

Ashok P. Hinduja
Chairman, HGS

HGS is a digital customer experience (CX) leader with the talent and technologies needed to champion every moment.

MESSAGE FROM PARTHA'S DESK

Dear Shareholders,

I am delighted to address you once again as we navigate the transformative changes in our industry, driven by technological innovation. The most significant development in FY2024 has been the rise of Generative AI (Gen AI) and Large Language Models (LLMs). Unveiled in November 2022, this technology has sparked widespread interest and holds the potential to revolutionize our world. At HGS, we firmly believe that, if utilized effectively, this technology represents a monumental shift in how we can enhance customer service through a combination of human and machine capabilities.

We are investing heavily in AI to stay ahead. Our AI labs are dedicated to developing models that integrate existing Gen AI tools with our specialized domain knowledge. We are collaborating with clients to redefine their customer journeys by exploring new frontiers such as hyper-personalization using customer data, conversational bots that learn from call transcripts, and intelligent automation with image and video processing. These advancements are positioning HGS to lead in delivering cutting-edge solutions.

Central to our progress is our exceptional team. We have successfully attracted and retained top talent from around the globe, building a pool of digital natives who are key to our transformation into a technology leader in Customer Experience (CX). Our reskilling initiatives are empowering our 18,000-strong workforce to harness these emerging technologies effectively. This dedicated team, who I like to call our superpower, is crucial to our success, and I am deeply grateful for their daily efforts in enhancing both our clients' and their customers' experiences.

In FY2024, HGS achieved notable financial milestones, recording total income of ₹ 5,087.8 crore, total EBITDA of ₹ 828 crore with margins of 16.3%, and PAT of ₹ 131.2 crore. We supported over 320 active CX / BPM clients and 790+ HRO/Payroll processing clients across nine countries, handling millions of daily transactions. Additionally, our Digital Media (**NXT**DIGITAL) services reached more than six million individual customers in India.

> **"Our focus is on leveraging digital advancements in analytics, automation, AI, and cloud technologies, coupled with people and processes, to push the boundaries of what we can achieve for our clients. I envision HGS evolving into a solution orchestrator, driving business outcomes through vertical expertise and advanced technology."**

The Year Gone By

Here's a quick recap of business highlights at your Company.

- Shareholder Returns: We conducted our first-ever buyback, purchasing 60 lakh equity shares at ₹ 1,700 each, returning approximately ₹ 1,020 crore to shareholders. We also declared a dividend of ₹ 7 per share, representing 25% of our consolidated profit after tax.

MESSAGE FROM PARTHA'S DESK

- HGS 2.0 Journey: We are enhancing our capabilities through both organic and inorganic growth.
    - Our proprietary platform, HGS Agent X, has been successfully deployed across 16+ clients, covering over 1,300 associates.
    - We acquired TekLink in February 2023 to bolster our Data and Analytics (D&A) practice. This business has opened up opportunities in new verticals.
    - Our Australian acquisition Diversify OSS, rebranded as HGS OSS, has registered significant improvement in its performance. Through this acquisition, we are now able cross-sell digital and technology services to Australian clients.
    - We also strengthened our Cyber Security practice through strategic partnerships that utilize AI to deliver advanced security solutions.
- Go-To-Market Strategy: We are driving a One HGS approach by restructuring our sales force in the Americas under one leader, focusing on cross-selling and high-value offerings, and targeting mid-market clients.
- Business Expansion: Our CX hub in Barranquilla, Colombia, set up last July to support North American clients in English, Spanish, and Portuguese, has now grown to 200 employees. Additionally, we incorporated a subsidiary ‘Team HGS South Africa’ in March 2024, with plans to commence operations in Cape Town in Q3 FY2025, targeting clients in the UK, US, and Australia.

FY2024 was the first full year since the merger with **NXT**DIGITAL. We are pleased with how the synergies between the two businesses are panning out – including collaborating to develop the NetX application under the recently-launched B2B brand CelerityX. **NXT**DIGITAL has also leveraged HGS’ tech teams to optimize internal processes and address immediate gaps through the strategic utilization of robotic process automation (RPA), including provisional queue monitoring, IP date correction and disconnection, leading to improved operational efficiency and cost savings. We are excited about creating more collaborative opportunities between the two entities going ahead.

Innovating for Impact

Our annual report theme ***“Innovating for Impact”*** reflects HGS' commitment to transforming customer experiences through continuous innovation. This focus extends beyond just technology to understanding market needs, client requirements, and driving impactful results.

Looking ahead, our focus will be on leveraging digital advancements in analytics, automation, AI, and cloud technologies, coupled with people and processes, to push the boundaries of what we can achieve for our clients. I envision HGS evolving into a solution orchestrator, driving business outcomes through vertical expertise and advanced technology.

Integrating our Environmental, Social and Governance (ESG) strategy is also critical. Our efforts in sustainability, CSR and DEI are aligned with UN Sustainable Development Goals. We have crafted an ESG charter to deepen these commitments, including introducing six new policies including an ESG Policy and Environment, Health & Safety Policy, and updating 10 existing policies. We have also initiated our journey toward net-zero emissions by measuring our carbon footprint and exploring mitigation strategies.

Finally, I would like to extend my sincere gratitude to all our stakeholders - our valued clients, trusted partners, dedicated TeamHGS members, and supportive shareholders - for your unwavering trust and support to HGS.

Yours sincerely,

Partha DeSarkar
Whole-time Director and Group CEO

MESSAGE FROM VYNS' DESK

Dear Shareholders,

I hope that all of you in the HGS family are in the best of health. I am privileged to share this update on how the Digital Media division has performed, with you.

Indian M&E Sector

The media and entertainment (M&E) industry in India has been consistently outpacing the nation's GDP growth in the last few years. Despite global challenges, the industry expanded by over 8% last year. Traditional media, including television and radio, remained dominant, reaching 800 million and 400 million consumers, respectively. Digital media has rapidly gained ground, reaching 600 million consumers as of 2023. Print media, with a reach of 300 million, and cinema, with 100 million, still play pivotal roles in shaping the industry's trajectory.

What has become evident today is that digital media complements rather than competes with other mediums. Online news now surpasses newspapers and news television in reach, while digital video outstrips television in certain regions, and online sports attract global audiences. Entertainment platforms cater to diverse audience segments with original content and catch-up television options. Despite these achievements, considerable untapped potential remains. A significant portion of the population lacks access to television and social media, and wired broadband penetration remains low.

In CY2023, the Indian M&E sector surpassed ₹ 2.3 trillion in value, with digital media experiencing a growth rate of 14.5%. While Headend- In-The-Sky (HITS) subscribers remained stable, there was a 4% rise in TV subscription Average Revenues Per User (ARPU), which reached ₹ 274. Projections indicate that the M&E sector will grow by 10.2% to ₹ 2.55 trillion by CY2024, and it is expected to achieve a compound annual growth rate (CAGR) of 10%, reaching ₹ 3.08 trillion by CY2026.

The broadband market is also expanding, with subscription numbers reaching 904 million, of which 96% were mobile connections. Only 38 million Indian households had wired broadband connections, representing about 12% of households. This is clearly a sunrise sector – where it is anticipated that the number of wired broadband connections in Indian households will rise from 38 million to 100 million by 2030, indicating significant growth potential.

The M&E sector's positive growth trajectory highlights India's compelling narrative and is attracting global attention, and your company is firmly placed to leverage the opportunities ahead.

> **“This year, we also enhanced our focus on the B2B segment with the launch of CelerityX, This unit, set up specifically with unique and innovative solutions ranging from SD-WAN and security to broadband-over-satellite and network as a service, has been able to make significant inroads. CelerityX unveiled two top of the line innovative products – NetX and OneX.”**

On the year gone by

In FY2024, HGS' Digital Media business (**NXT**DIGITAL) witnessed a YoY growth of 23.8% to 1.2 million in the broadband subscriber base. This growth has predominantly emanated from previously underserved markets lacking reliable connectivity or quality service providers, supported by the establishment of the national long-distance network, a cornerstone of our business strategy. Our approach has been to deliver broadband to focus markets where we already have “strength-on-ground” through our digital television LMOs – who have built the last mile infrastructure and now offer their customers quality broadband in addition to our digital television product delivered through our HITS service.

MESSAGE FROM VYNS' DESK

Our expansion strategy extends beyond broadband to bolster our digital television segment, which saw our subscriber base growing by 8.3% YoY. Notably, 60% of this growth originates from East and North-east regions of India, as well as Andhra Pradesh and Telangana. These additions primarily comprise long-term customers (LTCs), entering at lower ARPU tiers and gradually upgrading their packages, serving as a significant potential growth driver over the coming years. This is further strengthened by our effective churn control measures, underscoring the value and stability these LTCs provide for our business.

We've invested heavily in enhancing the customer experience and launched our Over The Top (OTT) service strategy with NXTPLAY, our OTT aggregator application. NXTPLAY, introduced in end-June 2023, offers subscribers over 300,000 hours of local and global OTT content. Through a single app, NXTPLAY provides access to 25+ OTT platforms, delivering content across multiple genres and local languages for both mobile and television.

Recently, we completed the majority acquisition (51%) of leading Mumbai-based ISP Seven Star's broadband business, adding 60,000+ broadband customers in high ARPU markets and have also signed on prominent ISPs to provide them our cutting edge technology and expertise through a managed services model. These alliances are focused on not just increasing broadband penetration, but also offering customers a wider portfolio of services – from OTT & IPTV, to bespoke digital services.

This year, building on the synergies and tech strengths of HGS, we enhanced our focus on the B2B segment with the launch of CelerityX, the enterprise networking solutions division of OneOTT Intertainment Ltd. (OIL). This unit, set up specifically with unique and innovative solutions ranging from SD-WAN and security to broadband-over-satellite and network as a service, has been able to make significant inroads. In FY2024, CelerityX unveiled two top of the line innovative products – NetX and OneX.

NetX is India's first-of-its-kind platform that empowers enterprises of all sizes to access network connectivity anywhere, catering to varying durations and bandwidth needs by easily connecting them to over 18,000 internet service providers across the country. It provides enterprises with ratings based on service performance, transparent price comparison across operators, project management, and ability to conduct trouble ticketing across providers on a single platform. A highlight that I would like to callout – we partnered with a leading communications organization to provide NetX enabled connectivity at the Shree Ram Mandir inauguration event in Ayodhya, Uttar Pradesh to provide "live" coverage to international broadcasters for global audiences.

OneX is a unique and innovative solution, especially for the rural and semi-rural banking sector, offering customers a unified network-as-a-service solution covering network management, security, and LAN-side control solution. OneX facilitates a paradigm shift - with its ability to leverage multiple WAN technologies, including mobile SIM, ensuring high uptime, zero trust-based networks, and security across all locations.

Outlook for FY2025

India's television subscription revenue is expected to grow at a CAGR of 2.9%, reaching $435 billion by 2026, driven by increase in the number of middle-class households. The number of households is set to increase from 323 million in 2023 to 332 million by 2026, boosting demand for TV sets and connections. Projected to reach 202 million. Pay TV ARPU, including HITS, has risen by about 4%, with HITS experiencing subscriber growth in FY2024 and decreased DTH churn rates. Bundling broadband with TV subscriptions enhances consumer loyalty and will expand this market size exponentially.

Our Digital Media business is enhancing our bundled offerings for the market across retail and commercial… as this is where we believe the maximum growth potential lies. We are also making investments in newer segments such as OTT, IPTV and network security, while exploring further strategic alliances across the country to build a wider portfolio of services – in line with our Government's push for digital inclusion, without exception.

To summarize, our focus remains steadfast on delivering high-quality services to fulfil market needs, prioritizing customer and revenue quality over mere expansion.

Yours sincerely,

Vynsley Fernandes
Whole-time Director, HGS and
Head of Digital Media Business

MANAGEMENT TEAM

Partha DeSarkar
Group CEO and
Whole-time Director, HGS

Vynsley Fernandes
Whole-time Director, HGS and Head
of the Digital Media Business

Srinivas Palakodeti
Global CFO

Venkatesh Korla
President and CEO, Americas

Pushkar Misra
President and CEO, APAC

Giridhar GV
Global CHRO

Natarajan Radhakrishnan
President and Chief Innovation
Officer

Shilpa Sinha Harsh
Executive Vice President,
Global Corporate Communications,
CSR, DEI and ESG

Santanu Nandi
Executive Vice President,
Enterprise Transformation
Management Office

Andrew Kokes
Executive Vice President and
Global Head of Marketing

Narendra Singh
Company Secretary

MANAGEMENT TEAM

Ru Ediriwira
Group Chief Technology Officer,
Media Group

Sanjeev Agarwal
National Product Head,
ONEOTT iNTERTAINMENT LIMITED

Satyaprakash Singh
COO, Strategic Alliance Partnership,
ONEOTT iNTERTAINMENT LIMITED

Vaishali Thakur
Chief Human Resources Officer,
Media Group

Viresh Dhaibar
Chief General Counsel,
Media Group

Rouse N Koshy
Chief Operating Officer,
National Product Head, **NXT**DIGITAL

Manoj Agarwal
Chief Commercial Officer,
Media Group

INNOVATING FOR IMPACT

At HGS, innovation is at the heart of everything we do. Across our diverse business segments – Customer Experience (CX), Tech Services, and Digital Media (**NXT**DIGITAL) – we are dedicated to creating solutions and services that make a significant impact on our clients and their customers every day. Our approach to innovation involves harnessing cutting-edge technologies such as AI, Automation, Analytics, Cloud, etc., to redefine customer experiences. By leveraging these advanced tools, we can anticipate customer needs, personalize interactions, and deliver seamless, efficient services. However, our commitment to innovation extends beyond technology. It involves understanding the evolving market landscape, the unique challenges faced by our clients, and the ever-changing expectations of their customers. This holistic approach ensures that our innovations are not only technologically advanced but also highly relevant and impactful.

hgs | Agent X

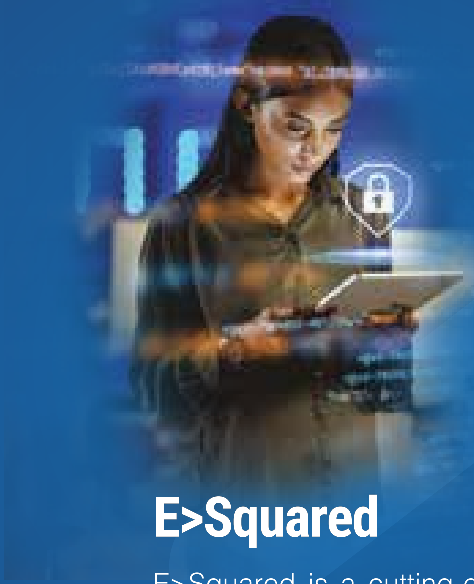
HGS Agent X is a first-of-its-kind holistic contact center accelerator that incorporates AI for intelligent experience management. The solution is revolutionizing productivity, sales, and bottom-line results for over 1,300+ HGS agents across diverse industries worldwide, ensuring instant return on investment (ROI). With HGS Agent X, our clients are seeing an average increase of 15-20% in sales conversion rates and up to a 20% decrease in frontline support costs. Some key features of HGS Agent X include – Real-time AI powered agent assist, Omnichannel support, smart consult via screen share, smart agent knowledgebase, Cloud infrastructure, Intelligent Voice Assistant (IVA), Intelligent Automation, Analytics & Insights and Customer 360 view.

HGS CLOUD ACCELERATOR

HGS' Cloud Accelerator solution is a framework that combines tools, best practices, security, governance, and automation in one place to help medium and large enterprises accelerate their move to cloud. Cloud Accelerator provides a secure and operationally efficient cloud ecosystem, allowing companies to focus on what matters – adding value for their customers. It saves enterprises time and money and accelerates cloud adoption.

Clients who have deployed Cloud Accelerator have achieved significant cost saving of ~80% and reduced the average time to migrate applications from 3-4 months to 2-3 weeks.

INNOVATING FOR IMPACT



HGS CyberSecurity Solutions

HGS launched a comprehensive suite of cutting-edge cybersecurity solutions for the market. The suite comprises of seven essential offerings designed to provide enterprises with state-of-the-art protection against evolving cyber threats, leveraging AI and ML systems security.

HGS CyberSecurity Solutions comprise the following offerings:

- Secure AI
- Digital Forensics
- Security Operations Center (SOC-as-a-Service)
- Security Testing
- vCISO & Staffing
- Cloud Security
- SecOps Automation

E>Squared

E>Squared is a cutting-edge solution designed to enhance Customer Experience & Engagement, ensuring that every interaction with the brand leaves a lasting impression. With processes seamlessly integrated with your existing tools, E>Squared empowers the brand to capitalize on the true potential of social interactions, transforming them into long-lasting and profitable social relationships. E>Squared works by leveraging AI technology to analyze and optimize social interactions between brands and customers.

E>Squared offers several benefits, including:
- Improved customer relationships
- Increased Customer Lifetime Value (CLV)
- Integration with existing tools

OneX

OneX by CelerityX, the enterprise networking solution business of OneOTT Intertainment Ltd. (OIL), is a unified network-as-a-service stack covering network management, security, and LAN-side control solution. OneX includes built-in Unified Threat Management (UTM) features like stateful firewall, IDS/IPS, and endpoint security, eliminating the need for multiple devices.

OneX proudly carries the 'Make In India' certification for its software defined WAN, providing true bandwidth aggregation and enables efficient utilization without downtime or session termination during input source failures.

NetX

NetX by CelerityX, is India's first-of-its-kind platform, which connects enterprises with internet service providers - enabling discovery of connectivity to the remotest corners across India. NetX empowers enterprises of all sizes to access network connectivity anywhere, catering to varying durations and bandwidth needs by easily connecting them to local operators. It also provides enterprises with ratings for links based on service performance, transparent price comparison across operators, project management, and ability to conduct trouble ticketing across providers on a single platform.

Recently, NetX enabled connectivity at the historic Shree Ram Mandir inauguration event in Ayodhya, Uttar Pradesh on January 22, 2024.

INDUSTRY RECOGNITION

At HGS, we have great stories to tell – be it the way we offer value and innovation to our clients every day or the proactive delivery support powered by our employees, which have been recognized by external organizations. In FY2024, HGS was honored with several awards and accolades, some of which are mentioned below:

Winner in the category of **'Operational Excellence using Digital Transformation'** at the Confederation of Indian Industry (CII) DX Awards 2023

HGS has been selected for **IAOP 2024 Global Outsourcing 100 list,** in the Leader Judging Size category.

HGS Agent X awarded as the "2023 Product of the Year" at the BIG (Business Intelligence Group) Awards for Business program

AccelHERate and DivHERsity Awards 2024

Top 20 Most Innovative Practices - **DivHERsity Hiring**

Top 20 Most Innovative Practices - **Women L&D Programs**

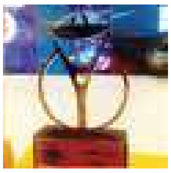
Winner of the 2024 **Training Apex Award,** organized by Training Magazine

Winner in the category of **'Best Diabetes Awareness Initiative Of the Year 2023'** at the Indian CSR Awards 2023

HR Asia Awards 2023 – Philippines Chapter

a. Best Companies to Work for in Asia

b. Diversity, Equity & Inclusion



NXTDIGITAL won the prestigious **"Industry Gamechangers Award 2024"** at the Video & Broadband Summit 2024 in February 2024

Asia-Pacific Stevie Awards 2023

a. Bronze Stevie in the category of Best Use of Technology in Customer Service

b. Bronze Stevie in the category of Innovative Achievement in Corporate Social Responsibility

ANALYST RECOGNITION

Everest Group

- Major Contender in the Everest Group CXM PEAK® matrix assessment 2023 – Americas, EMEA.
- Recognized as notable vendor in the "Impact Sourcing State of the Market 2023" and called out for "using its tech capabilities to ensure that both external and internal digital resources are made available to individuals with visual impairment".

HFS

- Enterprise Innovators – Horizon 2 category in the HFS Horizon: Customer Experience Service Providers, 2024.
- Enterprise Innovators – Horizon 2 category in the HFS Digital Marketing and Sales Service Providers, 2023 report.
- Disruptor – Horizon 1 category in the "HFS Horizons: Retail and CPG Service Providers, 2023" for leveraging enabling technologies to drive Digital Modernization.

IAOP The Association with Collaboration at its Core.

For the 14th year in a row, HGS has been selected for IAOP 2024 Global Outsourcing 100 list, in the Leader Judging Size category. We received star recognition for below.

- Customer Reference
- Awards and Certifications
- Programs for Innovation
- Programs for Corporate Social

Quadrant Knowledge Solutions

- Recognised/Featured in Quadrant Knowledge Solutions "SPARK Matrix™: Contact Center Outsourcing Services, 2023".
- Recognised/Featured in Quadrant Knowledge Solutions "SPARK Matrix™: CX Management Services, 2023".

ISG

- "The Booming 15 - Service & Technology Provider Standouts - Americas (2Q, 3Q & 4Q 2023) & EMEA (1Q 2023) in the ISG Index Managed Services and As-a service Market Insights.
- Leader in the Digital Operations, AI & Analytics, Work from Home service, Social Media services – US in the ISG "Contact Center – Customer Experience Services 2023" ISG Provider Lens™ Study – US".

NelsonHall

- Leader' in the NelsonHall CX Services Transformation NEAT 2023 – in 3 market segments including Revenue Generation, Improvement Capability and Cost Optimization.

FORRESTER®

- Included in the Forrester Business Process Outsourcing Services Landscape, Q4 2023.

WHAT OUR CLIENTS SAY ABOUT US

HGS takes pride in providing superior customer experiences to our clients globally. A good indicator of the value we add is their constructive feedback gained through customer dialogue. We have received several messages from our clients appreciating our contribution to their success in FY2024. Below is a sampling of them:

US LIFE SCIENCES COMPANY

HGS is a true partner that successfully enables business needs and delivers the stability required during challenging and transformational times. Their collaboration and transparent communication provide the opportunity to manage the flexibility needed to deliver business outcomes and enable benefits for both companies.

Commercial Business Lead
Delivery - US

US TELECOMMUNICATIONS COMPANY

HGS is a long-tenured, trusted, and reliable partner, which is why a significant portion of our enterprise business has been transitioned to them. We're also exploring further opportunities with them. HGS possesses many strong qualities—dependability, reliability, commitment—but the sum of these qualities is a partnership that can be trusted.

Senior Vice President – Customer Care I Delivery - India

NORTH AMERICAN SOFTWARE COMPANY

HGS is easy to do business with and takes responsibility for understanding the needs of clients. Their self-managed approach is highly appreciated, as it minimizes the time required from us to determine the best course of action when working with our clients. This proactive and independent management style ensures efficient and effective service delivery.

Technology Lead
Delivery – Canada

UK PUBLIC SECTOR ENTITY

The HGS project team has been excellent to work with during the implementation phase. Their strengths include project delivery, problem-solving and management, client communication, and contract delivery. There is confidence that experienced operations management is in place to deliver the expected user support experience.

Manager
Delivery - UK

US RETAIL GIANT

While there may be limited experience with other providers, HGS stands out by offering unique services that support the social media user base effectively. Compared to other vendors, HGS provides critical services essential to the business's success. Without their support, users would not receive the necessary engagement and service to maintain the brand's presence.

Senior Manager - Social
Delivery – USA

US HOSPITAL

The quality of expertise at HGS often exceeds expectations. Our longstanding relationship with them and access to a consistent roster of talent have made project execution smoother. The value of working with both onshore and offshore teams who have a history with the company and a deep understanding of the systems is highly appreciated. Special commendation goes to the talent of the offshore developers.

Manager
Delivery - USA

WHAT OUR CLIENTS SAY ABOUT US

UK PUBLIC SECTOR COMPANY

Our relationship with HGS is exceptionally strong and collaborative, providing a solid foundation for growth and evolution. This partnership fosters mutual success and continuous improvement, ensuring both parties can thrive together.

Head of Customer Experience
Delivery – Philippines

US ENERGY COMPANY

HGS promotes the use of cutting-edge technology in customer experience (CX) delivery. They bring in external expertise (not dedicated to specific business) to help assess and solve problems effectively.

Senior Director
Delivery – Jamaica

US INTERNET SERVICE PROVIDER

The HGS operations team excels in communication, consistently informing us of any issues and successes. This proactive approach has strengthened the partnership year after year, directly resulting from the engagement and dedication of the operations team.

Senior Manager – Vendor Relations
Delivery – Canada

INDIAN FINANCIAL SERVICES COMPANY

HGS excels in payroll processes and boasts outstanding customer service employees. They consistently prioritize the customer and adopt a solution-oriented approach, ensuring that client needs are met efficiently and effectively.

Group Chief People Officer
Delivery – India

AUSTRALIAN LOGISTICS COMPANY

This team frequently proposes proactive solutions rather than waiting to be prompted. The materials they prepare are always fit for purpose and well elaborated, demonstrating their thorough understanding and commitment to excellence.

Manager
Delivery – Philippines

CANADIAN TELECOMMUNICATIONS COMPANY

HGS is an excellent business partner, consistently willing to collaborate on solutions that benefit all parties involved. They develop and implement robust performance improvement plans, ensuring continuous enhancement and mutual success.

Senior Director – Demand & Capacity
Delivery – Canada

KEY HAPPENINGS AT THE DIGITAL MEDIA BUSINESS

FY2024 was an action-packed year for **NXT**DIGITAL, marked by numerous launches, events, awards, and recognition programs. Here are some marquee happenings.

Business

NXTDIGITAL rolled out their Over The Top (OTT) service strategy with the launch of **NXT**PLAY, their TV and Mobile application, giving its customers access to over 300,000 hours of content from leading international and regional OTT platforms in June 2023.

ONEOTT iNTERTAINMENT Ltd Launched Its Enterprise Networking Solutions Brand "CelerityX" in August 2023.

CelerityX, the Enterprise Networking Solutions Brand of OneOTT Intertainment Ltd. (OIL), launched NetX, India's first-of-its-kind platform – connecting enterprises with Internet Service Providers pan-India. NetX enabled connectivity at the Shree Ram Mandir inauguration event in Ayodhya, Uttar Pradesh on January 22, 2024.

NXTDIGITAL's **NXT**HUB – the new-age Digital Television Solution launched in Kanpur, Uttar Pradesh in December 2023.

NXTDIGITAL showcased the integrated power of digital television + broadband + OTT at the 25th Anniversary edition of the Cable TV Show 2024 in Kolkata in January 2024.

NXTDIGITAL strengthened its broadband push - forges strategic alliance with leading regional player, 7Star Group in March 2024.

OUR COMMUNITY INITIATIVES

HGS is committed to creating a meaningful impact in the places we operate. Our sustainability initiatives cover multiple sectors including education, youth and Persons with Disabilities (PwDs) skill enhancement, as well as water conservation.

OUR COMMUNITY INITIATIVES

The Corporate Social Responsibility (CSR) initiatives at HGS are centered around offering financial contributions to societal projects aiming to improve the quality of life for individuals and communities. These endeavors are designed to tackle core issues that hinder community progress, prioritizing several key sectors:

EDUCATION

HGS places great emphasis on providing children with the opportunity to access holistic education, while also focusing on enhancing their health and nutrition. Education remains a top priority in HGS' outreach efforts, and we have actively sponsored programs aimed at improving foundational literacy and numeracy skills of children. These interventions not only include urban schools but also focus on aiding rural and tribal communities in India. By empowering teachers through training and support, we enable them to effectively impart these crucial skills to the students. In addition to supporting the provision of mid-day meals in government schools, we have also extended our assistance to initiatives that promote English education. Through these combined efforts, over 17,000 children and more than 200 teachers have directly benefited, leading to a significant positive impact in the area.

SKILL DEVELOPMENT

Through our commitment to skill development, we have been able to make a positive impact on the lives of 567 individuals in this particular area by providing vocational skills to Persons with Disabilities (PwDs) and supporting market-oriented skill training. Our interventions focused on training young women in emerging technologies to enhance employability and promote Women in Tech. Additionally, our 'Youth Livelihood Program' (YLP) has empowered disadvantaged youth by equipping them with employability skills, enabling them to pursue lucrative career opportunities. These combined efforts have directly influenced and improved the lives of 567 individuals, and their families, creating a lasting impact in the community.

WATER

The Water Management Project focuses on integrated water management practices, including awareness campaigns, training sessions, rainwater harvesting, groundwater recharge, water use efficiency, and sanitation, across 31 villages near Nasirabad in Ajmer district in Rajasthan. The intervention included creation and revival of check dams, farm ponds for irrigation and solar-based drinking water system benefiting over 450 households.

VOLUNTEERING

FY2024 marks another year of our 'Work to Give' employee volunteering program, reflecting our longstanding commitment and the ongoing passion and dedication of our team towards enriching the communities we serve. The "Work to Give" program has not only met its foundational objectives but also steadily broadened its scope and deepened its impact.

These initiatives have spanned across six diverse geographies and have involved a wide array of events - from educational programs to environmental conservation - each designed to address the unique needs of the communities we operate in.

OUR COMMUNITY INITIATIVES

Key Highlights:

- **Engagement Overview:** This year, we observed a total of 5,012 participants, including both returning and 1,022 new volunteers, who committed more than 5,023 hours—which equals approximately 209 full days—in various impactful activities aimed at improving and assisting communities.

- **Global Accolade:** "Work to Give" received the Asia-Pacific Stevie Award, acknowledging its significant impact on community service within the area.

- **Pro bono Volunteering Policy:** Initiated in India, this strategy is designed to facilitate more organized and enduring volunteer activities, amplifying our impact over time.

- **Event Breakdown:** Across six geographies, we organized 77 diverse events, including:
  - 23 virtual events
  - 27 in-office activities
  - 27 hybrid events

A Glimpse of our outreach efforts:

- **Teaching Resources:** More than 700 instructional aids were developed to improve English and Mathematics education in Hyderabad, Mysuru, and Bengaluru. Additionally, our team in Canada assisted by assembling stationery kits for children at Childhood Cancer Canada and providing solar lamps for use in STEM Camp educational activities.

- **Environmental Conservation:** We led a beach cleanup in Vizag and a plantation drive on World Environment Day.

- **Community Support:** Our teams organized donation drives in multiple countries, fulfilled 177 Christmas wishes for children, and distributed hygiene kits to tribal children in Mysuru.

- **Inclusivity:** A Pride march in the Philippines and support for Asilo San Antonio, a women's shelter in Colombia, were part of our efforts to promote inclusivity and aid vulnerable groups.

- **Nutritional Aid:** Staff members took part in serving healthy mid-day meals at local schools in Bengaluru, also contributing to the meal preparation process.

- **Infrastructure Enhancement:** Projects like rejuvenating school environments through wall painting in Hyderabad and enhancing traffic safety in Jamaica.

- **Gratitude Month:** Over 100 volunteers engaged in outreach activities across the US and India.

- **Back to School:** Initiatives included donating stationery supplies in Texas, promoting literacy in Jamaica, and assembling stationery kits for children from Cancer Canada.

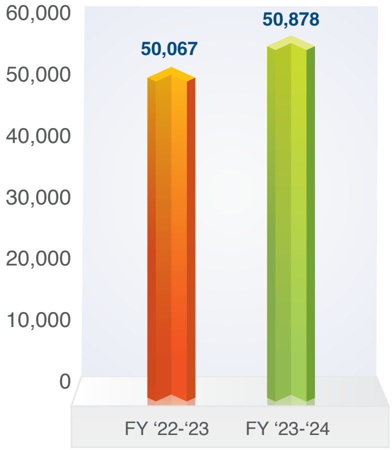
ENGAGING OUR EMPLOYEES

At HGS, we have always prided ourselves on how motivated our people are both at work and outside of it. Our diverse and global workforce is a highly energetic bunch, and many of our engagement activities, training and work prove that. Here's a glimpse of the fun activities our teams have put together in the year gone by.

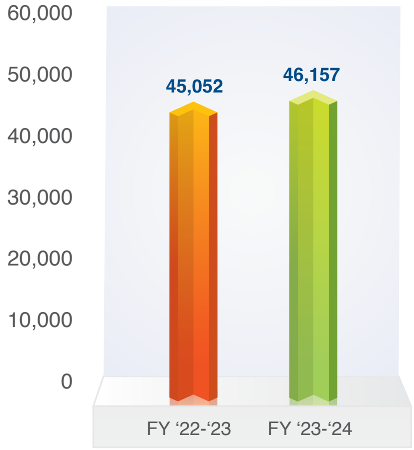
EMPLOYEE AND OFFICE EVENTS AT NXTDIGITAL

FINANCIAL & GENERAL HIGHLIGHTS

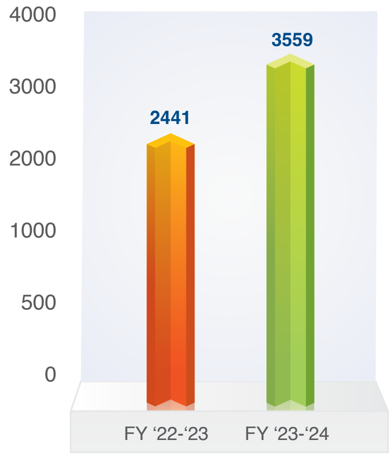
🟧 FY '22-'23 🟩 FY '23-'24



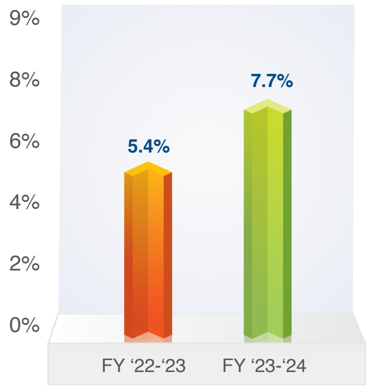
Total Income (₹ million)



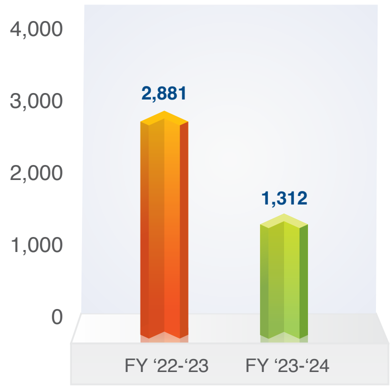
Operating Revenue (₹ million)



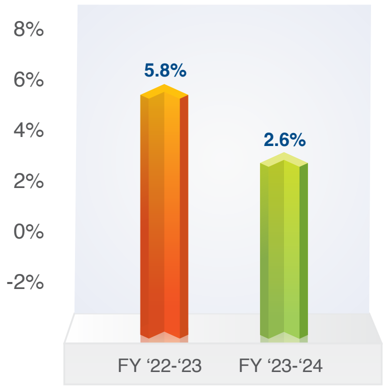
Operating EBITDA (₹ million)



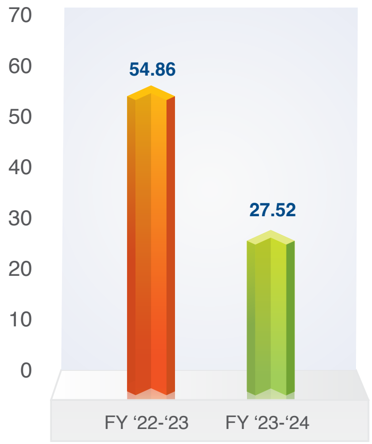
Operating EBITDA %



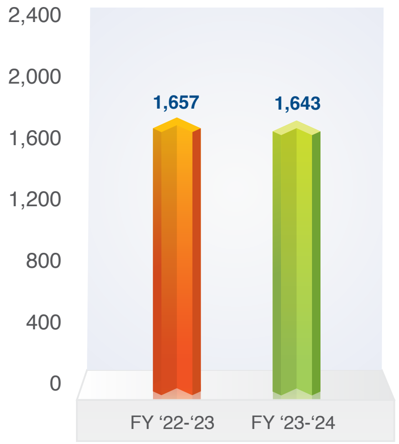
PAT* (₹ million)



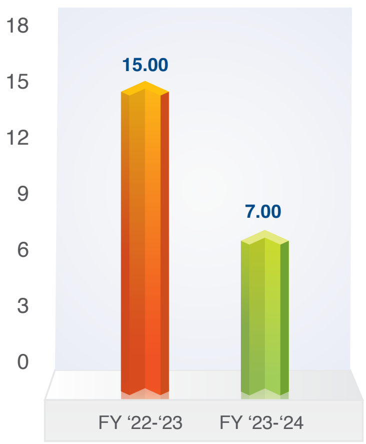
PAT*/Total Income



Basic EPS* (in ₹)



Book value per share (in ₹)

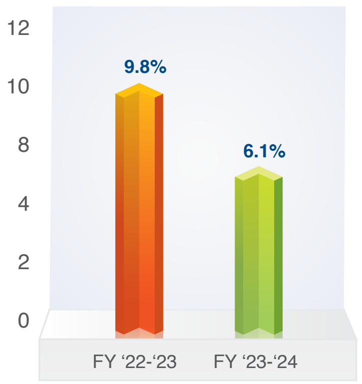


Dividend per share (in ₹)

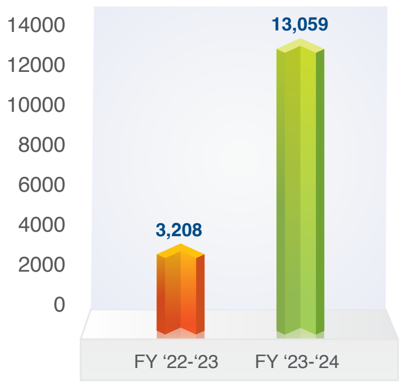
* For Continuing Operations only

FINANCIAL & GENERAL HIGHLIGHTS

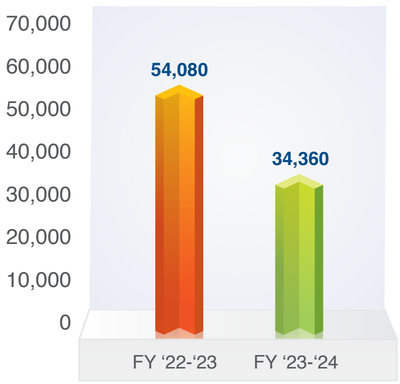
🟧 FY '22-'23 🟩 FY '23-'24



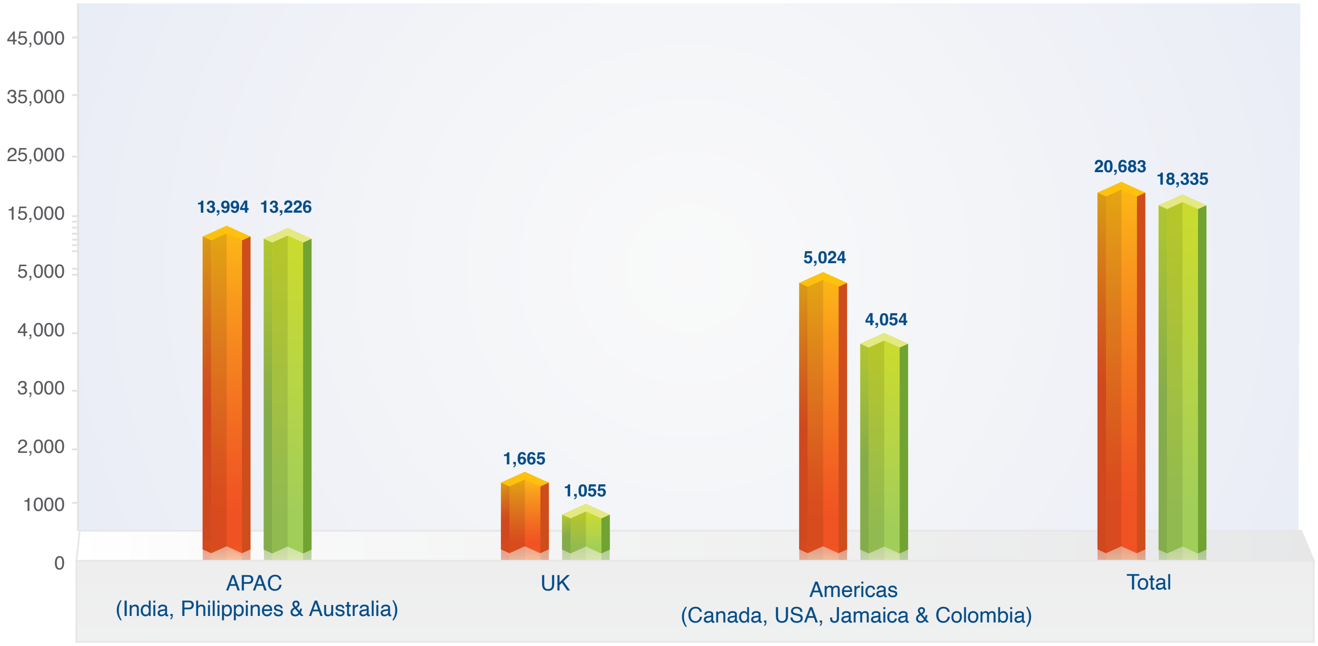
Cash and Bank Balances/
Total Assets



Total Gross Debt (₹ million)



Market Capitalisation
(₹ million)

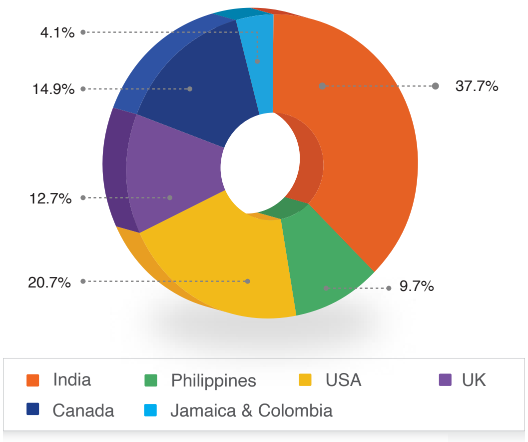


Headcount - by Region

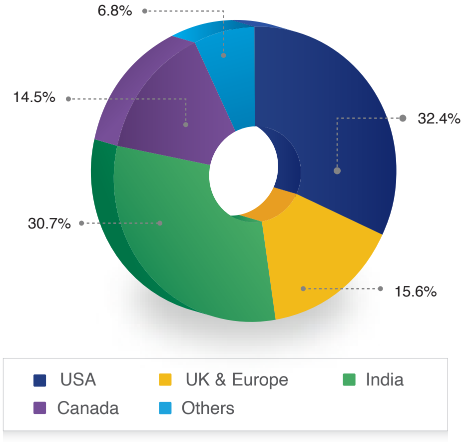
FINANCIAL & GENERAL HIGHLIGHTS

FY '23-'24

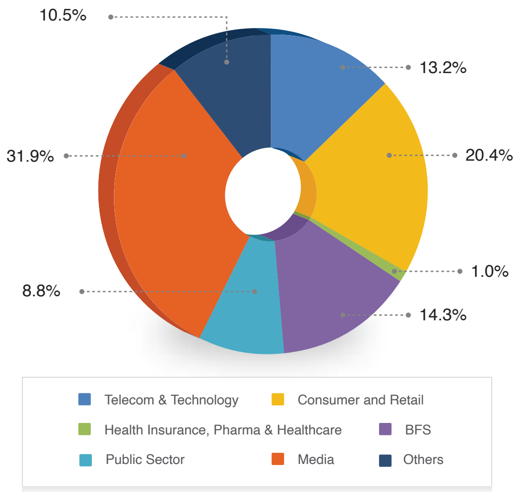
Revenue Split - by Delivery Location



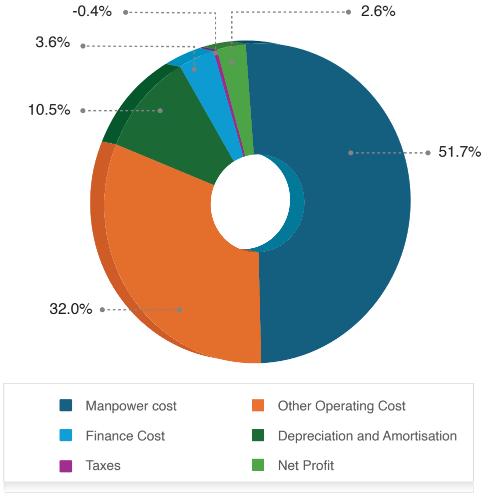
Revenue Split - by Origination



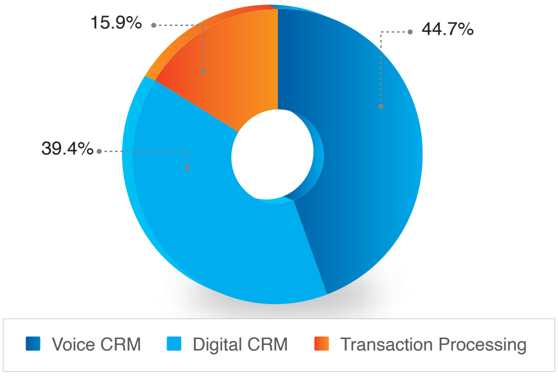
Revenue Split - by Vertical



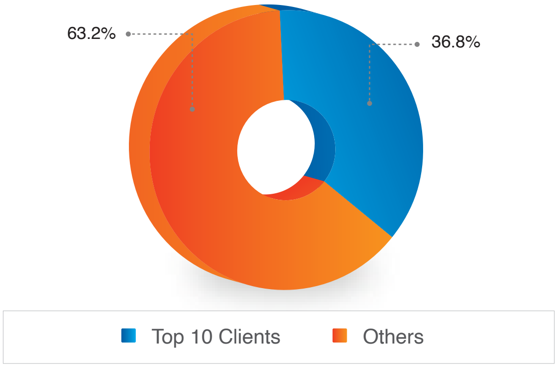
Income & Expense Snapshot



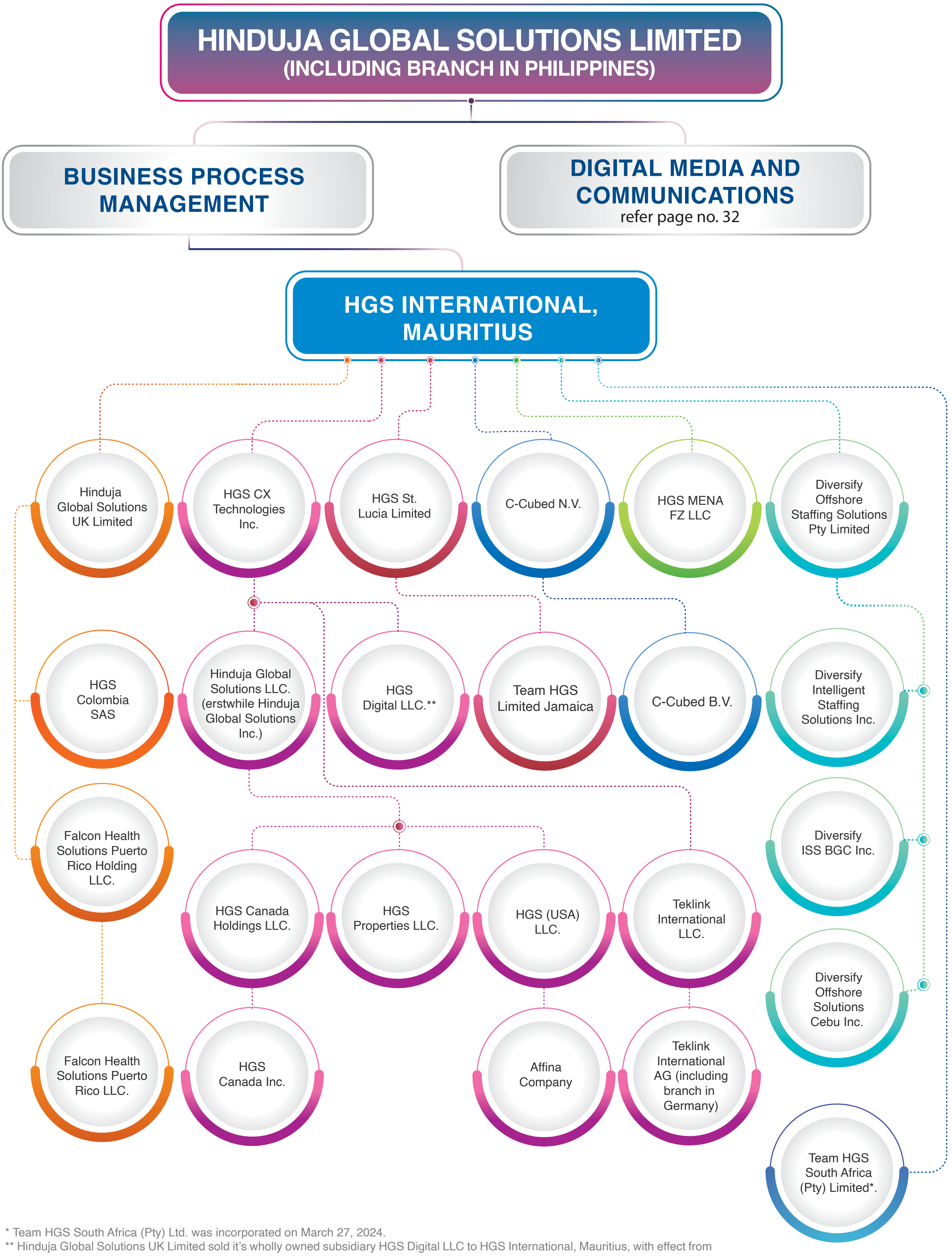
Channel Mix



Client Concentration



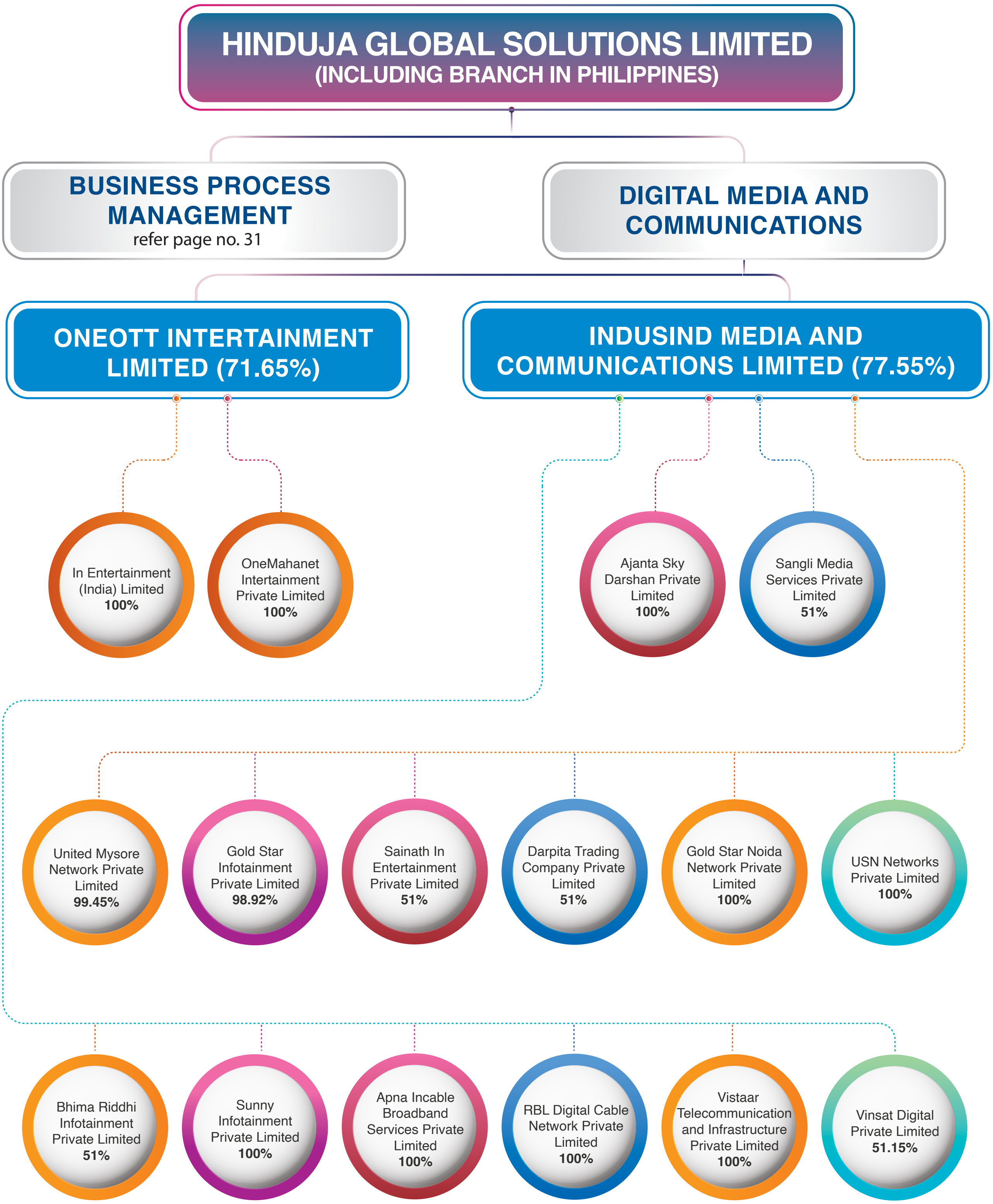
HOLDING STRUCTURE



* Team HGS South Africa (Pty) Ltd. was incorporated on March 27, 2024.

** Hinduja Global Solutions UK Limited sold it's wholly owned subsidiary HGS Digital LLC to HGS International, Mauritius, with effect from February 09, 2024 and HGS International, Mauritius sold HGS Digital LLC to HGS CX Technologies Inc. with effect from March 01, 2024.

HOLDING STRUCTURE



HINDUJA GLOBAL SOLUTIONS LIMITED
(INCLUDING BRANCH IN PHILIPPINES)

BUSINESS PROCESS MANAGEMENT
refer page no. 31

DIGITAL MEDIA AND COMMUNICATIONS

ONEOTT INTERTAINMENT LIMITED (71.65%)

INDUSIND MEDIA AND COMMUNICATIONS LIMITED (77.55%)

In Entertainment (India) Limited **100%**

OneMahanet Intertainment Private Limited **100%**

Ajanta Sky Darshan Private Limited **100%**

Sangli Media Services Private Limited **51%**

United Mysore Network Private Limited **99.45%**

Gold Star Infotainment Private Limited **98.92%**

Sainath In Entertainment Private Limited **51%**

Darpita Trading Company Private Limited **51%**

Gold Star Noida Network Private Limited **100%**

USN Networks Private Limited **100%**

Bhima Riddhi Infotainment Private Limited **51%**

Sunny Infotainment Private Limited **100%**

Apna Incable Broadband Services Private Limited **100%**

RBL Digital Cable Network Private Limited **100%**

Vistaar Telecommunication and Infrastructure Private Limited **100%**

Vinsat Digital Private Limited **51.15%**

Note : All Companies are incorporated in India

GENERAL INFORMATION

HINDUJA GLOBAL SOLUTIONS LIMITED

Board of Directors

Mr. Ashok P. Hinduja, Chairman
Mr. Anil Harish, Independent Director
Mr. Sudhanshu Tripathi, Non-Executive Director
Ms. Bhumika Batra, Independent Director
Dr. Ganesh Natarajan, Independent Director
Mr. Pradeep Udhas, Independent Director
Mr. Paul Abraham, Non-Executive Director
Mr. Munesh Khanna, Independent Director
Mr. Partha DeSarkar, Whole-time Director
Mr. Vynsley Fernandes, Whole-time Director

Audit Committee

Mr. Anil Harish - Chairman
Ms. Bhumika Batra
Dr. Ganesh Natarajan
Mr. Sudhanshu Tripathi
Mr. Pradeep Udhas

Stakeholders Relationship and Share Allotment Committee

Ms. Bhumika Batra - Chairperson
Dr. Ganesh Natarajan
Mr. Paul Abraham

Nomination and Remuneration Committee

Mr. Anil Harish - Chairman
Mr. Sudhanshu Tripathi
Ms. Bhumika Batra

Risk Management Committee

Ms. Bhumika Batra - Chairperson
Mr. Sudhanshu Tripathi
Mr. Partha DeSarkar
Mr. Pradeep Udhas

Corporate Social Responsibility Committee

Mr. Anil Harish - Chairman
Mr. Partha DeSarkar
Mr. Paul Abraham

Internal Audit & Systems

India Operations: Rakesh S. Jain, AVP, Internal Audit.
Philippines, USA, Canada, UK, Colombia and Jamaica: Ernst & Young LLP

Key Managerial Personnel

Mr. Partha DeSarkar, Group CEO and Whole-time Director
Mr. Vynsley Fernandes, Whole-time Director
Mr. Srinivas Palakodeti, Global CFO
Mr. Narendra Singh, Sr. Vice President and Company Secretary

Bankers

- Axis Bank Limited
- Bank of America
- Bank of Baroda
- Barclays Bank PLC
- Canadian Imperial Bank of Commerce
- Canara Bank
- Central Bank of India
- China Trust Commercial Bank Corporation
- Citi Bank
- East West Banking Corporation
- Fifth Third Bank
- HDFC Bank Limited
- ICICI Bank Limited
- IndusInd Bank Limited
- International Exchange Bank
- LaSalle Bank
- Metropolitan Bank & Trust Co
- National Commercial Bank Jamaica Limited
- PROVEN Bank (Saint Lucia) Limited
- S.P. Hinduja Banque Privee SA
- SBM Bank (Mauritius) LTD
- Standard Chartered Bank
- State Bank of India
- Union Bank of the Philippines
- Westpac Banking Corporation
- Yes Bank Limited

Auditors

M/s. Haribhakti & Co. LLP, Statutory Auditors
Chartered Accountants

Registered Office

Tower C (1st Floor), Plot C-21, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
Tel: (91 22) 6136 0407
Website: www.hgs.cx
CIN: L92199MH1995PLC084610

Registrar & Share Transfer Agent

KFin Technologies Limited
(formerly known as KFin Technologies Private Limited),
Selenium Building, Tower-B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500032
Telangana, India.
Toll Free No.: 1-800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

CONSOLIDATED BALANCE SHEET

(All amounts are in USD 000’s)

	As at March 31, 2024	As at March 31, 2023
ASSETS		
Non-current assets		
a) Property, plant and equipment	35,665.80	63,903.81
b) Right to use asset	110,695.17	86,369.63
c) Capital work-in-progress	967.05	1,570.57
d) Investment Property	2,703.53	2,804.70
e) Other intangible assets	66,515.24	73,779.47
f) Goodwill	115,128.00	115,630.60
g) Intangible assets under development	646.01	-
h) Financial Assets		
(i) Investments	136,707.17	334,153.21
(ii) Loans	179.97	426.24
(iii) Other financial assets	7,154.41	7,631.95
i) Deferred tax assets (net)	30,964.01	22,823.37
j) Income tax assets (net)	55,377.00	49,090.98
k) Other non-current assets	4,624.50	7,229.71
Total non-current assets	**567,327.86**	**765,414.24**
Current assets		
a) Inventories	1,997.06	2,029.07
b) Financial Assets		
(i) Investments	259,195.32	1,093.17
(ii) Trade receivables	89,331.92	89,272.25
(iii) Cash and cash equivalents	80,928.94	135,467.31
(iv) Bank balances other than (iii) above	24,829.96	11,945.84
(v) Loans	267,031.53	342,701.56
(vi) Other financial assets	20,500.68	10,997.49
c) Other Current assets	23,598.82	25,075.18
Total current assets	**767,414.23**	**618,581.87**
Total assets	**1,334,742.09**	**1,383,996.11**
EQUITY AND LIABILITIES		
Equity		
a) Equity share capital	5,581.55	6,396.12
b) Other equity	892,801.43	1,034,421.10
Equity attributable to the equity holders of the company	898,382.98	1,040,817.21
c) Non-controlling interest	18,566.31	18,975.67
Total Equity	**916,949.29**	**1,059,792.89**
Liabilities		
Non-current liabilities		
a) Financial Liabilities		
(i) Borrowings	16,019.43	11,496.89
(ii) Lease liabilities	55,678.34	52,309.22
(iii) Other financial liabilities	1,084.23	11,738.92
b) Provisions	7,139.82	6,959.41
c) Contract liabilities	57.25	119.22
d) Deferred tax liabilities (net)	8,261.37	9,302.74
Total non-current liabilities	**88,240.44**	**91,926.40**
Current liabilities		
a) Financial Liabilities		
(i) Borrowings	1,40,664.79	27,567.91
(ii) Lease liabilities	40,396.70	30,175.83
(iii) Trade payables	35,560.08	50,736.07
(iv) Other financial liabilities	73,240.54	91,302.84
b) Provisions	4,062.27	3,665.07
c) Contract liabilities	6,320.40	6,940.26
d) Current Tax Liabilities (net)	13,986.10	10,761.92
e) Other current liabilities	15,321.48	11,126.92
Total current liabilities	**329,552.36**	**232,276.82**
Total liabilities	**417,792.80**	**324,203.22**
Total equity and liabilities	**1,334,742.09**	**1,383,996.11**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts are in USD 000's)

		Year ended March 31,2024	Year ended March 31, 2023
Continuing Operations			
I	Revenue from operations	557,423.54	559,203.06
II	Other income	57,008.64	62,252.33
III	**Total income (I+II)**	**614,432.18**	**621,455.39**
IV	**Expenses**		
	a) Purchase of stock-in-trade	4,839.31	5,469.81
	b) Changes in inventories of stock-in-trade	1.99	(537.78)
	c) Employee benefits expenses	317,539.29	342,231.32
	d) Finance costs	22,169.36	17,038.57
	e) Depreciation and amortization expenses	64,481.39	56,524.45
	f) Other expenses	192,058.18	181,738.63
	Total expenses	**601,089.52**	**602,465.00**
V	**Profit before exceptional items and tax**	**13,342.66**	**18,990.39**
VI	**Exceptional items**	-	(4,079.88)
VII	**Profit/(Loss) before tax**	**13,342.66**	**23,070.27**
VIII	**Tax expense**		
	a) Current tax	6,248.08	6,071.83
	b) Deferred tax	(8,839.30)	(7,238.92)
	c) Tax relating to prior years	93.87	(11,528.61)
	Total tax expense	**(2,497.35)**	**(12,695.70)**
IX	**Profit/ (Loss) for the year from continuing operations (VII-VIII)**	**15,840.01**	**35,765.97**
	Discontinued Operations		
	(a) Profit before tax from discontinued operations	-	480.31
	(b) Tax expense of discontinued operations	-	(5,256.87)
X	**Profit after tax from discontinued operations [(a)-(b)]**	**-**	**5,737.18**
XI	**Profit for the period**	**15,840.01**	41,503.15
XII	**Other comprehensive income**		
	A. Items that will not be reclassified to statement of profit and loss		
	a) Remeasurements of defined benefit plans	**(505.95)**	(1,063.65)
	b) Net Profit / (Loss) on fair valuation of equity instruments through other comprehensive income	**590.23**	(346.98)
	c) Income tax on above item	127.40	46.10
	Net other comprehensive income not to be reclassified to profit or loss in subsequent periods (A)	**211.68**	**(1,364.53)**
	B. Items that may be reclassified to profit or loss		
	a) Effective Portion of designated portion of hedging instruments in a cash flow hedge	(68.98)	197.17
	b) Income tax on above item	7.08	15.80
	c) Exchange differences in translating the financial statements of foreign operation	7,598.19	41,179.17
	d) Income tax on above items	6.55	(1,636.84)
	Net other comprehensive income to be reclassified to profit or loss in subsequent periods (B)	**7,542.84**	**39,755.30**
XIII	**Other comprehensive income for the year, net of tax [A + B]**	**7,754.52**	**38,390.77**
XIV	**Total comprehensive income for the year**	**23,594.53**	**79,893.92**

CONSOLIDATED CASH FLOW STATEMENT

(All amounts are in USD 000's)

	Year ended March 31,2024	Year ended March 31, 2023
Cash Flow from Operating Activities		
Profit before tax for the Year		
- Continuing operations	13,342.66	23,070.27
- Discontinuing Operations	-	480.31
Profit before tax	**13,342.66**	**23,550.58**
Adjustments for:		
Depreciation and amortization expenses	64,481.39	56,524.45
Loss/ (Gain) on disposal of property, plant and equipment and Write-off	(6,784.33)	(9,049.96)
Dividend Income	(198.38)	(15.11)
Liabilities/ Provision no longer required written-back	(1,971.67)	(3,877.80)
Interest income classified as investing cash flows	(41,080.33)	(35,814.74)
Finance costs	22,169.36	17,038.57
Non cash exceptional items	-	(4,079.87)
Lease income	(1,731.23)	(809.77)
Other Adjustments	(861.68)	(15,408.55)
Change in operating assets and liabilities:	(18,063.16)	(9,577.27)
Net cash generated from operating activities	**29,302.63**	**18,480.54**
Income taxes paid (net)	(7,726.36)	(23,106.61)
Net cash generated/ (used) from operating activities	**21,576.27**	**(4,626.07)**
Cash flows from investing activities		
Payments for property, plant and equipment	(22,298.40)	(36,582.72)
Proceeds from sale of property, plant and equipment	30,812.08	44,178.47
Payments for purchase of investments	(65,610.09)	(33,387.51)
Proceeds from sale of investments	-	655.21
Dividends Received	198.38	15.11
Lease Income	1,731.23	809.77
Payments for acquisition of Teklink Entity	(14,412.65)	(48,572.63)
Bank Deposits	(13,146.46)	173,115.67
Loans repaid	232,088.80	211,261.48
Loans Given	(159,552.74)	(356,128.57)
Interest received	31,152.06	33,690.88
Net cash generated/(used) in investing activities	**20,962.22**	**(10,944.85)**

CONSOLIDATED CASH FLOW STATEMENT

(All amounts are in USD 000's)

	Year ended March 31,2024	Year ended March 31, 2023
Cash flows from investing activities		
Proceeds from issues of shares	-	133.50
Payment toward Buy-back of shares (including transaction cost)	(151,439.96)	-
Proceeds from borrowings	291,416.67	19,974.68
Repayment of borrowings	(172,445.30)	(91,261.62)
Repayment of Lease liability	(42,438.75)	(35,223.55)
Transactions with Non controlling Interest	117.31	(105.21)
Interest paid	(21,508.08)	(17,525.97)
Dividends paid (including dividend tax)	(1,336.99)	(13,501.42)
Net cash (used) in financing activities	**(97,635.10)**	**(137,509.59)**
Net increase/ (decrease) in cash and cash equivalents	**(55,096.62)**	**(153,080.50)**
Cash and cash equivalents at the beginning of the financial year	135,467.31	273,627.60
Transfer of Opening Balances on account of acquisition of entities	-	4,393.62
Effects of exchange rate changes on cash and cash equivalents	558.24	10,526.60
Cash and cash equivalents at end of the year	80,928.94	135,467.31
Balances per statement of cash flows	**80,928.94**	**135,467.31**

DIRECTORS’ REPORT

To
The Members,

Your Directors are pleased to present their Report on the business and operations of your Company along with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year (’FY’) ended March 31, 2024.

Financial Results

(₹ in million* except per share data)

Particulars	Retained Business			
	Standalone		Consolidated	
	FY 2024	FY 2023	FY 2024	FY 2023
Revenue from Operations	15,783	13,233	46,157	45,052
Other Income	2,708	3,982	4,721	5,015
Total Income	**18,491**	**17,215**	**50,878**	**50,067**
Operating Expenses	15,374	12,850	42,598	42,610
Finance Cost	909	1,008	1,836	1,373
Depreciation	2,678	2,327	5,339	4,554
Total Expenses	18,961	16,185	49,773	48,537
Profit Before Exceptional Items & Tax	(470)	1,030	1,105	1,530
Exceptional Items	-	-	-	(329)
Provision for Taxes	(180)	(1,386)	(207)	(1,022)
Profit After Tax for the Period	**(290)**	**2,416**	**1,312**	**2,881**
Share Capital**	**465**	**525**	**465**	**525**
Earnings Per Share in ₹				
Basic	(6.09)	45.99	27.52	54.86
Diluted	(6.09)	45.99	27.52	54.86

* (1 million = ₹ 10 lakhs)

** The shareholders of the Company approved the proposal of buyback of Equity Shares recommended by the Board of Directors by way of e-voting through postal ballot at the maximum buyback price of ₹1,700/- per equity share and the maximum buyback size of ₹ 1,02,000 lakhs. Subsequently, the Buyback Committee at its meeting held on January 27, 2023 has approved the buyback of 60 lakh Equity Shares at a price of ₹ 1,700/- per equity share i.e. up to ₹ 1,02,000 lakhs (excluding transaction cost taxes) with the Record Date of March 6, 2023.

The buyback was offered to all eligible equity shareholders of the Company on proportionate basis through the “Tender offer” route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares has commenced on May 22, 2023 and closed on June 2, 2023. The buyback settlement was complete on June 9, 2023.

The Company had bought back 60 Lakh equity shares of Face Value of ₹ 10/- each (i.e. ₹ 600 lakhs) at a price of ₹ 1,700/- per equity share by utilising its Securities Premium Reserve, General Reserve and Retained Earnings. The Company credited ‘Capital Redemption Reserve’ with an amount of ₹ 600 lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve. The Buyback resulted in cash outflow of ₹ 1,02,000 lakhs (excluding transaction cost and taxes) and reduction of 11.43% of pre-buyback paid up equity share capital of the Company as at March 31, 2023.

(₹ in million* except per share data)

Particulars	Discontinued Operations**			
	Standalone		Consolidated	
	FY 2024	FY 2023	FY 2024	FY 2023
Revenue from Operations	-	-	-	-
Other Income	-	1,152	-	1,152
Total Income	**-**	**1,152**	**-**	**1,152**
Operating Expenses	-	7	-	1,113
Finance Cost	-	-	-	-
Depreciation	-	-	-	-
Total Expenses	-	7	-	1,113
Profit Before Exceptional Items & Tax	-	1,145	-	39
Exceptional Items	-	-	-	-
Provision for Taxes	-	260	-	(423)
Profit After Tax for the Period	**-**	**885**	**-**	**462**
Earnings Per Share in ₹				
Basic	-	16.85	-	8.80
Diluted	-	16.85	-	8.80

* (1 million = ₹ 10 lakhs)

** The Board of Directors of your Company, in its meeting held on August 9, 2021, had approved the sale of its healthcare services business ("HS Business") and the transaction has been consummated on January 5, 2022. Further, as on March 31, 2020, the Investment and Treasury segment operation of the Media & Communication segment was classified as discontinued operation. During the year ended March 31, 2022, the Company has sold its investments classified as Fair Value through P&L and investments classified as Fair Value through OCI.

Further, during the previous year ended March 31, 2023, the Company has recognized one time working capital adjustment of ₹ 1,135.61 million on account of sale of healthcare service business.

The Standalone and Consolidated Financial Statements for the year ended March 31, 2024, have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended, ('Ind AS'), as prescribed under Section 133 of the Companies Act, 2013 ('the Act') and other recognized accounting practices and policies to the extent applicable.

Operating Performance

- **Consolidated Performance**

  Operating Revenues of the Business grew 2.5% to ₹ 46,157 million from ₹ 45,052 million. Operating Revenues of BPM Business dropped 0.5% from ₹ 35,681 million to ₹ 35,509 million and Digital Media Business operating revenues grew 13.6% from ₹ 9,370 million to ₹ 10,649 million.

  Despite muted growth in revenues, change in business mix and cost management measures resulted in Operating EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization and excluding Other Income) grew 45.8% from ₹ 2,441 million to ₹ 3,559 million.

  Other Income during FY 2024 decreased from ₹ 5,015 million to ₹ 4,721 million due to lower profit from sale of property, drop in interest income and foreign exchange fluctuations.

  PAT (Profit after Tax) from continuing operations for FY 2024 dropped 54.5% to ₹ 1,312 million from ₹ 2,881 million due to lower tax reversals, Other income and absence of income from exceptional items.

Standalone Performance

Standalone financials comprise the financials of the Company's BPM & Digital Media Business in India and its branch in Philippines.

Operating Revenues of the Business grew 19.3% from ₹13,233 million to ₹15,783 million. Operating Revenues of BPM Business grew 17.4% from ₹ 7,864 million to ₹ 9,237 million and Digital Media Business operating revenues grew 21.8% from ₹ 5,374 million to ₹ 6,546 million.

Operating EBITDA grew by 6.6% from ₹ 383 million to ₹ 408 million.

Other Income during FY 2024 decreased from ₹ 3,982 million to ₹ 2,709 million due to drop in interest income and foreign exchange fluctuation.

PAT from continuing operations for FY 2024 decreased from a profit of ₹ 2,416 million to loss of ₹ 290 million due to lower tax reversals and decrease in other income .

A review of the Financial and Operating Performance of your Company and its key subsidiaries has also been given in the 'Directors Report' and 'Management Discussion and Analysis' section, which forms part of this report.

Other Consolidated Financial Highlights

Cash flow from operations and after working capital changes: ₹ 1,924 million in FY 2024 as compared to ₹ 1,113 million in FY 2023;

Capital expenditure: ₹ 1,846 million in FY 2024 as compared to ₹ 2,947 million in FY 2023;

Gross Debt (exclusive of finance lease liability) of ₹ 13,059 million as at March 31, 2024 as compared to ₹ 3,208 million as at March 31, 2023, i.e., an increase of ₹ 9,851 million during the year.

Net Worth: ₹76,425 million as at March 31, 2024 as compared to ₹ 87,023 million as at March 31, 2023, a decrease of 12.2% primarily due to Buyback of shares completed during the year.

EPS for continuing operations (on post bonus share capital; allotment of equity shares pursuant to the scheme and buyback) has decreased from ₹ 54.86 in FY 2023 to ₹ 27.52 in FY 2024.

Consolidated Revenue Summary

Revenue by origination Geography - US & Canada: 46.9%, UK & Europe: 15.6%, India: 30.7% and others: 6.8%.

Revenue by Verticals - Media: 31.9%, Consumer: 20.4%, Banking and Financial Services: 14.3%, Telecom and Technology: 13.2%, Public Sector: 8.8% and Others: 11.5%.

Business Highlights

Delivery Centres: As on March 31, 2024, HGS had presence in nine countries, including 32 global delivery centres. The Digital Media Business covers 4,500 Pin code in India, two lakhs kilometers of owned + partner fibre networks and 125+ owned-and-operated NXTHUBs set up across India.

Clientele: As on March 31, 2024, HGS had 324 CX/ BPM clients and 797 HRO/ payroll processing clients. The Digital Media business has a customer base of more than 6 million across India.

Dividend

Your Directors are pleased to recommend a final Dividend of ₹ 7/- per equity share (70% on face value of ₹10/- each) for FY 2023-24, subject to Shareholders' approval at the ensuing Annual General Meeting ('AGM').

In view of changes made under the Income Tax Act, 1961, by Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Members. Your Company shall, accordingly, make the payment of the final Dividend after deduction of tax at source, as applicable.

Pursuant to the requirements stipulated under Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations'), Dividend Distribution Policy has been hosted on the website of the Company at https://hgs.cx/investors/corporate-policies/

Share Capital

During the financial year, your Company has bought back 60 lakhs equity shares, at a price of ₹ 1,700/- per equity share and total amount utilized in the Buyback was ₹ 1,020 Crore, excluding Transaction Costs and these 60 lakhs equity shares were extinguished in terms of Letter of Offer for buy back of equity shares.

Consequently, the issued, subscribed and paid-up capital of your Company has decreased from 5,25,20,285 equity shares on March 31, 2023 to 4,65,20,285 equity shares of ₹10/- each, aggregating to ₹465.20 Million as on March 31, 2024.

During the financial year, your Company has not issued shares with differential voting rights and sweat equity shares. The Company does not have any scheme to fund its employees to purchase the shares of the Company. Further, no shares have been issued to employees of the Company except under the ESOP Schemes and as mentioned above.

Transfer to Reserve

During the year under review, no amount was proposed to be transferred to the General Reserves of your Company out of the profits for the year.

Business Overview

A global leader in optimizing the customer experience lifecycle, digital transformation, business process management, and digital media ecosystem, HGS is helping its clients become more competitive every day. HGS' core BPM business combines automation, analytics, and artificial intelligence with deep domain expertise focusing on digital customer experiences, back-office processing, contact centers, and HRO solutions. HGS' digital media business, NXTDIGITAL (www.nxtdigital.in), is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 6 million customers across 1,500 cities and towns.

Part of the multi-billion-dollar conglomerate Hinduja

Group, HGS takes a "globally local" approach. HGS has 18,335 employees in nine countries, including 32 delivery centers, making a difference to some of the world's leading brands across verticals. For the year ended March 31, 2024, HGS had revenues of ₹ 5,087.8 crore (US$ 614.4 million). Visit https://hgs.cx to learn how HGS transforms customer experiences and builds businesses for the future.

Detailed information pertaining/ relating to Business Review/ Overview has been provided in the 'Management Discussion and Analysis' section, which forms part of this Report as **Annexure 'D'**.

Incorporation of entity in South Africa

HGS International, Mauritius, a Wholly owned subsidiary of your Company, has incorporated a wholly owned subsidiary named Team HGS South Africa (Pty) Ltd., South Africa on March 27, 2024 which proposes to deliver business management services (voice and non-voice) as well as digital services to clients in UK, USA and other countries. South Africa operations will enable HGS to offer offshore/near shore delivery location in addition to delivery locations in India, Philippines, Jamaica and Colombia.

Acquisition of Seven Star Balaji Broadband

In April 2024, ONEOTT Intertainment Limited, a subsidiary of your Company, has acquired 51% shareholding of Seven Star Balaji Broadband Private Limited ('Seven Star Balaji Broadband') a total consideration of ₹18.36 Crores.

Seven Star Balaji Broadband which has acquired the entire business of Seven Star Digital Private Limited, a company operating in the internet services space. The approximate revenue of the business taken over is ₹ 15 crores with approximately 63,000 internet subscribers in the Mumbai and Maharashtra region and is a well known brand name in the internet services space in Mumbai. This investment will give a significant push to the business objectives of ONEOTT in both customer acquisition and expansion of value added services.

This acquisition will leverage strength to scale up the business in Maharashtra area for exploring the possibilities for the purposes of providing state of the art Internet Services to the subscribers.

Synergy, merger of NXTDIGITAL Media

FY 2024 was the first full year since the merger of NXTDIGITAL Media Group with HGS. There has been a lot of collaboration for both internal and external activities between the two business units in the last few months. Some of the key highlights are as under:

- Launched the B2B focused brand CelerityX in the Indian market in August 2023, led by a comprehensive GTM campaign including a new brand identity, digital and event marketing, media, content marketing collateral, website, etc.
- Co-developed the NetX application that simplifies and unifies the network management lifecycle for enterprises with a single platform for seamless connectivity.
- Internal IT systems at the Media business such as SAP platforms are now managed and maintained by HGS' teams, ensuring enhanced efficiency and streamlined coordination between the two businesses. The teams are looking at more ways to leverage HGS' expertise to drive innovation and optimize solutions through collaborative initiatives.
- NXTDIGITAL Media Group has embarked on a journey of operational transformation, leveraging cutting-edge technologies to drive efficiency and innovation. In collaboration with the HGS team, NXTDIGITAL has made significant strides in optimizing processes and addressing immediate gaps through the strategic utilization of Robotic Process Automation (RPA). Processes that have been optimized so far include provisional queue monitoring, IP date correction and disconnection, leading to improved operational efficiency and cost savings.

Key subsidiaries

HGS International, Mauritius, wholly-owned subsidiary of your Company, is primarily engaged in investment activity. HGS International owns 100% of the share capital of HGS CX Technologies Inc, C-Cubed N.V., Curacao, Hinduja Global Solutions UK Ltd., HGS St. Lucia Ltd., Saint Lucia, Hinduja Global Solutions MENA FZ- LLC, Dubai, Team HGS South Africa (Pty) Ltd., and Diversify Offshore Staffing Solutions Pty Ltd., Australia.

HGS International, jointly with Hinduja Global Solutions UK Limited, owns 100% of the share capital of Falcon PR Holdings, Puerto Rico.

HGS (USA), LLC, wholly-owned subsidiary of HGS LLC, USA, operates in four cities in the US. It partners with Fortune 1,000 companies and Government agencies to provide comprehensive CRM programs in the verticals of consumer goods and services, e-commerce, telecom, media and travel & logistics. HGS (USA), LLC also subcontracts work to HGS India, its branch in the Philippines and to Team HGS in Jamaica.

For FY 2024, it recorded revenue of US$ 106.61 million as compared to US$ 130.37 million in FY 2023.

HGS Canada Inc., wholly-owned subsidiary of HGS Canada Holdings LLC, (step down subsidiary of HGS LLC), is a Canadian Contact Center service provider, servicing marquee customers across verticals such as Media, Telecom, Technology and Logistics. HGS Canada offers technical support, inbound and outbound sales, customer care and customer retention in English and French languages.

For FY 2024, it recorded revenue of CAD 112.02 million as compared to CAD 101.19 million in FY 2023.

Hinduja Global Solutions UK Ltd. is a leading contact center company with centers in Chiswick, Preston, Liverpool, Caerphilly (Wales) and Selkirk (Scotland). It offers a range of services for inbound and outbound interactions to marquee customers across verticals such as Government, FMCG, financial services and retail.

For FY 2024, it recorded revenue of GBP 69.21 million as compared to GBP 98.15 million in FY 2023.

Team HGS Ltd., Jamaica, began call center operations in FY 2013 at Kingston. It services local Jamaican clients as well as US clients.

For FY 2024, it recorded revenue of Jamaican Dollars 3,576.65 million as compared to Jamaican Dollars 3,740.23 million in FY 2023.

HGS Digital LLC, is a wholly-owned subsidiary of Hinduja Global Solutions UK Ltd. HGS Digital LLC is engaged in providing digital marketing services, digital consulting services as well as cloud migration and cloud monitoring services.

For FY 2024, it recorded revenue of US$ 47.94 million as compared to US$ 59.44 million in FY 2023.

Teklink International Inc., is an USA enterprise, providing full-service financial planning and analytics service provider, with presence in Europe and delivery centers in Hyderabad and Indore in India. It provides a full-service financial planning and analytics service provider to over 60 clients across multiple industries, including consumer products, retail, pharmaceuticals, manufacturing & distribution, utilities, and high tech. Effective February 28, 2023, HGS CX Technologies Inc., step down wholly owned subsidiary of your Company, has acquired TekLink International Inc., USA for an aggregate consideration of ₹ 7,134.23 million.

As per the Transaction documents signed for acquisition of Teklink, the sellers were to be paid the hold back amount of US$ 5.2 million and eligible earn out payments upto US$ 10 million based on the earnings of CY 2023. Post completion of audit of Teklink, the total amount worked out was US $ 15.2 million and has since been paid in June 2024 by the holding company of Teklink i.e. HGS CX Technologies Inc.

For FY 2024, it recorded revenue of US$ 35.52 million.

Indusind Media & Communications Limited ('IMCL'), business consists of Passive infrastructure (owned real estate property being rented to Group and other companies), Technical division providing technical services to its subsidiaries and Holding of investments in subsidiaries who are multi-system operators (MSOs). The subsidiaries of IMCL are all MSOs who are in the Cable TV industry, providing a platform for transmitting TV signals through cable operators to end consumers. For FY 2023-24, it recorded revenue from operations of ₹ 2,326.95 million as compared to ₹259.92 million in FY 2022-23.

OneOTT Intertainment Limited ('OneOTT'), an Internet Service Provider which provides its services to Retail consumers directly, through Local Cable TV operators networks enterprises consisting of small and medium sized enterprises & provision of bulk bandwidth to other ISP's. The Company also provides network operations services using fibre and related network equipment to customers in India. OneOTT is also engaged in downlinking of TV channels.

For FY 2023-24, it recorded revenue from operations of ₹ 2,380.75 million as compared to ₹ 3,220.90 million in FY 2022-23.

Bhima Riddhi Infotainment Private Limited ('Bhima Riddhi'), is a subsidiary of IMCL. Bhima Riddhi is a Multi System Operator (MSO), engaged primarily in the operation and distribution of Television Channels through the medium Analogue, Digital and Terrestrial Satellite cable Transmission and Distribution network in India.

For FY 2023-24, it recorded revenue from operations of ₹ 825.59 million as compared to ₹ 748.08 million in FY 2022-23.

In Entertainment (India) Private Limited ('In Entertainment') is a subsidiary of OneOTT. In Entertainment is in the business of Content Distribution and Tele-Shopping, Vouchers and also operates cable channels. The Company has access to cable rights of various Hindi movies and licenses the same to national MSO's and Local Cable Operators. In Entertainment has a dedicated movie channel, 'CVO Movies' and a shopping channel 'Shop24Seven M-Plex'.

For FY 2023-24, it recorded revenue from operations of ₹ 557.48 million as compared to ₹ 1,422.94 million in FY 2022-23.

During the year under review, Team HGS South Africa (Pty) Ltd. became subsidiary of your Company. Post March 31, 2024, Seven Star Balaji Broadband Private Limited also became subsidiary of your Company. The details of these two entities have been provided in this Report.

As on March 31, 2024, the Company has total 44 Subsidiaries. During the year under review, the Company does not have any joint venture or associate company.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of financial statements of your Company's subsidiaries in Form AOC-1 is attached to the financial statements of your Company.

Further, pursuant to Section 136 of the Act, the financial statements of your Company, consolidated financial statements along with relevant documents, and separate audited accounts with respect to subsidiaries, as applicable, are available on the website of Company www.hgs.cx

Particulars of Loans, Guarantees and Investments

Particulars of Loans, Guarantees and Investments as per Section 186 of the Act have been disclosed in this Annual Report as part of the Notes to the financial statements.

Credit Rating

During the year, CRISIL has reaffirmed your Company's long term rating as CRISIL A+/Stable and short term rating of CRISIL A1+.

Investor Education and Protection Fund ('IEPF')

The detailed information pertaining to IEPF has been provided in the 'Report on Corporate Governance', which forms part of this report as **Annexure 'C'**.

Communications and Public Relations

Your Company continued its efforts in garnering brand awareness and recognition for its talent and technologies solutions in AI, Analytics, Digital Marketing and IT Staffing. Receiving several elite distinctions in FY 2024, HGS was also proud to be recognized again for several consecutive distinctions including APEX award, IAOP Global Outsourcing 100 and The Stevies. During the year, HGS continued to cement itself as an industry thought leader through successful earned media coverage, establishing our targeted media Share of Voice (SOV) in North America to 8.71%, 11.62% in the UK and a 22% SOV in India.

Your Company focused heavily on expanding thought leadership in Artificial Intelligence, Digital Transformation and IT Staffing, or Expert on Demand solutioning. Key themes and messaging were supported with notable media placements in key outlets such as Forbes, VMBlog, TechCrunch, Information Week, CIO.com, and more. These publications showcased HGS subject matter experts and leadership prominently through contributed content, feature stories, and quotes providing context and insights to issues affecting business leaders today. Additionally, our sourced CX Buyers' Insights Report helped to establish credibility in the many solutions (IT Staffing, AI and Automation) we offer today, further driving home the key messaging on organizations investing in technology, but not necessarily talent.

In India, the Company continued to leverage media opportunities, social media, webinars, and events to enhance visibility and thought leadership among key stakeholders like investors, employees, and government officials. HGS shared information about its business growth, digital transformation, mergers and acquisitions, digital media services, HR activities, and community programs in key general, business and trade publications like The Economic Times, Moneycontrol, Times of India, Business Standard, People Matters, etc.

Corporate Social Responsibility ('CSR')

As a socially responsible organisation, your Company is committed to contribute to the overall development of the society. Your Company's CSR initiatives have a significant focus on empowering economically and socially disadvantaged communities. To achieve goals, your Company concentrates CSR efforts in the following core areas: healthcare, education, skill development, water, rural development, and support for persons with disabilities. CSR projects are designed to hone vocational skills of youth and persons with disabilities with the objective of enhancing their employment opportunities and livelihood. Through these initiatives, your Company strives to create positive social impact and promote sustainable development.

Your Company continues to carry out CSR activities in the aforementioned areas and continues to undertake CSR activities as specified in Schedule VII of the Companies Act, 2013.

The Corporate Social Responsibility Committee ('CSR Committee') of your Company as at March 31, 2024, consists of following Members:

- Mr. Anil Harish (DIN: 00001685), Independent Director – Chairman
- Mr. Paul Abraham (DIN: 01627449), Non-Executive Non-Independent Director – Member
- Mr. Partha DeSarkar (DIN: 00761144), Whole-time Director – Member

During FY 2023-24, one meeting of CSR Committee was held on November 22, 2023.

The CSR Policy of your Company is guided by a structured process. The CSR Forum, comprising senior employees, is responsible for identifying and evaluating potential CSR projects and initiatives. The recommendations are then forwarded to the CSR Committee, which reviews the proposals and assesses the associated costs in accordance with the relevant laws and regulations. Upon completing its review, the CSR Committee recommends approved projects to the Board for approval. Once approved, the CSR Forum oversees the implementation of the projects and provides regular updates to the CSR Committee and Board on the status of progress, expenses, and beneficiaries. Through this well-defined process, your Company ensures that our CSR initiatives are thoroughly evaluated, aligned with mission and values, and ultimately contribute for the betterment of the society.

The Report on CSR activities, in the format as required under the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, is set out in **Annexure 'E'** forming part of this report. The CSR Policy of the Company is also available on the website of your Company at https://hgs.cx/investors/corporate-policies/

Directors' Responsibility Statement

The financial statements are prepared in accordance with Ind AS to the extent applicable, as prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended thereof.

As stipulated under the provisions contained in Section 134(3)(c) read with Section 134(5) of the Act, the Directors, based upon the information and explanations obtained by them as also documents made available to them and to the best of their knowledge and belief, state that:

a) In preparation of the Annual Accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there have been no material departures in the adoption and application thereof;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;

c) They have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the Annual Accounts on a going concern basis;

e) They have laid down adequate internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

Your Company has in place internal financial controls framework which, inter-alia, consist of function wise Status of Testing (Risk and Control Matrix, Test of Design, Test of Operating Effectiveness), Summary of Controls (Key and Non-Key), Process level controls (Process/ Function wise), IT General controls (Application wise and Process wise) and Summary of Gaps in Process Level Controls, IT General Controls, etc. Such framework is periodically tested internally, as well as reviewed and tested by the external consultant. Based upon the said framework and the compliance systems established and maintained by the Company, work performed by the statutory, internal and secretarial auditors, including audit of internal financial controls over financial reporting, the reviews carried on by the Management, confirmations provided by the external consultants and update on such 'Framework' presented to the Audit Committee and to the Board, the Board is of the opinion that your Company's internal financial controls were adequate and effective during FY 2023-24.

Number of Meetings of the Board

During FY ended March 31, 2024, seven (7) meetings of Board of Directors were held on May 26, 2023, June 24, 2023, August 9, 2023, November 9, 2023, December 28, 2023, February 14, 2024 and March 20, 2024. The Company has complied with time gap requirement between any two meetings provided under the provisions of the Act and SEBI Listing Regulations. Further details in this regard are given in the Corporate Governance Report, which forms part of this report as **Annexure 'C'**.

Declaration by Independent Directors

Pursuant to the requirement of Section 149(7) of the Act, all the Independent Directors on the Board have given declaration of their independence, confirming that they meet the criteria of independence laid down in Section 149(6) of the Act and Regulations 16(1) (b) of the SEBI Listing Regulations. In the opinion of the Board, Independent Directors fulfil the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management.

In terms of Regulation 25(8) of the SEBI Listing Regulation, the Independent Directors have confirmed that they are not aware of any circumstances or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Familiarization Program for Independent Directors

The details of familiarization program imparted to the Directors during the financial year ended March 31, 2024, has been made available on your Company's website at https://hgs.cx/investors/investors-familiarisation-programme-for-directors/

Board Evaluation

Pursuant to Sections 134 and 178 of the Act and applicable regulations of the SEBI Listing Regulations, the Board Effectiveness Evaluation has been carried out by adopting a two-pronged approach as under:-

Part 1: Survey - A short survey having about 25-30 questions.

Part 2: One-on-one discussions

As in the past, it consists of three components:

i. Independent Directors meeting;
ii. Board and Committee effectiveness evaluation;
iii. Individual Directors effectiveness evaluation.

The effectiveness stated that the Board has deep expertise in diversified matters including thorough understanding of business, worldwide development that impact Business of the Company; and statutory and governance are given extremely high importance. Further, the Board has a robust review mechanism wherein adequate number of meetings are convened for review/ transparency.

Further, at the separate meeting of Independent Directors held during the financial year ended March 31, 2024 (without the attendance of Non-Independent Directors and the Members of the Management) on March 22, 2024, performance evaluation of Non-Independent Directors, the Chairman of your Company and the Board as a whole was carried out for FY 2023-24. The Independent Directors also assessed the quality, quantity and timeliness of the flow of information between your Company's Management and the Board.

Directors

In terms of the provisions of the Act and the Articles of Association of the Company, Mr. Sudhanshu Tripathi (DIN: 06431686), Non-Executive Director is liable to retire by rotation at the ensuing 29th AGM and being eligible, offers himself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 14, 2024, have approved and recommended the re-appointment of Mr. Sudhanshu Tripathi (DIN: 06431686) as Director liable to retire by rotation. Accordingly, a proposal for re-appointment of Mr. Sudhanshu Tripathi is placed for the approval of the Members by way of an Ordinary Resolution at the ensuing AGM.

Further, Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 14, 2024, have approved and recommended following:

- Continuation of Directorship of Mr. Ashok P. Hinduja (DIN: 00123180), Chairman, Non-Executive Non-Independent Director, who will be completing 75 years of age on July 15, 2025.
- Re-appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director for a period of 5 years (i.e. 2nd term) with effect from September 4, 2024.
- Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director for a period of 5 years (i.e. 2nd term) with effect from September 30, 2024.
- Re-appointment of Mr. Partha DeSarkar (DIN: 00761144) as a Whole Time Director & Group CEO for a period of 1 year with effect from September 4, 2024 to September 3, 2025.

Approval of the Shareholders of the Company is being sought at the ensuing AGM for aforesaid re-appointment/ continuation of directorship.

None of the Directors of the Company are disqualified for appointment / to continue to act as Director under Section 164 of the Act. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

Details relating to the composition of the Board, meetings of the Board held during financial year ended March 31, 2024, attendance of the Directors have been provided in the Report on Corporate Governance which forms part of this report as **Annexure 'C'**.

Registration in Independent Directors' Databank

Pursuant to a notification dated October 22, 2019, issued by the Ministry of Corporate Affairs, the Independent Directors of the Company, to the extent applicable, have confirmed that their registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs is in compliance with the requirements of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Audit Committee

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations, the Audit Committee of the Board as on March 31, 2024, comprises of following Members:

- Mr. Anil Harish, Independent Director - Chairman
- Ms. Bhumika Batra, Independent Director - Member
- Dr. Ganesh Natarajan, Independent Director - Member
- Mr. Sudhanshu Tripathi, Non-Executive Non-Independent Director - Member; and
- Mr. Pradeep Udhas, Independent Director - Member

Further, as per the requirements of the Act, and the SEBI Listing Regulations, the Board had also constituted following Committees of the Board:

- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship and Share Allotment Committee
- Risk Management Committee
- Buyback Committee

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance, which forms a part of this report as **Annexure 'C'**. Further, there have been no instances where the Board did not accept the recommendations of its Committees, including the Audit Committee.

Key Managerial Personnel

Pursuant to the provision of Section 203 of the Act, the Company has the following Key Managerial Personnel as on March 31, 2024:

- Mr. Partha DeSarkar - Whole-time Director & Group CEO
- Mr. Vynsley Fernandes - Whole-time Director
- Mr. Srinivas Palakodeti - Global Chief Financial Officer
- Mr. Narendra Singh - Company Secretary

Affirmation of Code of Conduct

Your Company has a Code of Conduct for Board and Senior Management Personnel that reflects its high standards of integrity and ethics. The Directors and Senior management of the Company have affirmed their adherence to this Code of Conduct for FY 2023-24. A declaration to this effect, duly signed by Whole-time Director and Chief Executive Officer forms part of this report as Annexure 'A'. This Code of Conduct is available on the Company's website and can be accessed at https://hgs.cx/wp-content/uploads/2022/08/HGS-Code-of-Conduct-for-Board-Members-Sr-Mgt-Personnel.pdf

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information relating to conservation of energy, technology absorption and foreign exchange earnings & outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended, forms part of this report as **Annexure 'B'**.

Report on Corporate Governance

As required under Schedule V of the SEBI Listing Regulations, a detailed report on Corporate Governance forms part of this report as **Annexure 'C'**.

Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124), Secretarial Auditor of your Company has examined the compliance of conditions of Corporate Governance as stipulated in Schedule V (C) of the SEBI Listing Regulations and the certificate forms part of **Annexure 'C'** to this report.

Report on Management Discussion and Analysis

In compliance with Regulation 34 of the SEBI Listing Regulations, a separate report on Management Discussion and Analysis which includes details on the state of affairs of the Company is annexed to this report as **Annexure 'D'**.

Employees Stock Options Plan ('ESOP')

Two ESOP Schemes, viz. 'Hinduja Global Solutions Limited Employees Stock Options Plan 2008' and 'Hinduja Global Solutions Limited Employees Stock Options Plan 2011' have been in operation during FY 2023-24. These ESOP Schemes are in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended. As on date, there are no outstanding stock options pending for vesting/ exercise. The particulars of aforesaid ESOP Schemes are available on your Company's website at https://hgs.cx/investors/other-reports/#toggle-id-3

Annual Return

Pursuant to Section 92(3) and 134(3)(a) of the Act, an Annual Return as on March 31, 2024, in the prescribed format, is available on your Company's website at https://hgs.cx/investors/other-reports/.

Related Party Transactions

All contracts/ arrangements/ transactions entered into with the related parties during FY 2023-24 are in the ordinary course of business and at arm's length basis and therefore, outside the purview of Section 188(1) of the Act and same are disclosed in the financial statements of your Company. The Company has formulated a Policy on Related Party Transactions for identification and monitoring of such transaction as recommended by the Audit Committee and adopted by the Board is available on the Company's website at https://hgs.cx/investors/corporate-policies/.

Information on related party transactions pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, as amended, is given in Form AOC-2 and the same forms part of this report as **Annexure 'F'**.

Policy on Directors' Appointment and Remuneration

Policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act have been disclosed in the Report on Corporate Governance, which forms part of this report as **Annexure 'C'**.

Policies framed under the Companies Act, 2013 and SEBI Listing Regulations, as applicable, have been uploaded on the website of the Company at https://hgs.cx/investors/corporate-policies/.

Whistle Blower Policy and Vigil Mechanism

According to Section 177 of the Act, and Regulation 22 of the SEBI Listing Regulations, the Company has a Whistle Blower Policy and Vigil Mechanism in place and is available on the website of your Company at https://hgs.cx/investors/corporate-policies/. No complaint was received under the Policy during the year ended March 31, 2024.

The details of the Policy are disclosed in the Report on Corporate Governance, which forms part of this report as **Annexure 'C'**.

Internal Complaints Committee ('ICC')

Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has in place an Internal Complaints Committee (ICC) and also Policy on appropriate social conduct at workplace. The Policy is applicable to all employees of your Company at all locations. Employees, for the purpose of this policy, shall include all persons engaged in the business and operations of your Company and includes permanent, temporary and part-time employees. In addition, this policy shall also be applicable to all third parties such as visitors, clients, customers, contractors, service providers and any other person authorized to be present within the premises/ workplace of your Company. Your Company's workplace includes Company's premises, as well as the premises of other third parties, vendors and associates of your company where the employees of your Company are required to perform work or that are visited by the employees of your Company arising out of or during the course of employment.

The Reports of the ICC are periodically (i.e. quarterly) placed before the Board for review and suggestions as an ongoing process, and initiatives are taken by the Management to make the workplace safer for the employees. The status of complaints received, disposed of by the ICC and pending as at March 31, 2024 is as under:

Number of complaints pending as on March 31, 2023	Nil
Number of complaints received during the year	Nil
Number of complaints disposed of during the year	Nil
Number of complaints withdrawn during the year	Nil
Number of complaints pending as on March 31, 2024	Nil

Risk Management Policy

Your Company has formulated a Risk Management Policy & Procedures, which, inter-alia, identify risks, taking into consideration the business and operations of the Company and adoption of mitigation measures. The details of the Policy & Procedures are given in the Management Discussion and Analysis Report (MDA) annexed to this report as **Annexure 'D'**.

The Risk Management Committee of the Board (`RMC') comprises of (i) Two Independent Directors (ii) a Non-Executive, Non-Independent Director and (iii) Executive Director.

The RMC met twice during the year and reviewed Enterprise Risk Management framework, the risks that matter and updated the policy and procedures as appropriate. The RMC updated the Audit Committee and the Board on the matters relating to risks.

Fixed Deposits

The Company has not accepted any Deposits under Chapter V of the Act during the year and hence no amount of principal or interest was outstanding on the date of Balance Sheet.

Statutory Auditors and Auditors' Report

M/s. Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 103523W/W100048) appointed as the Statutory Auditors of the Company by the Members at the 27th AGM held on September 28, 2022 to hold office upto the conclusion of 32nd AGM to be held in the year 2027.

M/s. Haribhakti & Co. LLP, Chartered Accountants have under sections 139 and 141 of the Act and Rules framed thereunder confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and furnished a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the SEBI Listing Regulations.

The reports of the Statutory Auditors on Standalone and Consolidated Ind AS Financial Statements forms part of this Annual Report. The Auditors' Report contains 'Unmodified Opinion' on the financial statements (standalone and consolidated) of the Company, for the year ended March 31, 2024 and there are no qualifications in their report.

Secretarial Audit and Compliance with Secretarial Standards

Pursuant to the provisions of Section 204 of the Act, the Board had appointed Mr. Virendra Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124), as the Secretarial Auditor to carry out the Secretarial Audit for FY 2023-24.

The Secretarial Audit Report for FY 2023-24 forms part of this report as **Annexure 'G'**. The Report does not contain any qualifications, reservations or adverse remarks.

During the year, your Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Cost Audit and Cost Auditor

During the year 2023-24, the Company has maintained Cost Accounts and Records pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended. The Cost Auditors' Report for the Financial Year ended March 31, 2023 did not contain any qualification, reservation or adverse remark, and the same was duly filed with the Ministry of Corporate Affairs. Further, the cost Auditors Report for the Financial Year ended March 31, 2024 also did not contain any qualification, reservation or adverse remark.

Further, in terms of section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company has appointed M/s. ABK & Associates, Cost Accountants, (Firm Registration No. 000036) as Cost Auditor for the audit of the cost records of 'Telecommunication Activity' for the Financial Year 2024-25 and their remuneration needs to be ratified by the Members of the Company. Accordingly, a resolution for the said ratification shall be placed for approval of Members of the Company at the ensuing AGM.

Proceeding under Insolvency and Bankruptcy Code, 2016

There are no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during FY 2023-24. The disclosure as per rule 8(5)(xi) and 8(5) (xii) of the Companies (Accounts) Rules, 2014 are not applicable.

Reporting of Fraud

During the year under review, there were no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

Particulars of Employees

Disclosures as required under section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto are given in **Annexure 'H'** to this Report.

In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Annual Report.

Having regard to the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members. The said information is available for inspection at the Registered Office of the Company and any member interested in obtaining such information may write to the Company Secretary and the same shall be furnished without any fee.

In accordance with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, details of foreign employees, excluding Directors and their relatives, have not been included in the Annual Report. Members interested in obtaining the said information may write to the Company Secretary at the Registered Office and the same shall be furnished without any fee.

Business Responsibility and Sustainability Report ('BRSR')

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, with effect from the financial year 2023-24, the top one thousand listed entities based on market capitalisation are required to submit a Business Responsibility and Sustainability Report ('BRSR'). Accordingly, the BRSR describing the initiatives taken by the Company from ESG perspective as required in terms of the above provisions separately forms part of this report as **Annexure 'I'**.

Receipt of balance consideration towards sale of healthcare business

On August 9, 2021, your Company entered into a definitive agreement for the sale of its Healthcare Services Business to wholly owned subsidiaries of Betaine BV ('Investor'), which was owned by funds affiliated with Baring Private Equity Asia. The transaction has been consummated on January 5, 2022 and the consideration was accounted in the year March 31, 2022.

Post March 31, 2024, HGS International Mauritius, a subsidiary of the Company received balance consideration US $ 44.5 million (net of agreed expenses) towards sale of said healthcare business which has been accounted in the quarter ended June 30,2024.

Update on survey/ search conducted by Income Tax Authorities

During FY 2023-24, the Income Tax Authorities ('the department') conducted survey/ search at Company's registered office, corporate office, and some of its other premises. The Officials of the Company provided the required details, clarifications, and documents to them during such survey/search. As on date, the Company has not received any written communication from the department regarding the outcome of the survey/search, as aforesaid. Therefore, the consequential impact, if any, on audited financial results is currently not ascertainable.

Significant and Material Orders

There are no significant and material orders passed by the Regulators or Courts or Tribunals that would impact the going concern status and your Company's operations in the future.

Internal Financial Controls, Audit Trail and its Adequacy

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business (including Internal Financial Controls over Financial Reporting) and their adequacy are included under the heading 'Internal Controls' and 'Audit Trail' in the Management Discussion and Analysis section, which forms part of this report as **Annexure 'D'**.

Material Changes and Commitments Affecting the Financial Position of the Company between the end of the Financial Year and Date of the Report

Your Company has, earlier in April 2023, given a corporate guarantee of US$ 60.5 million to Standard Chartered Bank for the loan of US$ 55 million availed by HGS CX Technologies Inc., a wholly owned Subsidiary of the Company.

Post March 31, 2024, HGS CX Technologies Inc. has entered into 'Amendment and Restatement Agreement' on July 16, 2024 to roll over the said loan of US$ 55 million. Accordingly, corporate guarantee of US$ 60.5 million given by the Company for the said loan also gets extended upto January 2030 to align with the revised terms of the loan. The Company and its subsidiaries have adequate financial resources, hence, no adverse financial impact is foreseen /expected.

There are no other material changes and commitments between the end of the financial year of the Company and as on the date of this report which can affect the financial position of the Company.

Acknowledgements

Your Directors' express their grateful appreciation for the co-operation and support received from the customers, vendors, business associates, investors, financial institutions, bankers, the Government of India, State Governments, Governments of various countries in which your Company operates, regulatory authorities and the society at large. Your Directors place on record their sincere appreciation for the dedicated efforts, commitments and contribution of employees at all levels of your Company, which has enabled your Company to achieve consistent growth in a challenging business environment.

For and on behalf of the Board of Directors

Ashok P. Hinduja
Chairman
DIN:00123180

Place: Mumbai
Date: August 14, 2024

Annexure 'A'

TO THE DIRECTORS' REPORT

Declaration of Code of Conduct

I hereby confirm that all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct of the Company for the year ended March 31, 2024.

Place: New York
Date: May 3, 2024

Partha DeSarkar
Whole-time Director
DIN: 00761144

Annexure 'B'

TO THE DIRECTORS' REPORT

Particulars pursuant to Companies (Accounts) Rules, 2014

a. Energy Conservation and Technology Absorption:

The nature of your company's business doesn't involve any manufacturing or processing activities; therefore, we're not reporting on energy conservation. However, the Company acknowledges the importance of energy conservation in the fight against climate change and its harmful impacts. With this in mind, the Company operates in an environmentally friendly and energy-efficient manner, consistently striving to conserve energy and exploring various methods to reduce energy consumption.

Regarding technology absorption, FY2024 has been both exciting and complex for your Company as it moved ahead with higher technology adoption. HGS has adopted cloud first approach to all our existing and new requirements, keeping in mind to conserve energy at all HGS premises. Over the last two years, all core intensive servers/blades/workloads/networks have been migrated to cloud to minimize the carbon footprint across HGS datacenters and only edge level devices are hosted onsite which is the bare minimum need to run multiple seats.

Several significant IT infrastructure changes were successfully implemented. We have significantly adopted MS Co-pilot and GitHub Co-pilot across our businesses. Security is a top priority, and we've migrated to MS Exchange Online Protection. Single Sign-On was transitioned to Azure SSO.

Your Company also consolidated antivirus solutions, migrating all of them to Microsoft Defender. The Security Information and Event Management (SIEM) tool was standardized to ArcSight across all geographies. Starting in September 2024, HGS will globally transition to an SDWAN + SASE architecture, allowing for the phasing out of VPNs and proxies across regions.

b. Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows and outgo during the year are as under.

- **Foreign Exchange Earnings and Outgo:**

(₹ in million)

For the Year	2023-24	2022-23
Total Foreign Exchange earned	3,236.94	2,348.92
Total Foreign Exchange outgo	440.13	495.21

- **Export initiatives and development of new export market:**

The share of export in the total income for the last two years is as given under:-

For the Year	2023-24	2022-23
Export as a: % of operating income	20.51%	17.75%
% of total income	17.51%	12.79%

For and on behalf of the Board of Directors

Ashok P. Hinduja
Chairman
DIN: 00123180

Place: Mumbai
Date: August 14, 2024

Annexure 'C' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE

For the Financial Year ('FY') ended March 31, 2024

[PURSUANT TO SCHEDULE V (C) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

1 COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is committed to run its business and operations in a legal, ethical and transparent manner and its corporate practices are based on professionalism, fairness and accountability which ultimately results in building confidence and in gaining credibility and trust of various stakeholders. The business and operations of your Company are carried on by the professionals and competent management under the guidance and advice of the diversified, experienced and independent Board of Directors. The Board of Directors act as a vital monitoring mechanism to ensure adoption and implementation of good corporate practices by the management. Your Company believes that the primary goal of corporate governance is the enhancement of long-term shareholders' value and at the same time protecting the interest of other stakeholders and strives to achieve these objectives, thereby paving the way for its long-term success.

2. BOARD OF DIRECTORS

Composition

The composition of the Board is in conformity with the requirements of the Companies Act, 2013 ('the Act') including the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). The composition of the Board represents an optimal mix of professionalism, knowledge, and experience and enables the Board to discharge its responsibilities and provide effective leadership to the Company.

As at March 31, 2024, the Board of Directors of the Company comprises two Whole-time Director/ Executive Director and Eight Non-Executive Directors. Of the Eight Non-Executive Directors, three are Non-Independent Directors and five are Independent Directors. The composition of the Board is in conformity with the requirements of the Act and SEBI Listing Regulations. None of the Directors are related to each other and key managerial personnel. The Chairman of the Company is the Promoter of the Company.

The Members of the Board are drawn from diverse fields and devote substantial time in the deliberations at the Board Meetings and Committee Meetings of which they are Members. The Board is fully committed towards ensuring adoption and implementation of highest standards of corporate governance. The Whole-time Directors are responsible for the day-to-day business, operations and the Management of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

All the Directors of the Company, except Independent Directors and Non-Executive Chairman, are liable to retire by rotation. The Company does not have any Nominee Director of any financial institutions/ banks. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Board of Directors of the Company has accepted all the mandatory recommendations of the Committees of the Board.

None of the Directors on the Board:

- holds directorships in more than 7 (seven) listed companies;
- holds directorships in more than 10 (ten) public companies;
- who are the Whole-time Directors serve as independent directors in more than 3 (three) listed companies;
- serves as Member of more than 10 (ten) committees or Chairperson of more than 5 (five) committees. Committees include Audit Committee and Stakeholders' Relationship Committee across all public companies in which they are directors.

Details of Board Meetings held during the FY ended March 31, 2024, attendance of Directors at the said Meetings and at the last AGM and details of Directorships and Memberships of the Board and of the Committees (including that of the Company)

During FY ended March 31, 2024, 07 (Seven) Board Meetings were held on May 26, 2023, June 24, 2023, August 09, 2023, November 09, 2023, December 28, 2023, February 14, 2024, and March 20, 2024.

The Company has complied with time gap requirement between any two meetings as provided under the provisions of the Act and SEBI Listing Regulations. Video conferencing facility has been provided to facilitate Directors to participate in the meetings of the Board and the Committees of the Board.

The composition of the Board, details of directorship, committee positions as on March 31, 2024 and attendance of the Directors at the Board meetings and the AGM held during the year under review are given in the table below:

Name of the Director	Attendance at Board Meetings during FY 2023-24	Attendance at the last AGM held on September 27, 2023	Board Membership#		Committee Membership		Directorship in other listed entities	
			Chairperson	Member	Chairperson	Member	Name of the listed entity	Category
Mr. Ashok P. Hinduja Chairman, Non-Executive Director DIN: 00123180	5	Yes	6	-	-	-	-	-
Mr. Anil Harish Independent Director DIN: 00001685	7	Yes	-	4	4	-	Blue Star Limited	Independent Director
							NDL Ventures Limited	Independent Director
Mr. Sudhanshu Tripathi Non-Executive Director DIN: 06431686	7	Yes	2	3	1	4	GOCL Corporation Limited	Non-Executive Director
							NDL Ventures Limited	Non-Executive Director
Ms. Bhumika Batra Woman Independent Director DIN: 03502004	7	Yes	-	9	4	6	Repro India Limited	Independent Director
							Jyothy Labs Limited	Independent Director
							Sharp India Limited	Independent Director
							Finolex Industries Limited	Independent Director
							NDL Ventures Limited	Independent Director
							Sanghvi Movers Limited	Independent Director
Dr. Ganesh Natarajan Independent Director DIN: 00176393	7	Yes	-	4	1	3	Honeywell Automation India Ltd	Independent Director
							Cinerad Communications Limited	Non-Executive Non Independent Director
Mr. Partha DeSarkar Whole-time Director DIN: 00761144	7	Yes	-	1	-	1	-	-
Mr. Pradeep Udhas Independent Director DIN:02207112	7	Yes	-	2	-	2	Indusind Bank Limited	Independent Director
Mr. Paul Abraham Non-Executive Director DIN:01627449	6	Yes	-	1	-	1	-	-
Mr. Munesh Khanna Independent Director DIN:00202521	7	No	-	9	-	7	Gulf Oil Lubricants India Limited	Independent Director
							NDL Ventures Limited	Independent Director
							JSW Energy Limited	Independent Director
Mr. Vynsley Fernandes Whole-time Director DIN: 02987818	7	Yes	-	4	-	1	-	-

Includes unlisted public companies.

I Membership of the Board and the Committees:

(a) Excludes Foreign Companies, Private Limited Companies (which are not subsidiaries of public limited companies), Alternate Directorships and Companies registered under Section 8 of the Act.

(b) As per Regulation 26(1)(b) of the SEBI Listing Regulations, Membership and Chairpersonship of Audit Committee and Stakeholders' Relationship Committee are only considered.

II. The terms and conditions of appointment of Independent Directors have been uploaded on the website of the Company at https://www.hgs.cx/investors/corporate-policies.

III. The details of familiarization program imparted to Independent Directors during FY ended March 31, 2024 has been uploaded on the website of the Company at https://hgs.cx/investors/investors-familiarisation-programme-for-directors/

IV. Chart or Matrix Skills/expertise/competence of the Board:

Your Company is engaged in the business of providing Business Process Management (BPM) Services and Digital Media business and its predominant capital is 'Human Resources' and technologies. The Board has identified following skill sets / competencies:

Knowledge about the BPM Industry, Digital Media business and how operations are carried out, knowledge and expertise in the following areas - finance, taxation (direct & indirect), Legal, Corporate laws and laws applicable to the industry in which the Company operates, Corporate Governance, SEBI Regulations, Business restructuring, Strategic Planning relating to business and human resources etc.

As on March 31, 2024, following are the skills as identified by the Board:

Skills/expertise/ competence of the Board of Directors as required in the context of its business(es) and Sector(s)	Name of Directors who have such skills/ expertise / competence
Expertise in Digital Media, BPM, Commercial, Banking, Finance and Hospitality	Mr. Ashok P. Hinduja
Corporate Law, Income-tax, FEMA and property matters	Mr. Anil Harish
HR and Corporate Governance	Mr. Sudhanshu Tripathi
Legal, Corporate and International laws	Ms. Bhumika Batra
IT and BPM Industry	Dr. Ganesh Natarajan
Finance, Technology and Business Management	Mr. Pradeep Udhas
BPM Industry	Mr. Partha DeSarkar
Banking and Financial Sector and Philanthropic activities	Mr. Paul Abraham
Finance, Investment Banker and Advisor	Mr. Munesh Khanna
Expertise in Media and Entertainment Sector, Strategic Financial Acumen, Strategic Risk Management, Corporate Governance.	Mr. Vynsley Fernandes

As on March 31, 2024, the Board of Directors consists of 10 Directors out of which 8 are Non-Executive Directors and two Executive (Whole-time) Directors. The members of the Board are drawn from diversified field and each member of the Board has varied and vast experience in their chosen field. Having regard to the deliberations ensued at the meetings of the Board and the Committees particularly on the matters relating to the Business and operations of the Company, Regulatory compliances, adherence to the Corporate Governance standards etc.; the Board believes that its members do possess requisite skills, expertise and experience which enables the Board as a collective body to discharge its functions effectively by providing timely advice and guidance to the management in critical areas.

V. Your Company has adopted the Code of Conduct for Board Members, Senior Management Personnel and Employees ('the Code'). The Code is available on the Company's website at https://hgs.cx/wp-content/uploads/2023/10/HGS-Code-of-Conduct-for-Board-Members-Sr-Mgt-Personnel.pdf All Board Members and Senior Management Personnel have affirmed compliance with the Code for the year ended March 31, 2024. As required under Schedule V(D) of the SEBI Listing Regulations, the declaration of the Chief Executive Officer to this effect has been attached as Annexure 'A' to the Directors' Report.

VI. Details of equity shares of the Company held by the Directors as on March 31, 2024 are as under:

Name of Director	Number of Shares held
Mr. Ashok P. Hinduja#	14,28,345
Mr. Anil Harish	-
Mr. Sudhanshu Tripathi	-
Ms. Bhumika Batra	-
Dr. Ganesh Natarajan	1,158
Mr. Partha DeSarkar	609
Mr. Pradeep Udhas	-
Mr. Paul Abraham	-
Mr. Munesh Khanna	-
Mr. Vynsley Fernandes	-

Includes shareholding as Karta of HUFs

3. AUDIT COMMITTEE

- **Terms of Reference**

The Audit Committee acts in accordance with the 'terms of reference' as specified by the Board of Directors ('the Board') of the Company and/or mandated in the SEBI Listing Regulations/ the Act, from time to time, which, *inter-alia*, includes:

Recommendation to the Board for appointment, remuneration and terms of appointment of Auditors of the Company, review and monitoring the Auditor's independence, performance and effectiveness of Audit process; examination and recommendation to the Board of the quarterly and Annual Financial Statements and Auditor's Report thereon; Oversight of the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; Discussion with internal auditors and with the Management on critical and significant findings of the Internal Audit Reports and suggesting corrective measures and follow up thereon; Evaluation of Internal Financial Controls and risk management systems; Review, approval and any subsequent modification of transactions with related parties, Review of Enterprise Risk Management framework and updates thereon; Scrutiny of Inter-corporate loans and investments, valuation of undertakings or assets of the Company, wherever it is necessary, Review of and report to the Board, findings of any internal investigation by the Management/ internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, Review of Reports submitted by the Compliance Officer under Prevention of Insider Trading Code of the Company and matters relating to the compliance of the said Code, Review of Reports submitted under HGS Whistle Blower Policy & Vigil Mechanism.

- **Composition**

During the year under review, there was no change in the composition of the Audit Committee. The composition of the Audit Committee is as under:-

- Mr. Anil Harish, Independent Director - Chairman
- Ms. Bhumika Batra, Independent Director - Member
- Dr. Ganesh Natarajan, Independent Director - Member
- Mr. Sudhanshu Tripathi, Non-Executive, Non-Independent Director - Member
- Mr. Pradeep Udhas, Independent Director - Member

The composition of the Audit Committee conforms with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. Further, changes that took place during the year under review were in compliance with the provisions of the Companies Act and SEBI Listing Regulations.

All the Members possesses a sound knowledge of accounts, audit and financial management. The Company Secretary acts as Secretary to the Committee. The invitees to the Audit Committee meetings include representatives of the Statutory Auditor, Internal Auditor or his representative, Whole-time Directors, Non-Executive Director, Chief Financial Officer and such other Executives and external consultants as deemed necessary.

- **Meetings**

During FY ended March 31, 2024, 8 (Eight) meetings of the Committee were held on May 26, 2023, June 15, 2023, July 10 2023, August 9, 2023, November 9, 2023, December 27, 2023, February 14, 2024 and March 20, 2024. The Company has complied with the time gap requirement between any two meetings as provided under the provisions of the Act and SEBI Listing Regulations.

- **Attendance**

Name of the Member	No. of Meetings attended
Mr. Anil Harish	8
Ms. Bhumika Batra	8
Dr. Ganesh Natarajan	8
Mr. Sudhanshu Tripathi	8
Mr. Pradeep Udhas	7

Mr. Anil Harish, Chairman of the Audit Committee, attended the last AGM of the Company held on September 27, 2023.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The details of Corporate Social Responsibility Committee including terms of reference, composition, number of meetings and attendance of meeting etc. is given as **Annexure 'E'** to the Directors' Report.

5. NOMINATION AND REMUNERATION COMMITTEE ('NRC')

1. The Committee was constituted as a Board Committee and empowered to take and approve decisions and keep the Board informed at regular intervals regarding:

i. Identification and appointment of a qualified Managing Director and approving senior management candidates one level below the

MD (including promotions), Key Managerial Personnel.

ii. The terms of engagement for Independent Directors, Non-Executive Directors, Managing Director, Whole-time Directors and senior management candidates one level below the Managing Director / Whole-time Director.

2. The Broad Terms of Reference of NRC are as follows:

- Devising a policy on board diversity.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Evaluate and approve for appointment candidates recommended by Managing Director/ Whole-time Director for positions of senior management and above.
- Design and administer processes for evaluating the qualification, positive attributes and independence of a Director and recommend to the Board a Policy (in compliance with the provisions of the Section 178(4) of the Act), relating to remuneration of Directors, Key Managerial Personnel and other employees.
- Evaluation of Performance Management System of Managing Director, Whole-time Directors and senior management.
- Review the succession plan for critical positions and suggest actions.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The broad terms of reference of NRC includes the requirements as specified in the SEBI Listing Regulations/ the Act, from time to time.

• Composition

The Composition of NRC comprises of three members as follows:

- Mr. Anil Harish, Independent Director - Chairman
- Mr. Sudhanshu Tripathi, Non-Executive Non-Independent Director - Member
- Ms. Bhumika Batra, Independent Director - Member
- The composition of the NRC conforms with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

• Meetings

During FY ended March 31, 2024, 4 (four) meetings of the NRC were held on August 08, 2023, September 4, 2023, November 22, 2023, and February 13, 2024.

Attendance:

Name of the Member	No. of Meetings attended
Mr. Anil Harish, Chairman	4
Mr. Sudhanshu Tripathi, Member	4
Ms. Bhumika Batra, Member	4

Mr. Anil Harish, Chairman of the Committee attended the last AGM of the Company held on September 27, 2023.

• Performance Evaluation Criteria for Independent Directors

The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The aspects evaluated are as follows:

(a) Role and Accountability

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

(b) Objectivity

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

(c) Leadership and Initiatives

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

(d) Personal Attributes

- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.

• Remuneration Policy

The NRC is responsible for formulating and making the necessary amendments to the “Remuneration Policy” for the Non-Executive Directors (NEDs), Chief Executive Officer (CEO), Key Managerial Personnel (KMP), Senior Management Personnel of the Company, from time to time, and the Policy is approved by the Board. The objective of the Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the Company needs and to ensure that they perform effectively to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the Company’s stakeholders. The remuneration policy reflects a balance between the interests of the Company’s stakeholders as well as between the Company’s short-term and long term strategy and is designed to balance short term operational performance with the medium and long-term objective of creating sustainable value within the Company. The Remuneration Policy as approved by the NRC and the Board has been placed on the website of the Company at https://hgs.cx/ investors/corporate-policies/

• REMUNERATION OF DIRECTORS

• Remuneration by way of sitting fees

The Non-Executive Directors were paid sitting fees, within the limits prescribed under the Act, for attending Meetings of the Board and the Committees of the Board held during FY ended March 31, 2024, as under:

(₹ in lakhs)

Name of Director	Sitting Fee
Mr. Ashok P. Hinduja	5.00
Mr. Anil Harish	20.00
Mr. Sudhanshu Tripathi	21.00
Ms. Bhumika Batra	21.50
Dr. Ganesh Natarajan	15.50
Mr. Pradeep Udhas	15.00
Mr. Paul Abraham	6.50
Mr. Munesh Khanna	7.00

• Remuneration by way of Commission:

The Non-Executive Directors were paid commission within the ceiling of 1% of the net profits of the Company as computed in the manner as specified under Section 198 of the Act in accordance with the approval granted by the Members at the 25th AGM held on September 30, 2020. Such commission is divided amongst the Non-Executive Directors as determined and approved by the NRC and the Board based on the parameters such as tenure as a Board member, attendance and participation in the Board meetings during the year, etc.

However, there is no commission paid/ payable for FY 2023-24 as the Company has inadequate profits for FY 2023-24.

➢ Non-Executive Directors are not entitled for stock options under the existing ESOP Schemes of the Company.

➢ Remuneration to Mr. Partha DeSarkar and Mr. Vynsley Fernandes, Whole-time Directors

• Mr. Partha DeSarkar

Remuneration to Whole-time Director is subject to the limits specified in Section 197 and Schedule V to the Act and in accordance with the terms of appointment and remuneration approved by the Members at the 24th AGM held on September 28, 2019, and through Postal Ballot on March 27, 2024:

Elements of remuneration	Amount in ₹
Salary	72,49,401
Perquisites & Allowances	1,14,544
Annual Performance Incentives(API)#	1,30,32,000
Other, please specify (Employer’s contribution towards Provident Fund, Gratuity Fund and Superannuation Fund and Medical Insurance)	10,57,124
Total	**2,14,53,069**

Notes:

(i) #Post approval of the NRC and the Board, API paid in FY 2023-24 out of provisions made upto March 31, 2023.

(ii) The above excludes the remuneration of ₹ 7.53 crores paid to Mr. Partha DeSarkar from Hinduja Global Solutions, LLC, USA Subsidiary of the Company.

(iii) Approval of the Shareholders of the Company was sought through postal ballot on March 27, 2024 for payment of ₹ 8.725 crores as balance payment for successful completion of the sale of healthcare business in FY 2021-22 in respect of which provision was made in FY 2021-22.

(iv) As on March 31, 2024, Mr. Partha Desarkar does not have any outstanding stock options, hence, other details are nil / not applicable.

(v) Other information, in detail, about Mr. Partha De Sarkar are provided in the Notice convening 29th AGM of the Company.

- **Mr. Vynsley Fernandes**

  Mr. Vynsley Fernandes was inducted as Whole-time Director based on the recommendation of the Nomination and Remuneration Committee and approval of the Board for a period of 3 years with effect from November 14, 2022. Remuneration paid to him is subject to the limits specified in Section 197 and Schedule V to the Act and in accordance with the terms of appointment and remuneration approved by the Members through Postal Ballot on January 25, 2023 and March 27, 2024.

Elements of remuneration	Amount in ₹
Salary	2,25,60,000
Perquisites & Allowances	39,600
Performance Incentives#	1,00,00,000
Other, please specify (Employer's contribution towards Provident Fund, Gratuity Fund and Superannuation Fund and Medical Insurance)	14,40,000
Total	3,40,39,600

Notes :

(i) # Performance Incentive paid in FY 2023-24 against provisions made upto March 31, 2023.

(ii) As on March 31, 2024, Mr. Vynsley Fernandes does not have any outstanding stock options, hence, other details are nil / not applicable.

- **Material pecuniary relationships or transactions with the Non-Executive Directors**

  During FY ended March 31, 2024, apart from the sitting fees and commission paid to the Non-Executive Directors, the Company did not have any material pecuniary relationships or transactions with Non-Executive Directors in their individual capacity. The transactions, if any, with the firms/ entities where directors are interested are disclosed in notes to Financial Statements under Related Party Transactions.

6. STAKEHOLDERS RELATIONSHIP AND SHARE ALLOTMENT COMMITTEE

The Stakeholders' Grievance Committee is known by the name Stakeholders' Relationship and Share Allotment Committee ('SRSAC').

- **Composition**

  During the year under review, there was change in the composition of the SRSAC and the revised composition of the Committee is as under:-

  - Ms. Bhumika Batra, Independent Director - Chairperson
  - Dr. Ganesh Natarajan, Independent Director - Member
  - Mr. Partha DeSarkar, Whole-time Director - Member
  - Mr. Paul Abraham, Non-Executive, Non Independent Director - Member

The term of reference of the Committee are as follows:

i. Resolving the grievances of the security holders of the listed entity including complaints related to demat, remat, transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

ii. Review of measures taken for effective exercise of voting rights by shareholders.

iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The composition of the SRSAC conforms with the requirements of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. Mr. Narendra Singh, Company Secretary, acts as Compliance Officer. Further, the terms of reference of SRSAC includes the requirements as specified in the SEBI Listing Regulations/ the Act, from time to time.

During FY ended March 31, 2024, 16 complaints were received from the Investors/ Members. All the 16 complaints were resolved during the year. Status of the complaints received, disposed-off and pending on quarterly basis has been reported to the Board on a periodical basis along with matters relating to the 'Shares' of the Company.

During the year, one meeting of SRSAC was held on March 20, 2024.

7. RISK MANAGEMENT COMMITTEE

During the year under review, there was no change in the composition of the Risk Management Committee and the revised composition of the Committee is as under:-

- Ms. Bhumika Batra, Independent Director - Chairperson
- Mr. Sudhanshu Tripathi, Non-Executive, Non-Independent Director - Member
- Mr. Partha DeSarkar, Whole-time Director - Member
- Mr. Pradeep Udhas, Independent Director - Member

The terms of reference of this Committee are as follows:

(1) To formulate a detailed risk management policy which shall include:

  (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

  (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

  (c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The RMC shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board. Further, the terms of reference of RMC includes the requirements as specified in the SEBI Listing Regulations/ the Act, from time to time.

- **Meetings**

  During FY ended March 31, 2024, 2 (two) meetings of the RMC were held on August 23, 2023 and February 16, 2024.

- **Attendance**

Name of the Member	No. of Meetings attended
Ms. Bhumika Batra, Chairperson	2
Mr. Sudhanshu Tripathi, Member	2
Mr. Partha DeSarkar, Member	2
Mr. Pradeep Udhas, Member	2

8. BUYBACK COMMITTEE

On December 19, 2022, the Board has constituted a Buyback Committee comprising of Mr. Anil Harish, Chairman, Mr. Sudhanshu Tripathi, Member and Ms. Bhumika Batra, Member of the Committee.

The terms of reference of the Committee, *inter-alia*, included approving and finalizing the terms of Buyback, entering into escrow arrangements, appointing and finalizing the terms of any intermediaries, opening, operation and closure of all necessary accounts including escrow bank account, special escrow bank account, depository accounts, trading account, making all necessary applications to the Appropriate Authorities for their requisite approvals including but not limited to approvals as may be required from the SEBI, executing and filing of various documents as may be necessary in connection with the Buyback on behalf of the Board with SEBI, the Stock Exchanges and other Appropriate Authorities, approving extinguishment of shares etc.

During the year, the Committee met 3 (three) times on May 10, 2023, June 6, 2023 and August 8, 2023 and all the Committee members attended all the three meetings. Post completion of terms of reference, the Committee was wound up effective August 9, 2023.

9. GENERAL BODY MEETINGS

Details of location, date and time of holding the last three AGMs:

AGM	Date	Time	Venue
26th	September 23, 2021	11.00 a.m.	Through Video Conferencing / Other Audio-visual means
27th	September 28, 2022	11.00 a.m.	Through Video Conferencing / Other Audio-visual means
28th	September 27, 2023	04:00 p.m.	Through Video Conferencing / Other Audio-visual means

- No extraordinary general meeting of the members was held during the FY 2023-24.
- No Special Resolution was passed in the AGM held on September 27, 2023.
- One Special Resolution was passed by the Members at the AGM of the Company held on September 28, 2022; and Two Special Resolutions were passed by the Members in the AGM held on September 23, 2021.
- Two Special Resolutions were passed during the year ended March 31, 2024 through postal ballot notice dated February 14, 2024.

The Board of Directors had appointed Virendra Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124) of Virendra Bhatt, Practicing Company Secretary as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner. Details of Voting Pattern of Resolutions passed through Postal Ballot on March 26, 2024 were as under: -

i. **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**

Particulars	No. of members who voted	No. of votes cast by them	%age
Votes cast in favour of the resolution	337	2,56,14,623	98.1062
Votes cast against the resolution	145	4,94,466	1.8938

ii. **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.**

Particulars	No. of members who voted	No. of votes cast by them	%age
Votes cast in favour of the resolution	366	2,60,93,333	99.9397
Votes cast against the resolution	116	15,756	0.0603

- At present, there is no immediate proposal for any Special Resolution to be conducted through Postal Ballot.
- Postal Ballot, whenever conducted, will be carried out as per the procedure stipulated in Rule 22 of the Companies (Management and Administration) Rules, 2014 including any amendment thereof.

10. DISCLOSURES

A. Transactions entered into with the Related parties, as defined under the Act and Regulation 23 of the SEBI Listing Regulations during FY ended March 31, 2024, were 'in the ordinary course of business' and on 'arm's length basis and do not attract provisions of Section 188 of the Act. There were no material significant related party transactions during the year ended March 31, 2024 that may have a potential conflict with the interests of the Company at large. Related party transactions have been disclosed in Note 43 to the standalone financial statements and in Note 45 to the consolidated financial statements. The Company has in place a policy on dealing with Related Party Transactions and on Materiality of Related Party Transactions which is available on the website of the Company at https://hgs.cx/investors/corporate-policies/

B. There have been no instances of non- compliance by your Company on any matter related to the capital markets, nor has any penalty/stricture been imposed on your Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets during the last three years.

C. Your Company has a Whistle Blower Policy and Vigil Mechanism for Directors and employees, inter-alia, to report unethical conduct. No personnel have been denied access to the Ombudsman or Chairman of the Audit Committee of your Company to report any matter of substance. Quarterly Report on Whistle Blower Policy and Vigil Mechanism is placed before the meetings of the Audit Committee and the Board. No complaint was received under the Policy during the year ended March 31, 2024. The said policy is available on the website of the Company at https://hgs.cx/ investors/corporate-policies/

D. Your Company has complied with all the mandatory requirements of Corporate Governance as stipulated under the SEBI Listing Regulations.

E. The details of 'Loans and advances' by the Company and its subsidiaries have been disclosed in Note 13 to the standalone financial statements and in Note 14 to the consolidated financial statements.

Adoption / Non-Adoption of the non-mandatory requirements of Schedule II of the SEBI Listing Regulations:

The discretionary requirements as stipulated in part E of Schedule II of the SEBI Listing Regulations have been adopted to the extent and in the manner stated as under:

- The Board: The Non-Executive, Non-Independent Chairman does not have a separate office.
- Shareholder Rights: Your Company publishes its quarterly unaudited and yearly audited financial results in the newspapers and also displays it on its website at https://hgs.cx/investors/.
- Opinion(s) in Audit Report: Audit Reports (Standalone and Consolidated Financial Statements) for FY ended March 31, 2024 are unmodified/ unqualified. Your Company

continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.

- Separate posts of Chairman and the CEO: There is separate post of the Chairman and the CEO in the Company.
- Reporting of Internal Auditor: Internal Auditor reports are placed before the Audit Committee.

F. CEO/CFO Certification

A certificate from the CEO and the CFO in terms of Regulation 17(8) of the SEBI Listing Regulations was placed before the Board on May 30, 2024 to approve the financial statements for the year ended March 31, 2024.

G. During the year ended March 31, 2024, the Company does not have any material listed Indian subsidiary company. The Company has a policy for determining 'material subsidiaries' which is available on the Company's website at https://hgs.cx/investors/corporate-policies/.

H. Disclosure of commodity price risks and commodity hedging activities

Not applicable, since your Company is not in the business of commodity manufacturing/ trading.

I. A Certificate has been received from Virendra Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124) of Virendra Bhatt Practicing Company Secretary that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies, by the Securities Exchange Board of India and Ministry of Corporate Affairs or any such Statutory Authorities. A copy of the certificate is Annexed.

J. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a)	number of complaints pending as on March 31, 2023	Nil
b)	number of complaints received during the year	Nil
c)	number of complaints disposed of during the year	Nil
d)	number of complaints withdrawn during the year	Nil
e)	number of complaints pending as on March 31, 2024	Nil

K. The Company has complied with all the requirements specified in Regulation 17 to Regulation 27 and Clause (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations for FY ended March 31, 2024.

During the year under review, your Company has not raised fund through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

11. MEANS OF COMMUNICATION

The Company announces its financial results in a timely manner and submits it to the Stock Exchanges.

The quarterly, half-yearly and annual results are published in leading newspapers (Business Standard and Sakal). The results are simultaneously displayed on the Company's website at https://hgs.cx/investors/newspaper-publications/.

Once quarterly results are announced, the Company organizes Earning calls with the analyst community and brief about results and performance of the Company and respond to their queries. The Transcripts along with Audio recordings of these calls are intimated to Stock Exchanges and also posted on the Company's website.

In terms of the applicable requirement, the Annual Report and other requisite documents are sent to the Shareholders. The website is updated regularly with the official news releases, presentations made to Institutional Investors / Analysts and disclosures as required from time to time.

Report on Management Discussion and Analysis is given as an **Annexure 'D'** to the Directors' Report.

12. GENERAL SHAREHOLDER INFORMATION

Sr. No.	Subject	Date
1	**Next Annual General Meeting (29th AGM)**	
	Date	Friday, September 27, 2024
	Time	4.00 pm IST
	Venue	The Company is conducting AGM through VC/ OAVM pursuant to the MCA Circular dated September 25, 2023 and SEBI Circular dated October 7, 2023, and as such there is no requirement to have a venue for AGM. For details, please refer to Notice of this AGM.
	Financial Year	April 01 to March 31
2	**Financial Calendar for 2024-25 (Tentative)**	
	Unaudited results for the quarter ended June 30, 2024	On August 14, 2024
	Unaudited results for the quarter / half year ending September 30, 2024	On or before November 14, 2024
	Unaudited results for the quarter/ nine months ending December 31, 2024	On or before February 14, 2025
	Audited results for the year ending March 31, 2025	On or before May 30, 2025
3	**Book Closure Date**	Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive)
4	**Final Dividend payment date for FY 2023-24, if approved at the 29th AGM**	On or before October 26, 2024
5	**Listing of Equity Shares**	**BSE Limited (BSE)** P.J. Towers, Dalal Street, Mumbai - 400 001 **National Stock Exchange of India Limited (NSE)** Exchange Plaza, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
6	**Stock Code**	BSE: 532859 NSE: HGS
7	**ISIN**	INE170I01016
8	**CIN**	L92199MH1995PLC084610

Note: Annual Listing fee for FY 2023-24 has been paid to BSE and NSE.

13. SHARES RELATED INFORMATION

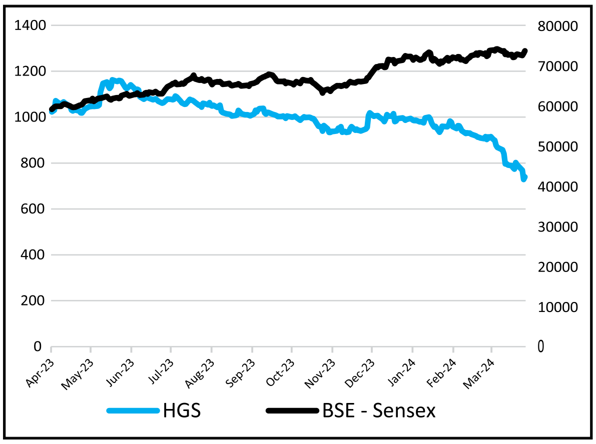
- ### STOCK MARKET DATA

HGS Share Price - Monthly High & Low FY 2023-24

	BSE		NSE	
Month	Month's High (₹)	Month's Low (₹)	Month's High (₹)	Month's Low (₹)
Apr-23	1077.40	1011.60	1079.00	1010.65
May-23	1174.85	1040.00	1174.00	1030.00
Jun-23	1150.05	1059.05	1148.80	1057.00
Jul-23	1105.50	1041.00	1104.75	1040.00
Aug-23	1076.00	999.00	1063.45	999.00
Sep-23	1064.75	992.05	1065.00	992.05
Oct-23	1014.40	924.65	1018.85	925.05
Nov-23	1035.45	922.45	1040.00	924.00
Dec-23	1030.35	970.05	1031.00	974.65
Jan-24	1011.85	926.50	1012.40	927.45
Feb-24	989.25	900.05	988.00	900.00
Mar-24	921.50	720.25	923.55	718.80

- ### SHARE PRICE MOVEMENT (BSE)

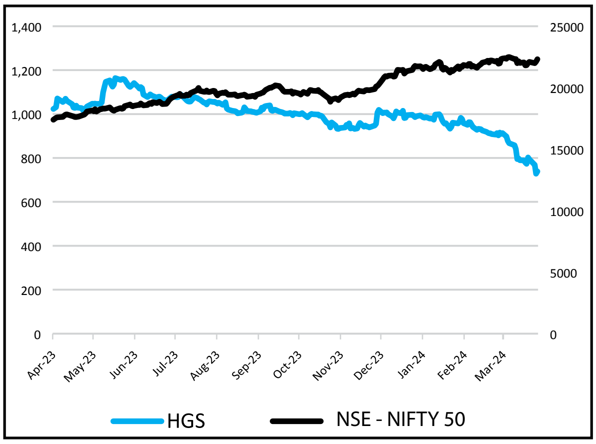
Your Company's closing share price movement on the BSE relative to BSE Sensex closing prices (April 2023 to March 2024)



- ### SHARE PRICE MOVEMENT (NSE)

Your Company's closing share price movement on the NSE relative to NSE Nifty closing prices (April, 2023 to March, 2024)

The securities of the Company have never been suspended from trading.



- ### REGISTRAR AND SHARE TRANSFER AGENT ('R&T Agent')

Members are requested to communicate with the R&T Agent at the following address:

KFin Technologies Limited, Selenium Building, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandalm, Hyderabad - 500 032 Toll Free No.: 1-800-309-4001

E-Mail: einward.ris@kfintech.com

CIN:L72400TG2017PLC117649

Website: https://www.kfintech.com and / or https://ris.kfintech.com/

- ### SHARE TRANSFER SYSTEM

Your Company's equity shares are compulsorily traded in dematerialized form. As on March 31, 2024, 4,64,57,163 equity shares, i.e. about 99.86 of your Company's equity shares are in dematerialized form.

During FY ended March 31, 2024, no proposals for transfer of equity shares were received or approved by the "Share Transfer Committee"; and no proposal was pending approval at the year end.

In terms of the SEBI Listing Regulations, securities of the Company can only be transferred in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/ CIR/2022/8 dated January 24, 2022, mandated all the listed companies to issue securities in dematerialised form only, while processes the service request for issue of duplicate securities certificates, renewal/ exchange of securities certificate, claim from Unclaimed Suspense Account, endorsement, sub-division/ splitting of securities certificate, consolidation of folios, transmission and transposition.

In view of this, shareholders are requested to take prompt action for dematerialization of equity shares of the Company.

- ### COMMON AND SIMPLIFIED NORMS FOR UPDATION OF PAN AND KYC DETAILS

Pursuant to the SEBI circular dated November 03, 2021 (as amended vide circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024. Effective April 1, 2024, shareholders will not be eligible for receiving dividend payments in physical mode.

In view of the above, shareholders holding shares in physical form are therefore requested to provide following Forms for updation of their signatures, PAN, Nomination as the case may be. The said Forms can be downloaded from the website of the Company www.hgs.cx under Investor section:

(i)	Form ISR-1	PAN and KYC details
(ii)	Form ISR-2	Updation of signature
(iii)	Form ISR-3	Declaration for opting out of Nomination
(iv)	Form SH-13	Nomination Form
(v)	Form SH-14	Cancellation / variation of Nomination

In accordance with the above SEBI circulars, the Company have been sending communication along with the said forms to all the shareholders holding shares in physical form requesting for updating their KYC details. Further, the Company had also sent a reminder on August 6, 2024 along with the aforesaid forms to the Shareholders who have not yet updated their KYC details.

Shareholding Pattern as on March 31, 2024

Particulars	No. of equity shares held	% of shareholding
Promoter and Promoter Group a) Domestic b) Overseas Corporate Body	2,49,69,783 65,29,371	53.68 14.04
Foreign Portfolio Investors	58,14,354	12.49
NRIs/ OCBs/ Non-Domestic Companies	2,63,663	0.56
Mutual Funds, Banks, Financial Institutions, Insurance Companies, Central Government	1,08,422	0.24
Corporate Bodies	22,01,315	4.73
Individuals/ Others	66,02,174	14.19
IEPF*	31,203	0.07
Total	**4,65,20,285**	**100.00**

*Represents shares transferred to IEPF in respect of which dividend was not claimed for seven consecutive years.

Distribution Schedule of shareholding as on March 31, 2024

Sl. No.	Category (Shares)	No. of Holders#	% to Holders	No. of Shares	% To Equity
1	1 - 500	65,714	97.51	26,18,604	5.63
2	501 -1000	825	1.22	6,03,005	1.30
3	1001 - 2000	423	0.63	6,09,866	1.31
4	2001 - 3000	134	0.20	3,29,128	0.71
5	3001 - 4000	71	0.11	2,48,970	0.53
6	4001 - 5000	42	0.06	1,89,340	0.41
7	5001 - 10000	81	0.12	5,80,996	1.25
8	10001 & Above	101	0.15	4,13,40,376	88.86
	TOTAL:	**67,391**	**100.00**	**4,65,20,285**	**100.00**

The No. of Holders are without clubbing the PAN.

The Company has not issued any ADRs/ GDRs/ Warrants or any convertible instruments in the past. Hence, as on March 31, 2024, there are no outstanding ADRs/ GDRs/ Warrants or any convertible instruments.

A Practicing Company Secretary carries out Share Capital Audit on a quarterly basis to reconcile the total admitted equity share capital with the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the total issued and listed equity share capital. All the audit reports issued in respect of FY ended March 31, 2024 confirm that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Plant Locations: Not applicable, since the Company is in the Service Sector.

- **Transfer of unclaimed dividend**

Pursuant to Sections 124 and 125 of the Act and other applicable provisions, as amended, unclaimed dividend for FY 2016-17 (1st Interim), Final dividend 2015-16, 2nd interim dividend and 3rd interim dividend for FY 2016-17 which remained unclaimed as such for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company were transferred to the IEPF:

Unclaimed Dividend for	No. of Share-holders	Amount (₹)	Date of Transfer to IEPF
FY 2016-17 (1st Interim)	491	75,021	September 28, 2023
FY 2015-16 (Final)	527	49,189	November 22, 2023
FY 2016-17 (2nd Interim)	498	86,318	February 01, 2024
FY 2016-17 (3rd Interim)	569	1,04,095	March 28, 2024
Total		**3,14,623**	

Interim Dividend for FY 2017-18 remaining unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company will be transferred in the month of September 2024 to the IEPF. Members are requested to claim the same at the earliest to avoid transfer of the same to IEPF. Periodic communications were sent to the Members for claiming/ encashment of dividend before the same is transferred to the IEPF.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on March 31, 2024 on the website of the Company at https://hgs.cx/investors/, and also on the website of the Ministry of Corporate Affairs www.mca.gov.in.

- **Transfer of equity shares**

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, shares, in respect of which dividend has not been encashed or claimed for a period of seven consecutive years, are required to be transferred by the Company in the name of the IEPF in accordance with the aforesaid Rules.

During FY 2023-24, 5228 equity shares, in respect of which dividend had not been claimed for a period of seven consecutive years, were transferred to IEPF as under:

Description	No. of share holders	No. of shares transferred to IEPF	Date of transfer to IEPF
FY 2016-17 (1st Interim)	6	1,013	October 10, 2023
FY 2015-16 (Final)	3	218	November 23, 2023
FY 2016-17 (2nd Interim)	4	3,000	February 05, 2024
FY 2016-17 (3rd Interim)	12	997	April 09, 2024
Total	**25**	**5,228**	

The details of shares so transferred are placed on the website of the Company at https://hgs.cx/investors/ Any claimant of such shares shall be entitled to claim the transferred shares from IEPF in accordance with the procedure laid down in the aforesaid Rules.

Shares in respect of which 1st interim dividend for FY 2017-18 remains unclaimed/ unpaid for a period of seven consecutive years, will be transferred to the IEPF in the month of September, 2024. Relevant communication for encashment of unclaimed dividend and transfer of shares to IEPF are sent to the concerned Members and Notices has been published in Newspapers.

14. OTHER INFORMATION

- **Credit rating of the Company**

The Company has a long-term rating of CRISIL A+/ Stable and short-term rating of CRISIL A1+

- **Total fees paid by the Company and its subsidiaries, for all services on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:**

(₹ in Lakhs)

Payment to Statutory Auditors	FY 2023-24
Audit Fees including Quarterly fees	265.00
Tax Audit Fees	-
Other Services	8.04
Total	**273.04**

Note: Reimbursement of expenses were at actuals.

- **Foreign Exchange Risk and Hedging Activities**

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency fluctuations, primarily with respect to USD, GBP, CAD, JMD, PHP, AUD and COP. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the functional currency cash flows of highly probable forecast transactions.

The Company's risk management policy is to hedge the forecasted foreign currency inflows for each financial year (upto 75% for 1st year, 40% for 2nd year and 20% for 3rd year).

The Company has foreign currency payables primarily related to the media business in US dollars. As per the policy, these payables are hedged upto 100% in each financial year.

The Company's risk management is carried out by the finance department under direction of the Board of Directors. The Company's finance department identifies, evaluates and hedges financial risks in close cooperation with the Company's operating units. The Board provides direction for overall risk management as well as policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and managing the liquidity.

In accordance with its risk management policies and procedures, the company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. When derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure and assesses the effectiveness of the hedged item and hedging relationship based on economic relationship. The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged, and the type of hedge relationship designated. The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges).

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, within other gains/ (losses). When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other gains/(losses). If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes.

Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

- **Interest Rate Risk and hedging activity**

  Effective December 31, 2021, the Financial Conduct Authority of UK (FCA) has mandated cessation of publication and utilisation of LIBOR by Banks and Financial Institutions. From July 01, 2023 overnight risk-free rates (RFR) and (SONIA, SOFR) rates has been introduced replacing LIBOR. The Company has taken an interest rate swap (SOFR linked interest rate to fixed interest rate) on a loan of USD 55 Million.

- **Consolidated Bank Debt**

  As at March 31, 2024, the Company on consolidated basis has Working Capital Loans of ₹ 2,826.4 million and Term Loans of ₹ 6,648.8 million aggregating to ₹ 9,475.2 million.

15. ADDRESS FOR CORRESPONDENCE WITH THE COMPANY

Queries relating to operational and financial performance of your Company may be addressed to:

Mr. Srinivas Palakodeti, Chief Financial Officer:
Address: 1st Floor, Gold Hill Square Software Park,
No. 690, Bommanahalli, Hosur Road,
Bangalore - 560 068. Tel: (+91 80) 4643 1000

Members may address queries relating to shares and related matters to:

Mr. Narendra Singh, Company Secretary:
Address: 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

The Registered Office of the Company has been shifted from "Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018" to "Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051", with effect from October 1, 2023.

OR to the R&T Agent of the Company, i.e. KFin Technologies Limited

KFin Technologies Limited (formerly known as
KFin Technologies Private Limited) Selenium
Building, Tower B, Plot 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandalm,
Hyderabad - 500 032
Toll Free No.: 1-800-309-4001
E-Mail: einward.ris@kfintech.com

As a support to 'Green Revolution' (saving of paper), Members are requested to register their email address with the Company's RTA at einward.ris@kfintech.com to enable the Company to send notices, documents, communications, Annual Reports, etc. through email and also advice any changes in their email address from time to time to the Company's RTA/ respective Depository Participants.

For and on behalf of the Board of Directors

Ashok P. Hinduja

Chairman

DIN: 00123180

Place : Mumbai

Date : August 14, 2024

[This report is to be read with "Practicing Company Secretary's Certificate on Corporate Governance" and "Certificate of non-disqualification of directors", which are annexed hereunder and forms an integral part of this report.]

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members of Hinduja Global Solutions Limited,

I have examined the compliance of Corporate Governance by Hinduja Global Solutions Limited ('the Company') for the year ended 31st March, 2024, as stipulated in the regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

I further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Virendra G Bhatt
Practicing Company Secretary
ACS No: 1157 / C P No: 124
Peer Review Cert. No.: 1439/2021
UDIN: A001157F000795060

Place: Mumbai
Date: July 22, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of,
Hinduja Global Solutions Limited
Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hinduja Global Solutions Limited (hereinafter referred to as “the Company”), having CIN L92199MH1995PLC084610 and having registered office at Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, India - 400 051 produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (“DIN”) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the financial year ending on 31st March, 2024 have been disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs:

Sr. No.	Name of Directors	DIN	Date of Appointment at current Designation	Original Date of Appointment
1	Mr. Ashok Parmanand Hinduja	00123180	25/01/2023	19/12/2022
2	Mr. Sudhanshu Kumar Tripathi	06431686	30/09/2020	30/09/2019
3	Mr. Paul Abraham	01627449	28/09/2022	25/08/2022
4	Mr. Partha DeSarkar	00761144	28/09/2019	04/09/2019
5	Mr. Vynsley Fernandes	02987818	25/01/2023	14/11/2022
6	Mr. Anil Harish	00001685	29/09/2015	29/09/2015
7	Ms. Bhumika Batra	03502004	28/09/2019	04/09/2019
8	Dr. Ganesh Natarajan	00176393	30/09/2020	30/09/2019
9	Mr. Munesh Narinder Khanna	00202521	25/01/2023	19/12/2022
10	Mr. Pradeep Udhas	02207112	28/09/2022	25/08/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Virendra G Bhatt
Practicing Company Secretary
ACS No: 1157 / C P No: 124
Peer Review Cert. No.: 1439/2021
UDIN: A001157F000307551

Place: Mumbai
Date: May 4, 2024

Annexure 'D' to the Directors' Report

MANAGEMENT DISCUSSION & ANALYSIS REPORT

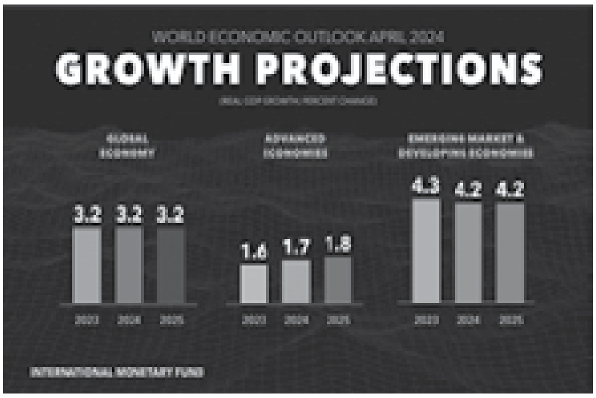
Overview

The financial statements and the associated notes to accounts for the financial year 2023–24 ('FY 2024') have been prepared in compliance with the requirements of the Companies Act, 2013 ('the Act'), and other related and associated guidelines issued by the Securities and Exchange Board of India ('SEBI'), along with the generally accepted accounting norms, under Indian Accounting Standards ('Ind-AS') reporting format, and co-opting all the amendments and revisions from time to time. HGS' management accepts responsibility for the integrity and objectivity of these financial statements as well as for the various other estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect truly and fairly, to capture the form and substance of the transactions and reasonably present your Company's state of affairs, profits and cash flows of the year.

Macroeconomic Trends

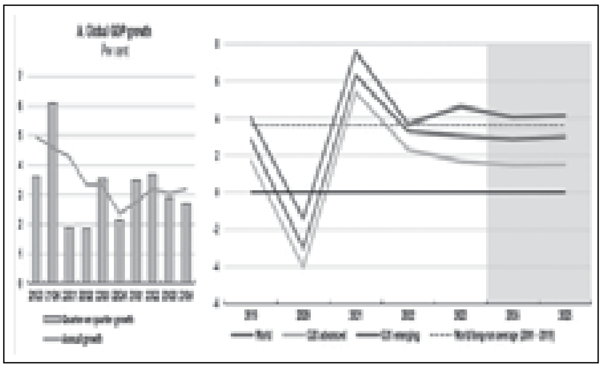
Faced with the lingering effects of restrictive financial conditions, tight monetary policy and weak global trade growth in the aftermath of pandemic, the world is expected to go through another soft year as the global growth is likely to remain subdued for the third consecutive year in 2024. After a 3.1% increase in 2023, forecasts suggest modest growth of around 3.2%, though the OECD and the United Nations predict slightly lower rates.

The resilience of the global economy has been notable, with steady employment and income growth driven by higher government spending and household consumption. This resilience comes despite restrictive monetary policies and significant interest rate hikes by central banks aimed at curbing inflation. Geopolitical uncertainties and supply chain disruptions continue to pose challenges, complicating global trade and investment. Fiscal tightening measures may dampen growth further, as governments address high debt levels through increased taxes and reduced spending. Nonetheless, a modest growth outlook persists, with inflation expected to decrease gradually.



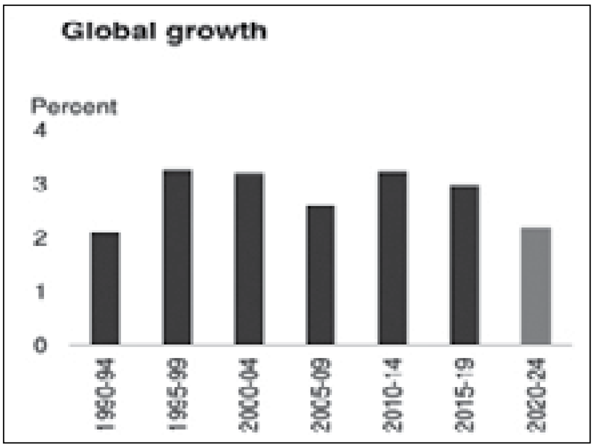
(Source: World Economic Outlook-Apr 2024, IMF)

Against this backdrop, global growth is projected at 3.2% in 2024 and 2025, despite fall in headline inflation to 5.9% in 2024 and 4.5% in 2025 from 6.8% in 2023. The Organisation for Economic Cooperation and Development (OECD) and the United Nations are a little more pessimistic with growth, for 2024 pegged at 2.9% and 2.4%, respectively.



(Source: OECD Economic Outlook, Interim Report-Feb 2024)

While the world economy managed to steer clear of a recession in 2023, it is now in a phase of gradual growth. Many developing countries, particularly those facing vulnerabilities and lower incomes, are seeing modest growth rates that pose challenges to fully recovering from pandemic-related setbacks. Projections for global growth in five years' time are currently at 3.1%, which although lower than previous figures, still signals a positive trajectory. The pace of progress toward higher living standards in middle- and lower-income countries has slowed slightly, but efforts are underway to address global economic disparities. Additionally, global trade growth in 2023, while slower than in previous years, is stabilizing, with goods trade showing signs of improvement alongside recovering global industrial production.



(Source: Global Economic Prospects, World Bank-Jan 2024)

Economies where HGS operates

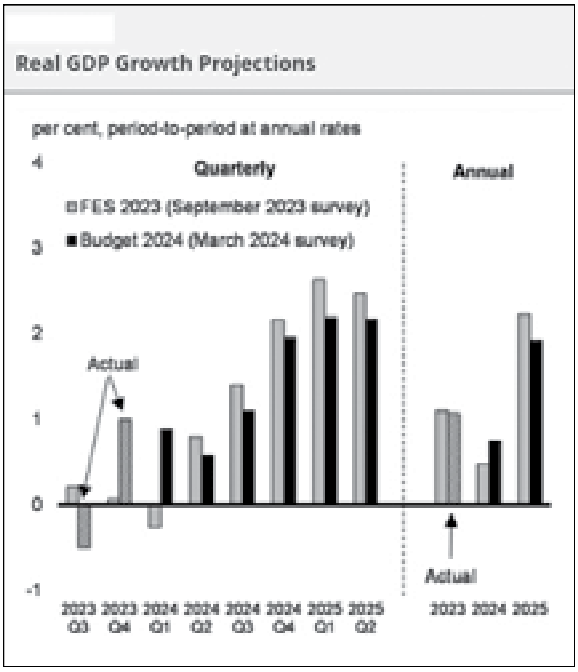
United States of America ('US')

In 2023, the US economy avoided recession concerns, achieving a notable 2.5% GDP growth driven by resilient consumer spending and real wage increases, despite inflation and a cautious labor market. This growth has significantly influenced global economic performance, though it is underpinned by strong demand and a fiscal stance that may not be sustainable long-term, raising risks to disinflation and global financial stability.

Looking ahead to 2024, the IMF projects US GDP growth of 2.7%, bolstered by stronger-than-expected fourth-quarter performance in 2023. However, predictions vary: JP Morgan anticipates a more conservative 0.7%, while EY forecasts 2.5%. Risks include slower labor demand, easing wage growth, persistent inflation, and tight credit conditions. Persistent inflation and tightening labor markets could affect purchasing power, while geopolitical tensions and supply chain disruptions impact trade. The technology and healthcare sectors present growth opportunities, yet the economic outlook must navigate inflationary pressures and external uncertainties.

Canada

In 2023, Canada's economy grew by 1.1%, showing unexpected resilience similar to the US. However, Canada's economic outlook for 2024 appears subdued, with forecasts suggesting growth rates will drop before rebounding in 2025. While inflationary pressures have eased more significantly in Canada compared to the US, high costs of living and challenges like rising mortgage rates, business insolvencies, and sluggish productivity persist. The Bank of Canada's tight monetary policy is expected to continue into 2024, but anticipated interest rate cuts are expected to drive a recovery in 2025. Projections vary: Morgan Stanley expects a growth slowdown to 0.7% in 2024, followed by a bounce to 2.0% in 2025, while the IMF predicts 1.2% in 2024 and 2.3% in 2025. Deloitte forecasts 1% growth for 2024 and 2.9% for 2025.



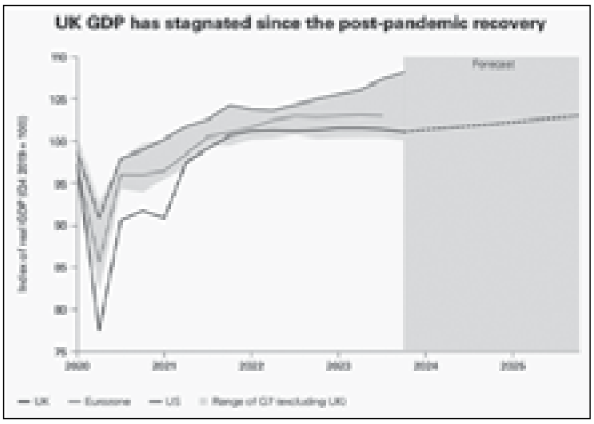
(Source: Government of Canada, FES-Fall Economic Statement)

Canadian consumers face ongoing inflation and high interest rates, though inflation is gradually easing, with a rate of 2.8% in February 2024 compared to over 8% in June 2022. This easing, alongside potential policy adjustments, suggests a more favorable economic outlook ahead.

United Kingdom ('UK')

In 2023, the UK experienced significant economic difficulties, ranking among the hardest-hit economies along with Germany. Challenges included soaring energy prices, decreased investments due to the Russia-Ukraine conflict, strained budgets, rising debt levels, and job losses, leading to near-stagnant growth. Despite a technical recession, the UK's GDP growth from 2019 to 2023 was only 1%. Current concerns have shifted from severe recession risks to issues related to high interest rates, persistent uncertainty, and sluggish productivity, affecting short-term growth prospects. Although initial post-pandemic imbalances have eased, high interest rates are impacting investment and corporate health.

Looking ahead, the IMF projects a modest 0.5% growth for 2024 as high energy prices diminish. For 2025, growth is expected to rise to 1.5%, supported by improving financial conditions and disinflation trends. KPMG anticipates a partial recovery in export volumes in 2024, though increased import demand might offset these gains. Geopolitical tensions and upcoming elections in key trading partner countries could further complicate the economic outlook, adding to uncertainties and potential trade frictions.



Source : ONS, Eurostat, FRED, Government of Japan Cabinet Office, Statistics Canada, KPMG projections

India

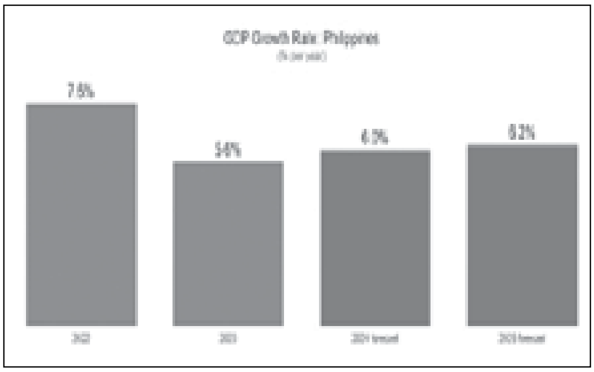
In 2023, India rose to new heights on the global stage, showcasing its prowess as a consensus-builder during its G20 Presidency. Despite ongoing geopolitical rifts among member nations, India orchestrated agreements on pivotal global issues, marking a watershed moment in its diplomatic journey. Furthermore, India's expanding share of the global GDP stands as a testament to its burgeoning significance in the global economic arena. The market cap of NSE-listed companies in India recently surged past the $5 trillion mark, eclipsing the economies of both the UK and France, and solidifying its position as the world's fifth-largest economy by market cap behind US, China, Japan and Hong Kong. In GDP terms, India is estimated to have closed this fiscal at $3.6 trillion. Despite the economic contraction in FY2021 due to the pandemic, India has achieved three consecutive years of growth exceeding 7%. In FY2024, the economy recorded a higher than projected 8.2% expansion in real terms.

India's resilience amid various challenges has been bolstered by strategic policy actions focused on macroeconomic stability and sectoral revitalization. Significant investments in infrastructure, both physical and digital, and ongoing policy reforms have fostered optimism and confidence in India's economic prospects. The country is positioned to enhance its role as a major growth driver in Asia, supported by increased investments, recovering consumer spending, and rising exports in electronics and services.

Despite this positive outlook, India faces challenges, including the effects of recent rate hikes, regulatory measures on unsecured lending, uneven growth among trade partners, and ongoing geopolitical crises. However, India's growth trajectory is expected to remain strong, with predictions of around 7% growth for FY2025, driven by robust domestic demand, a growing working-age population, and improved capital flows. Inflation concerns persist but are anticipated to ease unless impacted by unexpected rises in oil or food prices.

The Philippines

In 2023, the Philippine economy thrived as the fastest-growing in Southeast Asia, achieving a 5.6% growth rate driven by a revival in commercial activities, increased infrastructure spending, and expanded digital financial services. Key sectors such as transportation, construction, and financial services led this growth, although it was tempered by high inflation and interest rates. Household consumption remained strong due to low unemployment and steady remittances. Looking ahead, growth is projected to accelerate, with the Asian Development Bank forecasting 6% in 2024 and 6.2% in 2025, supported by moderating inflation, more accommodating monetary policies, and a narrowing current account deficit. Greater private sector involvement and continued structural reforms are expected to drive further growth and improve productivity. Enhanced government expenditure and better budget management will also contribute positively.



(Source: Asian Development Bank)

Jamaica

Jamaica has achieved notable economic progress by reducing public debt, stabilizing inflation, and improving its external financial position. This has enabled a strong post-pandemic recovery, with GDP growth projected at 2% for FY23-24. The tourism sector has rebounded to beyond pre-pandemic levels, contributing to a current account surplus and strengthening international reserves. Inflation is nearing the Bank of Jamaica's target despite a recent rise in transport costs, which is expected to normalize. The financial system remains robust with strong capitalization and liquidity. Looking forward, growth is forecasted at 1.7% for 2025, supported by a solid fiscal position, though global risks and economic conditions in major trade partners could pose challenges.

Colombia

Colombia's economy saw a significant slowdown in 2023, growing by just 0.6% compared to 7.3% in 2022, marking the slowest growth since the 1990s, excluding the 2020 pandemic dip. This deceleration resulted from the unwinding of stimulus policies and increased policy uncertainty, which dampened fixed investment. Sectors such as construction, manufacturing, and commerce experienced declines, while the services sector remained robust. Looking ahead, real GDP is projected to grow by 1.1% in 2024, with expectations for a gradual return to potential growth by early 2026. Inflation is anticipated to decrease to around 5% by the end of 2024 and further to 3% by 2025. Risks include weaker private demand due to tight financial conditions and a potentially softening labour market.

Australia

In 2023, Australia avoided recession but experienced sluggish growth, expanding by 2.0% compared to 3.7% in 2022. High inflation impacted the cost of living and consumer spending, leading to decreased real household disposable income, consumption, and savings. The economy was supported by a faster-than-expected recovery in overseas migration. Economists forecast challenging conditions for the first half of 2024, with a potential improvement in the latter part of the year as policy rates are anticipated to loosen. This optimism is bolstered by recent recoveries in house prices and a gradual uplift in consumer sentiment, though it remains historically low. The OECD projects a modest real GDP growth of 1.4% for 2024, with a rebound to 2.1% in 2025.

Despite these positive signs, achieving a fully positive economic environment remains a gradual process.

(Source: IMF, United Nations, OECD, WEF, ADB, National Statistical Office – India, Media reports)

INDUSTRY OVERVIEW

Global IT & Business Process Management

In the year 2023, the global Information Technology and Business Process Management (IT/ BPM) sector encountered a period of subdued growth, characterized by the fading momentum of the post-pandemic recovery. Industry stakeholders grappled with a range of challenges, including diminished consumer spending, a decrease in product demand, and a prevailing sense of caution in the business environment. Throughout 2023, the primary focus of the industry was directed towards optimizing operational efficiency and exploring innovative strategies to maintain relevance and competitiveness within an increasingly uncertain global political landscape. This involved a concerted effort to streamline processes, leverage technological advancements, and adapt business models to align with evolving market dynamics. Overall, it was a pivotal year for the sector, requiring industry players to navigate a complex array of challenges while striving to sustain growth, innovation, and relevance in an ever-evolving global landscape.

After experiencing major shifts in market dynamics, industry players are optimistic about a gradual recovery starting from CY2024. Key factors like innovation, consumer demand, advanced connectivity, cybersecurity, and talent management will continue to be crucial in driving sector growth. However, one unexpected trend that has surprised businesses is the rapid growth and investment in Gen AI, which has quickly demonstrated its potential for significantly impacting businesses in transformative ways.

Gartner, Inc., in its January 2024 forecast, predicted that global IT spending will hit $5 trillion in 2024, showing a 6.8% rise from 2023. This growth rate is slightly lower than the 8% previously estimated. Notably, IT services are set for substantial growth, poised to become the largest segment in IT spending for the first time. With an anticipated 8.7% growth in 2024, IT services are projected to reach $1.5 trillion. This surge is primarily due to enterprises prioritizing efficiency and optimization projects, deemed crucial amid ongoing economic uncertainties.

Indian IT/ BPM Market

Despite facing challenges such as uncertainties, macroeconomic and geopolitical issues, and a global slowdown, the Indian tech industry showed resilience and continued to enhance its position as a trusted global technology leader in the past two years. In FY2024, the industry's total revenue, including hardware, is projected to reach US$254 billion, marking a 3.8% year-on-year growth of US$9 billion compared to the previous year. Exports are anticipated to reach nearly US$200 billion, growing at a rate of 3.3% year-on-year, while the domestic technology sector is expected to surpass US$54 billion with a growth rate of 5.9% year-on-year.

Since the pandemic and the subsequent rise in digital activity in 2021, there has been an interesting divergence between the overall spending on technology by organizations and their specific investments in digital initiatives. While the rate of growth in technology spending has been decreasing since 2022, businesses have been making significant strides in their digital spending, albeit with some caution due to broader economic factors influencing discretionary spending. According to the Deloitte India Pre-Budget Survey 2024, more than 90% of companies are embracing technologies like AI, ML, and IoT, with chatbots and virtual assistants being the most commonly adopted, followed closely by ML algorithms. However, a substantial 62% emphasize the need for clear regulations governing the use of these technologies, as well as robust training programs for the workforce.

In 2024, there is an anticipated resurgence in the market. According to Nasscom's Annual Enterprise CXO Survey 2024, conducted across 550 global enterprises, companies indicate stronger growth momentum in CY2024. Around 91% of the surveyed enterprises expect demand to either stay the same or increase in the current year, and they expect resulting revenue expansion to subsume any pricing pressure led contraction. About 83% of enterprises are expected to increase their digital spend by over 20% across core digital technologies such as Gen AI, AI/ ML, cybersecurity, cloud and big data analytics. The under-stress sectors of BFSI, and telecom, media and entertainment are likely to resume their digital spend, alongside Hi-tech, as focus shifts from cost to tech-led business transformation. Also, a majority of the companies plan to invest in Gen AI over the next 6-12 months as PoCs mature to production, further driving up investments in predictive AI, cloud, and big data analytics. Similar focus on cybersecurity is expected in 12-18 months.

This outlook means that both deal volume and duration are expected to increase in CY2024 as companies focus on cost takeouts alongside more Gen AI/AI-specific digital deals. Hiring digital talent will become critical for the IT/ BPM companies to sustain their advantage.

The CX Market

In the aftermath of the pandemic, the landscape of the customer experience (CX) market is undergoing significant transformation. CX leaders are now presented with a compelling opportunity to serve as a catalyst for enterprise growth. They can accomplish this by capitalizing on their profound understanding of customers to amplify engagement on a broad scale, employing cutting-edge technology as a pivotal driver.

Excellence in CX is not just about deploying advanced tools but also about striking a delicate equilibrium between technology and human expertise. This entails a strategic overhaul of processes to align them with the desired customer experience while also maintaining a sharp focus on the company's financial objectives. The evolution of self-service capabilities has provided service leaders with an opportunity to transition from a focus on assisted service to a model driven by scalable self-service solutions. This transformation previously necessitated changes in customer behaviour, but today's customers increasingly prefer self-service options through digital channels. Looking ahead in 2024, numerous significant trends are influencing service and CX organizations, each presenting distinct opportunities and challenges.

Customer service has become ingrained in products across all stages of the customer journey, enabling companies to actively track customer activities and add value by addressing their needs before they escalate. Customers exhibit a growing preference for self-service, and many prefer a rep-free experience entirely. Gartner's research indicates that almost 40% of Gen Z customers will abandon a service issue if they cannot resolve it independently. This has substantial repercussions, as 63% of customers who abandon a service encounter express intent to reduce their future business with that company. With the growing prevalence of Gen AI and the utilization of third-party resources, this trend is poised to gather momentum.

(Source: Gartner, Deloitte, Nasscom, PwC, EY, TRAI, Media reports)

Digital Media & Entertainment Services

Evolving consumer tastes, broader internet accessibility, and emerging technologies are swiftly reshaping the media & entertainment (M&E) industry. Globally, telecommunications companies are experiencing heightened demand in the business-to-consumer (B2C) sector. This surge is mainly driven by changing user preferences and the emergence of new devices with greater data requirements, notably in video content. By 2027, of the projected 9.7 million Petabyte (PB) of data consumed, nearly 7.7 million PB (or 79%) will be from digitized video content, surpassing all other categories combined by over threefold. The expected surge in video data consumption from 2023 to 2027 will exceed the total data consumed across all categories in 2022, according to PwC.

The Indian media and entertainment sector maintained its growth momentum, expanding by ₹173 billion (8.1%) to reach a value of ₹2.32 trillion (US$27.9 billion) in FY2024, as per FICCI-EY's latest annual report on the industry. Despite being 21% higher than pre-pandemic levels, television, print, and radio industries still trailed behind their 2019 performance. Digital media is poised to surpass television as the largest segment in 2024. The annual report said that the M&E sector in India is expected to grow by 10.2% to reach ₹2.55 trillion by 2024 and then sustain a 10% compound annual growth rate (CAGR) to hit ₹3.08 trillion by 2026.

India's telecom sector is the world's second largest, boasting 1.19 billion subscribers across wireless and wireline services. The country's tele-density stands at 85.64%, with rural areas at 58.92% and urban areas at 134.13%. As of December 2023, internet subscribers totalled 936.16 million, growing by 1.96% quarterly from 918.19 million in September. Broadband subscribers increased to 916.77 million in February 2024 from 904.54 million in December 2023, while narrowband subscriptions decreased to 31.62 million. Telephone subscribers reached 1.19 billion by December, a 0.78% increase from September's 1.18 billion, as reported by the Telecom Regulatory Authority of India (TRAI).

India's rapid adoption of mobile technology, coupled with its youthful and tech-savvy population and the limited availability of fixed broadband infrastructure, creates an opportunity for significant service development and innovation with the rollout of 5G, which currently stands at around 5% of the population. With an estimated 300 million to 350 million 5G subscribers expected in India by 2026, telecom companies are motivated to establish a robust gaming ecosystem on their networks. This move aims to enhance customer loyalty and increase average revenue per user (ARPU). Additionally, 5G is poised to create new opportunities in sectors like healthcare for innovative services.

Currently, India is predominantly a mobile-first market. The deployment of 5G base stations is heavily supported by the fibre-optic network to create seamless backhaul connections. In the last couple of years, the industry has been aggressively pushing fibre-to-the-home, thus setting India on the path to become the world's second largest fibre broadband market by 2030.

India's OTT and connected TV (CTV) market holds immense long-term promise, thanks to its vast and diverse population. The growth of the OTT video segment will continue to be fuelled by regional content. The potential for further enhancements in 5G and broadband infrastructure could significantly expand the market for OTT players. The ongoing digitalization initiatives in India's economy are expected to accelerate growth in this segment, outpacing the global OTT growth rate of 8.4%, with India's CAGR at an impressive 14.32%, according to PwC.

The deployment of 5G presents a significant opportunity for India's mobile-centric OTT market. OTT streaming is thriving particularly in emerging regions, where a historically underserved rural population and strong demand for local and sports content create substantial growth opportunities. However, the main obstacle facing the market remains the country's low broadband penetration, which stood at just 10.8% in 2022 and is projected to reach only 14% by 2027. Yet, investments in enhanced broadband infrastructure could unlock a vast market for OTT players. In 2023, India's digital subscription market experienced a 9% growth, reaching ₹78 billion. However, video subscription revenues only grew by 6% in 2023, totalling ₹72.6 billion, as key cricket content became part of paywalled offerings. Consequently, despite increases in paid subscribers on various OTT platforms, paid video subscriptions decreased by two million in 2023, totalling 97 million subscribers across 43 million Indian households. According to the FICCI-EY report, subscription revenues are projected to grow at a 13% compound annual growth rate (CAGR), reaching ₹114 billion by 2026, largely influenced by the emphasis on ad-supported platforms. Paid video subscriptions are expected to rise to 138 million across 65 million households by 2026, driven by the bundling of diverse services. Additionally, TVOD (transactional video-on-demand) could generate over ₹10 billion by 2026.

(Source: FICCI-EY, PwC, media reports)

Key Verticals HGS Supports

Banking, Financial Services and Insurance (BFSI)

In 2024, the banking sector faces a range of challenges driven by macroeconomic and microeconomic factors. Global conflicts and geopolitical tensions continue to disrupt markets, while in the US, the presidential election year has heightened uncertainty, causing banks to adopt a cautious stance as they await potential policy shifts. The M&A market is experiencing a slowdown despite favourable conditions like deposit flight, net interest margin growth, and digital transformation. Recent bank failures in Switzerland and the US have not led to systemic risks but have highlighted vulnerabilities. The IMF notes that growing digitalization, technological advancements, and geopolitical tensions have increased cyber incidents, posing risks to financial stability.

Banking executives are focused on leveraging Generative AI (Gen AI) to revolutionize client interactions, enhance cloud computing investments, and improve customer service. This technology promises to advance the digital transformation of banking by offering personalized services and optimizing client engagement. However, AI adoption is still slow due to regulatory and risk concerns.

Investment in digital transformation remains crucial, with banks aiming to enhance customer service and modernize technology platforms. Gen AI is increasingly used for tasks such as loan underwriting, default risk forecasting, and personalized recommendations. Despite slow adoption, digitalization efforts are expected to optimize operational costs and drive profitability. Cybersecurity is also a priority, with larger institutions leading efforts against cybercrime and setting examples for smaller institutions to follow. As banks continue their digital journey, ensuring accessibility and user-friendliness in new technology remains a key strategy for maintaining competitiveness and enhancing customer satisfaction.

(Source: IMF, Media reports)

Consumer and Retail

The global retail sector, after a period of restrained consumer spending and facing macroeconomic and geopolitical uncertainties, is at a pivotal moment. Retailers must navigate decisions about long-term investments in technology and innovative business strategies amidst rising operational costs and reduced consumer purchasing power.

In 2023, the mid-market segment showed resilience, but transactions were smaller compared to previous years. Companies with strong balance sheets had an advantage over private equity-led firms in a capital-constrained environment. Regional conditions vary, but there is optimism for a rebound in global investor confidence, aided by recent inflation data and potential stabilization or reduction in interest rates in 2024. However, consumer confidence and spending might recover more slowly.

According to the Economist Intelligence Unit (EIU), North America and Europe's online retailers faced challenges due to high inflation and shifting consumer behavior, with a preference for brick-and-mortar stores. Nonetheless, global online sales are expected to grow by 10.5% in 2024, recovering from a contraction in 2022 and slower growth in 2023. Europe's growth will be boosted by a recovering Euro, while regions like Asia, the Middle East, Africa, and South America will see ample growth opportunities. The US and Western Europe may experience slower, single-digit growth.

The retail industry is undergoing a transformation driven by technological advancements. Innovations in advertising, branding, sales approaches, and store design are expected. Faster internet connectivity, higher disposable incomes, and increasing digital comfort are accelerating these changes. The advent of 5G and fiber optics enhances network capacity, supporting richer, personalized interactions.

Gen AI is poised to revolutionize retail by improving efficiency and responsiveness. With AI investments forecasted to surge from $5 billion to $31 billion by 2028, retailers are exploring its use for fraud detection, advertising, personalized offers, and virtual shopping assistants, signaling a significant shift towards more innovative and data-driven practices.

(Source: EY, BCG, Economic Intelligence Unit (EIU), Media reports)

Government & Public Sector

In the current climate of uncertainty, it is crucial for public sector entities to remain adaptable and ready to swiftly respond to rapid changes. Meeting customer expectations entails embracing new approaches to digital transformation and prioritizing the cultivation and maintenance of trust, which is essential for a stable and flourishing society.

The ongoing wave of digital transformation within the public sector globally has been expedited in recent years as governments strive to deliver services that resonate with people's needs. As customer expectations continue to evolve, successful organizations are prioritizing digital-first interactions, leveraging new technologies to redefine their operations, and equipping their employees with advanced digital tools to foster innovation and overcome barriers.

According to a 2023 Deloitte survey of 5,800 individuals across 13 countries, satisfaction with digital government services lags behind the private sector by 21%. However, enhancing customer experience in government services can yield more than just benefits for customers; it has the potential to significantly bolster public trust in government. Research indicates that perceptions of government customer experience strongly influence trust in government.

Governments worldwide are becoming more efficient in delivering services, responding to disruptions, and addressing citizen feedback, even outside of emergency situations. This transformation is evident in organizations adopting new technologies and processes, and in their efforts to streamline outdated rules and regulations while maintaining a balance between speed and oversight. Through use of technologies such as robotic process automation and data analytics, government agencies are now overcoming limitations to achieve significant improvements in speed, thus reducing processing times and administrative burdens.

(Source: EY, Deloitte, Media reports)

Telecom & Media

The telecommunications industry faces significant strategic challenges similar to those encountered by mature sectors like utilities. This sector is crucial for billions of consumers and businesses, with global data consumption set to nearly triple from 3.4 million petabytes (PB) in 2022 to 9.7 million PB by 2027, driven largely by video traffic. Despite this surge, revenue growth from internet access is projected to be modest, at a compound annual growth rate (CAGR) of 4%, reaching $921.6 billion by 2027. Telcos face the dual challenge of low pricing leverage on standardized services and high infrastructure investment needs, with anticipated spending of $342.1 billion on network upgrades by 2027, particularly for 5G deployment.

In the B2C sector, telcos are seeing increased demand due to evolving user preferences and new devices with higher data requirements, predominantly fuelled by video content, which is expected to account for 79% of data consumption by 2027. Enterprises are demanding more efficient network capacity to improve ROI, with global mobile data traffic forecasted to grow 54% annually from 2020 to 2030. The expansion of 5G private networks is driving the densification of small cells across industries like manufacturing, healthcare, and shipping.

To meet these demands, telcos are prioritizing standalone 5G deployments to address security, compliance, and high throughput needs. Innovations such as integrated SIMs or eSIMs are enabling differentiated pricing and network slicing. Adoption of open APIs and collaboration is helping public sector and other enterprises achieve cost reductions of over 20% by leveraging private 5G sites and network slicing. Additionally, improvements in messaging services, such as RCS interoperability, are enhancing communication between different ecosystems.

(Source: International Telecommunication Union (ITU), PwC, Media reports).

Business Overview

A global leader in optimizing the customer experience lifecycle, digital transformation, business process management, and digital media ecosystem, HGS is helping its clients become more competitive every day. HGS' core BPM business combines automation, analytics, and artificial intelligence with deep domain expertise focusing on digital customer experiences, back-office processing, contact centers, and HRO solutions. HGS' digital media business, NXTDIGITAL (www.nxtdigital.in), is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 6 million customers across 1,500 cities and towns.

Part of the multi-billion-dollar conglomerate Hinduja Group, HGS takes a "globally local" approach. HGS has 18,335 employees in nine countries, including 32 delivery centers, making a difference to some of the world's leading brands across verticals. For the year ended March 31, 2024, HGS had revenues of Rs. 5,087.8 crore (US$ 614.4 million). Visit https://hgs.cx to learn how HGS transforms customer experiences and builds businesses for the future. Details of Delivery Centres and Clientele have been provided in the Boards' Report.

FY 2024 Consolidated revenue profile

Revenue by Origination

US-originated revenue accounted for 32.4% of operating revenues. US-originated revenues are delivered from centers based out of US, India, Philippines, Jamaica and Colombia

Revenue originating from India were at 30.7% while UK-originated business was at 15.6% of operating revenue. UK-originated revenues are delivered from centres based out of UK, US, Philippines and India.

Operating revenue originating from Canada in CAD terms were at 14.5%; and 6.8% from Jamaica, Philippines and Australia.

Digital Media Business revenues originate from India while BPM revenues originate from US, UK, Canada, Jamaica, Philippines, India and Australia.

- **Offshore/ near-shore Revenue**

  The offshore/near-shore Revenues (Originating in one country and delivered from another country) account for 23.0% of operating revenues.

- **Voice to Non-Voice Revenue Mix**

  Voice revenues accounted for 44.7%, Back Office 15.9% and Digital 39.4% of operating revenues.

- **Revenue by Vertical**

  Media vertical constitutes 31.9%; Consumer and retail constitute 20.4%; Banking and financial sector contributes 14.3%; Telecom & Technology contributes 13.2% and Public Sector contributes 8.8% and other verticals were at 11.5%.

Discussion on Financial Position

Property, Plant, Equipment and Intangible assets

The net block of assets (Tangible assets and Intangible assets) as of March 31, 2024 is ₹8,516 million as compared to ₹11,306 million in March 31, 2023, representing an absolute decrease of ₹2,789 million during the year under review and in percentage terms, it was 24.67%.

The Right to use asset balance as on March 31, 2024 is ₹9,226 million. The Right to use asset balance as of March 31, 2023 was ₹7,092 million.

The Capital work-in progress balance as on March 31, 2024 is ₹81 million. The capital work-in progress balance as of March 31, 2023 was ₹129 million.

The Intangible assets under development balance as on March 31, 2024 is ₹54 million. The Intangible assets under development balance as of March 31, 2023 was Nil.

The Investment property balance as on March 31, 2024 is ₹225 million. The investment property balance as of March 31, 2023 is ₹230 million.

Goodwill

As of March 31, 2024, goodwill is ₹9,596 million as compared to ₹9,495 million in March 31, 2023. Goodwill is tested for impairment.

Investments

It mainly comprises of Non-Convertible Debentures, Quoted investments in equity instruments and Treasury bills at overseas location. As of March 31, 2024, investments were ₹32,997 million as compared to ₹27,528 million in March 31, 2023.

Loans (Non-current)

As of March 31, 2024, amount of ₹15 million of loans to third parties. The same as of March 31, 2023, was ₹35 million. These loans are made on normal commercial terms and conditions and at market rate and are carried at amortized cost.

Other financial assets (Non-current)

It comprises of security deposit, margin money deposit and other long-term deposits. As of March 31, 2024, the amounts were ₹596 million compared to ₹627 million in March 31, 2023.

Deferred tax assets (net) [DTA]

DTA as of March 31, 2024 were ₹2,581 million as compared to ₹1,874 million in March 31, 2023.

Income tax assets (net)

As of March 31, 2024, amounts were ₹4,615 million as compared to ₹4,031 million in March 31, 2023.

Other non-current assets

Other non-current assets include capital advance, prepaid expenses, balance receivable from government authorities, loans & advances and other receivables. As of March 31, 2024, the amounts were ₹385 million as compared to ₹594 million in March 31, 2023.

Inventory

Inventory consists of Stock of network cable, equipment and traded goods and other Media Inventory. As of March 31, 2024, inventory were at ₹166 million as compared to ₹167 million in March 31, 2023.

Trade receivables

As of March 31, 2024, trade receivables from the customers were at ₹7,446 million as compared to ₹7,330 million in March 31, 2023, after making allowance/ provision for doubtful debts.

Cash and Bank balances

As of March 31, 2024, cash and bank balances were at ₹8,815 million as compared to ₹12,105 million in March 31, 2023.

Loans (Current)

As of March 31, 2024, loan amount was ₹22,256 million out of which loans to related parties were of amount ₹10,100 million that were given for working capital finance. The Loan amount as of March 31, 2023, were at ₹28,140 million out of which loans to related parties were of amount ₹18,114 million that was given for working capital finance, and the balance represents loans given to a third party that are now re-classified as Current Loans. These loans are made on normal commercial terms and conditions and at market rate.

Other financial assets (Current)

It comprises of security deposit, interest accrued, derivative gains, lease receivable and other receivables. As of March 31, 2024, the amounts were ₹1,709 million as compared to ₹903 million in March 31, 2023.

Other current assets

The Other Current Assets comprises of balance with government authorities, Employee advances, vendor advances, prepaid expenses and other assets. As of March 31, 2024, the amounts were ₹1,967 million as compared to ₹2,059 million on March 31, 2023.

Share Capital

The authorized share capital of the Company is ₹79.85 million comprising of 79.85 million equity shares of ₹10 each and 0.15 million 1% participatory redeemable non-cumulative preference shares of ₹10 each. The paid-up share capital as of March 31, 2024 was ₹465.20 million and as of March 31, 2023 was ₹525.20 million.

During the year, the Company had bought back 6 million equity shares of Face Value of Rs 10 each (i.e. ₹60 million) at a price of ₹1,700 per equity share by utilising its Securities premium reserve, General Reserve and Retained Earnings.

Share application money pending allotment

The Share application money pending allotment of the Company as at March 31, 2024 and March 31, 2023 was Nil.

Other Equity

The other Equity of the Company decreased from ₹84,940 million in March 31, 2023 to ₹74,412 million in March 31, 2024.

Non-Controlling Interest

The non-controlling interest as of March 31, 2024 is ₹1,547 million as compared to ₹1,558 million on March 31, 2023.

Borrowing (Non-current)

As of March 31, 2024, the total long-term borrowings were ₹1,335 million as compared to ₹944 million in March 31, 2023.

Lease liability

In accordance with Ind AS 116, HGS discounted lease payments using the applicable incremental borrowing rate as at the inception of the lease for measuring the lease liability. As of March 31, 2024, the non-current and current portion of the lease liability was ₹4,641 million and ₹3,367 million respectively. As on March, 31, 2023, the non-current and current portion of the lease liability was at ₹4,295 million and ₹2,478 million respectively.

Other financial liabilities (Non-current)

Other non-current financial liabilities as of March 31, 2024 were ₹90 million as compared to ₹964 million as on March 31, 2023.

Provisions (Non-current)

Provision comprises of pension obligation, gratuity and Compensated absences (as per actuarial valuation performed by an independent actuary). As of March 31, 2024, the provisions were ₹595 million as compared to ₹571 million on March 31, 2023.

Deferred tax liabilities (net) [DTL]

DTL as of March 31, 2024 were ₹689 million as compared to ₹764 million in March 31, 2023. Major components of DTL are due to temporary differences to the Property, Plant, Equipment, unabsorbed depreciation and Hedge reserve.

Contract liabilities (Non-current)

It mainly comprises of Income received in advance from customers. As of March 31, 2024, contract liabilities are ₹ 5 million as compared to ₹10 million in March 31, 2023.

Borrowing (Current)

As of March 31, 2024, total short-term borrowings were ₹11,724 million as compared to ₹2,264 million in March 31, 2023.

Trade Payables

As of March 31, 2024, the trade payables were at ₹ 2,964 million as compared to ₹4,166 million in March 31, 2023.

Other current financial liabilities

Other current financial liabilities consist of Interest accrued, capital creditors, deferred consideration payable, unpaid dividend employee related payables and derivative loss. As of March 31, 2024, those amounts were at ₹6,104 million as compared to ₹7,497 million in March 31, 2023.

Provisions (Current)

Provision includes provision for CSR, Gratuity and leave encashment liabilities (as per actuarial valuation performed by an independent actuary). As of March 31, 2024, provisions were ₹339 million as compared to ₹301 million in March 31, 2023.

Contract liabilities (Current)

It mainly comprises of income received in advance from customers. As of March 31, 2024, the amounts were at ₹527 million as compared to ₹570 million in March 31, 2023.

Current tax liabilities

As at March 31, 2024, the amount was ₹1,166 million and as at the end of March 31, 2023, the amount was ₹883 million.

Other current liabilities

Other current liabilities comprise of advance from customers, statutory dues payable and other payables. As of March 31, 2024, the amounts were ₹1,277 million as compared to ₹914 million in March 31, 2023.

Operational Review

During the financial year under review, the Company has been communicating to all its stakeholders, that the focus of the company is to grow its profitable businesses, re-price or exit unprofitable accounts, generate free cash flows, undertake cost rationalization from time to time, improve return ratios. FY 2024 has seen operating revenue growth of 2.5% with operating EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization and excluding Other Income) growing by 45.8%.

Compared to FY 2023, Digital Media business operating revenues grew by 13.6% while BPM operating revenues reduced by 0.5% in FY 2024. The drop in BPM operating revenues is 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.

Other Income dropped by 5.9% and total Income grew by 1.6%. The drop in other income is due to reduction in interest income post completion of buy back, lower profit from sale of property and foreign exchange fluctuation.

Further, PBT (Profit Before Tax and after Depreciation, Interest Expense) was at ₹1,105 million in FY 2024 as compared to ₹1,859 million in FY 2023.(FY 2023 includes an exceptional income of ₹329 million) .

PAT (Profit after Tax) from continuing operations in FY 2024 stood at ₹ 1,312 million as compared to ₹ 2,881 million in FY 2023 due to lower tax reversals and other income.

As on March 31, 2024, company has treasury surplus of ₹63,185 million comprising cash & bank balances, loans given and investments in debentures. Total borrowings at the end of FY 2024 stood at ₹13,059 million. During the year, treasury surplus (net of debt) reduced by ₹ 13,668 million primarily due to outflow of funds for buyback, taxes on buyback and transaction cost.

Key Financial Ratios

Ratios	FY 2024	FY 2023
Debtors Turnover	6.25	6.25
Current Ratio	2.33	2.66
Debt Equity Ratio	0.17	0.04
Interest Coverage Ratio	4.51	5.43
Operating Profit Margin	5.8%	5.8%
Net Profit Margin	2.6%	5.8%

The above ratios represent the key financial ratios, as applicable to the consolidated financial statements of HGS. The ratios on Debt to Equity and Net Profit are significant, (as defined under the SEBI Listing Regulations i.e., over 25% variation compared to previous year). These movements were due to lower profits from sale of real estate, foreign exchange fluctuations, lower treasury income due to buy back & dividend paid and lower tax reversals. Debt taken for acquisition along with reduction in equity on completion of buyback has resulted in increase in Debt-Equity ratio.

Return on net worth during the financial ended March 31, 2024 is 1.7% as compared to 3.3% for the year ended March 31, 2023 primarily due to decrease in other income and lower tax reversals as described above.

Human Capital

As of March 31, 2024, HGS reported a headcount of 18,335 employees across the nine countries it has presence in.

Emphasizing a people-centric approach integral to its operations, HGS prioritizes creating an inclusive and high-performance culture to ensure employee satisfaction and superior client service delivery. Central to HGS' strategy is its human capital philosophy, which emphasizes attracting, retaining, and motivating top talent through robust career and personal growth opportunities. This commitment is underscored by comprehensive training programs, mentorship initiatives, and clear career pathways designed to support employees in achieving their professional and personal goals, particularly in areas such as customer experience, Automation, AI, Analytics, and other skills.

Operating within a hybrid working model, HGS has seamlessly integrated remote work into its operations over the past three plus years. The company continues to support this transition through innovative tools like recruitment chatbots, mobile-friendly platforms, and hybrid employee engagement activities, thus ensuring sustained productivity and motivation across recruitment, training, client delivery, and employee engagement processes.

HGS maintains a strong focus on promoting work-life balance and supporting employee well-being through flexible work arrangements, employee assistance programs, and health and wellness initiatives. These efforts are integral to strengthening its position as a leading employer by fostering a positive workplace environment that attracts top talent and drives the company's sustained growth and success in its operational markets.

Compliance

HGS has implemented a robust Compliance framework to identify, assess, monitor, control and report compliance status with respect to the applicable laws and regulations specific to the geography in which it provides services. Applicable laws and regulations, including Employment and Labour laws, in countries where the Company operates and any changes to the said laws and regulations are reviewed periodically for their compliance. The Board reviews the compliance status of all the laws and regulations applicable to the Company on a quarterly basis, based on the compliance certificates submitted by the CEO and the CFO.

Awards and recognitions

HGS' brand awareness continued to increase in FY 2024 with several significant awards and recognitions by leading analysts and organizations in our industry.

Recognitions and awards for HGS over the past year include:

- Selected for IAOP 2024 Global Outsourcing 100 list, in the Leader Judging Size category.
- HGS Agent X awarded as the "2023 Product of the Year" at the BIG (Business Intelligence Group) Awards for Business program
- Winner of the 2024 Training Apex Award, organized by Training Magazine
- Winner in the category of 'Best Diabetes Awareness Initiative Of the Year 2023' at the Indian CSR Awards 2023
- Winner in the category of 'Operational Excellence using Digital Transformation' at the Confederation of Indian Industry (CII) DX Awards 2023
- HR Asia Best Companies to Work for in Asia 2023 – Philippines Chapter
    - Winner in the Best Workplace
    - Winner in Diversity, Equity & Inclusion
- Asia-Pacific Stevie Awards 2023
    - Bronze Stevie in the category of Best Use of Technology in Customer Service
    - Bronze Stevie in the category of Innovative Achievement in Corporate Social Responsibility
- Digital Media business (NXTDIGITAL) won the prestigious "Industry Gamechangers Award 2024" at the Video & Broadband Summit 2024
- "The Booming 15 - Service & Technology Provider Standouts – Global & Americas" in the ISG Index 3Q & 4Q 2023 - Managed Services and As-a service Market Insights.
- Leader in the Digital Operations, AI & Analytics, Work from Home service, Social Media services - US in the ISG "Contact Center - Customer Experience Services 2023" ISG Provider Lens™ Study - US".
- Enterprise Innovators - Horizon 2 category in the HFS Horizon: Customer Experience Service Providers, 2024.
- HGS called out in the "Impact Sourcing State of the Market 2023 "for "using its tech capabilities to ensure that both external and internal digital resources are made available to individuals with visual impairment".
- Included in the Forrester Business Process Outsourcing Services Landscape, Q4 2023.
- 'Leader' in the NelsonHall CX Services Transformation NEAT - in 3 market segments including Revenue Generation, Improvement Capability, Cost Optimization.

Competitive Advantage

HGS is dedicated to ensuring that every customer interaction is prompt, personal, and positive - existing to help clients "Champion every moment". From acquiring new customers, nurturing customer loyalty, and slowing customer churn, HGS increases operating efficiency and reduces errors by integrating state-of-the-art technologies into every part of an organization's business. With a long-standing commitment to helping clients build for the future, HGS has a tradition of acting with integrity, fostering collaboration, and promoting excellence, sustainability, and inclusivity – which in turn, allows us to champion every moment for our customers.

While consumer expectations continue to rise each day, HGS mission remains the same – innovate, optimize, and grow its clients' businesses with the perfect balance of technology and people to create a superior human plus digital experience that is more frictionless and more personalized.

HGS' commitment to being leaders in CX is deeply rooted in five key areas: speed, precision, empathy, collaboration, and innovation – setting the stage for HGS to consistently meet and exceed expectations. To help clients, HGS believes that every dollar spent on our services is an investment in creating a competitive advantage for our clients, which starts with HGS earning trust first with fundamentals like hiring, training, and retaining top talent to deliver better results, faster. With the right balance of talent and technologies to help solve unique business problems, we believe that the key to doing good work is teamwork.

HGS grows with its clients and helps them along the digital transformation journey, creating value through innovation. Clients continue to lean on HGS for their expertise in new trends and technologies that are data-driven and future-focused. HGS prioritizes "customer first" thinking - treating each employee like a customer, every client like a partner, and every consumer the way we want to be treated. With empathy and respect, HGS helps customers get the right answer fast™.

HGS has a proven method for right-shore outsourcing with local onshore capabilities as well as key nearshore and offshore locations. HGS delivers services out of 32 centers and has presence in nine countries.

HGS offers strong leadership with a deep domain expertise that delivers winning interactions at scale with Autonomous CX. The award-winning management team includes geographic (as well as vertical) heads and practice leaders with extensive experience in their respective domains to help champion and empower their own teams make decisions critical to the mission. With the acquisition of TekLink, HGS has strengthened our expertise in data platform and analytics – further advancing our CX presence throughout the industry.

From a Digital Media perspective, our brand NXTDIGITAL remains the only company providing digital television services both through terrestrial and satellite technology giving a clear edge to our partners over conventional platforms in India. We have a low customer acquisition cost due to already invested infrastructure in both fibre and satellite – which covers all of India, without exception. Our unique Prepaid business model that we leverage for both B2B and B2C segments ensures there are no revenue leakages.

Your Company also has long-standing relationships with franchisee partners or LMOs (Last Mile Owners), who are a very integral part of the distribution process, as well as excellent and long-lasting relationships with vendors including broadcasters. It allows us to provide customers with bundled or combination packages consisting of video, data, value-added services, and home security, etc. Our award winning NXTHUB concept of a plug-and-play facility has now expanded to 125 locations in India, offering LMOs a cost-effective solution to connect their customers to over 650 television channels seamlessly.

Given the success of our broadband push in Tier I and Tier II markets, our broadband service “ONE” has made strong inroads into Tier III markets last fiscal. India’s 4th largest private ISP has over a million customers today in 350 cities and towns – delivering broadband with speeds up to 1,000 Mbps. We continue to leverage our relationships for competitive advantage – supporting our growing fraternity of Strategic Alliance Partners, who account for a significant portion of our business.

As a digital media business, your Company has looked to build a further competitive edge last fiscal – being the first platform to leverage our infrastructure, our advanced technology and expertise to support corporates with cutting edge solutions from CelerityX. Our enterprise grade mesh connectivity “NetX”, our network-as-a-solution “OneX” and our broadband-over-satellite service “SkyX” provide corporates with a single window for end-to-end connectivity solutions.

This myriad of solutions from HGS across the entire customer lifecycle spectrum – from cutting edge CX solutions to all-pervasive digital media services clearly gives us a strong platform to remain and grow as a preferred partner in industry.

Investing in Tech Capabilities

To advance in today’s competitive business arena and build for the future, it is important for a company to embrace technology and leverage data to create a dynamic human-digital ecosystem. This approach is key to fostering agility and innovation, thus ensuring sustainable growth.

HGS is leveraging our deep expertise and significant investment in advanced technologies to transform legacy ways of working and to “invent to simplify.”

- We are investing in developing a specific set of end-to-end capabilities needed to deliver intelligent experiences. The areas of expertise include tech modernization, AI-driven analytics & insights, intelligent optimization, cloud, finops & devops, contact center transformation and social care & content.
- Artificial Intelligence and Generative AI: HGS has strengthened its innovation lab teams in Bengaluru and the US, with a focus on developing AI tools for various applications across verticals such as social media spam detection, retail inventory management, workplace safety, etc. Your Company is also investing in digital awareness within the organization even as we integrate AI and Gen AI for our internal applications.
- HGS Agent X: Our proprietary platform is gaining traction and is now deployed with over 16 clients, supporting more than 1,300 associates.
- HGS deepened its expertise in data and analytics with its acquisition of TekLink in February, 2023. It has enhanced our capabilities to offer our clients enhanced end-to-end financial planning analytics services, from consulting to implementation and support. The integration is going well, led by the signing of multiple cross-selling engagements and a healthy pipeline.

Risk and Concerns

FY 2024 witnessed multiple challenges and opportunities with our business and operations across all geographies that we operate in. The dynamic nature of the business presents newer and more challenging risks. HGS has put in place a robust risk management framework covering all our BPM and Digital Media businesses. Risk framework for acquired businesses are aligned with the existing framework and are being integrated at an entity level, strengthening the risk management process.

While the businesses have successfully overcome or have had minimal impact pertaining to risks arising from the pandemic and geographical instability like the Russia and Ukraine war etc, the business continues to face significant challenges listed below, though not an exhaustive list.

- A fast-evolving technology landscape and innovation like Generative-AI, 5G adoption, Artificial Intelligence and Machine learning etc, keeping solution providers on the toes to the client business demands.
- Global geopolitical and macroeconomic events impacting demand and supply.
- Heightened risk of increased frequency and intensity of ‘Offensive Cyber attacks’, compromising businesses

- Newer and more sophisticated forms of cyber-attacks, ransomware attacks and security breaches despite having strong cyber security controls in place.
- Potential changes in the economic policies of the governments and local bodies like TRAI, changes in Tax laws etc, thereby impacting business operations.
- Complex and evolving Legislations, Compliance regulations like geo specific Data Privacy regulations, Wages, Immigration etc.
- Talent supply chain management becomes very crucial in an ever-changing technological landscape demanding frequent upgrade of talent and skills.
- Talent retention and attrition related risks.
- Competitive pricing in the markets and segments that we operate in.
- Volatility in currency exchange rate fluctuation
- Increase in minimum wages across geographies that HGS operates in impacting its profitability.
- HGS' efforts to comply with various laws may impose significant costs and challenges that are likely to increase over time. Failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in impairment to our reputation in the marketplace and HGS could incur substantial penalties or litigation.

HGS has designed and established a robust ERM (Enterprise Risk Management) framework comprising of practices related to identification, assessment, monitoring and mitigation of risks to its business. ERM practices enables HGS to leverage upcoming market opportunities effectively through risk-oriented assessment and mitigation methods that minimize adverse impact of risks. HGS' ERM objectives include risk management of areas related to strategic factors (both external and internal), operations, finance, client and market space, technology, and human resources. Our risk practices seek to enhance long term competitive advantage. Risk management processes are monitored, reviewed and revised as appropriate to adapt to the changing global risk scenario and landscape. The Risk Management Committee reviews on a periodical basis, the identified risks and actions taken to mitigate them.

Risk Categories

HGS' ERM framework considers the following categories of risks as near-term, medium-term and long-term across various levels of the organization viz., enterprise level, business unit level, account level:

1. **Strategic Risks:** Risks emanating out of choices that HGS makes on markets, business portfolio, resource allocation, life cycle planning, delivery model, clients and suppliers, mergers and acquisitions and joint ventures, which can potentially impact its long-term competitive advantage.
2. **Counterparty Risks:** Risks arising out of HGS' association with entities like clients, vendors and business partners for conducting business, which may potentially incur a risk of default on obligations.
3. **Operations Risks:** Risks inherent to business operations including service delivery to clients, business support activities, information security and data privacy, intellectual property, physical security and business continuity of service delivery, which can lead to potential loss resulting from inadequate or failed processes, people and systems or from external events.
4. **Financial Risks:** Risks arising from foreign exchange volatility, interest rates, credit conditions, treasury, taxes as per statutory laws in each country of operation and client concentration, which can potentially impact the company through uncertainty of returns and potential financial loss; and
5. **Regulatory & Compliance Risks:** Risks arising out of inadequate compliance to regulations, contractual obligations and violations leading to potential litigation and loss of reputation.

HGS Risk Management Practices

Risk management practices include identification of risks, impact and consequence analysis, evaluation of risks, mitigation and monitoring of risks along with reporting and disclosures. Business planning and strategy is integrated with risk management is an ongoing activity.

Risk identification and Impact Analysis

The procedures have been developed for identifying risks through focus group meetings, interviews, questionnaires, historic data analysis, probability forecasting, control assessment, analysis of uncertainties, what-if scenario analysis, business environment, internal audit findings, assessment of the operations and learning's from incident analysis. HGS has guidelines that provide instructions in carrying out impact-consequence analysis for the identified risk.

Risk Evaluation: Risk criteria have been established in deciding the magnitude of risk to the company. The risk criterion includes costs, performance objectives, reputation and regulatory compliance. The risk levels are determined using the potential impact, likelihood of occurrence and the risk exposure.

Risk Mitigation & Monitoring: Identified top risks are tracked through external and internal indicators to track risk levels and likelihood of occurrence. Analysis, exposure and assessment of top risks are carried out periodically with emerging risks if-any being included. Mitigation plans are finalized, owners are identified, and progress of mitigation actions are monitored and reviewed. The Risk Management Committee ultimately reports to the Board of Directors on the effectiveness of risk management across the enterprise.

Risk Reporting and Disclosures: Risks impacting achievement of business objectives, movement of risk levels, impact and mitigation status are reported and discussed with the Risk Management Committee periodically. This committee further reports to the Board through periodic updates highlighting key risks, their impact and mitigation status.

Incorporating risk management with planning and strategy: Business strategy and planning take into account the identified risks and mitigation action as an input for the development of strategy and annual business plan.

Internal Controls

As a business philosophy, HGS' management believes in growth with a strong governance system and mechanism in place. HGS has a proper and adequate system of internal controls, commensurate with its size and business operation to ensure timely and accurate financial reporting in accordance with the applicable accounting standards, safeguarding of assets against unauthorized use or/ and disposition and compliance with all the applicable regulatory laws and Company policies.

The Company documents all the policies and procedures and from time to time updates the same, which need to be complied with. There is a clear demarcation of roles and responsibilities at various levels of the organization. Internal Control System aims to ensure that business operations function efficiently; that applicable laws, rules and regulations as well as all the policies/ procedures are complied with and there is reliability and consistency of reported accounting and financial data. The Internal Auditors review the internal control systems on an ongoing basis for its effectiveness and suggests necessary changes, which are duly incorporated. The Internal audit reports are also reviewed by the Audit Committee of the Board.

Based on the current structure of internal financial controls and compliance systems established and maintained by the Company, work performed by the Statutory, Internal, external consultants and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by the Management, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024.

Audit Trail

The Ministry of Corporate Affairs (MCA) vide its notification No. GSR 206(E) dated March 24, 2021, has issued the "Companies (Audit and Auditors) Amendment Rules, 2021" read with sub-section 3 of Section 143 of the Companies Act, 2013 introducing new Rule 11(e), new Rule 11(f) and new Rule 11(g) and deleting Rule 11(d). This requirement is applicable from April 1, 2023.

Based on management assessment and work performed by external consultants, the Board noted that that the Holding Company and its subsidiary companies incorporated in India have used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares.

Cautionary Statement

Some of the statements or certain statements in the above paragraphs of MDA, describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' in nature, and within the meaning of the applicable Securities Laws and Regulations. The actual financial and non-financial results may differ materially from those expressed herein, important factors that could influence the Company's operations include global and economic conditions affecting demand, supply, price conditions, change in Government regulations, tax policies and regimes, other statutes and other factors such as litigation and industrial relations.

Annexure ‘E’

TO THE DIRECTORS’ REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company.

Your Company is inspired and guided by the pioneering thoughts “My dharma (duty) is to work so that I can give” of Late Shri Parmanand Deepchand Hinduja, Founder of the Hinduja Group. Your Company is a socially responsible corporate and has undertaken and implemented CSR activities for the upliftment of the economically and socially disadvantaged communities and shall continue to do in future.

2. Composition of CSR Committee:

Sl. No.	Name of Directors	Designation/ Nature of Directorship	Number of meeting of CSR Committee held during the year	Number of meeting of CSR Committee attended during the year
1	Mr. Anil Harish	Independent Director	1	1
2	Mr. Paul Abraham	Non-Executive-Non Independent Director	1	1
3	Mr. Partha DeSarkar	Whole-time Director	1	1

During the year, the CSR Committee meeting was held on November 22, 2023.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

- Composition of the CSR Committee: https://hgs.cx/about-us/leadership/
- CSR Policy: https://hgs.cx/investors/corporate-policies/
- CSR projects approved by the Board are disclosed on the website of the company: https://hgs.cx/investors/other-reports/

4. Provide the executive summary along with weblink of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) - **Not Applicable**

5. (a) Average net profit of the company as per section 135(5) : ₹ 26,115.72 Lakhs

   (b) Two percent of average net profit of the company as per section 135(5): ₹ 523 Lakhs

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

   (d) Amount required to be set off for the financial year, if any: Nil

   (e) Total CSR obligation for the financial year (5b+5c-5d): ₹523 Lakhs

6. (a) Amount spent on CSR Projects (both ongoing Project and other than Ongoing Project):₹ 523 Lakhs

   (b) Amount spent in Administrative Overheads: Nil

   (c) Amount spent on Impact Assessment, if applicable: Not Applicable

   (d) Total amount spent for the Financial Year (6a+6b+6c): ₹289 Lakhs

   (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
Amount	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 289 Lakhs	234 Lakhs	April 16, 2024	NA		

   (f) Excess amount for set-off, if any:

Sl. No.	Particulars	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	522.31
(ii)	Total amount spent for the Financial Year	523
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.69
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.69

7. Details of Unspent CSR amount for the preceding three financial years: **Nil**

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: – **No**

If yes, enter the number of Capital assets created/ acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: **Not Applicable**

Partha DeSarkar	**Anil Harish**
Whole-time Director	**Chairman- CSR Committee**
DIN: 00761144	**DIN: 00001685**

Place: Mumbai
Date : August 14, 2024

Annexure 'F'

TO THE DIRECTORS' REPORT
PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTIES

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, Form AOC-2]

This Form is for disclosure of particulars of contracts/ arrangements entered into by Hinduja Global Solutions Limited ('HGS' or the 'Company') with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013.

1. Details of contracts or arrangements or transactions not at arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

a)	1.Name of Related Party	HGS (USA) LLC
	2.Nature of Relationship	Wholly owned step-down subsidiary
b)	Nature of contract/ arrangement	Sub-contract Agreement
c)	Duration of Contract/ Arrangement	April 1, 2023 to March 31, 2024
d)	1. Salient terms of the Contract/ arrangement	Your Company provides BPM services to HGS (USA) LLC and diligently perform the contract in a timely manner and provide services in accordance with the SOWs.
	2. Value	₹ 3,351.93 million
e)	Dates of Board's approval(s)	Not applicable, since the contract was entered into in the ordinary course of business and at arm's length basis.
f)	Amount paid as advances, if any:	NIL

For and on behalf of the Board of Directors

Ashok P. Hinduja
Chairman
DIN: 00123180

Place: Mumbai
Date: August 14, 2024

Annexure 'G'

TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Hinduja Global Solutions Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hinduja Global Solutions Limited (CIN: L92199MH1995PLC084610) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Hinduja Global Solutions Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit Period covering the financial year ended on 31st March, 2024 ("audit period''), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Hinduja Global Solutions Limited for the financial year ended 31st March, 2024 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

   (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

   Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2024:-

   (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (c) The Secretarial and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(vi) The management has identified and confirmed that the other laws as specifically applicable to the Company and it has proper system to comply with the applicable provisions of the respective Acts, Rules and Regulations;

I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has complied with the applicable provisions:-

(a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;

(b) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the period under review, I am of the opinion that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. as mentioned above.

I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Directors. The changes in the composition of the Board of

Directors that took place during the period were carried out in compliance with the provisions of the Act.

2. The Company has given adequate notice to all the Directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the Meeting.
3. All the decisions at the Meetings were carried out unanimously.
4. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. I further report that during the audit period, no specific events/ actions which have a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards.

I report that during the audit period, following specific events / actions were undertaken by the Company:-

a. The Company has Bought back 60,00,000 fully paid-up equity shares of the Company at a price of ₹1,700/- per equity share as approved by members through Postal ballot held on 25th January, 2023 and the settlement of bids of tendered shares in the buyback was completed by the Clearing Corporation on 09th June, 2023 Further, the update on the completion of the same was intimated to the Stock Exchanges on 10th June, 2023.

b. Obtained approval from its Member at the 28th Annual General Meeting of the Company held on 27th September, 2023:

   Final dividend of ₹2.50 per equity share (on an equity share of par value of ₹10/- each) for the financial year ended 31st March, 2023 and three interim dividends aggregating to ₹12.5, already paid, per equity share of Rs.10/- each during the financial year ended 31st March 2023.

c. The Company has changed its Registered office address within the local limits of the City i.e. from "Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai – 400018" to "Tower C (1st Floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051", with effect from October 1, 2023.

Auditor's Responsibility:

1. My responsibility is to only express the opinion on the compliance with the applicable laws and maintenance of Records based on audit.
2. I have conducted the audit in accordance with the applicable Auditing Standards prescribed by the Institute of Company Secretaries of India. These standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
3. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Virendra G Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021
UDIN: A001157F000506156

Date: 30th May, 2024
Place: Mumbai

This report is to read with the Annexure which forms an integral part of this report.

Annexure to the Secretarial Audit Report

To,

The Members,
Hinduja Global Solutions Limited

My report of even date is to be read along this annexure:

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Virendra G Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021
UDIN: A001157F000506156

Date: 30th May, 2024
Place: Mumbai

Annexure 'H'

TO THE DIRECTORS' REPORT

[Statement of Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year; and the percentage increase in remuneration of each director in the financial year 2023-24;

Name of Directors	Ratio of Remuneration to MRE*	% increase / (decrease) in remuneration for FY 2023-24
Mr. Ashok P. Hinduja	1.35	(30.07)
Mr. Anil Harish	5.39	(61.37)
Mr. Sudhanshu Tripathi	5.65	(46.43)
Ms. Bhumika Batra	5.79	(60.13)
Dr. Ganesh Natarajan	4.17	(62.93)
Mr. Paul Abraham	1.75	(50.68)
Mr. Pradeep Udhas	4.04	17.19
Mr. Munesh Khanna	1.88	(2.10)

*MRE = Median Remuneration of Employees

(ii) The percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager ('KMP') in the financial year 2023-24;

Name of KMPs	Designation	% increase in remuneration for FY 2023-24
Mr. Partha DeSarkar#	Whole-time Director	(76.4)
Mr. Vynsley Fernandes*	Whole-time Director	198.6
Mr. Srinivas Palakodeti	Chief Financial Officer	25.1
Mr. Narendra Singh	Company Secretary	(42.8)

Ratio of Remuneration to MRE: 224.43

*Ratio of Remuneration to MRE: 90.65

Note: Annual remuneration includes fixed pay, perquisites and Annual Performance Incentive.

(iii) The percentage increase in the median remuneration of employees in the financial year 2023-24

The median remuneration of employees (MRE) for FY 2023-24 increased by 5.13% as compared to FY 2022-23.

(iv) The number of permanent employees on the rolls of the Company: 11,338#

#Includes employees who were on the payroll of the Company for part of FY 2023-24.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries of employees, other than KMPs in the last financial year is 6.13% and the percentage decrease in the remuneration of KMPs is (57.3%). There has been decrease in the remuneration of KMPs primarily due to the reduction in performance incentives compared to FY 2022-23.

(vi) The Company affirms remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Ashok P. Hinduja
Chairman
DIN: 00123180

Place: Mumbai
Date: August 14, 2024

Annexure I

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L92199MH1995PLC084610
2.	Name of the Listed Entity	Hinduja Global Solutions Limited (the ‘Company’ or 'HGS')
3.	Year of incorporation	13-01-1995
4.	Registered office address	Tower C (1st Floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai -400051
5.	Corporate address	1st Floor, Gold Hill Square Software Park, No. 690, Hosur Road, Bommanahalli, Bengaluru-560068
6.	E-mail	investor.relations@teamhgs.com
7.	Telephone	+91 22 6136 0407/+91 80 46431 200
8.	Website	www.hgs.cx
9.	Financial year for which reporting is being done	Financial year 2023-24 (April 1, 2023 – March 31, 2024)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	₹. 46,52,02,850
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Narendra Singh Company Secretary Telephone no: +91 22 6136 0407 E-mail id: Narendra.singh@teamhgs.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Business Process Management Services (BPM)	Offers digital-led customer experience solutions, BPM and HRO services to clients globally	59%
2	Digital Media Business	This business is India’s premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 5 million customers	41%

15. Products/Services sold by the entity (accounting for 90% of the entity’s Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Business Process Management	63999	59%
2	Digital Media Services	6110	41%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
BPM			
- National	-	11	11
- International	-	4	4
Digital Media Business			
- National	108	27	135
- International	-	-	-

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States and UTs)	36
International (No. of Countries)	9

b. What is the contribution of exports as a percentage of the total turnover of the entity? 21%

c. A brief on types of customers

BPM Business: Your Company's customers are primarily HGS subsidiaries globally, who then provide tech-led CX, BPM and HRO services to and bill many of the world's largest brands on a B2B model across verticals.

Digitial Media Business: The business model for the Digital Video business is a B2B2C model wherein the Company delivers digital signals via cable and satellite to Local Cable Operators who in turn re-distribute to retail consumers. The type of customers are basically Local Cable Operators who would be largely operating under sole proprietorship or partnership entities.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
			EMPLOYEES			
1	Permanent (D)	6,648	3,851	57.9%	2,797	42.1%
2	Other than Permanent (E)	4,413	2,982	67.6%	1,431	32.4%
3	**Total employees (D + E)**	11,061	6,833	61.8%	4,228	38.2%
			WORKERS			
4	Permanent (F)	Not Applicable (N.A.)				
5	Other than Permanent (G)					
6	**Total workers (F + G)**					

b. Differently abled Employees and workers:

S. No	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	22	18	81.8%	4	18.2%
2	Other than Permanent (E)	83	59	71.1%	24	28.9%
3	**Total differently abled employees (D + E)**	**105**	**77**	**73.3%**	**28**	**26.7%**
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	N.A.				
5	Other than Permanent (G)					
6	**Total differently abled workers (F + G)**					

19. Participation/Inclusion/Representation of women

Category	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	10	1	10
Key Management Personnel #	2	-	-

Other than Whole-time Directors

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

Category	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24%	14%	38%	24%	31%	54%	22%	31%	52%
Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: Figures for FY 2021-22 includes data of healthcare Business which was sold of in FY 2022. FY 2022-23 and onwards, include data for Digital media Business.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures:

S.No	Name of the holding /subsidiary / associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity
1	HGS International, Mauritius	Subsidiary	100
2	Hinduja Global Solutions LLC	Subsidiary	100
3	Hinduja Properties LLC, USA	Subsidiary	100
4	HGS Canada Holdings LLC	Subsidiary	100
5	HGS Canada Inc., Canada	Subsidiary	100

S.No	Name of the holding /subsidiary / associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity
6	HGS (USA), LLC	Subsidiary	100
7	Affina Company, Canada	Subsidiary	100
8	Hinduja Global Solutions UK Limited	Subsidiary	100
9.	Customer contact Centre INC	Subsidiary	100
10	C-Cubed N.V., Curacao	Subsidiary	100
11	C-Cubed B.V., Netherlands	Subsidiary	100
12	HGS CX Technologies Inc.	Subsidiary	100
13	HGS St. Lucia Limited	Subsidiary	100
14	Team HGS Limited, Jamaica	Subsidiary	100
15	HGS Mena FZ LLC	Subsidiary	100
16	HGS Digital LLC	Subsidiary	100
17	Falcon Health Solutions Puerto Rico Holding LLC	Subsidiary	100
18	Falcon Health Solutions Puerto Rico LLC	Subsidiary	100
19	Diversify Offshore Solutions Cebu Inc., Philippines	Subsidiary	100
20	Diversify Offshore Staffing Solutions Pty Limited	Subsidiary	100
21	Diversify Intelligent Staffing Solutions Inc., Philippines	Subsidiary	100
22	Diversify ISS BGC Inc., Philippines	Subsidiary	100
23	Teklink International LLC (formerly known as Teklink International Inc)	Subsidiary	100
24	HGS Colombia S.A.S	Subsidiary	100
25	Team HGS South Africa (Pty) Ltd	Subsidiary	100
26	Indusind Media & Communications Limited (IMCL)*	Subsidiary	77.55
27	OneOTT Intertainment Limited (OneOTT)	Subsidiary	71.65
28	IN Entertainment (India) Limited#	Subsidiary	100
29	OneMahanet Intertainment Private Limited#	Subsidiary	100
30	Gold Star Noida Network Private Limited##	Subsidiary	100
31	Bhima Riddhi Infotainment Private Limited##	Subsidiary	51
32	Apna Incable Broadband Services Private Limited##	Subsidiary	100
33	U S N Networks Private Limited##	Subsidiary	100
34	United Mysore Network Private Limited##	Subsidiary	99.45
35	Sainath In Entertainment Private Limited##	Subsidiary	51
36	Sangli Media Services Private Limited##	Subsidiary	51
37	Goldstar Infotainment Private Limited##	Subsidiary	98.93
38	Darpita Trading Company Private Limited##	Subsidiary	51
39	Sunny Infotainment Private Limited##	Subsidiary	99.98
40	Ajanta Sky Darshan Private Limited##	Subsidiary	100
41	RBL Digital Cable Network Private Limited##	Subsidiary	100

S.No	Name of the holding /subsidiary / associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity
42	Vistaar Telecommunication & Infrastructure Pvt Ltd[##]	Subsidiary	99.85
43	Vinsat Digital Private Limited[##]	Subsidiary	51
44	Teklink International AG	Subsidiary	100

[*]Post March 31, 2024, the Company's shareholding in Indusind Media & Communications Limited (IMCL) has increased from 77.55% to 79.75%.

[#] These entities are Subsidiaries of OneOTT and % shareholding represents shareholding of OneOTT.

[##] These entities are Subsidiaries of IMCL and % shareholding represents shareholding of IMCL.

Does the entity indicated at Column A, participate in the Business Responsibility initiaves of the listed entity? : NO

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013-Yes

(ii) Turnover (in ₹) : 15,78,25,76,000

(iii) Net worth (in ₹): 31,02,07,50,000

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)[#]	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes. There is a mechanism in place to interact, raise queries/ complaints at email ID: investor.relations@teamhgs.com	16	16	-	21	23	-
Employees and workers	Yes	-	-	-	-	-	-
Customers	Yes https://www.indigital.co.in/media/documents/subscription-process.pdf https://www.indigital.co.in/media/documents/manual-of-practice.pdf https://nxtdigital.in/static/pdf/channel-subscription-process.pdf https://nxtdigital.in/static/pdf/manual-of-practice.pdf	2,25,762	378	-	1,43,156	644	-
Value Chain Partners	Yes	-	-	-	-	-	-
Other (please specify)	Yes. In the website of the Company, there is a Section 'Contact us' where queries/ grievances can be raised [URL: https://hgs.cx/contact-us/]						

- [#] The Policies framed by the Company for stakeholders are available in https://hgs.cx/investors/corporate-policies/

24. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	**Societal:** Technology advancement and Innovation	Opportunity	Latest technology advancements like Generative AI, 5G adoption, Machine learning etc, have already started to enhance consumer delight and ensure societal good. This also provides more avenues for business growth and also an opportunity to improve internal process efficiencies.	-	Positive
2	**Societal:** Talent management:The company's ability to attract, develop and retain talent.	Risk	Challenges in hiring best in class talent with relevant skills in alignment to our service offerings and high attrition levels can impact the company's ability to fulfil demand and revenue.	Adequate and timely focus on employee engagement and support. Focus on employee retention and recognition efforts with opportunities for career growth and development.	Negative
3	**Governance :** Data privacy and information Security.	Risk	Newer and more sophisticated forms of cyber-attacks, ransomware attacks and security breaches that could potential have a significant impact on the operations and client satisfaction levels, in addition to stringent penalties.	Continue to maintain a robust cybersecurity and data privacy framework with focus on region-specific data protection controls at various levels. Enable adequate investment in technology to prevent/ minimize incidents.	Negative
4	**Governance :** Cyber Security service offerings	Opportunity	Provides a new revenue generating line of business within the existing digital business. This offering also provides an opportunity to become a leader in best-in-class cyber security solutions.	-	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2@	P 3	P 4	P 5	P 6	P 7$	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	-	Y	Y	Y	Y	-	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Policies, whereever stated, have been approved by the Board/ Management of the Company.								
c. Web Link of the Policies, if available	*	-	^	* ^	^	*	-	*	^
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	-	Y	Y	Y	Y	-	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Adherence to the Company's Policies such as Code of Conduct, Prevention, Prohibition and Redressal of Sexual Harassment at Workplace Policy, Diversity and Inclusion Policy, if any, are included in business contract with value chain partners.								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Policies adopted by the Company are in conformity with the applicable laws/ guidelines/ rules etc. framed by the Government and / or Regulatory Bodies. Further, some of the Policies have been formulated keeping in view the accepted industry practices and standards.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	-	Y	Y	Y	Y	-	Y	Y
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company has disclosed performance in Section C of this Report and committed to monitor the same from time to time.								

@ Not Applicable, as the Company is in the business of providing services.

$ No. However, the Company is member of various trade bodies through which areas of concern or significance are voiced for consideration at appropriate forums.

* Available at the website of the Company www.hgs.cx

^ Available at Internal portal of the Company which is accessible to employees.

Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	As the Company is in the service business, the operations of the Company does not involve ESG risks. However, the Company recognises the importance of ESG and endeavour to reduce adverse effects of global warming and climate change. The Company have also invested heavily in the last year to move to a hybrid infrastructure model (combining onprem and cloud telephony). HGS carries its activities in an environmentally friendly and energy efficient manner to reduce carbon foot-print. The efforts towards ESG related initiatives of the Company have been detailed elsewhere in the Annual Report.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Partha DeSarkar,Whole-time Director Mr. Vynsley Fernandes, Whole-time Director
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details.	No

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance above policies and follow up action.	Yes									The Policies are evaluated and reviewed on periodically and/ or as per the process laid down in the respective Policy or on need basis.								
Compliance with statutory requirements of relevance to the principles, and rectification of any non- compliances.	Yes. The Company has necessary procedure in place to ensure the compliance with applicable laws.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	No								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	N.A.								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective Category Covered by awareness programmes
Board of Directors	4	During the periodic meetings, the Board of Directors have been briefed about Regulatory updates, detailing of compliances involved to complete Buyback, CSR expenditures, related party transactions and briefings on Business / Operations of the Company.	100%
Key Managerial Personnel (KMP)	40	Professionalism at workplace, Code of conduct, Leadership Responsibilities,Personal Relationships at workplace, Alcohol, Drugs and Narcotics, Non Disclosure of intellectual property, Conflict of interest, Customer Vendor relations.All nine principles laid down in BRSR are covered by HGS KMP's apart from HGS code of Conduct, POSH awareness sessions, which is adhered.	100%
Employees other than BoD and KMPs	5,232	Professionalism at workplace,Code of conduct, Leadership Responsibilities,Personal Relationships at workplace, Alcohol, Drugs and Narcotics, Non Disclosure of intellectual property, Conflict of interest, Customer Vendor relations. During induction, all new employees are made aware of the following policies: Professionalism at workplace, Code of conduct, Personal Relationships at workplace, Alcohol, Drugs and Narcotics, Non Disclosure of intellectual property, Conflict of interest, Customer Vendor relations, Prevention of Sexual Harassment of Women at workplace (POSH). Further, all existing employees at HGS are required to undergo POSH certification. we regularly conduct Health and Safety trainings such as Fire Drill on quarterly basis, Information Security etc.	99%
Workers	N.A.		

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
Particulars	**NGRBC Principle**	**Name of the regulatory/ enforcement/ agencies/ judicial institutions**	**Amount (In INR)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/ Fine	Nil				
Settlement					
Compounding Fee					

Non-Monetary				
Particulars	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	Nil			
Punishment				

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Nil	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   Yes. The Company's Code of Conduct for Board Members, the Senior Management Personnel and Employees prohibits receipt or payment of bribes, or any sort of inducement for any business or financial gain.Weblink: https://hgs.cx/wp-content/uploads/2022/08/HGS-Code-of-Conduct-for-Board-Members-Sr-Mgt-Personnel.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particulars	FY 2023-24	FY 2022-23
Directors	Nil	
KMPs		
Employees		
Workers		

6. **Details of complaints with regard to conflict of interest:**

Particulars	FY 2023-24		FY 2022-23	
	Number	**Remarks**	**Number**	**Remarks**
Number of complaints received in relation to issues of Conflict of Interest of the Directors.	Nil			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

   Not applicable

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	Nil / Not applicable		
Capex			

2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Not Applicable. However, the Company endeavors to source the goods that helps sustainability.

2.b. If yes, what percentage of inputs were sourced sustainably?

Not applicable

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not Applicable for BPM Business. However, e-waste is disposed through scrapping process with the identified vendors.

Digital Media Business: The Company's business involves distribution of digital television signals to consumers. This business involves use of electronic equipments both at the time of distribution, and the final delivery. The Company's process for disposal of E-waste and other waste is by engaging with parties who are certified to purchase and dispose of such waste in a regulated manner. The Company ensures that all such scrap/waste is sold only to certified E-waste third party contractors. With respect to re-use and repair of customer premises equipments, the Company's process provide for receiving such equipment at its various locations for repair and once repaired and re-furbished the same are re-deployed in the market.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

As the Company does not produce any goods, EPR is not applicable to the Company's operations.

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	3,851	3,729	97%	3,851	100%	-	-	2,571	67%	1,818	27%
Female	2,797	2,605	93%	2,797	100%	2,797	100%	-	-	1,759	63%
Total	**6,648**	**6,334**	**95%**	**6,648**	**100%**	**2,797**	**100%**	**2,571**	**67%**	**3,577**	**54%**
Other than Permanent employees											
Male	2,982	9	0.30%	2,982	100%	-	-	Nil		Nil	
Female	1,431	1	0.07%	1,431	100%	1,431	100%				
Total	**4,413**	**10**	**0.23%**	**4,413**	**100%**	**1,431**	**100%**				

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	N.A.										
Female											
Total											
Other than Permanent employees											
Male	N.A.										
Female											
Total											

2. Details of retirement benefits, for Current FY and Previous FY

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	N.A.	Y	100%	N.A.	Y
Gratuity	100%	N.A.	Y	100%	N.A.	Y
ESIC / Medical Insurance	100%	N.A.	Y	100%	N.A.	Y
Others - please specify	N.A.					

Notes:

1. In Philippines, there is no requirement of PF and ESI.
2. All permanent employees (other than Philippines Branch Employees) are covered under PF and Gratuity from their date of joining.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises / offices of the entity accessible to differently abled employees and workers, are as per the requirements of the Rights of Persons with Disabilities Act, 2016. Further, the premises / offices of the entity is accessible to differently abled employees, as per PH Republic Act No. 7277, Magna Carta for Persons with Disability.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, at HGS Diversity is core to the way we conduct business as HGS is an equal opportunity employer. At HGS we envision a diverse workplace (gender, disability, sexual orientation, race, age, nationality, attitude, experience, etc.) offering an inclusive environment for everyone. This will ensure we learn, grow, respect and accept a diverse workforce thereby helping us achieve our vision - "Together We Progress". This policy is to provide a framework which sets out our workplace diversity, equity and inclusion objectives to meet our goal of being an employer of choice and preferred business partner. Policy is accessible / available to employees on the company's local intranet [https://hgsconnect.teamhgs.com/hgs-policies] Further, the premises / offices of the entity is accessible to differently abled employees as per the requirements of the Rights of persons with Disabilities Act, 2016 and as per PH Republic Act No. 7277, Magna Carta for Persons with Disability.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	N.A.	
Female	97%	97%		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Employees	Yes. The Company have policy where it has been defined the process of raising the grievance and the same is published to all employees. Further, the Employees who believe that they have suffered any form of discrimination whether real or perceived, must contact the Managers, Liaison Officer, HR or DEI team.
Other than Permanent Employees	
Permanent Workers	
Other than Permanent Workers	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

No. There are no union / association in HGS that employees are affiliated.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	3,851	3,851	100%	3,042	79%	3,601	3,601	100%	2,780	77%
Female	2,797	2,797	100%	2,377	85%	2,597	2,597	100%	2,150	83%
Total	**6,648**	**6,648**	**100%**	**5,419**	**82%**	**6,198**	**6,198**	**100%**	**4,930**	**80%**
Workers										
Male	N.A.					N.A.				
Female										
Total										

9. **Details of performance and career development reviews of employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	3,851	2,545	66%	3,601	3,601	100%
Female	2,797	2,212	79%	2,597	2,597	100%
Total	**6,648**	**4,757**	**72%**	**6,198**	**6,198**	100%
Workers						
Male	Nil/ Not applicable.					
Female						
Total						

10. **Health and Safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, at HGS we work diligently to maintain high standard of occupational health and safety across our offices. These include One to One help program to Employees, Fire Drill, Wellness Room, Emergency Response Team - ERT, First Aid, Workplace inspections, Hazard Identification and risk assessment, Incident Reporting and Investigations, Company provided Transport facilities. Further, HGS is governed by the Global ESG policies such as Environmental Health & Safety Policy and Human Rights Policy.

b. **What are the processes used to identify work related hazards and assess risks on a routine and no routine basis by the entity.**

At HGS, nature of our work doesn't involve any significant hazards. HGS is certified on ISO 9001 and ISO 27001 standards and as a requirement, we at HGS follow ESG Policies and risk registers for identifying risks and have a mitigation plan in place. In our office location, we have provision and maintenance of fire detection, alarm, and suppression systems, Workplace inspections.We also conduct regular mock fire drills on quarterly basis for fire evacuation as well as medical emergencies. Further, in coordination with the BAED & OSH committee, safety check is conducted quarterly across all sites.

c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, we have safety incident reporting and management processes to ensure that all work-related incidents are reported and closed after taking necessary corrective actions. As a part of the OSH annual exercise. There are all drills organized by the Building admin where support staff participates (fire, earthquake drill, etc). Further, there are all drills organized by the Building administration where employees in Philippines participates (fire, earthquake drill, etc.).

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, HGS has taken a holistic approach to well-being to cover mental health, ergonomic health, physical health, and safety, delivered through digital channels.(Online Yoga by experts, Parental care, One to One Help etc.)

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil/ Not applicable	Nil/ Not applicable
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Timely fire drills are conducted for all employees, cleanliness of all work spaces maintained on daily basis. Further, Philippines Branch has its own Occupational, Safety & Health Committee, as mandated by local laws.

13. Number of Complaints on the following made by employees and workers:

Type	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil		No case reported	Nil		No case reported
Health & Safety						

14. Assessments for the year:

Type	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions

No corrective action plan has been necessitated as there were no health and safety related incidents and concern related to working conditions.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   The Company has mapped all its stakeholders. For example, the members of the CSR Committee, CSR Forum and any employee who is directly or indirectly involved in the execution of CSR initiatives have been mapped under the internal stakeholder category. The external stakeholder comprise NGOs or other project implementation partners, local government bodies, community members, program beneficiaries, vendors and suppliers.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Children from disadvantaged background	Yes	On-ground engagement with government schools through NGO representatives and Block Development Officers.	The learning and nutrition interventions at schools are done on a daily basis in order to ensure impact across the annual programs sponsored by HGS. The reporting, monitoring and evaluation is done on a monthly basis.	Mid-day meal program with The Akshaya Patra Foundation to enable mid-day meals for over 6,000 children every school working day of the year, across various schools in Bengaluru. The program focuses on providing basic nutrition to children to enable education, promote enrolment in schools and also ensure attendance Comprehensive English Learning Program with Step-Up for India is designed to improve English language proficiency among children and teachers in Anekal, Bengaluru, as English reading and writing skills continue to be a major factor in employability Learning Links Foundation's Road to School Program is supported by HGS in order to improve foundational numeracy and literacy (FNL) skills among Govt. school children in Anekal, Bengaluru and among children from tribal communities in Gudulur, Nilgiris district Learning Link Foundation's Road To Learning (RTL) is supported by HGS in order to Enhance Information and Communication Technology (ICT) skills, and provide career coaching to 234 children of 9th and 10th standard across two schools in Jawhar. In addition to this, the Positive parenting program under the RTL, Chennai focuses on imparting knowledge, skills and positive attitudes to parents to be able to create a healthy family environment to support learning. The EduScape program implemented in association with Learning Links Foundation has enabled provision of state of the art facilities at 25 Govt. schools in the form of science labs, libraries, computer labs and sports equipment at Anekal, Bengaluru.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Persons with Disability (PwD)	Yes	On-ground engagement at rural rehabilitation centres, tier-3 colleges, schools and gram panchayat offices by dedicated mobilization officers appointed by the NGO.	The domain-specific skills training for PwDs are conducted for 3-months per batch. The reporting, monitoring and evaluation is done on a monthly basis.	The scope of the program includes training and placement (60%) of 30 PwDs across specific domains such as finance & banking, BPM, retail, etc.
Youth from disadvantaged background	Yes	On-ground engagement with community leaders by dedicated mobilization officers appointed by NGO, word-of-mouth and alumni network.	Employability skills training for youth (16 year- 25 years) are conducted for 3-months per batch (strength: 25). Skilling interventions to equip youth in emerging technologies have also been implemented	The purpose of the Youth Livelihood Program is to provide employability skills training to make the youth job-ready and financially self-sufficient enough to supplement their family income and improve overall quality of life. The program also focuses on creating youth leaders within the community who can guide their peers towards employability. The Skills for Her program with NASSCOM Foundation is focused on training 180 women with technical backgrounds (B.Sc., BCA and equivalent degrees) in emerging technologies to promote Women in Tech. HGS has also supported the AI and ML training program in association with IIIT-B to sponsored education of women in new age technologies. In addition to Skilling, HGS has also supported the Type-1 Diabetes (T1D) program with the help of Hinduja Foundation. As part of this program, young adults with the T1D are provided insulin, nutritional and lifestyle counselling to promote better quality of life. In addition to this research in T1D program has also been supported.
Shareholders/ Investors	No	Quarterly results, Investor presentation, Annual Report, Annual General Meeting, Earnings Call, emails, newspaper advertisements, Press Releases and disclosures to the Stock Exchanges and in website	On regular basis	Responding to queries of investors, presenting business performance highlights, compliance requirements and making requisite information available in public domain.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Regulators/ Policy makers	No	E-mails and/ or written communication, through Chamber of Commerce	Need based	Providing information, seeking clarification and disclosures.
Employees	No	E-mails, Town hall meetings, face to face meetings, newsletters	On regular basis	Learnings and development, Trainings, engagement session, reward / recognition, team building workshop, employee satisfaction survey.
Customer/ Vendors	No	E-mails, Phone calls, Face to face meetings	On regular basis	Update on services offerings, understanding the client needs, timelines, customer satisfaction and feedback, business opportunity and growth. Further, the Company's business also involves distribution of TV signals to its customers. None of either the customers or the vendors are a vulnerable group or marginalized group as defined under the relevant guidelines.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	6,648	6,648	100%	12,198	12,198	100%
Other than permanent	4,413	4,413	100%	156	156	100%
Total Employees	**11,061**	**11,061**	**100%**	**12,354**	**12,354**	**100%**
Workers						
Permanent	N.A.					
Other than permanent						
Total Workers						

2. Details of minimum wages paid to employees and workers, in the following format:

Category	**FY 2023-24**					**FY 2022-23**				
	Total (A)	**Equal to Minimum**		**More than Minimum Wage**		**Total (D)**	**Equal to Minimum**		**More than Minimum Wage**	
		No. (B)	**% (B /A)**	**No. (C)**	**% (C / A)**		**No. (E)**	**% (E / D)**	**No. (F)**	**% (F / D)**
Employees										
Permanent	**2,874**	**98**	**3%**	**2,780**	**97%**	**6,198**	**1,025**	**17%**	**5,173**	**83%**
Male	1,321	36	3%	1,289	98%	3,601	548	15%	3,053	85%
Female	1,553	62	4%	1,491	96%	2,597	477	18%	2,120	82%
Other than Permanent	**4,403**	**1,196**	**27%**	**3,207**	**73%**	**5,719**	**1,253**	**22%**	**4,466**	**78%**
Male	2,973	780	26%	2,193	74%	4,089	683	17%	3,406	83%
Female	1,430	416	29%	1,014	71%	1,630	570	35%	1,060	65%
Workers										
Permanent	N.A.									
Male										
Female										
Other than Permanent										
Male										
Female										

3. Details of remuneration/salary/wages, in the following format:

Category	**Male**		**Female**	
	Number	**Median remuneration/ salary/ wages of respective category ₹ in lakhs**	**Number**	**Median remuneration/ salary/ wages of respective category ₹ in lakhs**
Board of Directors (BoD)#	7	15.00	1	21.50
Key Managerial Personnel (KMP)	4	313.14	Nil	N.A.
Employees other than BoD and KMP	6,959	3.68	4,375	3.79
Workers	N.A.			

#Excludes 2 Whole-time Directors who are appearing under the row KPM.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has compliance officer appointed for addressing Human rights or issues. Some of the common mechanism available to receive and redress grievances include-

@ Open door Policy

@ Grievance redressal committee

- @ Whistle Blower Policy and Vigil Mechanism (Report shared with the Board on quarterly basis)
- @ Global Human Rights Policy

One of the five (5) HGS Global Values is 'Inclusion'. From onboarding and as each employee journeys in the organization, the Company make sure that each is measured through their skill and performance, without prejudice or bias. The Company have Diversity Equity Inclusion (DEI) Team dedicated to create awareness & put a sustained spotlight on equality across all levels.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL					
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other human rights						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company conduct the annual survey where participation is enabled regardless of job level, ESAT & ICSAT. Recently, the Company have revived the Voice of the Employee tool which is executed periodically. Together with our open door policy, IR system, and grievance management practices, all these enable us to capture and address grievances. The Company's Principles and Code of Conduct are mirrored against the law of the land which guarantees a just approach towards a fair resolution. The Company ensure no retaliation to safeguard employees from retaliation after reporting.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

9. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties) for 2023-24
Child labour	Nil
Forced/involuntary labour	Nil
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	Nil

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Electronic clearance processing and proper coordination of Functional Groups to comply with the 30 day releasing TAT. No concerns or risks were identified during these assessments.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Total electricity consumption (A)	95,41,621 Units	79,39,022 Units
Total fuel consumption (B)	351	11,848
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	95,41,972	79,50,870
Energy intensity per rupee of turnover (Total energy consumption / turnover in rupees)	0.0006	0.0006
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	N.A.
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		No

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   No

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not significant as company is in service business and water is used only for general usage/ consumption.	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		No

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   N.A.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-24	FY 2022-23
Nox	N.A.	Not applicable as the Company is in Services business.	
Sox			
Particulate matter (PM)			
Persistent organic Pollutants (PoP)			
Volatile organic compounds (Voc)			
Hazardous air Pollutants (HAP)			
Others - please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	N.A.	
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent		
Total Scope 1 and Scope 2 emissions per rupee of turnover	-		
Total Scope 1 and Scope 2 emission intensity (optional)- the relevant metric may be selected by entity.	-		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		No	

7. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

No

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	Nil	Nil
E-waste **(B)**	9.92	58.4
Bio-medical waste **(C)**	Nil	Nil
Construction and demolition waste **(D)**		
Battery waste **(E)**		
Radioactive waste **(F)**		
Other Hazardous waste. Please specify, if any. **(G)**		
Other Non-hazardous waste generated **(H).** Please specify, if any. (Break -up by consumption i.e. by materials relevant to the sector		
Total (A+B + C + D + E + F + G + H)	**9.92**	**58.4**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		

Parameter	FY 2023-24	FY 2022-23
Category of waste		
(i) Recycled	NIL, since entirely disposed off.	
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	Sold to certified third party contractors post ensuring they are duly certified for disposal of E Waste.	
(ii) Landfilling		
(iii) Other disposal operations		
Total		
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No	

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not Applicable. The Company's business does not involve and usage of hazardous and toxic chemicals.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Nil/ Not applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Nil/ Not applicable					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Nil/ Not applicable				

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1 a. **Number of affiliations with trade and industry chambers/ associations:**

Five (5) in India and Five (5) in Philippines.

b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	National Association of Software and Services Companies (NASSCOM)	Active member of Nasscom nationally and globally.
2	Confederation of Indian Industry (CII)	Active member of CII, especially in Karnataka Chapter
3	Bangalore Chamber of Industry and Commerce (BCIC)	Active member of the Association - Karnataka.
4	IT and Business Process Association of the Philippines (IBPAP)	Active member of the Association.
5	Contact Center Association of Philippines (CCAP)	HGS APAC President & CEO Mr. Pushkar Misra is a Board Member of CCAP since December 2022.
6	Philippine Chamber of Commerce and Industry	Active member of the Association.
7	Federation of Indian Chamber of Commerce of the Philippines Inc.	Active member of the Association.
8	India Business Forum Philippines Association Inc.	Active member of the Association.
9	All India Digital Cable Federation	Active member of the Association; CEO of HGS' Digital Media Business Mr. Vynsley Fernandes is the Vice Chair of the Federation.
10	Society for Cable Telecommunication Engineers	CEO of HGS' Digital Media Business Mr. Vynsley Fernandes is the Hon. Chairman of the Society.

2 **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities**

Name of authority	Brief of the case	Corrective action taken
No adverse remarks from Regulatory Authorities		

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant Web Link
Not applicable. As per the applicable provision, the Company is not required to conduct the Social Impact Assessment.					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S.No	Name of Project for which R&R is ongoing	State	District	No.of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY(in INR)
Not applicable. No project have been undertaken which requires R&R.						

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company acknowledges it's responsibility towards the society and supports inclusive growth and equitable development of all its stakeholders. Grievance Redressal Mechanism is an important aspect assuring strong relationship with the stakeholders and their redressing their grievance or concern. As part of grievance redressal mechanism, the stakeholder have the options of sharing their concern at email investor.relations@teamhgs.com for speedy action.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Particulars	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	14%	13%
Sourced directly from within the district and neighbouring districts#	The Company does not track this metric.	The Company does not track this metric.
#Not applicable. However, the Company supports local and small suppliers (MSME)s) by procuring goods and services in proximity to its offices/ location.		

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

BPM Business: The Company conducts "Annual Customer Satisfaction Survey" during September to November to seek feedback from clients about service delivery. The objectives of this survey are as follows:

- To get insights on where changes / improvement needs to be done to improve / sustain customer satisfaction.
- To acquire insightful information from the client's perspective which will result in a competitive edge and value addition.

This survey is administered by our third-party market research partner. Survey questionnaire covers standard NPS question, key outcome measures, expectations, does well, areas for improvement, business dimensions & performance feedback. The survey responses are analysed, and findings are shared with leaders and respective verticals/accounts/functions for developing action plans. Post completion of action plans, respective team share the updates with their clients. This annual program is managed centrally by the Business Excellence & Transformation team.

Digital Media Business: As per the Quality of Service regulations of TRAI (2017), we have the following mechanisms:

1. call centre with toll-free numbers for receiving customer related calls.
2. call centre with toll-free numbers for receiving partner related calls.
3. self care portal/mobile app for customers to create tickets for complaints.
4. portal/mobile app for partners to create tickets for complaints.
5. we publish our state-wise and national nodal officers on our websites in the event grievances are not resolved.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. **Number of consumer complaints in respect of the following:**

Particulars	FY 2023-24		FY 2022-23	
	Received during the year	Pending resolution at end of year	Received during the year	Pending resolution at end of year
Data privacy	Nil/ N.A.		Nil/ N.A.	
Advertising				
Cyber-security				
Delivery of essential services				
Restrictive Trade Practices				
Unfair Trade Practices				
Other	90991 (CATV) + 134771 (HITS)	50 (CATV) + 328 (HITS)	34539 (CATV) + 108617 (HITS)	541 (CATV) + 103 (HITS)

4. **Details of instances of product recalls on account of safety issues:**

Particulars	Number	Reasons for recall
Voluntary recalls	Not applicable	
Forced recalls		

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   HGSL is committed towards protecting the data of customers and its employees. The principles and policy regarding data privacy are available on our website at:

   https://hgs.cx/policies/privacy/

   https://nxtdigital.in/terms-and-conditions

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services**

   Not applicable

AUDITOR’S REPORT

INDEPENDENT AUDITOR’S REPORT

To THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements (as amended)

Opinion

We have audited the accompanying consolidated financial statements of Hinduja Global Solutions Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), comprising of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements including a summary of material accounting policies and other explanatory information in which are incorporated the return for the year ended on that date audited by the branch auditor of the branch of the Group located at Philippines (hereinafter referred to as “Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the branch auditor and other auditors on separate financial statements and on the other financial information of the subsidiaries as noted in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards (“Ind AS”) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit (including other comprehensive income), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

We draw your attention to Note 63 to the Consolidated Financial Statements, describing the survey / search operations carried out by the Income Tax Authorities (‘the department’) during November/ December 2023. As stated in the aforesaid note, the Holding Company has not received any written communication from the department regarding the outcome of the survey / search as aforesaid and hence, the consequential impact, if any, on the Consolidated Financial Statements for the year ended March 31, 2024, is currently not ascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. These matters were addressed in the context of our audit

AUDITOR'S REPORT

of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matter(s)	How our audit addressed the key audit matter
1	**Intercorporate deposits and investment in non – convertible debentures (NCD) to the certain parties including related parties** As described in note 6a, Note 6b, note 7, note 14 and note 45, the Group has given intercorporate deposits and NCDs of INR 550,263.84 lakhs to certain parties including its related parties. We identified the aforesaid transactions with certain parties' including its related parties and its classification and disclosure, as set out in respective notes to the Consolidated financial statements, was a significant area of focus and hence, considered it as a Key Audit Matter.	• Obtained an understanding of the Group's policies and procedures in respect of identification, approval, accounting, assessment of arm's length, and disclosure of Intercompany deposits ('related party transaction') to the related parties. We also understood design and implementation of controls and tested the operating effectiveness of these controls. • In respect of unsecured loans given to other entities, we have reviewed the legal assessment by an external legal counsel appointed by the management in assessing and concluding such entities as not a related party under Ind AS 24, Related Party Disclosures. • Obtained a list of related parties from the management and traced the related parties to declarations given by directors, where applicable. • Read minutes of the meetings of the Board of Directors and Audit Committee, to trace the related party transaction with limits approved by Audit Committee / Board of Directors, providing an unanimous approval of all independent directors present at the meeting approving the placement of unsecured intercorporate deposits to related parties, including to the promoter shareholders, the terms thereof, degree of credit risk associated with the respective borrowers, the purpose and business rationale for giving intercorporate deposits, and NCDs and the arms' length interest rates considered. • Tested such related party transaction on a sample basis, with the underlying contracts, confirmation letters and other supporting documents. • Validated the Group's assessment, with respect to compliance with the relevant provision of the Act, on arm's length principles. • Inspected Managements evaluation of recoverability by reference to the audited or unaudited financial statements including change in ratings as applicable of the respective borrowers. • Reviewed the classification and disclosures in the consolidated financial statements to assess whether the classification and disclosure are in accordance with the requirement of Schedule III and Ind AS 24 'Related Party Disclosures'

AUDITOR’S REPORT

Sr. No.	Key audit matter(s)	How our audit addressed the key audit matter
2	**Impairment of the carrying value of Goodwill** The Group annually carries out an impairment assessment of goodwill for every cash -generating unit (CGU) it belongs to using a value-in-use model which is based on the net present value of the forecast earnings of the respective CGU. Based on such test, the recoverable amount being higher than the carrying amount of CGU and accordingly, no adjustment for impairment is considered necessary. We considered this as a key audit matter because of the significant carrying value of goodwill in every CGU and high estimation uncertainty in assumptions used such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain.	• Obtained an understanding of Management processes and controls with regard to testing the goodwill for Impairment. • Evaluated the design and tested the operating effectiveness of internal controls over management’s goodwill impairment evaluation. • Evaluated the independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist • Compared the assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates. • Assessed the appropriateness of the forecast cash flows within the budgeted period based on their understanding of the business. • Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved. • Assessed the management process of allocating goodwill acquired on business combination to respective CGU linking it to the concerned business process management activity. • For each CGU identified for impairment testing, we have checked the mathematical accuracy of the calculations. • We also assessed the adequacy of related disclosures for impairment of goodwill in note 40, note 1(b) (viii) for use of estimates and judgements and 1(u) of the consolidated financial statements for the related accounting policy on impairment of goodwill

Other Information

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company’s Director’s report, Corporate Overview, Management Discussion & Analysis Report, Business responsibility and sustainability report and Corporate Governance report, but does not include the standalone financial statements, consolidated financial statements and our auditor’s report thereon. The Director’s report, Corporate Overview, Management Discussion & Analysis Report, Business responsibility and sustainability report and Corporate Governance report are expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director’s report, Corporate Overview, Management Discussion & Analysis Report, Business

AUDITOR'S REPORT

responsibility and sustainability report and Corporate Governance report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and subsidiary companies which are companies incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the branch, entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities including branch included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of one foreign branch included in the audited standalone financial statements of the Holding Company included in the Group, whose financial information reflect total assets of ₹ 88,628.24 Lakhs as at March 31, 2024, total revenues of ₹ 24,525.54 Lakhs for the year ended March 31, 2024, total net profit after tax of ₹ 1,744.58 Lakhs and total comprehensive income of ₹ 1,491.92 lakhs for the year ended March 31, 2024, respectively and net cash outflows of ₹ 13,507.67 Lakhs for the year ended March 31, 2024 as considered in the respective standalone financial statements of the Holding Company included in the Group. The financial statements of the branch has been audited by the branch auditor whose report has been

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furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.

This Branch is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective country and which have been audited by other auditor under generally accepted auditing standards applicable in their respective country. The Company has converted the financial statements of such Branch located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company Management. Our report in so far as it relates to the balances and affairs of such branch located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) We did not audit the financial statements of 23 subsidiaries, whose financial statements reflects total assets of ₹ 893,317.77 Lakhs as at March 31, 2024, total revenues of ₹ 345,146.97 Lakhs, total net profit after tax of ₹ 20,494.41 Lakhs and Other comprehensive Income of ₹ 25,392.09 lakhs for the year ended March 31, 2024, respectively and net cash outflow of ₹ 13,249.51 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Some of these subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India are based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(c) We did not audit the financial statements of 13 subsidiaries, whose financial statements reflects total assets of ₹ 22,823.89 Lakhs as at March 31, 2024, total revenues of ₹ 41,349.67 Lakhs, total net profit after tax of ₹ 344.54 Lakhs and Other comprehensive Income of ₹ 344.54 lakhs for the year ended March 31, 2024, respectively and net cash outflow of ₹ 145.96 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the management of the Holding Company, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/financial information certified by the management of the Holding Company.

Report on Other Legal and Regulatory Requirements

(1). With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and taking into consideration the reports of other auditors on separate financial statements of subsidiaries included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report in "Annexure 1" the details of the qualifications or adverse remarks reported in the aforesaid CARO reports.

(2) As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the branch and other auditors on separate financial statements and the other financial information of the branch and subsidiaries as noted in the Other Matters section above we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matters stated in paragraph 1(j)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014;

c. The reports on the accounts of the branch offices of the Holding Company included in the Group audited under section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with in preparing this report;

d. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements and with the returns received by us from the branch not visited by us and other auditors;

e. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;

g. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 1(j)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";

i. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, the remuneration paid/ provided to the directors during the year by the Holding Company and subsidiary companies incorporated in India is in accordance with the provisions of section 197 of the Act, except for the remuneration paid/ provided by the Holding Company to its directors during the year is in excess of the limits laid down under section 197 of the Act. Details of remuneration paid in excess of the limit laid down under this section are as given in Note 45 of the consolidated financial statements. The Holding Company has obtained the necessary approval of the shareholders in this regard;

j. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements;

(ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 46 to the consolidated financial statements in respect of such items as it relates to the Group;

(iii) The following are the instances of delay in transferring amounts, to the Investor Education and Protection Fund by the Holding Company:

Nature of Dues	Amount to be transferred (Rs. In Lakhs)	Due date for amount to be transferred	Actual date of transferred
2nd Interim Dividend for FY 2016-17	0.86	January 14, 2024	February 01, 2024

iv) (a) Based on our audit report on separate financial statements of the Holding Company and consideration of reports of the other auditors on separate financial statements of its subsidiary companies incorporated in India, whose financial statements have been audited under the Act, the management of the Holding Company and the respective management of the aforesaid subsidiaries have represented that, other than those disclosed in Notes to Accounts of the consolidated financial statements, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iv) (b) Based on our audit report on separate financial statements of the Holding Company and consideration of reports of the other auditors on separate financial statements of its subsidiary companies, incorporated in India, whose financial statements have been audited under the Act, the management of the Holding Company and the respective management of the aforesaid subsidiaries have represented that, to the best of their knowledge and belief, no funds have

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been received by the Group from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”)

(iv) (c) Based on the audit procedures that are considered reasonable and appropriate in the circumstances, and consideration of reports of the other auditors on separate financial statements of the subsidiary companies incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) As stated in Note 44(B) to the consolidated financial statements:

(a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year are in compliance with section 123 of the Act, as applicable.

(b) No interim dividend has been declared and paid by the Holding Company during the year and until the date of this report as required under section 123 of the Act.

(c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in compliance with section 123 of the Act, as applicable.

Further, based on the audit reports of the subsidiary companies incorporated in India, dividend declared and paid by subsidiary company during the year and until the date of the report is in compliance with section 123 of the Act, as applicable.

(vi) Based on our examination, which included test checks, and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the subsidiaries, have used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with. However, the SAP application has a feature to disable the audit logs. Also as confirmed by admin person having access to change audit trail configuration, activity logs were not reviewed during the period under audit by the Management. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- Auditor of one subsidiary company has reported that for the period from April 1, 2023 to June 1, 2023, accounting software does not have a feature of recording audit trail (edit log) facility. Further, during the course of audit they have not come across any instance of audit trail feature being tempered with after June 2, 2023 till March 31, 2024.
- Auditor of one subsidiary company has reported that for the period From April 1, 2023 to June 19, 2023, accounting software does not have a feature of recording audit trail (edit log) facility.

Further, during the course of audit they have not come across any instance of audit trail feature being tempered with after June 19, 2023 till March 31, 2024. Except for an instance on June 7, 2023 when edit log was disabled at 17:07 PM to 18:01 PM.

- Auditors of four subsidiary companies have reported that the company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which does not have any feature of recording audit trail (edit log) facility and accordingly they are not able to comment on whether the same has operated throughout the year for all relevant transactions recorded in the software.
- Auditor of one subsidiary company has reported that the feature of recording audit trail (edit log) facility was enabled at application layer of accounting software relating to books of account for the period from April 1, 2023 to March 31, 2024.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXG7221

Place : Mumbai
Date : May 30, 2024

ANNEXURE '2' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of Hinduja Global Solutions Limited on the consolidated financial statements for the year ended March 31, 2024]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Hinduja Global Solutions Limited ("Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company including branch located at Philippines and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company including branch located at Philippines and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of Holding Company including branch located at Philippines and its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of Holding Company including branch located at Philippines and its subsidiary companies incorporated in India.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements

ANNEXURE ‘2’ TO THE INDEPENDENT AUDITOR’S REPORT

in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reporting of other auditors as mentioned in Other Matters paragraph below, the Holding Company including branch located at Philippines and its subsidiary companies which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to one foreign branch and Six subsidiary companies which are companies incorporated in India, is based on the corresponding reports issued by branch auditor and the auditors of such companies incorporated in India. In respect of twelve subsidiaries, which are incorporated in India, respective auditor has not issued report on the adequacy and operating effectiveness of the internal financial controls over financial reporting.

Our opinion is not modified in respect of this matter.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXG7221

Place : Mumbai
Date : May 30, 2024

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section in the Independent Auditor's Report of even date to the members of Hinduja Global Solutions Limited ("the Holding Company") on the consolidated financial statements for the year ended March 31, 2024]

According to the information and explanations given to us, and based on the reports issued under the Order by:

i) us for the Holding Company; and

ii) the respective auditors of the subsidiaries;

included in the consolidated financial statements of the Company, to which reporting under the Order is applicable, the details of qualifications or adverse remarks are as below:

Sr. No.	Name	CIN	Holding Company / Subsidiary	Clause number of the CARO report which is qualified or adverse
1	Hinduja Global Solutions Limited	L92199MH1995PLC084610	Holding Company	Clause i(c), iii(e) and vii(a)
2	Bhima Riddhi Infotainment Private Limited	U92132PN2008PTC131620	Subsidiary Company	clause vii(a)

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXG7221

Place : Mumbai
Date : May 30, 2024

CONSOLIDATED BALANCE SHEET

(All amounts are in ₹ Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023*
ASSETS			
Non-current assets			
a) Property, plant and equipment	2	29,726.23	52,473.21
b) Right to use assets	3	92,260.66	70,920.52
c) Capital work-in-progress	2	806.00	1,289.64
d) Investment Property	5	2,253.30	2,303.02
e) Other intangible assets	4a	55,438.19	60,582.39
f) Goodwill	4b	95,955.27	94,947.52
g) Intangible assets under development	4a	538.43	-
h) Financial Assets			
(i) Investments	6a	113,940.78	274,382.56
(ii) Loans	7	150.00	350.00
(iii) Other financial assets	8	5,962.96	6,266.81
i) Deferred tax assets (net)	42	25,807.45	18,740.91
j) Income tax assets (net)	9a	46,154.85	40,309.98
k) Other non-current assets	10	3,854.36	5,936.52
Total non-current assets		**472,848.48**	**628,503.08**
Current assets			
a) Inventories	11	1,664.48	1,666.13
b) Financial Assets			
(i) Investments	6b	216,030.49	897.63
(ii) Trade receivables	12	74,455.12	73,303.94
(iii) Cash and cash equivalents	13a	67,451.52	111,236.00
(iv) Bank balances other than (iii) above	13b	20,694.93	9,809.06
(v) Loans	14	222,561.70	281,401.85
(vi) Other financial assets	15	17,086.62	9,030.35
c) Other Current assets	16	19,668.81	20,589.93
Total current assets		**639,613.67**	**507,934.89**
Total assets		**1,112,462.15**	**1,136,437.97**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	17	4,652.03	5,252.03
b) Other equity		744,119.64	849,400.30
Equity attributable to the equity holders of the company		748,771.67	854,652.33
c) Non-controlling interest		15,474.39	15,581.45
Total Equity		**764,246.06**	**870,233.78**
Liabilities			
Non-current liabilities			
a) Financial Liabilities			
(i) Borrowings	18a	13,351.65	9,440.42
(ii) Lease Liabilities	19a	46,406.00	42,952.57
(iii) Other financial liabilities	20	903.67	9,639.16
b) Provisions	21	5,950.80	5,714.57
c) Contract liabilities	25	47.72	97.90
d) Deferred tax liabilities (net)	42	6,885.57	7,638.74
Total non-current liabilities		**73,545.41**	**75,483.36**
Current liabilities			
a) Financial Liabilities			
(i) Borrowings	18b	117,239.32	22,636.78
(ii) Lease Liabilities	19b	33,669.28	24,778.22
(iii) Trade payables			
i. Total outstanding dues of micro enterprises and small enterprises	22	260.46	570.19
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	22	29,377.66	41,090.61
(iv) Other financial liabilities	23	61,043.50	74,971.32
b) Provisions	24	3,385.76	3,009.49
c) Contract liabilities	26	5,267.84	5,698.84
d) Current Tax Liabilities (Net)	9b	11,656.94	8,828.74
e) Other current liabilities	27	12,769.92	9,136.64
Total current liabilities		**274,670.68**	**190,720.83**
Total liabilities		**348,216.09**	**266,204.19**
Total equity and liabilities		**1,112,462.15**	**1,136,437.97**

The accompanying notes form as integral part of these consolidated financial statements.

*** Refer Note 62**

As per our report of even date

For Haribhakti & Co LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah

Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in ₹ Lakhs, except per share data)

	Particulars	Notes	For the year ended March 31,2024	For the year ended March 31, 2023*
	Continuing Operations			
I	Revenue from operations	28	4,61,572.33	4,50,516.35
II	Other income	29	47,205.78	50,152.97
III	**Total income (I+II)**		**5,08,778.11**	**5,00,669.32**
IV	Expenses			
	a) Purchases of stock in trade		4,007.17	4,406.70
	b) Changes in inventories of stock-in-trade	30	1.65	(433.26)
	c) Employee benefit expenses	31	2,62,937.14	2,75,715.24
	d) Finance costs	32	18,357.25	13,726.95
	e) Depreciation and amortization expenses	33	53,393.56	45,538.36
	f) Other Expenses	34	1,59,033.01	1,46,415.91
	Total expenses		**4,97,729.78**	**4,85,369.90**
V	**Profit before exceptional items and tax**		**11,048.33**	**15,299.42**
VI	Exceptional items	60	-	(3,286.91)
VII	**Profit/(Loss) before tax**		**11,048.33**	**18,586.33**
VIII	**Tax expense**			
	(a) Current Tax	41	5,173.70	4,891.71
	(b) Deferred Tax	42	(7,319.35)	(5,831.97)
	(c) Tax relating to prior years (net of deferred tax adjustment of March 31, 2024 - Nil, March 31, 2023 - ₹ 26,497.1 lakhs)	41	77.73	(9,287.91)
	Total tax expense		**(2,067.92)**	**(10,228.17)**
IX	**Profit/ (Loss) for the year from continuing operations (VII-VIII)**		**13,116.25**	**28,814.50**
	Discontinued Operations			
	a) Profit before tax from discontinued operations	51	-	386.96
	b) Tax expense of discontinued operations	51	-	(4,235.15)
X	**Profit after tax from discontinued operations [(a)-(b)]**		**-**	**4,622.11**
XI	**Profit for the year (IX + X)**		**13,116.25**	**33,436.61**
XII	**Other comprehensive income**			
	A. Items that will not be reclassified to statement of profit and loss			
	a) Remeasurements of defined benefit plans		(418.95)	(856.92)
	b) Net Profit / (Loss) on fair valuation of equity instruments through other comprehensive income		488.74	(279.54)
	c) Income tax on above items		105.49	37.14
	Net other comprehensive income not to be reclassified to profit or loss in subsequent year (A)		**175.28**	**(1,099.32)**
	B. Items that will be reclassified to profit or loss			
	a) Effective Portion of designated portion of hedging instruments in a cash flow hedge		(57.12)	158.85
	b) Income tax on above item		5.86	12.73
	c) Exchange differences in translating the financial statements of foreign operation		6,291.65	33,175.58
	d) Income tax on above item		5.42	(1,318.70)
	Net other comprehensive income to be reclassified to profit or loss in subsequent year (B)		**6,245.81**	**32,028.46**
XIII	**Other comprehensive income for the year, net of tax [A + B]**		**6,421.09**	**30,929.14**
XIV	**Total comprehensive income for the year**		**19,537.34**	**64,365.75**
XV	**Profit for the year attributable to:**			
	a) Equity holders of the company		13,319.73	33,205.21
	b) Non-controlling interests		(203.48)	231.40
			13,116.25	**33,436.61**
XVI	**Other comprehensive income for the year attributable to:**			
	a) Equity holders of the company		6,296.03	31,018.88
	b) Non-controlling interests		125.06	(89.74)
			6,421.09	**30,929.14**
XVII	**Total Other comprehensive income attributable to:**			
	a) Equity holders of the company		19,615.76	64,224.09
	b) Non-controlling interests		(78.42)	141.66
			19,537.34	**64,365.75**
XVIII	**Earning per equity share (both continuing and discontinued operations) [equity share par value share ₹ 10/- each]**			
	Basic	38	27.52	63.66
	Diluted	38	27.52	63.66
	Earning per equity share (continuing operations) [equity share par value share ₹ 10/- each]			
	Basic	38	27.52	54.86
	Diluted	38	27.52	54.86
	Earning per equity share (discontinued operations) [equity share par value share ₹ 10/- each]			
	Basic	38	-	8.80
	Diluted	38	-	8.80

The accompanying notes form as integral part of these consolidated financial statements.
*** Refer Note 62**

As per our report of even date

For Haribhakti & Co LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah

Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All amounts are in ₹ Lakhs)

A. Equity Share Capital

Particulars	Notes	Amount
Balance as at March 31, 2022		4,179.51
Changes in equity share capital during the year (Refer Note 17 (v))	17	1,072.52
Balance As at March 31, 2023		5,252.03
Changes in equity share capital during the year (Refer Note 17 (vi))	17	(600.00)
Balance As at March 31, 2024		**4,652.03**

B. Other Equity

	Reserves and Surplus						Other comprehensive income				Total attributable to equity holders of the company	Non-controlling interest	Total
	Capital reserve	Capital redemption reserve	Securities Premium reserve	General reserve	Retained Earnings	Employee stock options outstanding	Foreign currency translation reserve	Cash Flow Hedging Reserve Account	Fair valuation of equity instruments	Remeasurements of defined benefit plans			
As at March 31, 2022	49,932.68	-	1,426.33	53,897.61	683,882.41	1.00	18,864.58	(135.68)	5.37	(5,674.67)	802,199.63	15,524.55	**817,724.18**
Profit for the year	-	-	-	-	33,205.21	-	-	-	-	-	33,205.21	231.40	**33,436.61**
Other Comprehensive Income	-	-	-	-	-	-	31,856.88	154.98	(252.50)	(740.48)	31,018.88	(89.74)	**30,929.14**
Total	49,932.68		1,426.33	53,897.61	717,087.62	1.00	50,721.46	19.30	(247.13)	(6,415.15)	866,423.72	15,666.21	882,089.93
Transaction with owners in their capacity as Equity holders of the company:													
Adjustment during the year	-	-	1.00	-	82.57	(1.00)	-	-	-	-	82.57	(84.76)	**(2.19)**
Capital Reserve on acquisition of Media Division	-	-	-	-	-	-	-	-	-	-	-	-	**-**
Buyback expenses (Refer Note 17)	-	-	-	-	(733.14)	-	-	-	-	-	(733.14)	-	**(733.14)**
Employee stock options	-	-	102.97	-	-	-	-	-	-	-	102.97	-	**102.97**
Dividends paid (including dividend tax thereon) (Refer Note 44(b))	-	-	-	-	(16,475.82)	-	-	-	-	-	(16,475.82)	-	**(16,475.82)**
As at March 31, 2023	**49,932.68**	**-**	**1,530.30**	**53,897.61**	**699,961.23**	**-**	**50,721.46**	**19.30**	**(247.13)**	**(6,415.15)**	**849,400.30**	**15,581.45**	**864,981.75**
Profit for the year	-	-	-	-	13,319.73	-	-	-	-	-	13,319.73	(203.48)	**13,116.25**
Other Comprehensive Income	-	-	-	-	-	-	6,297.07	(51.26)	523.39	(473.17)	6,296.03	125.06	**6,421.09**
Total	**49,932.68**	**-**	**1,530.30**	**53,897.61**	**713,280.96**	**-**	**57,018.53**	**(31.96)**	**276.26**	**(6,888.32)**	**869,016.06**	**15,503.03**	**884,519.08**
Transaction with owners in their capacity as Equity holders of the company:													
Buyback of equity shares (Refer Note 17 (vi))	-	600.00	(1,530.30)	(53,897.61)	(69,371.34)	-	-	-	-	-	(124,199.25)	-	**(124,199.25)**
Net Profit / (Loss) on fair valuation of equity instruments	-	-	-	-	-	-	-	-	442.75	-	442.75	-	**442.75**
Transactions with Non controlling Interest	-	-	-	-	-	-	-	-	-	-	-	97.14	**97.14**
Dividends paid (including dividend tax thereon) (Refer Note 44(b))	-	-	-	-	(1,139.93)	-	-	-	-	-	(1,139.93)	(125.78)	**(1,265.71)**
As at March 31, 2024	**49,932.68**	**600.00**	**-**	**-**	**642,769.70**	**-**	**57,018.53**	**(31.96)**	**719.01**	**(6,888.32)**	**744,119.64**	**15,474.39**	**759,594.01**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(All amounts are in ₹ Lakhs)

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

	As at	
	March 31, 2024	**March 31, 2023**
Balance as at the beginning of the year	94.22	(48.03)
Changes in fair value of effective portion of derivatives	(74.92)	(657.36)
Net (gain)/loss reclassified to statement of profit and loss on occurrence of hedged transactions	(57.12)	799.61
Balance as at the end of the year	**(37.82)**	**94.22**
Deferred tax thereon	5.86	(74.92)
Balance as at the end of the year, net of deferred tax	**(31.96)**	**19.30**

Nature and purpose of reserves

Capital reserve amounting to ₹ 38.83 lakhs, ₹ 1,399.12 lakhs, ₹(1,341.15) lakhs and ₹ 25,652.20 lakhs was created upon acquisition of business of Mphasis limited & Msource India private limited, merger of HGS International Services Private Limited with HGS Business services Private Limited, merger of HGS International Services Private Limited with Hinduja Global Solutions Limited effective from 01.04.2017 and Merger of Digital, Media& Communication business of NXT Digital with Hinduja Global Solutions Limited effective from 01.02.2022 respectively. The reserve has restriction for use.

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Act.

General Reserve

General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As general reserve is created by transfer from one component of equity to another and not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

Cash flow hedging reserve

The Group uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sale, as described within note 47. For hedging foreign currency risk, the group uses foreign currency forward contracts which are designated as cash flow hedges.

To the extent these hedges are effective; the change in fair value of the hedging instrument is recognized in the cash flow hedging reserve. Amounts recognized in the cash flow hedging reserve is reclassified to profit or loss when the hedged item affects statement of profit and loss.

Employee Stock Options Outstanding

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under Hinduja Global Solutions Employee stock option plan. The amounts recorded in this reserve are transferred to Securities premium upon exercise of stock options.

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency i.e. Indian rupee (₹) are recognized directly in other comprehensive income and accumulated in Foreign currency translation reserve.

CONSOLIDATED CASH FLOW STATEMENT

(All amounts are in ₹ Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023*
Cash Flow from Operating Activities		
Profit before tax for the Year		
- Continuing operations	11,048.33	18,586.33
- Discontinuing Operations	-	386.96
Profit before tax	**11,048.33**	**18,973.29**
Adjustments for:		
Depreciation and amortization expenses	53,393.56	45,538.36
Net Loss/(Gain) on fair valuation and sale of investments	(362.91)	(340.93)
Loss/ (Gain) on disposal of property, plant and equipment and Write-off	(5,617.74)	(7,291.01)
Allowance for bad and doubtful debts/ advances	1,575.43	2,411.85
Dividend Income	(164.27)	(12.17)
Lease income	(1,433.54)	(652.38)
Liabilities/ Provision no longer required written-back	(1,632.63)	(3,124.11)
Unwinding of discount on security deposits	(405.32)	(443.16)
Interest income classified as investing cash flows	(34,016.40)	(28,853.79)
Gain on termination of leases	(228.36)	471.46
Finance costs	18,357.25	13,726.95
Bad debts and Advances written off	100.21	182.52
Net exchange differences	(16.77)	163.22
Non cash exceptional items	-	(3,286.90)
Change in operating assets and liabilities:		
(Increase)/ Decrease in trade receivables	553.57	(5,125.34)
Decrease/ (Increase) in Inventories	1.65	(433.26)
(Increase)/ Decrease in other financial assets	1,759.82	(1,260.51)
(Increase)/ Decrease in other assets	1,160.20	(2,376.31)
Increase/ (Decrease) in trade payables	(11,989.45)	6,698.04
Increase/ (Decrease) in other financial liabilities	(10,584.89)	18,867.09
Increase/ (Decrease) in provisions	989.87	(16,343.69)
Increase/ (Decrease) in other liabilities	3,152.11	(7,741.83)
Net cash generated from operating activities	**25,639.72**	**29,747.39**
Income taxes paid (net)	(6,397.78)	(18,615.61)
Net cash generated from operating activities	**19,241.94**	**11,131.78**
Cash flows from investing activities		
Payments for property, plant and equipment	(18,464.10)	(29,472.51)
Proceeds from sale of property, plant and equipment	25,513.82	35,591.94
Payments for purchase of investments	(54,328.17)	(26,898.31)
Proceeds from sale of investments	-	527.87
Dividends Received	164.27	12.17
Lease income	1,433.54	652.38
Payments for acquisition of Teklink Entity	(11,934.34)	(39,132.05)
Bank Deposits	(10,885.87)	139,468.91
Loans repaid	192,180.20	170,200.70
Loans Given	(132,117.01)	(286,911.42)
Interest received	25,795.34	27,142.72
Net cash generated/(used) in investing activities	**17,357.69**	**(8,817.60)**

CONSOLIDATED CASH FLOW STATEMENT

(All amounts are in ₹ Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023*
Cash flows from financing activities		
Proceeds from issues of shares	-	107.55
Payment toward Buy-back of shares (including transaction cost)	(125,399.25)	-
Proceeds from borrowings	241,306.41	16,092.40
Repayment of borrowings	(142,792.64)	(73,524.01)
Transactions with Non controlling Interest	97.14	(84.76)
Repayment of Lease liability	(35,141.24)	(28,377.50)
Interest paid	(17,809.68)	(14,119.62)
Dividends paid (including dividend tax)	(1,107.08)	(10,877.28)
Net cash used in financing activities	**(80,846.34)**	**(110,783.22)**
Net increase/ (decrease) in cash and cash equivalents	**(44,246.71)**	**(108,469.04)**
Cash and cash equivalents at the beginning of the financial year	111,236.00	207,684.72
Transfer of Opening Balances on account of acquisition of entities	-	3,539.67
Effects of exchange rate changes on cash and cash equivalents	462.23	8,480.65
Cash and cash equivalents at end of the financial year	**67,451.52**	**111,236.00**
Balances per statement of cash flows (Refer Note 13(a))	**67,451.52**	**111,236.00**

* Refer Note 62

Reconciliation of borrowings as disclosed in financing activities and Note 18 to the financial statements:

Particulars	As at April 1, 2023	Cash Changes		Non Cash Changes		Additions due to Merger/Acquisitions*	Exchange difference/ FCTR	Others	As at March 31, 2024
		Repayment	Proceeds	IND AS 116 Amendment	Additions/ Deletions to Lease liabilities(net)				
Borrowings	**32,077.20**	(1,42,792.64)	2,41,306.41	-	-	-	-	-	**1,30,590.97**
Lease liabilities	**67,730.79**	(35,141.24)	-	-	47,679.66	-	(193.93)	-	**80,075.28**
Others	-	-	-	-	-	-	-	-	-

Particulars	As at April 1, 2022	Cash Changes		Non Cash Changes		Additions/ Deletions due to Merger/ Demerger*	Exchange difference/ FCTR	Others	As at March 31, 2023
		Repayment	Proceeds	IND AS 116 Amendment	Additions/ Deletions to Lease liabilities(net)				
Borrowings	**81,917.63**	(73,524.01)	16,092.40	-		9,000.00	(1,408.82)		**32,077.20**
Lease liabilities	**58,957.19**	(28,377.50)	-	-	36,614.38	-	536.72	-	**67,730.79**
Others	-	-	-	-		-		-	-

* Refer Note 51

The accompanying notes form as integral part of these consolidated financial statements.

For Haribhakti & Co LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah

Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

1 Background

Hinduja Global Solutions Limited (“HGS” or the “Group”) is a public limited Company, domiciled in India and it's incorporated under the provisions of The Companies Act 1956 and is engaged in Business Process Management and Media and Communication business. Business Process Management segment offer voice and non-voice based services such as contact center solutions and back office transaction processing across America, Canada, Europe, Asia and Middle East. HGS' Digital media & Communications business, is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 5 million customers across 1,500 cities and towns. Its ordinary shares (equity) are listed on the two registered stock exchanges in India i.e National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) . The address of its registered office is 1st Floor, Tata Communications Complex, Plot C-21, G Block, Tower C , Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

These Consolidated financial statements were authorized to be approved by the Board of Directors on May 30, 2024.

a Material accounting policy information

(i) Statement of compliance and basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) notified under sec. 133 of Companies Act 2013 as applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been applied consistently to all periods presented in these consolidated financial statements, except for the adoption of new accounting standards, amendments and interpretations effective from April 1, 2024.

The financial statements correspond to the classification provisions contained in Ind AS 1, “Presentation of Financial Statements”. For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

All amounts included in the financial statements are reported in lakhs of Indian ₹ (in lakhs) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(ii) Basis of Measurement

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

a. certain financial assets and liabilities (including derivative instruments) that is measured at fair value;

b. The defined benefit liability / (Asset) is recognised as the present value of defined benefit obligation less fair value of plan assets; and

c. Share-based payments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly and
- Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified as current or non-current as per Group normal operating cycle and presented as per criteria set out in the Division II format of Schedule III to the Act. The Group has identified its operating cycle as twelve months.

b Use of estimates and judgements

The preparation of these financial statements in conformity with Ind AS requires the management to make judgements, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates are monetary amounts in the consolidated financial statements that are subject to measurement uncertainty. An accounting policy may require items in consolidated financial statements to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, management develops an accounting estimate to achieve the objective set out by accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available and reliable information. Actual results may differ from those accounting estimates.

Accounting estimates and underlying assumptions are reviewed on an ongoing basis. Changes to the accounting estimates are recognized in the period in which the estimates are changed and in any future period affected. In particular, information about material areas of estimation, uncertainty and critical judgement in applying accounting policies that have the material effect on the amounts recognized in the consolidated financial statements are included in the following areas.

i) Revenue recognition

The Group applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Group allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Group is unable to determine the stand-alone selling price the Group uses expected cost-plus margin approach in estimating the stand-alone selling price. The Group estimates the unbilled receivables (representing revenues recognized for services rendered between the last billing date and the balance sheet date), discounts, incentives, performance bonuses, etc. based on estimates of performance obligations satisfied and historical experience.

ii) Estimation of Provisions & Contingent Liabilities.

The Group estimates the provisions that have present obligations as a result of past events, and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates.

The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements. (Refer note 37)

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

iii) Estimation of Defined Benefit Obligation

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employment plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Group considers the interest rates of government bonds of maturity approximating the terms of the related plan liability. Refer note 43 for the details of the assumptions used in estimating the defined benefit obligation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

iv) Useful lives of property, plant and equipment

The Group depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

v) Useful lives of intangible assets

The Group amortizes intangible assets on a straight-line basis over estimated useful lives of the assets. The useful life is estimated based on a number of factors including the effects of obsolescence, demand, competition and other economic factors such as the stability of the industry and known technological advances and the level of maintenance expenditures required to obtain the expected future cash flows from the assets. The estimated useful life is reviewed at least annually.

vi) Income taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

vii) Deferred taxes

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

viii) Impairment testing

Goodwill is required to be assessed for impairment for every Cash Generating Unit (CGU) on a yearly basis. For the purposes of the same, the Group calculates the recoverable amount of the CGU. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of the CGU is based on discounted cash flow model. The cash flows are derived from the budget for the future years. The recoverable amount is sensitive to the discount rates used in discounted cash flow model as well as growth rate used for estimate and involves use of significant estimates and assumptions including turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions. Refer note 40 for the details of assumptions used in estimation of impairment of goodwill.

ix) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

x) Business combination

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liabilities acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

xi) Leases

Critical judgements required in the application of Ind AS 116 - Leases may include, among others, the following:

i) Identifying whether a contract (or part of a contract) includes a lease;

ii) Determining whether it is reasonably certain that an extension or termination option will be exercised;

iii) Classification of lease agreements (when the entity is a lessor);

iv) Determination of whether variable payments are in-substance fixed;

v) Establishing whether there are multiple leases in an arrangement;

vi) Determining the stand-alone selling prices of lease and non-lease components.

Key sources of estimation uncertainty in the application of Ind AS 116 may include, among others, the following:

i) Estimation of the lease term;

ii) Determination of the appropriate rate to discount the lease payments;

iii) Assessment of whether a right-of-use asset is impaired.

xii) Other estimates

The share based compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest. Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

c Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. All intra Group balances, transactions, income and expenses are eliminated in full on consolidation.

The acquisition method of accounting is used to account for business combinations by the Group other than common control transactions which is accounted as per Pooling of interest method.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. InterGroup transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate an investment because of a loss of control, any retained interest in the entity is premeasured to its fair value with the change in carrying amount recognized in statement of profit and loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to statement of profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

d Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (`the functional currency'). The consolidated financial statements are presented in Indian rupee (₹), which is Hinduja Global Solutions Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a. assets and liabilities are translated at the closing rate at the date of balance sheet.

b. income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

c. All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR) a component of equity except to the extent that translation difference is allocated to non controlling interest.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognized in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to Consolidated statement of profit and loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate

e Revenue from contracts with customers

The Group has adopted Ind AS 115 "Revenue from Contracts with Customers" which sets forth a single comprehensive model for recognising and reporting revenues.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services in the normal course of business.

Revenue is based on the transaction price of the consideration received or receivable excluding taxes collected on behalf of the government and is reduced for estimated credit notes and other similar allowances.

To recognise revenues, we apply the following five step approach:

(1) identify the contract with a customer,
(2) identify the performance obligations in the contract,
(3) determine the transaction price,
(4) allocate the transaction price to the performance obligations in the contract and
(5) recognise revenues when a performance obligation is satisfied.

i) Business process management services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Nature of the services :

The Group derives its revenue from business process management (BPM) which includes services like back office processing, contact center and HRO solutions. The Group provides BPM services, which typically involve claim processing and call center services for telecom industry, which it administers and manages those services for its client on an ongoing basis. The Group combines technology powered services in automation, analytics and digital with domain expertise focusing on back office processing, contract centers and HRO solutions to deliver transformational impact to clients.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A. Time and Material contracts

Revenue from time and material transactions and outcome based contracts are recognised as the services are the performed.

B. Fixed price contracts

In respect of fixed-price contracts, where performance obligations are satisfied over a period of time, revenue is recognised by means of percentage of completion method. Under this method, revenue is recognised by applying the percentage of completion on the transaction price.

Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Group is not able to reasonably measure the progress of completion, revenue is recognized only to the extent of costs incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates as an onerous contract provision.

C. Contract Asset and Liabilities

The Group classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset.

A receivable is a right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. For example, the Group recognizes a receivable for revenues related to time and materials contracts or volume-based contracts. The Group presents such receivables as part of Trade receivables at their net estimated realizable value. The same is tested for impairment as per the guidance in Ind AS 109 using expected credit loss method.

D. Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognised which includes unearned revenue and amounts that will be invoiced and recognised as revenue in future periods. Applying the practical expedient, the Group has not disclosed its right to consideration from customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date which are, contracts invoiced on time and material basis and volume based.

E. Others

Any change in scope or price is considered as a contract modification. The Group accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Group accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The Group estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Group may be entitled.

Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.

Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognised as an asset when the Group expects to recover these costs and amortised over the contract term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

The Group recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognised is amortised on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

The Group assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Group does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.

The Group may enter into arrangements with third party suppliers to resell products or services. In such cases, the Group evaluates whether the Group is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Group first evaluates whether the Group controls the services before it is transferred to the customer. If Group controls the services before it is transferred to the customer, Group is the principal; if not, the Group is the agent.

The Group has concluded that it falls under the definition of principal for all its contracts relating to business service division. Since it is the primary obligor and has pricing latitude which establishes control before transferring products and services to the customer, hence, the Group recognises the revenue earned from such contracts on gross basis in its books of accounts.

Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

F. Reconciliation of revenue recognised

The Group recognises Volume discounts, Penalties and Incentives against each transaction price as per the terms of the contract with the customer, the disclosures related to the reconciliation of revenue recognised with the transaction price have not been provided as the same is not material to the Group.

ii) Digital, Media and Communication business

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115.

The performance obligations of the Group are satisfied over time as services are rendered.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognised will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Group evaluates the price in that market that a customer is willing to pay for those services. While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as we sell those performance obligations unaccompanied by other performance obligations.

Lease Income - Optic Fibre Cable

The policy for recognition of revenue from operating leases is described in 1h below

Installation revenue

Installation revenue on Set Top Boxes (STBs) is recognised over the estimated period of customer relationships. Revenue is recognised on satisfaction of performance obligation upon transfer of promised products or services in an amount that reflects the consideration which the Group expects to receive in exchange of those products and services. Installation revenue on Set Top Boxes (STBs) is deferred and is recognised over the estimated period of customer relationship. Amount billed for services as per contractual terms but not recognised as revenue, is shown as income received in advance under other deferred income. Revenue is measured at the amount of consideration which the Group expects to be entitled to in exchange for providing services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Revenue in excess of invoicing are disclosed as contracts assets ("unbilled receivables") and invoicing in excess of revenues are disclosed as contract liabilities.

Rendering of other services

Revenue from services is recognised when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured.

f Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

g Deferred taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries and branches where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Consolidated statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The Group has thus disclosed the Income Tax Assets/ Liabilities on a net basis to the extent that the same is settled within the same tax jurisdictions, which is in line with Accounting treatment prescribed under Ind AS 12.

h Leases

As a lessee

The Group enters into an arrangement for lease of land, buildings, plant and machinery including computer equipment and furnitures. Such arrangements are generally for a fixed period but may have extension or termination options. The Group assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to –

(a) control the use of an identified asset,

(b) obtain substantially all the economic benefits from use of the identified asset, and

(c) direct the use of the identified asset.

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The Group determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Group is reasonably certain to exercise that option.

The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. This expense is presented within 'other expenses' in Consolidated statement of profit and loss.

Lease Liabilities:

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

i) fixed lease payments (including in-substance fixed payments), less any lease incentives;

ii) variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

iii) the amount expected to be payable by the lessee under residual value guarantees;

iv) the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and

v) payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability payments are classified as cash used in financing activities in the Statement of cash flows.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

i) the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

ii) the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

iii) a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate. The Group did not make any such adjustments during the periods presented.

'The Group's lease asset classes Digital, Media and Communication business consist of leases for Plant and Machinery,Set top boxes and Transponder.. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

Assets leased out under operating leases are capitalised. Rental income from operating lease is recognised on a straight-line basis over the lease term. Rental income, based on agreement, is recognised based on product of number of pairs of dark fibre assets leased out and length of dark fibre assets leased out (in kilometres) and the rate at which lease rent is charged per pair per kilometre of dark fibre assets including minimum guarantee lease rental.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Group's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of-Use Assets (ROU):

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. Prepaid lease payments (including the difference between nominal amount of the deposit and the fair value) are also included in the initial carrying amount of the right of use asset.

They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated on a straight line basis over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the balance sheet.

The Group applies Ind AS 36 - Impairment of Assets to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

The Group incurs obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease. the Group has assessed that such restoration costs are negligible and hence no provision under Ind-AS 37 has been recognised.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “other expenses” in the statement of profit and loss.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient.

The Group as a lessor

Leases under which the Group is a lessor are classified as a finance or operating lease. Lease contracts where all the risks and rewards are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating lease. For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

i Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognized directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently premeasured to fair value with changes in fair value recognized in statement of profit and loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is premeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in statement of profit and loss or other comprehensive income, as appropriate.

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liabilities acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

j Impairment

i) Impairment of non financial assets

The Group assesses long-lived assets such as property, plant and equipment, ROU assets and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or Group of assets may not be recoverable. If any such indication exists, the Group estimates the recoverable amount of the asset or Group of assets. Goodwill is tested for impairment at least annually at the same time and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than it's carrying value. The goodwill impairment test is performed at the level of cash-generating unit or Groups of cash-generating units which represents the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (“FVLCD”) and its value-in-use (“VIU”). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

ii) Impairment of financial assets

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments classified as Fair value through other comprehensive income (FVTOCI), lease receivables, trade receivables and other financial assets. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

Loss allowances for trade receivables and lease receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to the account historical credit loss experience adjusted for forward looking information.

For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

iii) Impairment of Investment in subsidiaries:

The Group assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Group estimates the recoverable amount of the investment in subsidiary. The recoverable amount of such investment is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

k Cash and cash equivalents

For the purpose of presentation in the Consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

l Trade receivables

Trade receivables are recognized initially at transaction price and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

m Contract balances

Contract Asset

A contract asset is right to consideration in exchange of services that the Group has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract Liability

A contract liability is the obligation to render services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group renders services as per the contract.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in Consolidated statement of profit or loss in the period in which they are incurred.

n Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

a. those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and

b. those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in statement of profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Currently there are no debt instruments measured at Fair value.

(iii) Derecognition of financial assets

A financial asset is derecognized only when

a. The Group has transferred the rights to receive cash flows from the financial asset or

b. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109. If the Group retains substantially all the risks and rewards of a transferred financial asset, the Group continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Group’s balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

iv) Investments in equity instruments:

The Group carries certain equity instruments which are not held for trading. At initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income (FVTOCI) or through statement of profit and loss (FVTPL). For investments designated to be classified as FVTOCI, movements in fair value of investments are recognised in other comprehensive income and the gain or loss is not transferred to statement of profit and loss on disposal of investments. For investments designated to be classified as FVTPL, both movements in fair value of investments and gain or loss on disposal of investments are recognised in the statement of profit and loss.

Dividends from these investments are recognised in the statement of profit and loss when the Group’s right to receive dividends is established.

v) Investments in subsidiaries:

Investment in equity instruments of subsidiaries are measured at cost less impairment. Investment in redeemable preference shares of subsidiaries are measured at FVTPL. These investments are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in statement of profit and loss. The gain or loss on disposal is recognised in statement of profit and loss

vi) Other financial assets

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses. These comprise finance lease receivables, employee and other advances and other eligible current and non-current assets.

(vi) Income recognition

a. Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

b. Dividends

Dividends are recognized in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

o Derivatives and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges).

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in statement of profit and loss, within other gains/(losses).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to statement of profit and loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in statement of profit and loss at the time of the hedge relationship rebalancing.

(ii) Hedges of net investment in foreign operations

The Group designates derivative financial instruments as hedges of net investments in foreign operations. The Group has also designated a foreign currency denominated borrowing as a hedge of net investment in foreign operations. Changes in the fair value of the derivative hedging instruments and gains/losses on translation or settlement of foreign currency denominated borrowings designated as a hedge of net investment in foreign operations are recognised in other comprehensive income and presented within equity in the FCTR to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the consolidated statement of profit and loss and reported within foreign exchange gains/(losses), net within results from operating activities.

iii) Others:

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognised in the statement of profit and loss and reported within foreign exchange gains/(losses), net, within results from operating activities. Changes in fair value and gains/(losses), net, on settlement of foreign currency

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derivative instruments relating to borrowings, which have not been designated as hedges are recorded in finance costs.

p Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

q Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty / tax credit availed) less accumulated depreciation / amortisation and accumulated impairment loss if any. Cost includes freight, duties, taxes, professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Set Top Boxes (‘STBs’) issued to customers are capitalized at moving average price on issuance / installation. Spares that do not meet the definition of property, plant and equipment and do not satisfy the criteria of Ind AS 16 are charged off to the Statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The residual values and useful lives of Property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

Capital work in progress

The Set Top Boxes (‘STBs’) which are not issued to customers are recorded as Capital work-in-progress at moving average price issued. Certain encoders and other plant and machinery not installed at the customer premises are categorised under Capital work-in-progress until installed and ready for intended use.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Particulars	Useful life
Leasehold Land, Leasehold building and Leasehold improvement	Over the period of Lease
Building	Upto 60 years
Plant and machinery	6-18 years
Set Top Boxes	Upto 8 years
Office Equipment	Upto 7 years
Computers	Upto 6 years
Furniture and Fixtures	Upto 10 years
Vehicles	8 years

Assets costing less than ₹ 5000 each are depreciated fully in the year of acquisition.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

Assets given to employees on contractual obligations are depreciated to the extent of 50% of the value over a period of four years, at the end of which these assets are transferred to the respective employees at the residual book value.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss within other gains/(losses).

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any. Depreciation on building is provided over it's useful life using the straight-line method method, in a manner similar to Property, plant and equipment.

r Other Intangible assets

(i) Computer software

Costs associated with maintaining software programmes are recognized as an expense as incurred. Cost associated with acquisition of intangible assets is capitalized when it is controlled by entity and probable future economic benefits are expected to flow .

(ii) Commercial Rights

These rights were acquired as part of erstwhile business combination.

(iii) Amortization methods and periods

The Group amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Particulars	Useful life
Computer Software	3 to 6 years
Customer Relationship	5 -8 years
Customer Contracts	2 years
Acquired Technology	4 years
Internally developed Software	3 year
Computer Software (Acquired)	6 years
Network rights	10 years
Licence fees	10 years

Gains or Losses arising from the retirement or disposal of intangible assets are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognized as income or expense in the Statement of Profit and Loss.

The Group incurs certain costs including discounts on packs provided to new subscribers. These costs have been treated as the customer acquisition cost and therefore capitalized as Other Intangible Assets. The assets are amortized over the period of customer's life cycle i.e. 60 months.

s Impairment of tangible and intangible assets

At the end of each reporting period, the Group determines whether there is any indication that its assets have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognized, if the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

t Inventory

Inventory (network cable and equipment and other media inventory), consisting of cables, head-end equipment and other network items like modems etc., are valued at lower of cost and net realizable value. Cost includes all expenses incurred to bring the inventory to its present location and condition. Cost is determined on a weighted average basis.

u Goodwill

Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

v Disposal of assets

The gain or loss arising on disposal or retirement of assets are recognised in the Consolidated statement of profit and loss.

w Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

x Cash flow statement

Cash flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Group are segregated.

y Borrowings

Borrowings are initially recognised at Amortised cost, net of transaction cost incurred. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in statement of profit and loss.

z Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

za Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

a. The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit and loss.

   The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

b. The Group has introduced a deferred performance incentive plan during the year which is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. The benefits are discounted using the market yields at the end of the reporting period.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity and pension

(b) defined contribution plans such as provident fund.

Defined benefit obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. These plans are partially funded and managed by the third-party fund managers.

The Group also maintains pension and similar plans for employees outside India, based on country specific regulations. These plans are partially funded, and the funds are managed by third party fund managers. The plans provide for monthly payout after retirement as per salary drawn and service period or for a lumpsum payment as set out in rules of each fund.

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(All amounts are in ₹ Lakhs)

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in statement of profit and loss as past service cost.

Defined contribution plans

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Hinduja Global Solutions Limited Employee Stock Option Plan.

Employee options

The fair value of options granted under the Hinduja Global Solutions Limited Employee Stock Option Plan is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

(v) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

zb Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in Other equity as a deduction, net of tax, from the proceeds.

zc Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

zd Earnings per share

(i) Basic earning per share

Basic earnings per share is calculated by dividing:

a. the profit attributable to owners of the Company

b. by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earning per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

a. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

b. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

ze Business combination, and Goodwill

a) Business combination

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Group. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred.

The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognised in the statement of profit and loss.

In respect of common control business combinations, accounting is done as per pooling of interest method in accordance with Part C of Ind AS 103 - Business Combination.

b) Goodwill

The excess of the cost of an acquisition over the Group's share in the fair value of the acquiree's identifiable assets and liabilities is recognised as goodwill. If the excess is negative, a bargain purchase gain is recognised in equity as capital reserve. Goodwill is measured at cost less accumulated impairment (if any).

Goodwill associated with the disposal of an operation that is part of cash-generating unit is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained, unless the entity can demonstrate that some other method better reflects the goodwill associated with the operation disposed of.

zf Non Controlling Interests

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the noncontrolling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind AS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

zg Finance cost

Finance cost comprise interest cost on borrowings, gain or losses arising on re-measurement of financial assets at FVTPL, gains/ (losses) on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the statement of profit and loss using the effective interest method.

zh Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Board of Directors of the Group has been identified as CODM consists of key managerial personnel of the Group. Refer note 49 for segment information.

zi Non-current assets (or disposal Groups) held for sale and discontinued operations

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal Group) to fair value less cost to sell. A gain is recognized for any subsequent increase in the fair value less cost to sell of any asset (or disposal Group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal Group) is recognized at the date of de-recognition.

Non-Current assets (including those that are part of a disposal Group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the asset of a disposal Group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of disposal Group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is a part of a single co-ordinated plan to dispose of such line of business or area of business of operations, or is a subsidiary acquired exclusively with a view of resale. The result of discontinued operations are presented separately in the statement of profit and loss.

Non-current assets (or disposal Group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at the lower of carrying amount or fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

zj Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Parent Group.

When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

zk Subsequent events

The Group evaluates all transactions and events that occur after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Group did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements, except as disclosed.

zl Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of schedule III unless otherwise stated.

zm New Accounting standards adopted by the Group during year

The Group has adopted the amendments to the Indian accounting standards w.e.f. April 1, 2023 and the adoption of these new amendments did not have any material impact on the Consolidated Statement of Profit and Loss for the year ended March 31, 2024.

zn New Accounting standards not yet adopted by the Group

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

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(All amounts are in ₹ Lakhs)

2 Property, Plant and Equipment

	Land	Building	Furniture and Fixtures	Vehicle	Office Equipment	Computers	Leasehold Improve-ments	Plant and equipments (Refer note below)	Settop boxes	Total	Capital work-in-progress
Year ended March 31, 2023											
Gross carrying amount	**1,478.29**	**13,023.59**	**5,566.56**	**511.56**	**7,260.15**	**10,667.77**	**14,168.51**	**39,703.94**	**33,517.78**	**1,25,898.15**	**919.90**
Additions due to acquisition*	-	-	3.53	-	13.91	65.30	-	-	-	82.74	-
Additions	-	7.04	614.47	80.02	584.59	6,264.19	752.56	1,370.36	4,520.48	14,193.71	4,867.10
Assets moved to Investment Property	-	(2,476.51)	-	-	-	-	-	-	-	(2,476.51)	-
Effect of foreign currency differences	99.76	491.16	340.58	3.30	92.70	996.24	557.42	-	-	2,581.16	-
Disposals	(94.92)	(1,858.67)	(3,063.69)	(129.65)	(104.73)	(6,366.19)	(4,632.38)	(3,414.81)	(21,958.93)	(41,623.97)	(4,497.36)
Gross carrying amount	**1,483.13**	**9,186.61**	**3,461.45**	**465.23**	**7,846.62**	**11,627.31**	**10,846.11**	**37,659.49**	**16,079.33**	**98,655.28**	**1,289.64**
Accumulated depreciation	**-**	**2,660.28**	**3,551.86**	**405.56**	**4,266.63**	**2,191.70**	**9,011.24**	**15,508.57**	**14,604.61**	**52,200.45**	**-**
Depreciation	-	310.59	639.50	41.35	245.94	5,808.34	1,485.02	3,484.80	3,667.70	15,683.24	-
Assets moved to Investment Property	-	(324.80)	-	-	-	-	-	-	-	(324.80)	-
Effect of foreign currency differences	-	129.09	198.85	0.51	35.17	790.99	187.56	-	-	1,342.17	-
Disposals	-	(1,050.38)	(2,890.07)	(112.35)	(47.96)	(6,314.48)	(4,252.87)	(1,097.17)	(6,953.71)	(22,718.99)	-
Accumulated depreciation	**-**	**1,724.78**	**1,500.14**	**335.07**	**4,499.78**	**2,476.55**	**6,430.95**	**17,896.20**	**11,318.60**	**46,182.07**	**-**
Net carrying amount as at March 31, 2023**	**1,483.13**	**7,461.83**	**1,961.31**	**130.16**	**3,346.84**	**9,150.76**	**4,415.16**	**19,763.29**	**4,760.73**	**52,473.21**	**1,289.64**
Year ended March 31, 2024											
Gross carrying amount	**1,483.13**	**9,186.61**	**3,461.45**	**465.23**	**7,846.62**	**11,627.31**	**10,846.11**	**37,659.49**	**16,079.33**	**98,655.28**	**1,289.64**
Additions	-	770.86	244.24	199.45	329.94	3,573.21	2,267.15	2,949.92	332.66	10,667.43	3,703.19
Effect of foreign currency differences	20.76	106.37	99.80	(17.71)	(1.11)	507.25	59.57	-	-	774.93	-
Disposals	(263.23)	(567.25)	(1,097.77)	(34.21)	(176.68)	(1,413.75)	(3,572.62)	(28,075.48)	-	(35,200.99)	(4,186.83)
Gross carrying amount	**1,240.66**	**9,496.59**	**2,707.72**	**612.76**	**7,998.77**	**14,294.02**	**9,600.21**	**12,533.93**	**16,411.99**	**74,896.65**	**806.00**
Accumulated depreciation	**-**	**1,724.78**	**1,500.14**	**335.07**	**4,499.78**	**2,476.55**	**6,430.95**	**17,896.20**	**11,318.60**	**46,182.07**	**-**
Depreciation***	-	429.75	565.24	58.03	283.58	6,016.58	1,879.64	3,043.43	1,465.45	13,741.70	-
Effect of foreign currency differences	-	29.61	52.34	(0.59)	1.95	447.26	13.48	-	-	544.05	-
Disposals	-	(163.37)	(864.97)	(22.81)	(148.01)	(1,300.44)	(2,634.72)	(10,163.08)	-	-15,297.40	-
Accumulated depreciation	**-**	**2,020.77**	**1,252.75**	**369.70**	**4,637.30**	**7,639.95**	**5,689.35**	**10,776.55**	**12,784.05**	**45,170.42**	**-**
Net carrying amount as at March 31, 2024 **	**1,240.66**	**7,475.82**	**1,454.97**	**243.06**	**3,361.47**	**6,654.07**	**3,910.86**	**1,757.38**	**3,627.94**	**29,726.23**	**806.00**

Note: The title deeds of immovable properties are in the name of the Holding company (including lease properties, where the lease agreements are in the name of the Holding company) except few lease agreements pertains to Media, Digital and Communication division where the Holding company is in the process of novation of those agreements in the name of the Holding company.

* Refer note 51(ii) for details on Acquisition of business.

** Refer the note 39

*** During the year Group has revised the useful life of Set top Boxes from 8 Years to 6.67 Years basis the technical evaluation of life by an independent valuer. Accordingly, an additional depreciation of ₹ 1,174.91 lakh (including ₹ 900 lakh on Set top Box taken on leases) has been provided

Capital work-in-progress (CWIP) ageing schedule- Property, Plant and Equipment As at March 31, 2024

Particulars	Amount in Capital work-in-progress (CWIP) for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	794.01	11.99	-	-	**806.00**
(ii) Projects temporarily suspended	-		-	-	**-**

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(All amounts are in ₹ Lakhs)

Capital work-in-progress (CWIP) ageing schedule- Property, Plant and Equipment As at March 31, 2023

Particulars	Amount in Capital work-in-progress (CWIP) for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	1,216.43	-	73.21	-	**1,289.64**
(ii) Projects temporarily suspended	-	-	-	-	**-**

3. Right of use assets

	Category of Right of use assets							Total
	Building	Computers	Furniture & Fixtures	Office equipments	Set up Box	Plant & equipments	Transponder	
Year ended March 31, 2023								
Opening Carrying amount	51,155.63	487.95	504.93	1,106.54	14,249.30	10,341.72	11,145.89	88,991.96
Additions *	8,395.98	456.08	-	-	14,659.96	16,107.58	997.10	40,616.70
Disposals	(5,565.61)	-	-	-	-	(7,072.58)	-	(12,638.19)
Effect of Foreign currency differences	1,420.35	39.26	(0.81)	-	-	-	-	1,458.80
Gross carrying amount	**55,406.35**	**983.29**	**504.12**	**1,106.54**	**28,909.26**	**19,376.72**	**12,142.99**	**118,429.27**
Accumulated depreciation	**22,250.14**	**294.67**	**497.04**	**1,102.88**	**2,418.37**	**2,891.49**	**3,005.94**	**32,460.53**
Depreciation	8,592.35	300.28	7.90	3.66	4,939.44	6,878.17	1,913.85	22,635.65
Disposals	(5,281.49)	-	-	-	-	(2,576.31)	-	(7,857.80)
Effect of Foreign currency differences	228.71	42.48	(0.82)		-	-	-	270.37
Accumulated depreciation	**25,789.71**	**637.43**	**504.12**	**1,106.54**	**7,357.81**	**7,193.35**	**4,919.79**	**47,508.75**
Net carrying amount as at March 31, 2023 **	**29,616.64**	**345.86**	**-**	**-**	**21,551.45**	**12,183.37**	**7,223.20**	**70,920.52**
Year ended March 31, 2024								
Opening Carrying amount	**55,406.35**	**983.29**	**504.12**	**1,106.54**	**28,909.26**	**19,376.72**	**12,142.99**	**118,429.27**
Additions	4,578.59	-	-	-	25,910.46	20,156.42	1,767.66	52,413.13
Disposals	(7,540.64)	(396.08)	(511.13)	(1,106.54)	(695.13)	(2,741.02)	(672.93)	(13,663.47)
Effect of Foreign currency differences	(148.26)	(11.27)	7.01	-	-	-	-	(152.52)
Gross carrying amount	**52,296.04**	**575.94**	**-**	**-**	**54,124.59**	**36,792.12**	**13,237.72**	**157,026.41**
Accumulated depreciation	**25,789.71**	**637.43**	**504.12**	**1,106.54**	**7,357.81**	**7,193.35**	**4,919.79**	**47,508.75**
Depreciation***	8,743.87	351.86	-	-	8,844.00	7,551.97	1,826.29	27,317.99
Disposals	(5,902.69)	(396.08)	(511.13)	(1,106.54)	(659.11)	(883.21)	(311.29)	(9,770.05)
Effect of Foreign currency differences	11.61	(309.56)	7.01	-	-	-	-	(290.94)
Accumulated depreciation	**28,642.50**	**283.65**	**-**	**-**	**15,542.70**	**13,862.11**	**6,434.79**	**64,765.75**
Net carrying amount as at March 31, 2024 **	**23,653.54**	**292.29**	**-**	**-**	**38,581.89**	**22,930.01**	**6,802.93**	**92,260.66**

* Refer note 51(ii) for details on Acquisition of business.

** Refer Note 53 for Leases

*** During the year Group has revised the useful life of Set top Boxes from 8 Years to 6.67 Years basis the technical evaluation of life by an independent valuer. Accordingly, an additional depreciation of ₹ 1,174.91 lakh (including ₹ 900 lakh on Set top Box taken on leases) has been provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

4a Other Intangible Assets

	Computer Software	Non Compete fees	Customer Relationship	Customer Contracts	Brands	Network rights	License fee	Movie rights	Trade name	Marketing Collateral	Other Intangibles	Total	Intangible under development
Year ended March 31, 2023													
Gross Carrying amount	13,351.09	160.15	24,446.63	431.31	-	5,691.21	1,023.71	10,728.95	3,820.00	14.14	2,156.21	61,823.40	-
Additions	1,735.40	-	-	-	-	1,046.49	250.00	101.36	-	-	3,015.16	6,148.41	-
Additions due to merger or acquisition*	-	-	16,526.17	1,766.26	1,239.77	-	-	-	-	-	-	19,532.20	-
Effect of foreign currency differences	(377.53)	11.47	171.47	35.30	-	-	-	-	-	-	-	(159.29)	-
Disposals	(1,625.73)	-	-	-	-	-	-	-	-	-	-	(1,625.73)	-
Gross carrying Amount	**13,083.23**	**171.62**	**41,144.27**	**2,232.87**	**1,239.77**	**6,737.70**	**1,273.71**	**10,830.31**	**3,820.00**	**14.14**	**5,171.37**	**85,718.99**	**-**
Accumulated amortisation	**8,591.91**	**160.15**	**4,735.62**	**431.31**	**-**	**1,815.11**	**683.01**	**1,791.92**	**1,033.78**	**4.91**	**174.73**	**19,422.45**	**-**
Amortisation	1,589.13	-	3,074.99	143.86	33.66	936.01	120.65	253.57	382.00	3.68	632.20	7,169.75	-
Effect of foreign currency differences	323.24	11.47	157.67	44.84	5.39	-	-	-	-	-	-	542.61	-
Disposals	(1,998.21)	-	-	-	-	-	-	-	-	-	-	(1,998.21)	-
Accumulated amortisation	**8,506.07**	**171.62**	**7,968.28**	**620.01**	**39.05**	**2,751.12**	**803.66**	**2,045.49**	**1,415.78**	**8.59**	**806.93**	**25,136.60**	**-**
Net carrying amount as at March 31, 2023	**4,577.16**	**-**	**33,175.99**	**1,612.86**	**1,200.72**	**3,986.58**	**470.05**	**8,784.82**	**2,404.22**	**5.55**	**4,364.44**	**60,582.39**	**-**
Year ended March 31, 2024													
Gross carrying amount	**13,083.23**	**171.62**	**41,144.27**	**2,232.87**	**1,239.77**	**6,737.70**	**1,273.71**	**10,830.31**	**3,820.00**	**14.14**	**5,171.37**	**85,718.99**	**-**
Additions	3,309.60	-	-	-	-	214.76	123.22	-	-	-	3,318.68	6,966.26	538.43
Effect of foreign currency differences	(22.92)	2.28	34.06	7.00	13.80	-	-	-	-	-	-	34.22	-
Disposals	(65.30)	-	-	-	-	-	-	(6.95)	-	-	-	(72.25)	-
Gross carrying Amount	**16,304.61**	**173.90**	**41,178.33**	**2,239.87**	**1,253.57**	**6,952.46**	**1,396.93**	**10,823.36**	**3,820.00**	**14.14**	**8,490.05**	**92,647.22**	**538.43**
Accumulated amortisation	**8,506.07**	**171.62**	**7,968.28**	**620.01**	**39.05**	**2,751.12**	**803.66**	**2,045.49**	**1,415.78**	**8.59**	**806.93**	**25,136.60**	**-**
Amortisation	1,860.49	-	4,873.67	1,626.45	415.14	826.95	129.52	254.09	382.00	3.69	1,912.15	12,284.15	-
Effect of foreign currency differences	(166.05)	2.28	23.14	(6.59)	(1.50)	-	-	-	-	-	-	(148.72)	-
Disposals	(63.00)	-	-	-	-	-	-	-	-	-	-	(63.00)	-
Accumulated amortisation	**10,137.51**	**173.90**	**12,865.09**	**2,239.87**	**452.69**	**3,578.07**	**933.18**	**2,299.58**	**1,797.78**	**12.28**	**2,719.08**	**37,209.03**	**-**
Net carrying amount as at March 31, 2024	**6,167.10**	**-**	**28,313.24**	**-**	**800.88**	**3,374.39**	**463.75**	**8,523.78**	**2,022.22**	**1.86**	**5,770.97**	**55,438.19**	**538.43**

* Refer note 51(ii) for details on Acquisition of business.

Intangible assets under development Ageing schedule As at March 31, 2024

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	538.43	-	-	-	538.43
(ii) Projects temporarily suspended	-	-	-	-	-

Intangible assets under development Ageing schedule As at March 31, 2023

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-

(All amounts are in ₹ Lakhs)

4b Goodwill

Particulars	Goodwill
Year ended March 31, 2023	
Gross carrying amount	44,794.14
Acquisition through business combination*	50,473.60
Deletion due to disposal	-
Impairment	-
Effect of foreign currency differences	(320.22)
Carrying amount	**94,947.52**
Net carrying amount as at March 31, 2023	**94,947.52**
Year ended March 31, 2024	
Gross carrying amount	**94,947.52**
Impairment	-
Effect of foreign currency differences	1,007.75
Carrying amount	**95,955.27**
Net carrying amount as at March 31, 2024	**95,955.27**

* Refer note 40 for goodwill impairment and 51(ii) for details on Acquisition of business.

5 Investment property

Reconciliation of carrying amount

Particulars	Investment property
Year ended March 31, 2023	
Gross carrying amount	202.71
Reclassification from property, plant and equipment	2,476.51
Gross carrying amount	**2,679.22**
Accumulated depreciation	**1.68**
Reclassification from property, plant and equipment	324.80
Depreciation for the year (Refer Note 33)	49.72
Accumulated depreciation	**376.20**
Net carrying amount as at March 31, 2023	**2,303.02**
Fair value as at March 31, 2023**	**3,617.30**
Year ended March 31, 2024	
Gross carrying amount	2,679.22
Reclassification from property, plant and equipment	**-**
Gross carrying amount	**2,679.22**
Accumulated depreciation	376.20
Reclassification from property, plant and equipment	-
Depreciation for the year (Refer Note 33)	49.72
Accumulated depreciation	**425.92**
Net carrying amount as at March 31, 2024	**2,253.30**
Fair value as at March 31, 2024**	**3,617.30**

Note : During the previous year the Group has transferred a building to investment in property from Property, Plant and Equipment because it was not used by the Group and it was decided that building would be leased to third party.

** The fair value of investment property was determined by an accredited external independent property valuer. The said property valuer is a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

i) Amounts recognised in profit or loss

Rental income recognised by the Group during the year ended 31 March 2024 was ₹ 495.24 lakhs (31 March 2023: ₹ 400.88 lakhs) and was included in 'Other income' (see Note 29). Repairs and maintenance expense, included in 'other expenses' (see Note 34), was as follows.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
a) Rental income derived from investment properties	495.25	400.88
b) Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	**495.25**	**400.88**
Depreciation	49.72	49.72
Income arising from investment properties (Net)	**445.53**	**351.16**

6 Investments

	Particulars	Face Value	As at March 31, 2024		As at March 31, 2023	
		Per Share/ Unit	Quantity Nos.	Amount (₹ in Lakhs)	Quantity Nos.	Amount (₹ in Lakhs)
6a	**Non-Current Investments**					
(i)	**Unquoted and Non-Trade investment in Non-convertible debentures at amortized cost (NCDs)**					
	Unsecured Non-convertible debentures (NCDs) (Refer Note below)		-	1,12,517.91	-	2,73,435.62
(ii)	**A. Unquoted - Investment in Equity shares (at fair value through OCI)**					
	Others		-	0.91	-	0.91
	B. Unquoted- Investment in Preference shares (at fair value through OCI)					
	Elemential Labs Private Limited	100		-	242.00	38.39
	Less: Adjustment towards Impairment loss allowance			-		(38.39)
	Total (a)			0.91		0.91
	C. Unquoted - Investment in Government securities (measured at Cost)					
	National Saving Certificate VIII Series Under lien with the Sales Tax Department			0.05		0.05
	Total (b)			0.05		0.05
	D. Quoted Investments in equity instruments (at fair value through OCI)					
	GOCL Corporation Limited	2	13,166	59.85	13,166	38.79
	Gulf Oil Lubricants India Limited	2	12,264	115.02	12,264	49.60
	IndusInd Bank Limited	10	80,302	1,247.04	80,302	857.59
	VCK Capital Market Services Limited	10	24,007	-	24,007	-

(All amounts are in ₹ Lakhs)

	Particulars	Face Value	As at March 31, 2024		As at March 31, 2023	
		Per Share/ Unit	Quantity Nos.	Amount (₹ in Lakhs)	Quantity Nos.	Amount (₹ in Lakhs)
	Less: Reclassified as held for sale			-		-
	Total			1,421.91		945.98
				113,940.78		2,74,382.56
6b	**Current Investments**					
	Unquoted and Non-Trade investment in Non-convertible debentures at amortized cost (NCDs)					
	Unsecured Non-convertible debentures (NCDs) (Refer Note below)			2,15,034.23		-
	Investments in equity instruments (at fair value through Profit and Loss)					
	A. Quoted equity shares (fully paid up)					
	IndusInd Bank Limited	10	57,500	892.98	57,500	614.07
				2,15,927.21		614.07
	Unquoted and Non-Trade investment at amortized cost					
	Investment in Treasury bill			103.28		283.56
				2,16,030.49		**897.63**
	Total investments			**329,971.27**		**275,280.19**
	Aggregate Value of quoted Investments (at market value)			2,17,349.12		1,560.05
	Aggregate Value of Unquoted Investments			1,12,622.15		2,73,720.14

Terms of Non-convertible debentures (NCD)

Name of Scrip	Coupon Rate	Terms of redemption*	Nature	Amount o/s as at March 31, 2024 (USD in Lakhs)	Amount o/s as at March 31, 2024 (INR in Lakhs)	Amount o/s as at March 31, 2023 (USD in Lakhs)	Amount o/s as at March 31, 2023 (INR in Lakhs)
Investment in NCD in IndusInd Finance Limited**	(a) 6.5% (b) USD 3 months SOFR + 3.10%	(a) 24 month from effective date (b) 425 days from disbursement.	Un-Secured	2,580.00	2,15,034.23	2,330.00	1,91,322.82
Investment in NCD in Hinduja Capital Ltd**	(a) 6.5% (b) USD 3 months SOFR + 3.10%	(a) June 30, 2025 (b) 425 days from disbursement.	Un-Secured	1,350.00	1,12,517.91	1,000.00	82,112.80
Total				**3,930.00**	**3,27,552.14**	**3,330.00**	**2,73,435.62**

*The Company has a right to demand partial redemption of the NCDs upto 25% of the Issue Size with 45 business days' notice and an additional 25% of the Issue Size post the first redemption with 90 business days' notice.

** Based on an external legal opinion obtained, the group has concluded that Hinduja Capital Limited and IndusInd Finance limited is not a related party in accordance with Ind AS 24 - Related Party Disclosures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Terms of Treasury bill FY 2023-24

	Name of Bank	ISIN	Maturity Date	Rate of Interest	Face Value in PHP as on March 31, 2024 (PHP. in Lakhs)	Face Value in INR as on March 31, 2024 (INR in Lakhs)
1	Union bank plaza*	PH000057333	August 28, 2024	5.97%	69.61	103.28
Total					**69.61**	**103.28**

*These investments carry a fixed rate of interest and it is maturing through August 28, 2024.

Terms of Treasury bill FY 2022-23

	Name of Bank	ISIN	Maturity Date	Rate of Interest	Face Value in PHP as on March 31, 2023 (PHP. in Lakhs)	Face Value in INR as on March 31, 2023 (INR in Lakhs)
1	Union bank plaza*	PIBL1222F269	June 28, 2023	7.60%	186.90	283.56
Total					**186.90**	**283.56**

*These investments carry a fixed rate of interest and it is maturing through June 28, 2023.

Note: The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

7 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Loan carried at amortised cost* (Unsecured, considered good)		
Opening balance	350.00	350.00
Loans given during the year	-	-
Loans repaid	(200.00)	-
Total	**150.00**	**350.00**

* One of the subsidiary companies has given a loan of ₹150 lakhs to other entities at the interest rate of 9% p.a.

8. Other non current financial asset

Particulars	As at March 31, 2024	As at March 31, 2023
Security Deposit	5,818.94	6,117.88
Deposits with bank for Margin Money*	132.02	135.86
Deposits with maturity exceeding 12 months**	12.00	-
Miscellaneous	-	13.07
Total	**5,962.96**	**6,266.81**

* Under lien with bank towards guarantees issued by them on behalf of the Holding company.

** Amount held by a bank as an interest reserve against amount owed under loan agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

9a Income Tax Assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax and tax deducted at source	135,074.12	1,36,129.78
Less: Provision for Income tax	88,919.27	95,819.80
Total	**46,154.85**	**40,309.98**

9b Current tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Income tax	12,058.15	10,409.05
Less: Advance tax and tax deducted at source	401.21	1,580.31
Total	**11,656.94**	**8,828.74**

10 Other non current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good unless otherwise specified:		
Capital Advances	28.68	1.44
Balances with Government Authorities	3,461.61	5,243.46
Prepaid Expenses	136.23	266.71
Advance to Vendors	150.38	16.32
Others	77.46	408.59
Total	**3,854.36**	**5,936.52**

11 Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
(at lower of cost and net realisable value)		
Stock of network equipments and traded goods	1,105.39	1,189.08
Media Inventory	559.09	477.05
Total	**1,664.48**	**1,666.13**

Note : Refer Note 56.

12 Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured Trade Receivables	60,440.61	55,184.38
Unsecured Unbilled Receivables	14,014.51	18,119.56
Trade Receivables - Significant increase in credit risk	6,587.95	5,012.52
Less: Allowance for bad and doubtful debts	(6,587.95)	(5,012.52)
Total	**74,455.12**	**73,303.94**
Current portion	74,455.12	73,303.94
Non-current portion	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Trade Receivables ageing schedule As at March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	37,718.10	19,232.60	2,053.58	210.96	455.69	769.68	**60,440.61**
(ii) Undisputed Trade Receivables – considered Significant increase in credit risk	-	1,041.54	178.84	1,228.50	1,809.51	460.34	**4,718.73**
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables considered Significant increase in credit risk	-	-	19.67	1,476.88	85.29	287.38	**1,869.22**
Less: Allowance for bad and doubtful debts	-	(1,041.54)	198.51)	(2,705.38)	(1,894.80)	(747.72)	(6,587.95)
Unbilled Receivables							
Undisputed Unbilled Receivable – considered good	14,014.51	-	-	-	-	-	**14,014.51**
Total	**51,732.61**	**19,232.60**	**2,053.58**	**210.96**	**455.69**	**769.68**	**74,455.12**

Trade Receivables ageing schedule As at March 31, 2023

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	37,011.69	14,804.34	1,932.14	112.59	569.27	754.35	**55,184.38**
(ii) Undisputed Trade Receivables – considered Significant increase in credit risk	-	500.64	722.34	2,221.67	341.21	319.87	**4,105.73**
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables considered Significant increase in credit risk	-	-	-	396.93	297.96	211.90	**906.79**
Less: Allowance for bad and doubtful debts	**-**	**(500.64)**	**(722.34)**	**(2,618.60)**	**(639.17)**	**(531.77)**	**(5,012.52)**
Unbilled Receivable							
Undisputed Unbilled Receivable – considered good	18,119.56	-	-	-	-	-	18,119.56
Total	**55,131.25**	**14,804.34**	**1,932.14**	**112.59**	**569.27**	**754.35**	**73,303.93**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

There were no due by directors or other officers of the company or any of them severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a member.

For Related party transactions refer Note 45.

13a Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
in current accounts	51,692.04	71,857.42
in EEFC accounts	8.36	80.22
in deposit accounts	14,029.68	32,198.20
in cash credit accounts (Refer note 58)	1,582.10	6,482.22
Cheques on hand	47.30	294.30
Cash on hand	92.04	323.64
Total	**67,451.52**	**1,11,236.00**

Balances with banks in current account and EEFC account does not carry any interest. Short-term deposits are made for varying periods between one day to three months, depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

There are no restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior years.

13b Bank balances other than 13a above

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked Balances with Banks		
Unpaid dividend	6,668.48	6,509.77
Unpaid bonus	1.79	1.79
Bank Deposits maturing more than 3 months but less than 12 months	6,293.84	3,099.91
In Escrow account	-	16.16
Restricted Bank Balances	6,471.82	181.43
Margin money with Bank	1,259.00	-
Total	**20,694.93**	**9,809.06**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

14 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Loan carried at amortised cost		
Unsecured, considered good		
Loan to related parties (Refer Note 45)		
Opening balance	1,81,142.52	1,11,797.98
Loans given during the year	1,12,929.00	2,31,529.00
Loans repaid	(192,071.74)	(1,62,184.46)
Effect of foreign currency differences	(997.01)	-
Closing balance	**101,002.77**	**181,142.52**
Loan to other entities		
Opening balance	100,259.33	48,889.79
Loans given during the year	19,188.00	55,382.42
Loans repaid	(108.47)	(8,016.24)
Effect of foreign currency differences	2,220.07	4,003.36
Closing balance	**121,558.93**	**100,259.33**
Total	**222,561.70**	**281,401.85**

Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand.

The loans were given to respective parties for their working capital needs and general corporate purpose. The transactions were made on normal commercial terms and conditions and at the market rate. The average interest rate on the loans during the year was 4.95% to 18.00% (March 31, 2023 – 4.95% to 18.00%)

Type of Borrower	As at March 31, 2024		As at March 31, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties	1,01,002.76	45%	1,81,142.52	64%
Other Parties	121,708.93	55%	100,609.33	36%

Particulars of loan granted u/s 186 of the Companies act 2013.

Loans/ Inter Corporate Deposits Receivable Related Party wise (Non Current Loans and Current Loans)	For FY 2023-24		For FY 2022-23	
	Loan o/s as at March 31, 2024	Maximum O/s Balance in FY 2023-24	Loan o/s as at March 31, 2023	Maximum O/s Balance in FY 2022-23
Hinduja Group Limited	22,355.00	46,200.00	46,200.00	50,450.00
Hinduja Realty Ventures Limited	31,313.00	52,628.00	52,628.00	56,346.00
Hinduja Energy (India) Ltd	44,556.77	79,853.54	79,853.54	80,000.00
Cyqurex System Private Limited	2,778.00	2,778.00	2,460.98	2,442.00
Total	**1,01,002.77**		**1,81,142.52**	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Loans/ Inter Corporate Deposits Receivable from Other Party (Non Current Loans and Current Loans)	For FY 2023-24		For FY 2022-23	
	Loan o/s as at March 31, 2024	Maximum O/s Balance in FY 2023-24	Loan o/s as at March 31, 2023	Maximum O/s Balance in FY 2022-23
Hinduja Automotive Ltd (Rate of Interest: FY24 - 4.95%, FY23- 4.95%)	37,355.98	37,355.98	29,533.04	29,533.04
IndusInd Ltd (Rate of Interest: FY24 - 5.30%, FY23 - 5.30%)	-	-	-	13,139.25
Machen Dev Corporation (Rate of Interest: FY24 - 5.30%, FY23 - 5.30%)	13,342.92	13,342.92	13,139.25	13,139.25
Machen Dev Corporation (Rate of Interest: Till 30th June 2023 - 3.30% From 1st July 2023 - 5.30%, FY23 - 3.30%)	70,843.04	70,843.04	57,477.45	57,477.45
A.J.Media Corporation Rate of Interest: FY24 - 18.00%, FY23 - 18.00%)	17.00	62.00	109.59	131.00
Bhima Sahakari Sakhar Karkhana Niyamit Rate of Interest: FY24 - 9.00%, FY23 - 9.00%)	150.00	350.00	350.00	350.00
Total	**121,708.93**		**100,609.33**	

Refer Note 7 and 14

*Based on an external legal opinion obtained, the company has concluded that Hinduja Leyland Finance Limited is not a related party in accordance with Ind AS 24 - Related Party Disclosures.

15 Other current financial asset

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Security Deposit	4,645.92	1,549.17
Less: Provision for security deposits	(104.47)	(104.47)
	4,541.45	1,444.70
Interest accrued on deposits/ loans	11,273.75	3,052.69
Derivatives - Foreign Exchange Forward Contracts (Refer Note 47)	39.95	52.47
Finance lease receivables (Refer note 53)	938.34	3,245.68
Retention money Receivable	-	856.33
Income receivable	118.26	7.09
Other receivables	225.98	422.50
Less : Provision for Other receivables	(51.11)	(51.11)
	174.87	371.39
Total	**17,086.62**	**9,030.36**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

16 Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured considered good, unless otherwise stated		
Balances with Government Authorities	8,081.66	9,177.30
Advance to employees		
- Good	492.63	234.54
- Doubtful	12.98	12.98
	505.61	247.52
Less: Provision for Doubtful Advances	(12.98)	(12.98)
	492.63	234.54
Advance recoverable in cash or in kind or value to be received	3,926.54	3,160.25
Prepaid Expenses	6,789.51	7,658.29
Gratuity (Refer Note 43)	378.47	359.55
Total	**19,668.81**	**20,589.93**

There were no due by directors or other officers of the company or any of them severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a member.

17 Equity share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorized Share capital:		
7,98,50,000 (March 31, 2023: 7,98,50,000) equity shares of ₹10/- each	7,985.00	7,985.00
150,000 (March 31, 2023: 150,000) 1% Participatory redeemable Non cumulative preference shares of ₹10/- each	15.00	15.00
Total	**8,000.00**	**8,000.00**
Issued, subscribed and Paid up :		
46,520,285 (March 31, 2023: 52,520,285) equity shares of ₹ 10/- each fully paid	4,652.03	5,252.03
Total	**4,652.03**	**5,252.03**

(i) Movements in equity share capital

Particulars	No.of shares	Equity share Capital (par value)
As at March 31, 2022	**4,17,95,132**	**4,179.51**
Shares issued to Employees under Employee Stock Option Plan	35,750	3.58
Shares issued other than Cash due to Merger of Digital, Media and Communications Business (Refer note 17(v))	1,06,89,403	1,068.94
As at March 31, 2023	**5,25,20,285**	**5,252.03**
BuyBack of shares (Refer note 17(vi))	(60,00,000)	(600.00)
As at March 31, 2024	**4,65,20,285**	**4,652.03**

(a) Terms and rights attached to equity shares

Equity Shares: The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend which are approved by Board of Directors in Board Meeting . In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

(b) Number of shares reserved for issue under the Employee Stock Option Plan (Refer Note 36)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Hinduja Global Solutions Limited Employee Stock Option Plan 2008	-	-
ii) Hinduja Global Solutions Limited Employee Stock Option Plan 2011	-	-

(ii) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% held	Number of Shares	% held
Hinduja Group Limited	1,63,19,452	35.08	1,86,00,791	35.42
Hinduja Realty Ventures Limited	29,83,382	6.41	34,04,492	6.48
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	17,65,862	3.80	20,14,490	3.84
Amas Mauritius Limited	65,29,371	14.04	65,29,371	12.43

(iii) Shareholding of promoters

Name of the Promoters	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% held	No. of Shares	% held	
Hinduja Group Limited	1,63,19,452	35.08	1,86,00,791	35.42	(0.34)
Hinduja Realty Ventures Limited	29,83,382	6.41	34,04,492	6.48	(0.07)
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	17,65,862	3.80	20,14,490	3.84	(0.04)
Hinduja Properties Limited	59,334	0.13	67,569	0.13	-
Amas Mauritius Limited	65,29,371	14.04	65,29,371	12.43	1.61
Aasia Corporation LLC	3,66,885	0.79	4,17,809	0.80	(0.01)
Harsha Ashok Hinduja Jt. Ashok P. Hinduja	11,76,672	2.53	13,39,995	2.55	(0.02)
Ashok P. Hinduja, Karta of S.P. Hinduja HUF (Bigger)	11,42,979	2.46	13,01,625	2.48	(0.02)
Ambika Ashok Hinduja	3,85,392	0.83	4,38,884	0.84	(0.01)
Shom Ashok Hinduja	3,04,429	0.65	3,46,683	0.66	(0.01)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the Promoters	As at March 31, 2024		As at March 31, 2023		% Change during the year
	No. of Shares	% held	No. of Shares	% held	
Ashok P. Hinduja Jt. Harsha Ashok Hinduja	98,528	0.21	1,12,203	0.21	-
Vinoo S. Hinduja	1,41,515	0.30	1,41,515	0.27	0.03
Ashok P. Hinduja, Karta of A.P. Hinduja (HUF)	1,18,127	0.25	1,34,523	0.26	(0.01)
Shanoo S. Mukhi	2,213	-	2,213	-	-
Harsha Ashok Hinduja	36,302	0.08	41,340	0.08	-
Ashok P. Hinduja	68,711	0.15	78,247	0.15	-

Name of the Promoters	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% held	No. of Shares	% held	
Hinduja Group Limited	1,86,00,791	35.42	1,42,54,891	34.11	1.31
Hinduja Realty Ventures Limited	34,04,492	6.48	26,14,490	6.26	0.22
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	20,14,490	3.84	20,14,490	4.82	(0.98)
Hinduja Properties Limited	67,569	0.13	-	-	0.13
Amas Mauritius Limited	65,29,371	12.43	55,22,854	13.21	(0.78)
Aasia Corporation LLC	4,17,809	0.80	4,17,809	1.00	(0.20)
Harsha Ashok Hinduja Jt. Ashok P. Hinduja	13,39,995	2.55	11,14,996	2.67	(0.12)
Ashok P. Hinduja, Karta of S.P. Hinduja HUF (Bigger)	13,01,625	2.48	10,64,966	2.55	(0.07)
Ambika Ashok Hinduja	4,38,884	0.84	3,54,484	0.85	(0.01)
Shom Ashok Hinduja	3,46,683	0.66	2,80,014	0.67	(0.01)
Ashok P. Hinduja Jt. Harsha Ashok Hinduja	1,12,203	0.21	90,626	0.22	(0.01)
Vinoo S. Hinduja	1,41,515	0.27	1,22,130	0.29	(0.02)
Ashok P. Hinduja, Karta of A.P. Hinduja (HUF)	1,34,523	0.26	1,08,654	0.26	-
Shanoo S. Mukhi	2,213	-	1,910	-	-
Harsha Ashok Hinduja	41,340	0.08	33,390	0.08	-
Ashok P. Hinduja	78,247	0.15	63,200	0.15	-

(iv) The Board of Directors of the Holding company at their meeting held on January 6, 2022 have approved issuance of Bonus Equity Shares of the Company in the proportion of 1 (One) Bonus Equity Share of ₹ 10/- each for every 1 (One) existing Equity Share of ₹ 10/- each, with a record date of February 23, 2022.

(v) The Board of Directors of the Holding Company, at its meeting held on February 17, 2022 had considered and approved the scheme of arrangement between Hinduja Global Solutions Limited (the "Resulting Company") and NXTDIGITAL Limited (the "Demerged Undertaking") for the demerger of Digital, Media and Communications Business Undertaking along with the investments in its subsidiaries of NXTDIGITAL Limited into Hinduja Global Solutions Limited and had recommended the swap ratio of 20 equity share of ₹ 10/- each fully paid-up of Hinduja Global Solutions Limited for every 63 equity shares of ₹ 10/- each fully paid-up held by the public shareholders of NXTDIGITAL Limited.As per the swap ratio approved in the scheme, the shareholders of NXTDIGITAL Limited holding 3,36,71,621 equity shares (of NDL) to receive 1,06,89,403 equity shares of Hinduja Global Solutions Limited having face value of ₹ 10 each. Pursuant to the Scheme of arrangement, shares of Hinduja Global Solutions Limited are issued to the public shareholders of NXTDIGITAL Limited.

(vi) The shareholders of the Company approved the proposal of buyback of Equity Shares recommended by the Board of Directors by way of e-voting through postal ballot at the Maximum buyback price of ₹ 1,700/- per equity share and the Maximum buyback size of ₹ 102,000 lakhs. Subsequently, the Buyback Committee at its meeting held on January 27, 2023 has approved the buyback of 60 lakh Equity Shares at a price of ₹ 1,700 i.e. up to ₹ 102,000 lakhs (excluding transaction cost and taxes) with the Record Date of March 6, 2023.

The buyback was offered to all eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares has commenced on May 22, 2023 and closed on June 2, 2023. The buyback settlement was complete on June 9, 2023.

The Company had bought back 60 Lakh equity shares of Face Value of ₹ 10 each (i.e. ₹ 600 lakhs) at a price of ₹ 1,700 per equity share by utilising its Securities premium reserve, General Reserve and Retained Earnings. The Company credited 'Capital Redemption Reserve' with an amount of ₹ 600 lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve . The Buyback resulted in cash outflow of ₹ 102,000 lakhs (excluding transaction cost and taxes) and reduction of 11.43% of pre-buyback paid up equity share capital of the Company as at March 31, 2023.

18 Borrowings

	As at March 31, 2024	As at March 31, 2023
a. Borrowings - non-current at amortized cost (Refer Note 58)		
Secured		
Term Loans from Banks		
Corporate loan	21,584.01	13,951.63
Other Loans	8.75	-
Unsecured		
Others	-	11.61
Total borrowings	**21,592.76**	**13,963.24**
Less: Current maturities of long-term debt	7,296.32	4,222.74
Less: Interest accrued (included in note 23)	944.79	300.08
Non-current borrowings (Refer Note 58)	**13,351.65**	**9,440.42**
b. Borrowings - current at amortized cost (Refer Note 58)		
Bank Overdrafts	20,894.31	14,955.22
Working capital demand loan	7,369.91	2,000.00
Revolver Loan	-	78.94
Term loan from banks	45,840.63	-
Others	38.15	-
Unsecured - at amortised cost		
Loans from related parties (Refer note 45)	29,800.00	-
Loans from other parties	6,000.00	1,379.88
Total Current borrowings	**1,09,943.00**	**18,414.04**
c. Current maturities of Long term borrowings	7,296.32	4,222.74
	7,296.32	**4,222.74**
Total Current borrowings	**1,17,239.32**	**22,636.78**
Total borrowings	**1,30,590.97**	**32,077.20**

* Refer Note 39 and 58.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

19 Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
a. Lease Liabilities - non-current		
Total lease liabilities	80,075.28	67,730.79
Less: Current Maturities of Lease Obligations	(33,669.28)	(24,778.22)
	46,406.00	**42,952.57**
b. Lease Liabilities - current	33,669.28	24,778.22
	33,669.28	**24,778.22**
Total	**80,075.28**	**67,730.79**

Note: Refer Note 53

20 Other non-current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Security deposits	817.48	655.44
Deferred Rent	86.19	51.81
Payable towards LC	-	1,612.21
Deferred consideration payable (Refer note 51 (ii))	-	7,319.70
Total	**903.67**	**9,639.16**

21 Provisions

	As at March 31, 2024	As at March 31, 2023
Pension (Refer Note 43)	3,407.24	2,984.64
Gratuity (Refer Note 43)	492.88	1,014.65
Compensated absences (Refer Note 43)	1,905.89	1,425.05
Others*	144.79	290.23
Total	**5,950.80**	**5,714.57**

*This includes provision for employee entitlements.

22 Trade Payables

	As at March 31, 2024	As at March 31, 2023
i. Total outstanding dues of micro enterprises and small enterprises (Refer Note 52)	260.46	570.19
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	29,377.66	41,090.61
Total	**29,638.12**	**41,660.80**

Note: For Related party transactions refer Note 45.

(All amounts are in ₹ Lakhs)

Trade Payables ageing schedule As at March 31, 2024

	Not due & Accrued	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprises	171.23	73.56	-	-	-	**244.79**
(ii) Others	13,165.35	10,268.44	2,643.67	516.35	2,558.37	**29,152.17**
(iii) Disputed dues – Micro enterprises and small enterprises	-	-	15.67	-	-	**15.67**
(iv) Disputed dues	189.41	-	-	-	36.08	**225.49**

Trade Payables ageing schedule As at March 31, 2023

	Not due & Accrued	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprises	127.86	442.33	-	-	-	**570.19**
(ii) Others	24,189.31	13,852.51	467.47	78.95	2,502.37	**41,090.61**
(iii) Disputed dues – Micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues	-	-	-	-	-	**-**

23 Other current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Interest Accrued but Not Due	944.79	300.08
Employee benefits payable	29,333.74	27,271.54
Capital Creditors (other than those payable to MSME)	2,313.73	2,941.64
Unpaid Dividend [Refer note (a) and (b) below]	6,668.48	6,509.77
Deferred consideration payable (Refer Note 51 (ii))	20,702.29	25,623.39
Security deposits	420.86	391.62
Derivatives - Foreign Exchange Forward Contracts (Refer Note 47)	38.69	51.81
Book overdraft	135.81	3,316.36
Other payable	485.11	8,565.11
Total	**61,043.50**	**74,971.32**

a. There was a delay in depositing an unclaimed dividend in the current year to Investor Education and Protection Fund (IEPF) due to technical difficulties. The Holding Company has deposited the same to IEPF on February 1, 2024.

b. There was a delay in depositing the unclaimed dividend to Investor Education and Protection Fund (IEPF) due to technical difficulties. Subsequently to year end March 31, 2023, the Holding company has deposited the same to IEPF.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

24 Provisions

	As at March 31, 2024	As at March 31, 2023
Gratuity (Refer Note 43)	1,015.38	6.87
Compensated Absences (Refer Note 43)	2,135.51	3,002.62
Others*	234.87	-
Total	**3,385.76**	**3,009.49**

* Includes Provision for CSR unspent amount of ₹ 234 Lakhs (Refer Note 35)

25 Contract liabilities - Non Current

	As at March 31, 2024	As at March 31, 2023
Income received in advance	47.72	97.90
Total	**47.72**	**97.90**

26 Current Contract liabilities

	As at March 31, 2024	As at March 31, 2023
Income received in advance	5,267.84	5,698.84
Total	**5,267.84**	**5,698.84**

27 Other current liabilities

	As at March 31, 2024	As at March 31, 2023
Advances from customers	5,638.89	3,912.76
Statutory dues payable	6,198.02	5,110.83
Other payables	933.01	113.05
Total	**12,769.92**	**9,136.64**

28 Revenue from operations

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of products		
- Traded Goods	3,791.00	3,588.78
Sale of services		
- Business Process Management	3,55,029.31	3,56,814.23
- Subscription - direct / cable operators	44,387.95	44,804.32
- Installation charges	1,950.41	1,313.78
- Channel placement fees	24,291.71	10,950.14
- LCN Incentive	5,523.68	4,678.87
- Subscription - Internet Service	23,641.34	26,241.36
- Network Operations	1.56	31.73
- Sale of Film Rights	9.89	83.25
- Royalties Revenue	90.00	67.79
Other operating revenues		
- Technical advisory fees	21.49	27.60
- Commission income	-	0.60
- Assignment of movie rights	-	385.00
- Advertisement income	1,845.24	1,495.00
- Other lease income	340.53	33.90
- Other operating income	648.22	-
Total	**4,61,572.33**	**4,50,516.35**

i) Business Process Management (BPM)

Revenue is recognized at Point in Time basis in respect of the services provided by the Group.

The Group believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.

Country / region	Year ended March 31, 2024	Year ended March 31, 2023
USA and Canada	2,16,635.74	2,01,205.32
India	35,038.00	34,269.52
UK and Europe	71,797.83	94,810.44
Rest of the world	31,557.74	26,528.95
Total revenue from contracts with customers	**3,55,029.31**	**3,56,814.23**

Major product/service lines	Year ended March 31, 2024	Year ended March 31, 2023
Business Process Management	3,55,029.31	3,56,814.23
Total revenue from contracts with customers	**3,55,029.31**	**3,56,814.23**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Category of customer	Year ended March 31, 2024	Year ended March 31, 2023
Consumer Electronics, Products, Services and Retail	94,247.71	89,726.33
Banking and Financial services	65,912.60	69,638.59
Telecom and Technology	60,915.02	52,951.35
Media	40,733.51	48,165.68
Public Sector	40,410.14	53,249.25
Others	52,810.33	43,083.04
Total revenue from contracts with customers	**3,55,029.31**	**3,56,814.23**

ii) Media and Digital

The Group earns installation revenue on activation of set-top boxes ('STB') at customer premises, thus money is collected on or before installation of STB. In case of subscription income, the Group largely operates on limited customer base / geographies where the credit limit is less than a year. Also, channel placement / carriage income and LCN income from broadcasters have similar credit risks.

Media and Communications business, is India's premier integrated Digital Delivery Platforms Group delivering services via satellite, digital cable and broadband to over 5 million customers across 1,500 cities and towns in India.

The following table provides a reconciliation of the revenue recognised in the statement of profit and loss with the contract price:

Subscription revenue	March 31, 2024	March 31, 2023
Contracted price	44,963.85	45,437.84
Add: Allocation of transaction price from bundled contracts	-	-
Add: Deferred revenue adjustments	-	-
Less: Unbilled revenue adjustments	-	-
Discounts to LCO's	(575.90)	(633.52)
Revenues recognised as per the Statement of profit and loss	**44,387.95**	**44,804.32**

Installation revenue	March 31, 2024	March 31, 2023
Contracted price	1,817.39	1,008.96
Less: Allocation of transaction price to subscription revenue for bundled contracts	-	-
Add: Adjustment for deferral for installation revenue	133.02	304.82
Revenues recognised as per the Statement of profit and loss	**1,950.41**	**1,313.78**

Channel placement fees	March 31, 2024	March 31, 2023
Contracted price	24,143.43	10,792.54
Add: Adjustment for deferral for channel placement revenue	148.28	157.60
Revenues recognised as per the Statement of profit and loss	**24,291.71**	**10,950.14**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Subscription - Internet Service	March 31, 2024	March 31, 2023
Contracted price	25,767.58	28,222.99
Less: Allocation of transaction price for bundled contracts	-	-
Add/Less : Adjustment for deferral and unbilled revenue adjustments	(2,126.24)	(1,981.63)
Revenues recognised as per the Statement of profit and loss	**23,641.34**	**26,241.36**

The table below discloses the movement in contract liabilities during the year:

	Contract Asset (Unbilled Revenue)	Contract Liability (Advance billing)	Contract Liability Advance from customer
Balance as at 31 March 2022	**1,344.73**	**4,460.53**	**900.09**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	(1,344.73)	(2,103.37)	(900.09)
Add: invoices raised for which no revenue is recognised during the year	1,263.52	2,598.55	841.03
Balance as at 31 March 2023	**1,263.52**	**4,955.70**	**841.03**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	(1,263.52)	(3,623.79)	(841.03)
Add: invoices raised for which no revenue is recognised during the year	512.14	3,017.86	965.79
Balance as at 31 March 2024	**512.14**	**4,349.77**	**965.79**

The table below discloses the movement in contract assets during the year:

Unbilled receivables	March 31, 2024	March 31, 2023
Balance as at Beginning of the year	**1,019.69**	**982.41**
Less: Invoices issued in the current year that was included in contract assets in the beginning of the year	(1,019.69)	(982.41)
Add: Revenue recognised in the current year for which no invoice is raised in the current year	512.14	1,263.52
Balance as at closing of the year.	**512.14**	**1,263.52**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

29 Other income

	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on financial assets carried at amortised cost	33,742.28	24,790.55
Interest income on income tax refund	274.12	4,063.24
Dividend Income:		
- from quoted equity investments measured at FVTPL/FVTOCI	164.27	12.17
Lease income	1,433.54	652.38
Fair value gains on :		
- net gain on financial instruments at fair value through profit or loss	362.91	128.38
Unwinding of discount on security deposits	405.32	443.16
Foreign Exchange Gain (net)	2,268.78	5,628.36
Income from discontinuation of leases	228.36	471.46
Profit on Sale of property, plant and equipment (Refer note 64)	5,617.74	7,291.02
Provision for Doubtful Debts no longer required written-back	1,632.63	3,124.11
Miscellaneous income	1,075.83	3,548.14
Total	**47,205.78**	**50,152.97**

30 Changes in Inventories

	Year ended March 31, 2024	Year ended March 31, 2023
At the beginning of the year		
Network cable, equipment and traded goods	1,189.08	1,074.11
Media inventory	477.05	158.76
	1,666.13	**1,232.87**
At the end of the year		
Network cable, equipment and traded goods	(1,105.39)	(1,189.08)
Media inventory	(559.09)	(477.05)
	(1,664.48)	**(1,666.13)**
Total	**1.65**	**(433.26)**

31 Employee benefits expenses

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages (net)*	246,978.53	252,655.25
Contribution to provident and other funds (Refer Note 43)	11,867.17	19,892.45
Gratuity and Pension expense (Refer Note 43)	925.39	751.66
Staff welfare expenses	3,166.05	2,415.88
Total	**262,937.14**	**275,715.24**

* net of amount capitalised to Property, plant and equipments of ₹ 410.34 lakhs

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

32 Finance costs

	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense on		
-Term loans from bank	1,474.17	1,377.70
- Cash credit and others	1,601.28	292.82
- intercorporate deposit	2,328.51	1,401.53
- delayed payment of taxes and others	119.28	279.55
- financial Liabilities carried at amortised cost	28.13	2,994.67
- other loans	776.83	360.98
Interest expense on leases	6,702.72	6,932.15
Other Borrowing Costs		
- amortisation of loan processing fees	5,280.29	48.03
- financial Liabilities carried at FVTPL	44.34	34.77
- bank guarantee Charges	1.70	4.75
Total	**18,357.25**	**13,726.95**

33 Depreciation and Amortization expenses

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on property, plant and equipment (Refer Note 2)	13,741.70	15,683.24
Depreciation on Right of use assets (Refer Note 3)	27,317.99	22,635.65
Amortization of intangibles (Refer Note 4a)	12,284.15	7,169.75
Investment Properties (Refer Note 5)	49.72	49.72
Total	**53,393.56**	**45,538.36**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

34 Other expenses

	Year ended March 31, 2024	Year ended March 31, 2023
Subscription - pay channels	54,165.92	38,976.73
Lease rental - duct	254.63	238.20
Bandwidth charges	3,405.74	3,811.71
Link charges	130.31	126.00
Installation expenses	125.86	213.99
Maintenance Charges	61.39	38.45
Fiber charges/ infrastructure fees	2,685.63	3,895.20
Distribution and operation charges	360.00	360.00
Contract - services	4,489.99	4,226.44
Power and Fuel	3,041.53	3,064.75
Rent (Refer Note 53)	2,144.89	2,936.33
Repairs and Maintenance - Machinery	1,374.73	1,028.41
Repairs and Maintenance - Leased Premises	897.94	1,174.29
Repairs and Maintenance - Others	2,942.96	3,595.95
Insurance	2,366.92	1,459.36
Rates and Taxes	1,961.32	1,897.48
Directors' sitting fees and Commission (net)	208.30	241.70
Connectivity Cost	29,601.88	19,148.76
Advertisement and Business Promotion	3,809.29	3,642.43
Communication	3,640.86	4,388.52
Travelling, Conveyance and Car Hire Charges	4,837.07	4,526.55
Royalty	650.19	659.84
Legal and Professional	12,196.47	17,920.74
Training and Recruitment	2,430.42	3,289.08
Commission	7,094.98	7,510.01
Technical and management fees	102.17	143.99
Call centre charges	228.86	270.79
Donations	28.13	26.31
Software Expenses	9,757.01	8,436.66
Fulfillment Cost	106.06	87.18
Corporate Social Responsibility (Refer Note no 35)	566.51	706.88
Bad Debts/ Advances Written off	100.21	182.52
Allowance for bad and doubtful debts/ advances	1,575.43	2,126.52
Loss on Sale of Investments	17.85	-
Bank Charges and Commission	427.99	373.01
Fair value loss on financial asset measured through profit and loss	-	547.95
Miscellaneous Expenses	1,243.57	5,143.17
Total	1,59,033.01	1,46,415.91

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(All amounts are in ₹ Lakhs)

35 Corporate Social Responsibility (CSR)

		March 31, 2024	March 31, 2023
I	Gross amount required to be spent by the Company during the year	566.51	706.88
II	Amount spent during the year	-	-
	a. Construction/ acquisition of any asset	-	-
	b. On various activities (Refer Note 2 below)	332.51	706.88
III	Shortfall/Unspent at the end of the year	234.00	-
IV	Total of previous years shortfall	-	-
V	Reason for shortfall (Refer Note 1 below)	Refer Note below	Not Applicable

Note-1: The Company's CSR spending obligation for the financial year ended March 31, 2024 was ₹ 566.51 Lakhs. Out of which, the Company has spent ₹ 332.51 lakhs on CSR activities before March 31, 2024. Balance unspent amount of ₹ 234.00 lakhs was transferred on April 16, 2024 to Unspent CSR Account as per sub-section (6) of section 135 of the Companies Act, 2013 for ongoing CSR activities.

Note 2: Amount Spent during the year

Vendor Name	Nature of CSR Activity	Amount Spent during 2023-24	Amount Spent during 2022-23
Hinduja Foundation	Water, Education and Rural Development Project, T1 Diabetes program with Hinduja Hospital, Mumbai,ICU upgradation at PD Hinduja Sindhi Hospital, Bengaluru,Road to School Program with Learning Links Foundation at Nilgiri and Rainwater harvesting and waste water recycling at Maharashtra Police	120.10	472.33
Learning Links Foundation	Support for the holistic development of children as part of Road To School program in Bengaluru.	60.00	94.00
Magic Bus India Foundation	Contribution towards Youth Skilling Program	25.00	25.00
Samarpaka Seva Trust	Contribution towards Women's Empowerment at Chikkaballapur	-	36.00
Samarthanam Trust for the Disa	Education, Life skill Training for disabled,Support for vocational skills training and placement of persons with disabilities.	5.00	5.00
SayTrees Environmental Trust	Contribution towards Increasing the green cover outside the forest areas and livelihoods.	-	20.00
Step Up For India	Contribution towards Implementing Comprehensive English Program.	15.00	15.00
The Akshaya Patra Foundation	Contribution towards Mid-day Meals Program.	25.00	25.00
International Institute of Information Technology, Bangalore (IIIT-B)	Towards Youth Skilling Program	45.00	-
Shri Vasupujya Jain Seva Sanstha	Promoting Preventive Healthcare	-	14.55
Nascom	Nascom-Skills	25.00	-
Bhagirathi Mahila Sanstha	Promoting preventive health care activities	12.41	-
Total Amount spent during the year		**332.51**	**706.88**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

36 Share based payments

a) Employee Option Plan

Details of the employee stock option plan are as given below.

Particulars	ESOP 2008	ESOP 2011
Details of the plan	The Shareholders of the Company at their Annual General Meeting held on September 27, 2008 granted approval to HTMT Global Solutions Limited Employees Stock Option Plan 2008 (now Hinduja Global Solutions Limited Employees Stock Option Plan 2008) ("ESOP 2008"). Subsequently, the Nomination and Remuneration Committee (formerly Compensation Committee) approved the terms and conditions relating to ESOP 2008 and options were granted on July 31, 2009.	The Shareholders of the Company at their Annual General Meeting held on August 1, 2011 granted approval to Hinduja Global Solutions Limited Employees Stock Option Plan 2011 ("ESOP 2011"). Subsequently, the Nomination and Remuneration Committee (formerly Compensation Committee) approved the terms and conditions relating to ESOP 2011 and options were granted on November 11, 2011.
Maximum grant of options	The maximum number of options that could be issued under ESOP 2008 is 205,380 (being 1% of the outstanding equity shares of the Company as at April 1, 2009).	The maximum number of options that could be issued under ESOP 2011 is 308,838 (being 1.5% of outstanding paid up capital of the Company as at April 1, 2011).
Vesting period	Options to vest over a period of three years from the date of their grant as under: - 1/6th of the options granted will vest on the first anniversary of the grant date. - 1/3rd of the options granted will vest on the second anniversary of the grant date. - 1/2 of the options granted will vest on the third anniversary of the grant date.	Options to vest over a period of three years from the date of their grant as under: - 1/6th of the options granted will vest at the end of one year from the grant date. - 1/6th of the options granted will vest at the end of 18 months from the grant date. - 1/6th of the options granted will vest at the end of 24 months from the grant date. - 1/4th of the options granted will vest at the end of 30 months from the grant date. - 1/4th of the options granted will vest at the end of 36 months from the grant date.
Exercise period	Options vested with an employee will be exercisable prior to completion of the 48th month from the date of their grant by subscribing to the number of equity shares in the ratio of one equity share for every option. In the event of cessation of employment due to death, resignation or otherwise the options may lapse or be exercisable in the manner specifically provided for in the Scheme.	Options vested with an employee will be exercisable prior to completion of the 24th month from the date of vesting of options by subscribing to the number of equity shares in the ratio of one equity share for every option. In the event of cessation of employment due to death, resignation or otherwise the options may lapse or be exercisable in the manner specifically provided for in the Scheme.
Exercise price	FY 2023-2024 - Nil (FY 2022- 2023 - ₹ 296.03 per share)	FY 2023-2024 - Nil (FY 2022- 2023 - ₹ 282.53- 332.53 per share)
Grant/re-grant options	The Nomination and Remuneration Committee (formerly Compensation Committee) approved the request of lapsed options which were subsequently granted to specific employees. The term for vesting and exercise period are as stated above.	The Nomination and Remuneration Committee (formerly Compensation Committee) approved the request of lapsed options which were subsequently granted to specific employees. The term for vesting and exercise period are as stated above.

The exercise price per share is determined on the basis of closing price at the National Stock Exchange of India Limited immediately preceding the grant date.

The fair value of stock option has been calculated using Black-Scholes Option Pricing Model.

Set out below is a summary of options granted under the plan:

ESOP 2008

	March 31, 2024		March 31, 2023	
	Average exercise Price Per share (INR)	Number of Options	Average exercise Price Per share (INR)	Number of Options
Opening balance	-	-	580.75	15,000
Granted during the year	-	-	-	-
Adjustment due to Bonus issue	-	-	-	15,000
Lapsed during the year	-	-	-	-
Exercised during the year	-	-	296.02	(30,000)
Closing balance		**-**		**-**
Vested and exercisable		-		-

ESOP 2011

	March 31, 2024		March 31, 2023	
	Average exercise Price Per share (INR)	Number of Options	Average exercise Price Per share (INR)	Number of Options
Opening Balance	-	-	569.83	5,375
Granted during the year	-	-	-	-
Adjustment due to Bonus issue	-	-	-	5,375
Lapsed during the year	-	-	-	(5,000)
Exercised during the year	-	-	307.52	(5,750)
Closing balance		**-**		**-**
Vested and exercisable		-		-

The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2024 - ESOP 2008: Nil and ESOP 2011: Nil. (Year ended March 31, 2023 - ESOP 2008: ₹ 296.02 and ESOP 2011: ₹ 307.52)

Shares options outstanding at the end of the year have the following expiry dates and exercise prices

Grant Date	ESOP Scheme	Expiry Date	Exercise Price (INR)	Share options (March 31, 2024)	Share options (March 31, 2023)
August 5, 2019	ESOP 2008	August 5, 2023	-	-	-
April 21, 2017	ESOP 2011	April 21, 2022	-	-	-
November 3, 2020	ESOP 2011	November 3, 2025	-	-	-

Stock options outstanding at the end of the year have the following Remaining life (In months)

Grant Date	ESOP Scheme	Expiry Date	Remaining life (months)	Share options (March 31, 2024)	Remaining life (months)	Share options (March 31, 2023)
August 5, 2019	ESOP 2008	August 5, 2023	-	-	4	-
April 21, 2017	ESOP 2011	April 21, 2022	-	-	-	-
November 3, 2020	ESOP 2011	November 3, 2025	18	-	30	-

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(All amounts are in ₹ Lakhs)

(b) (Income)/Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in statement of profit and loss as part of employee benefit (income)/expense were as follows:

Particulars	March 31, 2024	March 31, 2023
Employee share based payment expenses	-	1.00
Employee share based payment Income	-	-
Total	**-**	**1.00**

37 Contingent Liabilities

a) Contingent Liabilities

A) Claims against the Company not acknowledged as debts:

Particulars	March 31, 2024	March 31, 2023
1. Income Tax demand		
(i) Prior AY 2007-08 (Refer note 1 and 51)	16,786.40	16,786.39
(ii) From AY 2007-08 (Refer note 2 below)	10,611.02	10,611.01
(iii) Others	16,126.49	14,034.90
2. Claims against the Company not acknowledged as debts		
Entertainment Tax (Refer note 5 below)	2,481.51	2,481.51
Sales Tax and VAT (Refer note 7 below)	3,962.75	3,962.75
Cable Television Related Cases	234.16	234.16
Service Tax (Refer note 6 below)	12,794.21	12,794.21
License Fee (Department of Telecommunication) (Refer note 8 below)	65,723.10	65,292.08
Demands of Custom Duty in a Subsidiary Company against which it has filed appeal. (Refer note 9 below)	1,961.33	1,961.33
Local body tax	73.42	73.42
Goods and Service tax	1,367.07	182.39
Poll tax	22.33	22.33
Others	2,571.07	-
3. Guarantees / counter guarantees		
Bank Guarantees given (Refer Note 12 and 13 below)	87,892.98	946.39
Custom authorities	347.00	347.00
Other commitments		
Provident fund (Refer note 10)	409.00	409.00

Notes:

1. NDL Ventures Limited (Formerly known as NXTDIGITAL Limited Limited) has received income tax demand pertaining to IT/ ITES business aggregating ₹7,144.66 Lakhs in respect of period prior to October 1, 2006 which is reimbursable by the Group pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT/ITES business into the Group sanctioned by High Court of Judicature of Bombay and made effective on March 7, 2007. In this regard, the Group had paid ₹5,550 Lakhs to NDL Ventures Limited to discharge part payment of disputed income tax dues pertaining to IT/ITES business. Out of this amount, the Group has received refund of ₹ Nil including interest of ₹ Nil during the year. (March 31, 2023 - ₹ Nil including interest of ₹ Nil).

   NDL Ventures Limited (Formerly known as NXTDIGITAL Limited Limited) also received income tax demand pertaining to IT/ ITES business in respect of the same issue for the A.Y. 2002-03 to A.Y 2007-08. Pursuant to the Scheme of Arrangement and Reconstruction for merger of Digital, Media and Communications Business into the Company sanctioned by High Court of Judicature of Bombay and made effective on February 1, 2022, all liabilities of the demerged undertaking stand transferred to Resulting Company. The aggregate demand is ₹ 16,786.40 Lakhs including interest ₹ 7,985.72 Lakhs. (March 31, 2023 - ₹ 16,786.40 Lakhs, ₹ 7,985.72 Lakhs respectively).

2. The Group has received Income Tax Demand orders for the A.Y. (Assessment Year) 2007-08 to A.Y. 2011-12. In all the above assessment orders, demand has been raised mainly on account of denial of section 10A benefit as per the Income Tax Act 1961 in respect of profit earned by the Company's undertaking in Software Technology Parks. The aggregate demand is ₹ 10,611.01 Lakhs including interest ₹ 1,925.01 Lakhs. (March 31, 2023 - ₹ 10,611.01 Lakhs,₹ 1,925.01 Lakhs respectively).

   Against the above demands, the respective companies have made various appeals before the relevant Appellate Authority; NXTDIGITAL Limited received a favourable order from Honourable High Court of Bombay in respect of year 2005-06 dated July 26, 2017. The Honourable Supreme Court of India has admitted a Special Leave Petition (SLP) in respect of the same matter for the years A.Y. 2002-03 to A.Y 2005-06. Future cash outflow in respect of above, if any, is determinable only on receipt of judgements/ decisions pending with relevant authorities and accordingly the amounts are disclosed as a contingent liability. In view of legal advice obtained the Management considers these disallowances as not tenable against us, and therefore no provision for this tax contingency has been recognised.

3. The Group is subject to legal proceedings and claims. Some of the claims involve complex legal issues and therefore it is not possible to make a reasonable estimate of the expected financial effect, if any, that could result from ultimate resolution of such proceedings. The Group makes provisions to cover the expected risk of loss to the extent that negative outcomes are likely and reliable estimates can be made, however it is possible that the final resolution of any litigation could require the Group to make additional expenditures in excess of provisions that the Group may establish. The Group's Management reasonably expects that these legal actions, when ultimately concluded and determined, may not have a material and adverse effect on the Group's results of operations or financial condition.

4. During the previous year, One OTT Intertainment Limited (subsidiary company) received a demand order from Income Tax for ₹ 185.44 Lakhs pertaining to AY 2016-17. In the said year, the subsidiary company had acquired Broadband division of IMCL through a court approved Scheme of Arrangement for Slump sale. Based on the scheme and the order passed by the Hon'ble Bombay High Court dated 4th March, 2016, subsidiary company has booked intangible assets in form of Business and Commercial Rights amounting to ₹ 26,700 lakhs and claimed depreciation on the same. The Assessing Officer, based on certain secondary documents, has wrongly considered the transfer of business from Holding Company to the subsidiary company as demerger u/s. 2(19)(aa) instead of Slump Sale u/s. 2(42C) of the Income Tax Act, 1961, as approved by the Bombay High Court. Considering the transaction as demerger, the Assessing officer has disallowed the claim of Depreciation of ₹ 6,600 lakhs u/s. 32(5) of the Income Tax Act, 1961. Subsidiary company has already preferred an appeal before the Hon'ble CIT (A) – 17, Mumbai and also filed necessary applications before the jurisdictional income tax authorities. In view of the foregoing, the subsidiary company has treated the said demand as contingent liability

5. **Entertainment tax ('ET') material disputes**

   Entertainment tax on LCO Points (Maharashtra)

   The Government of Maharashtra issued Resolution No. - ENT2013/PK59/T-1 ('GR') dated March 7, 2013 for payment of ET on franchisee points by Multi System Operator (MSO). Accordingly, the ET authorities issued demand notices of ₹ 1,809.49 lakh relating to Mumbai, Nagpur and Nashik as under:

City	Period	Notice issued by	March 31, 2024	March 31, 2023
Mumbai	April, 2013 – September, 2013	District Collector/ Tahsildar	507.08	507.08
Nagpur	April, 2013 – June, 2013	Office of District Collector, Nagpur	181.14	181.14
Nashik	April, 2013 - July, 2013	Office of District Collector, Nashik	41.35	41.35
Nagpur	July, 2013 – October, 2014	Office of District Collector, Nagpur	1,079.92	1,079.92
Total			**1,809.49**	**1,809.49**

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(All amounts are in ₹ Lakhs)

In response to the demand notice issued by the ET authorities in Nagpur, the Group Subsidiary Company ("IMCL") has filed a writ petition with Hon'ble High Court of Bombay (Nagpur Bench) challenging the order of Collector and the validity of GR. The matter shifted to Bombay Bench for Consolidation with writ's filed by other MSO's and local cable operator ('LCO') associations in Mumbai and Nashik for similar demand order issued. In the interim, for writ filed by IMCL before Nagpur Bench, the Hon'ble High Court of Bombay has stayed any recovery proceeding against IMCL and in all writ petitions, Hon'ble High Court of Bombay has directed the LCOs to deposit the ET directly to the Entertainment tax authorities or through the Hon'ble High Court of Bombay. Based on the Orders of the court, collectors in Mumbai have started to collect the Entertainment tax from the LCO's.

The Government of Maharashtra has vide an Ordinance dated February 10, 2014 amended the Maharashtra Entertainment Duty Act, 1923 and the said ordinance was replaced with an Act and amendments passed by the ordinance became part of the Maharashtra Entertainment Duty Act, 1923 vide amendment dated July 25, 2014. The constitutional validity of the Ordinance and the Amendments has been challenged by another MSO and a LCO federation in Maharashtra before the Hon'ble High Court of Bombay. IMCL has amended its writ petitions filed before Hon'ble High Court of Bombay.

Based on the above facts, IMCL is of the opinion that liability for payment of ET on LCO points for the period April 2013 to June 2017 is not required to be provided in its books as the amount of entertainment tax payable is not ascertainable by IMCL at this stage.

6. Order from Service tax authorities for reversal of Cenvat Credit on Counter-vailing duty ('CVD') paid on import of Set-top box ('STB')

Effective November 2012, Digital Access System (DAS) was introduced in the broadcasting industry in India, in a phased manner, pursuant to which the Company had paid CVD on imported STB's. The Group issues STBs to end subscribers through LCOs (in some cases directly to subscribers) on payment of activation charges. These STBs are not sold to customers and continue to be asset of the Group. STB's are used for providing output service i.e. Cable operator service. The Company has claimed input credit of CVD paid on import against the output liability on Cable operator services under Rule 3 of CENVAT Credit Rules, 2004. The Service Tax Authorities had issued two show cause notice for the period April 2010 to December 2014 and January 2015 to June 2017, denying the claim of the Company for providing Cable operator services for LCO Points, contending STBs are not necessary for providing said services, thus CVD paid on such STBs cannot be availed as input credit under Cenvat Credit Rules, 2004. The matter was heard by Commissioner of the Service Tax during the current year and an Order was passed confirming the demand in both the show cause notices along with penalty amounting to ₹12,653 lakhs. In response to the Order, the Company has filed an appeal with the Central Excise and Appellate Tribunal (CESTAT) in April 2019. Based on the above facts, the Company is of the opinion that it still remains the owner of STBs and such STBs have direct nexus with providing of Cable operator services and is thus eligible for input credit and accordingly does not require to make any provisions in the books.

7. Value Added Tax (VAT) material disputes

The Group had paid service tax on the activation fees of set top boxes (STB). The VAT authorities in the state of Telangana, Uttar Pradesh, Andhra Pradesh, Karnataka and Chhattisgarh passed orders respectively treating the transaction as transfer of Right to use/ Deemed sale and levied VAT. The Group has filed appeal with respective Appellate authorities. The Group is of the opinion that it still remains the owner of STBs. Though physical control of STB is passed on to the end subscriber effective control remains with the Group hence the transaction is not required to be taxed as transfer of Right to use/ Deemed sale. Accordingly the Group is of the opinion that it does not require to make any provisions in the books for the said demand.

8. License fee demand notice from Department of Telecommunication

The Company received notices during the financial year 2017-2018 from the Department of Telecommunication (DOT) towards alleged revenue loss due to license fees payable along with interest and penalty thereon, for the period 2010-2011 to 2014-2015, aggregating to ₹ 50,775.24 lakhs, under the License No. 820-5/2002-LR dated May 16, 2002 (hereinafter referred to as ISP License) and Unified License bearing No. 821-52/2013-DS for ISP Category A for PAN India. During the said period i.e from 2010-15, the ISP license was in the name of IndusInd Media and Communications Limited (IMCL) which was subsequently transferred to ONEOTT Intertainment Limited (OIL) with effect from April 1, 2015. DOT demand on the Company was stayed by TDSAT vide its order dated December 20, 2017 and the said stay has not been vacated as on the date of balance sheet.

Although the above referred license has been transferred by IMCL to OIL, the amounts mentioned above have been reported under contingent liability in view of the counter indemnity given by IMCL in favour of OIL, against the indemnity given by OIL to DOT to service any past liability in connection with the said license.

In the previous year, in light of the Hon'ble Supreme Court's judgement, DOT decided to re-examine all demand orders raised and asked all license holders to submit comprehensive representations of the issues involved. The Company have filed representations at appropriate authorities denying the alleged liabilities.

During the previous year, TDSAT vide its order dated June 12, 2020 has set aside the impugned demands and directed DoT to issue directives for maintaining level playing field for all operators.

On November 14, 2019, ONEOTT Intertainment Limited ("OIL", direct subsidiary company of the Company) received demand notices from DOT for the financial years 2015-16 till 2018-19 amounting to ₹ 2,430.91 lakh including interest and penalty of ₹ 1078.24 lakh towards license fees on AGR. Accordingly, the total unacknowledged liability of OIL would be ₹ 4,956.74 lakh (excluding interest, penalty and interest on penalty).

During the previous year, in a similar matter, TDSAT vide its order dated October 18, 2019 has set aside the impugned demands and directed DOT to issue directives for maintaining level playing field for all operators. Further, in matters of certain telecom companies relating to 'AGR', the Hon'ble Supreme Court vide its order dated October 24, 2019 upheld DOT's appeal thereby determining what constitutes AGR for the purposes of license fee calculation.

On December 5, 2019, in light of the Hon'ble Supreme Court's judgement, DOT decided to re-examine all demand orders raised and asked all license holders to submit comprehensive representations of the issues involved. IMCL and OIL have filed representations at appropriate authorities denying the alleged liabilities.

Relying on an independent legal expert's opinion, the Group continues to believe that the demands will not be upheld and therefore has disclosed these as Contingent Liabilities.

During the previous financial year, the Holding Company had received revised demand for F.Y.2014-15, the earlier demand was ₹ 9,017.85 lakhs, which got revised to ₹16,014.27 lakhs.

9. Custom Duty on Activation Fees paid to Nagra Vision SA

The Holding Company had received Show cause notice from the Directorate of Revenue Intelligence (DRI), Mumbai for evasion of Custom Duty on payment of activation fees to Nagra Vision SA and inadvertent claim of Exemption for payment of Special Additional Duty pursuant to Notification No. 21/2012 dated 17 March 2012. The Additional Director General DRI (Adjudication) vide its order dated 28 February 2018 rejected the submissions made by the Holding Company and passed the order confirming a demand of ₹ 927 Lakhs (including penalty and redemption fine). The Holding Company has filed an Appeal before the CESTAT, Mumbai in June 2018. Based on the contention that the amount paid to Nagra Vision SA is towards activation fees and not licence fees, the Company expects that the outcome of the matter will be favourable to the Holding Company on the basis of the Appeal and hence has included the demand as above under contingent liabilities. In addition to above order, during the Previous Year, the Holding Company had received a new Show Cause Notice on similar issue for Cable and HITS Division. The reply has already been filed by the Holding Company and the matter got heard before the Adjudicating Authority in the Current Year. The Holding Company has received a letter dated 26th March, 2021, intimating that the adjudication proceeding to be kept pending under the relevant provisions of the Customs Act, 1962. The decision to keep the proceedings on hold is on account of the Hon'ble Supreme Court Judgment dated 09/03/2021 in the case of M/s. Canon India Private Limited V/s. Commissioner of Customs.

10. Provident Fund

In February 2019, the Hon'ble Supreme Court of India vide its judgment and subsequent review petition of August 2019 has ruled in respect of compensation for the purpose of Provident Fund contribution under the Employee's Provident Fund Act. The Group has assessed possible outcomes of the judgment on determination of provident fund contributions and based on the Company's current evaluation of the judgment, it is not probable that certain allowances paid by the Company will be subject to payment of provident fund. The Group will continue to monitor and evaluate its position based on future events and developments.

11. The Group has proceedings pending with the Income tax, Service tax authorities, Customs tax authorities, Sales tax authorities and Local body tax authorities. The Group has reviewed all its

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(All amounts are in ₹ Lakhs)

pending proceedings and has adequately provided where provisions are required and disclosed as contingent liabilities where applicable and quantifiable, in these consolidated financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on these consolidated financial statements.

12. The Group has given an undertaking to three banks (i.e. Yes Bank Ltd., Axis Bank Ltd. and RBL Bank Ltd.) to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media and Communications Limited (IMCL) until all the amounts outstanding under various Facility Agreements entered into by IMCL with the said banks are repaid in full by IMCL. As at the balance sheet date there are no outstanding amounts payable to RBL Bank Limited.

13. The Hinduja Global Solutions UK Limited ('HGS UK'), a step-down wholly owned subsidiary of Hinduja Global Solutions Limited ('the Company'), has become a Guarantor and Subordinated Creditor in relation to the issuance of a Bank Guarantee for release of US$ 45 million by Betaine B.V to HGS International, Mauritius, consequent to sale of healthcare business in January 2022. The Guarantee will be valid till October 31, 2026.

b) Capital and other commitments:

(i) Estimated Amount of Contracts (net of capital advances) remaining to be executed on Capital Account ₹ 19,733.51 Lakhs (As at March 31, 2023: ₹ 3,915.10 Lakhs)..

(ii) The Group has given letter of comfort to banks for credit facilities availed by its subsidiary IndusInd Media and Communications Limited (IMCL).

38 Earnings per share (EPS)

Basic and Diluted earning per share amount are calculated by dividing the profit for the year from continuing and discontinuing operations respectively by the weighted average number of equity shares outstanding during the year. For the total operations, Basic and Diluted earning per share amount are calculated by dividing the total profit for the year from total operations by the weighted average number of equity shares outstanding during the year.

	March 31, 2024	March 31, 2023
Numerator for Basic and Diluted EPS		
Profit attributable to the equity holders of the company used in calculating basic and diluted EPS (₹ in Lakhs) (both continuing and discontinued operations)	13,116.25	33,436.61
Profit attributable to the equity holders of the company used in calculating basic and diluted EPS (₹ in Lakhs) (continuing operations)	13,116.25	28,814.50
Profit attributable to the equity holders of the company used in calculating basic and diluted EPS (₹ in Lakhs) (discontinued operations)	-	4,622.11
Weighted average number of equity shares (Nos.) for calculating basic earnings per share	47,667,826	52,520,285
Weighted average number of equity shares (Nos.) for calculating Diluted earnings per share	4,76,67,826	5,25,20,285
Basic EPS attributable to the equity holders of the Company (₹) (both continuing and discontinued operations)	27.52	63.66
Diluted EPS attributable to the equity holders of the Company (₹) (both continuing and discontinued operations)	27.52	63.66
Basic EPS attributable to the equity holders of the Company (₹) (continuing operations)	27.52	54.86
Diluted EPS attributable to the equity holders of the Company (₹) (continuing operations)	27.52	54.86
Basic EPS attributable to the equity holders of the Company (₹) (discontinued operations)	-	8.80
Diluted EPS attributable to the equity holders of the Company (₹) (discontinued operations)	-	8.80
Nominal value of shares (₹)	10.00	10.00

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Number of shares considered for basic EPS (Refer note 17 (v) and (vi))	4,76,67,826	5,25,20,285
Add: Effect of dilutive issues of stock options	-	-
Number of shares considered for diluted EPS	4,76,67,826	5,25,20,285

39 Assets pledged as security (Refer Note 18 and 58)

The Group had pledged certain assets as security for its current and non current borrowings. The carrying amounts of such assets pledged as security are:

Notes	March 31, 2024	March 31, 2023
Current		
Financial Assets	74,178.53	-
First Charge	-	-
Current Assets	1,81,381.01	2,49,171.05
Total current assets pledged as security	**2,55,559.54**	**2,49,171.05**
Non-Current		
Exclusive charge	-	-
Land	1,055.46	-
Building	7,256.85	-
Non-current assets	24,649.30	48,711.90
Total non-current assets pledged as security	**32,961.61**	**48,711.90**
Total assets pledged as security	**2,88,521.15**	**2,97,882.95**

40 Impairment

Goodwill movement:

	March 31, 2024	March 31, 2023
Opening Balance	94,947.52	44,794.14
Add: Teklink International Inc., USA ('Teklink') (Refer Note 51 (ii))	-	50,473.60
Add: Translation adjustments	1,007.75	(320.22)
Closing Balance	**95,955.27**	**94,947.52**

Goodwill is tested for impairment at each reporting date. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's Cash Generating Unit (CGU) or groups of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying amount of a CGU, including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of CGU is higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU.

The carrying value of goodwill translated at year end exchange rates, is allocated to the following CGU's:

	March 31, 2024	March 31, 2023
Business process management - Healthcare and CES operations, USA	1,652.05	1,639.82
Business process management - UK operations	10,998.32	10,614.65
Business process management - India Human resource operations	2,493.11	2,493.11
Business process management - Element Solutions LLC, USA	2,332.80	2,298.43
Business process management -Diversify Offshore Staffing Solutions Pty Ltd., Australia ('Diversify')	14,022.91	14,195.88
Digital, Media and Communications Business	13,232.03	13,232.03
Business process management -Teklink International Inc., USA	51,224.05	50,473.60
Total	**95,955.27**	**94,947.52**

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(All amounts are in ₹ Lakhs)

The recoverable amount has been determined based on value-in-use calculations. Value-in-use is calculated using post tax cash flows. The use of post tax discount rates does not result in a value-in-use that is materially different from the value-in-use that would result if the calculation was performed using pre-tax discount rates.

The future cash flows are based on the medium and long-term business plans approved by the Management and reviewed by the board of directors.

The average range of key assumptions used for the calculations are as follows:

(in %)

	March 31, 2024	March 31, 2023
Growth rate	1.6% - 86%	3% to 23%
Post-tax discount rate	11.5% to 18%	11.5% to 18.3%
Terminal growth rate	1% to 5%	0% to 5%

The recoverable amount have exceeded the carrying value of CGU and no impairment was recognised in the current year. No reasonable change in the assumptions (revenue growth, operating margin, discount rate and long-term growth rate) could lead to a potential impairment charge.

Reasonable sensitivities in the key assumptions consequent to the change in estimated future economic conditions is unlikely to cause the carrying amount of any of the cash generating units to exceed the recoverable amount.

41 Tax expense

	Year ended March 31, 2024			Year ended March 31, 2023		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
a) Tax Expense						
Current tax						
Current tax on profits for the year	5,173.70	-	5,173.70	4,891.71	-	4,891.71
Adjustments for current tax relating to prior years	77.73	-	77.73	(35,785.01)	(4,235.15)	(40,020.16)
Total Current tax expense	**5,251.43**	**-**	**5,251.43**	**(30,893.30)**	**(4,235.15)**	**(35,128.45)**
Deferred Tax						
Decrease/ (Increase) in Deferred tax assets	(7,319.35)	-	(7,319.35)	(5,831.97)	-	(5,831.97)
Adjustments for Deferred tax relating to prior years	-	-	-	26,497.10	-	26,497.10
Total Deferred Tax expense	**(7,319.35)**	**-**	**(7,319.35)**	**20,665.13**	**-**	**20,665.13**
Tax expense	**(2,067.92)**	**-**	**(2,067.92)**	**(10,228.17)**	**(4,235.15)**	**(14,463.32)**

b) Reconciliation of tax expense and the accounting profit multiplied by the Indian statutory tax rate

	Year ended March 31, 2024	Year ended March 31, 2023
Profit before income tax expense	11,048.33	18,973.29
Tax at Indian tax rate of 25.168% (2021-22 - 25.168%)	**2,780.64**	**4,775.20**
Tax effects of amounts which are not deductible (taxable) in calculating taxable income		
- Dividend Income	-	(107.30)
- Expenses Disallowed	522.31	168.63
- Impairment of Goodwill and Intangibles		-
Other items		
- Reversal of current and deferred tax of prior years	-	-
- Difference in overseas tax rate for foreign operation	(68.65)	(592.93)
- Tax credit on profit earned by foreign operation [Refer Note (i) below]	(14.30)	(25.34)
- Difference in tax rate for profit on sale of Operations	-	(283.51)
- Exempt income #	(2,512.57)	523.84
- Tax on Restructure of Subsidiaries	-	(6,727.86)
- Deferred Tax Assets recognised on unabsorbed business losses	-	-
a. Deferred tax assets on previously unrecognised tax loss	-	-
b. Current tax benefit on previously unrecognised tax loss	-	(9,294.56)
- Deferred tax assets recognized on Prior year losses of certain subsidiaries	(5,965.38)	(6,876.87)
- Deferred tax assets not recognized on losses for the period of certain subsidiaries	2,087.05	2,668.55
- Tax (current and deferred) tax of prior years	77.73	-
- Other adjustments (mainly on account of non-recognition of deferred tax on unabsorbed business loss on prudence basis)	1,025.25	1,308.83
Total Income Tax expense	**(2,067.92)**	**(14,463.32)**
Tax on Continuing Operations	(2,067.92)	(10,228.17)
Tax on Discontinued Operations	-	(4,235.15)

Exempt income includes capital gains on sale of healthcare business, tax holiday period income and dividend income.

(i) This amount represents the benefit received by certain entities of Group in respect of taxes payable by the foreign operations.

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(All amounts are in ₹ Lakhs)

42 Deferred tax liabilities and Deferred tax assets

The deferred tax balance comprises temporary differences attributable to:

	Deferred tax assets/ (Liabilities) as on April 01, 2023	Deferred tax on business acquisition (Refer Note 51)	(Charge)/ Credit Through P&L	(Charge)/ Credit Through OCI	Effect of Foreign Currency differences	Deferred tax assets/ (Liabilities) as on March 31, 2024
Deferred Tax Liabilities						
Property, Plant and Equipment	(909.74)	-	778.48	-	(1.74)	(133.00)
Intangible Assets	(7,232.94)	-	1,405.21	-	(90.87)	(5,918.59)
Derivatives	-	-	-	-	-	-
Operating leases	-	-	-	-	-	-
Others	(288.01)	-	(218.41)	-	(74.94)	(581.37)
Total Deferred Tax Liabilities	**(8,430.69)**	**-**	**1,965.28**	**-**	**(167.55)**	**(6,632.96)**
Less: Set off	(791.96)	-	-	-	-	252.61
Net Deferred Tax Liabilities	**(7,638.73)**	**-**	**-**	**-**	**-**	**(6,885.57)**
Deferred Tax Assets						
Property, Plant and Equipment	58.15	-	3,260.87	-	17.28	3,336.30
Intangible Assets			1,290.63	-	3.46	1,294.09
Defined Benefit Obligation and Compensated Absences	994.29	-	(90.52)	124.21	-	1,027.98
Derivatives	109.40	-	-	(28.79)	-	80.61
Leases	48.71	-	(3,462.92)	-	3.85	(3,410.35)
Deferred performance Incentive	0.00	-	-	-	-	0.00
Carry forward of unused tax losses	15,306.74	-	1,322.54	-	748.52	17,377.80
Deferred tax on monetary assets	-	-	31.67	(31.67)	-	-
Allowance for doubtful debts	833.77	-	712.34	-	0.20	1,546.31
Accrued Expenses	265.77	-	528.83	-	-	794.60
Others	1,916.04	-	1,760.63	53.02	(222.18)	3,507.51
Total Deferred Tax Assets	**19,532.88**	**-**	**5,354.07**	**116.77**	**551.13**	**25,554.84**
Less: Set off	(791.96)	-				252.61
Net Deferred Tax Assets	**18,740.92**	**-**	**-**	**-**	**-**	**25,807.45**

	Deferred tax assets/ (Liabilities) as on April 01, 2022	Deferred tax on business acquisition (Refer Note 51)	(Charge)/ Credit Through P&L	(Charge)/ Credit Through OCI	Effect of Foreign Currency differences	Deferred tax assets/ (Liabilities) as on March 31, 2023
Deferred Tax Liabilities						
Property, Plant and Equipment	(656.86)	-	(185.84)	-	(67.04)	(909.74)
Intangible Assets	(3,361.12)	(4,328.33)	434.62	-	21.89	(7,232.94)
Derivatives	-	-	-	-	-	-
Operating leases	-	-	-	-		-
Others	-	-	(285.73)	-	(2.29)	(288.02)
Total Deferred Tax Liabilities	**(4,017.98)**	**(4,328.33)**	**(36.95)**	**-**	**(47.44)**	**(8,430.70)**
Less: Set off	(867.29)	-	-	-	-	(791.96)
Net Deferred Tax Liabilities	**(3,150.69)**	**-**	**-**	**-**	**-**	**(7,638.74)**
Deferred Tax Assets						
Property, Plant and Equipment	881.12	-	(822.97)	-	-	58.15
Defined Benefit Obligation and Compensated Absences	304.41	-	652.53	37.35	-	994.29
Derivatives	134.54	-	-	(25.14)	-	109.40
Leases	723.34	-	(698.29)	-	23.66	48.71
Deferred performance Incentive	2,284.03	-	(2,284.03)	-	-	0.00
Carry forward of unused tax losses	34,092.63	-	(18,945.19)	-	159.30	15,306.74
Deferred tax on monetary assets	-	-	590.00	-	(590.00)	-
Allowance for doubtful debts	702.22	-	131.55	-	-	833.77
Accrued Expenses	225.75	-	40.02	-	-	265.77
Others	1,513.14	-	671.25	37.65	(306.00)	1,916.04
Total Deferred Tax Assets	**40,861.18**	**-**	**(20,665.13)**	**49.86**	**(713.04)**	**19,532.87**
Less: Set off	(867.29)	-				(791.96)
Net Deferred Tax Assets	**39,993.89**	**-**	**-**	**-**	**-**	**18,740.91**

Notes:

(i) In assessing the reliability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on this, the Company believes that it is probable that the Company will realize the benefits of the recognized deductible differences. The amount of deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced.

The group has unused tax losses of ₹ 98,724.79 lakhs and ₹ 91,564.88 lakhs as at March 31, 2024 and March 31, 2023 respectively available for offset against future taxable profits of the ₹ 98,724.79 lakhs of unused losses, ₹18,609.63 lakhs will expire in the years from 2035 to 2037, while the remaining carry forward losses do not expire. No deferred tax asset has been recognised in respect of the tax losses of ₹ 28,094.13 lakhs and ₹ 33,838.67 lakhs for the period ended March 31, 2024 and March 31, 2023 respectively due to lack of probable future taxable profits.

The realisability of the deferred tax asset mainly depends on whether sufficient taxable profits or taxable temporary differences will be available in the future. The Management's projections of future taxable income and tax planning strategies support the assumption that it is probable that sufficient taxable income will be available to utilize the deferred tax assets recognised.

Subsequent to the demerger of Digital, Media and Communications Business Undertaking along with the investments in its subsidiaries of NXTDIGITAL Limited with the Company with effect from February 01, 2022, the Company has reassessed its provision for current taxes and deferred taxes and has written back an amount of ₹

34,510.63 Lakhs of current taxes and ₹ (26,497.10) Lakhs of deferred taxes relating to previous year in FY 2022-23. The Group has recognized deferred tax assets of ₹ 1,322.52 Lakhs and ₹ 7,583.89 lakhs in respect of unused tax losses of its various subsidiaries for the year March 31, 2024 and 2023 respectively.

In cases where the actual future taxable profits generated are less than expected a material reversal of the deferred tax asset may arise, which would be recognised as profit or loss for the period in which such a reversal takes place

(ii) Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred income tax liabilities on cumulative earnings of subsidiaries amounting to ₹ 6,01,473.93 lakhs and ₹ 5,68,677.72 lakhs as of March 31, 2024 and March 31, 2023 respectively, have not been recognized. Further, it is not practicable to estimate the amount of the unrecognized deferred tax liabilities for these undistributed earnings.

43 Employee benefit obligations

(i) Compensated Absences

The leave obligations cover the Group's liability for sick and earned leave of employees.

The amount of the provision of ₹ 4,041.45 Lakhs (As at March 31, 2023: ₹ 4,427.67 Lakhs) out of which, ₹ 2,136.36 Lakhs has been disclosed as current and ₹ 1,905.09 Lakhs is disclosed as non-current. Based on past experience, the Group does not expect all employees to take the full amount of accrued leaves to make payments in lieu of accrued leaves within the next 12 months.

(ii) Deferred compensation Payable

The Board of Directors at their meeting held on March 28, 2019 approved an employee defined benefit plan called as “Deferred Payment Incentive Plan" (DPI 2019). The Scheme is applicable to eligible employees of the Group including eligible employees transferred pursuant to the sale of healthcare business in the manner specifically provided for in the Scheme.

(iii) Post-employment obligations

a) Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days multiplied for the number of years of service. The gratuity plan is a funded plan and the Group makes contributions to Life Insurance Corporation of India (LIC) as per Investment Pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority Regulations. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

b) Pension benefits

The Group has a non-contributory and actuarially computed defined benefit pension plan covering substantially all of its employees. The benefits are based on years of service and compensation at the date of retirement, as defined in the policies of the Group.

The plan provides lump sum benefits upon retirement, death, total and permanent disability and separation from service from completion of at least five years of service. Under the provisions of the retirement plan, the normal retirement age is 60 with at least 5 years of credited service, but early retirement is possible for employees reaching age 50 with at least 10 years of credited service. Normal retirement is entitled to 1.5 months basic salary per year of service while early retirement with 10 to 15 years’ service is entitled to 1 month basic salary per year of service or 1.5 months per year of service if tenure is beyond 15 years. Employees below 50 years old with at least 10 years of service are entitled to the retirement benefit in case of voluntary separation. Ten to 15 years of service is eligible for 50% of monthly basic pay per year of service, 75% for 15 to 20 years, and 100% of monthly basic pay for 20 years tenure or more.

Plan assets are held in trust by a trustee bank, which is governed by local regulations and practice in the Philippines.

Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. The largest proportion of assets is invested in debt securities. The Branch believes that debt securities offer the best returns over long term with an acceptable level of risk.

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(All amounts are in ₹ Lakhs)

(iv) Defined contribution plans

The Group has classified various benefits provided to employees as under:

a) Provident Fund

b) Superannuation Fund

c) State Defined Contribution Plans:

i Employers' Contribution to Employee's State Insurance

d) Other Statutory contribution schemes

Amounts recognized in the Statement of Profit and Loss pertaining to the contribution to the above contribution plans are as follows:

	Year ended March 31, 2024	Year ended March 31, 2023
Employers' Contribution to Provident Fund	2,679.52	4,353.68
Employers' Contribution to Superannuation Fund	-	-
Employers' Contribution to Employee's State Insurance	276.12	774.33
Employer's Contribution to Other Employees Contribution Scheme	8,911.54	14,764.44
Total	**11,867.17**	**19,892.45**

(v) Defined Benefit plan

Balance sheet amounts - Pension plan

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation are as follows:

	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**2,558.22**	**(499.71)**	**2,058.51**
Current service cost	311.94	-	311.94
Net Interest cost	144.48	(27.98)	116.50
Total amount recognised in statement of profit and loss	**456.42**	**(27.98)**	**428.44**
Remeasurements			
- Return on plan assets, excluding amounts included in interest expense/(income)	-	27.92	27.92
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	(196.73)	-	(196.73)
- Actuarial (gain)/loss arising from experience adjustments	778.48	-	778.48
Total amount recognised in other comprehensive income	**581.75**	**27.92**	**609.67**
Exchange differences (recognised in Foreign Currency translation reserve)	73.16	(8.37)	64.79
Contributions:			
- Employers	-	(176.77)	(176.77)
- Plan participants	-	-	-
Payments from plan:			
Benefit payments	(369.71)	369.71	-
Liability Transferred Out/ Divestments (Refer Note 51(i))	-	-	-
Liability Transferred in / Acquisition (Refer Note 51(ii))	-	-	-
Settlements	-	-	-
March 31, 2023	**3,299.84**	**(315.20)**	**2,984.64**

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(All amounts are in ₹ Lakhs)

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**3,299.84**	**-**	**3,299.84**	**(315.20)**	**2,984.64**
Current Service Cost	314.11	41.56	355.67	-	355.67
Net Interest cost	201.49	7.70	209.19	(19.61)	189.58
Total amount recognised in statement of profit and loss	**515.60**	**49.26**	**564.86**	**(19.61)**	**545.25**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	11.31	11.31
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	(58.77)	(4.58)	(63.35)	-	(63.35)
- Actuarial (gain)/loss arising from experience adjustments	171.10	6.75	177.85	-	177.85
Total amount recognised in other comprehensive income	**112.32**	**2.17**	**114.50**	**11.31**	**125.81**
Exchange differences (Recognised in Foreign Currency translation reserve)	(1.12)	99.13	98.01	-	98.01
Contributions:					
- Employers	-	-	-	(346.46)	(346.46)
- Plan participants	-	-	-	-	-
Payments from plan:					
Benefit payments	(412.03)	-	(412.03)	412.03	-
Liability Transferred Out	(61.68)	61.68	-	-	-
Settlements	-	-	-	-	-
March 31, 2024	**3,452.93**	**212.24**	**3,665.17**	**(257.93)**	**3,407.24**

Balance sheet amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation are as follows:

BPM Segment

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**1,288.43**	**149.01**	**1,437.44**	**(986.23)**	**451.21**
Current Service Cost	153.00	8.68	161.68	-	161.68
Interest expense/(income)	70.09	6.79	76.88	(53.65)	23.23
Total Amount recognised in statement of profit and loss	**223.09**	**15.47**	**238.56**	**(53.65)**	**184.91**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(4.35)	(4.35)
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	(64.03)	(1.07)	(65.10)	-	(65.10)
- Actuarial (gain)/loss arising from experience adjustments	212.30	43.79	256.09	-	256.09
Total amount recognised in other comprehensive income	**148.27**	**42.72**	**190.99**	**(4.35)**	**186.64**
Employer contributions			-	(62.96)	(62.96)
Liability Transferred In	208.73	-	208.73	(0.13)	208.60
Other adjustment			-		-
Benefit payments	(181.57)	(43.73)	(225.30)	181.57	(43.73)
March 31, 2023	**1,686.95**	**163.47**	**1,850.42**	**(925.75)**	**924.67**

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(All amounts are in ₹ Lakhs)

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**1,686.95**	**163.47**	**1,850.42**	**(925.75)**	**924.67**
Current Service Cost	212.41	7.23	219.64	-	219.64
Interest expense/(income)	121.47	11.83	133.30	(66.65)	66.65
Total amount recognised in statement of profit and loss	**333.88**	**19.06**	**352.94**	**(66.65)**	**286.29**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	9.73	9.73
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	5.28	0.19	5.47	-	5.47
- Actuarial (gain)/loss arising from experience adjustments	180.83	86.55	267.38	-	267.37
Total amount recognised in other comprehensive income	**186.11**	**86.74**	**272.85**	**9.73**	**282.58**
Employer contributions	-	-	-	(5.81)	(5.81)
Liability Transferred In	-	-	-	-	-
Other adjustment	-	-	-		-
Benefit payments	(146.79)	(80.95)	(227.74)	146.79	(80.95)
March 31, 2024	**2,060.15**	**188.32**	**2,248.46**	**(841.69)**	**1,406.77**

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(All amounts are in ₹ Lakhs)

Media Segement

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**208.24**	**136.56**	**344.80**	**(386.17)**	**(41.37)**
Current Service Cost	70.68	9.78	80.46	-	80.46
Interest expense/(income)	58.38	5.47	63.85	(6.00)	57.85
Total Amount recognised in statement of profit and loss	**129.06**	**15.25**	**144.31**	**(6.00)**	**138.31**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(55.93)	(55.93)
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	(4.48)	(2.77)	(7.25)	-	(7.25)
- Actuarial (gain)/loss arising from experience adjustments	132.93	(9.15)	123.78	-	123.78
Total amount recognised in other comprehensive income	**128.45**	**(11.92)**	**116.53**	**(55.93)**	**60.60**
Employer contributions	-	-	-	(168.60)	(168.60)
Liability Transferred in	663.11	-	663.11	(871.71)	(208.60)
Other adjustment	-	(49.92)	(49.92)	-	(49.92)
Benefit payments	(243.78)	-	(243.78)	243.78	-
March 31, 2023	**885.08**	**89.97**	**975.05**	**(1,244.63)**	**(269.58)**

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(All amounts are in ₹ Lakhs)

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**885.08**	**89.97**	**975.05**	**(1,244.63)**	**(269.58)**
Current Service Cost	87.29	9.26	96.55	-	96.55
Interest expense/(income)	59.71	6.09	65.80	(68.51)	(2.71)
Total Amount recognised in statement of profit and loss	**147.00**	**15.35**	**162.35**	**(68.51)**	**93.84**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(12.74)	(12.74)
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	10.05	1.66	11.71	-	11.71
- Actuarial (gain)/loss arising from experience adjustments	11.64	(0.05)	11.59	-	11.59
Total amount recognised in other comprehensive income	**21.69**	**1.61**	**23.30**	**(12.74)**	**10.56**
Transfers					-
Contributions:					
Employer contributions			-	(106.36)	(106.36)
Liability Transferred In			-		-
Other adjustment	-	(5.45)	(5.45)		(5.45)
Benefit payments	(93.52)	-	(93.52)	93.52	-
March 31, 2024	**960.26**	**101.48**	**1,061.74**	**(1,338.72)**	**(276.98)**

The following table shows the breakdown of the defined benefit obligation and plan assets:

	March 31, 2024			March 31, 2023		
	Gratuity	**Pension**	**Total**	**Gratuity**	**Pension**	**Total**
Present Value of Obligation	3,310.20	3,665.17	6,975.37	2,825.47	3,299.84	6,125.31
Fair value of plan assets	(2180.42)	(257.93)	(2,438.34)	(2,170.38)	(315.20)	(2,485.58)
Total Liability	**1,129.78**	**3,407.24**	**4,537.03**	**655.09**	**2,984.64**	**3,639.73**

(vi) Actuarial assumptions pension and gratuity

The significant actuarial assumptions were as follows:

	Year ended March 31, 2024		Year ended March 31, 2023	
	Pension	Gratuity	Pension	Gratuity
Discount Rate	6.24%-6.26%	7.11% - 7.22%	6.36%-6.55%	6.98% - 7.58%
Salary growth rate	3.00%	5%	3.40%	5% - 8%
Rate of return on Plan assets	6.24%-6.26%	7.11% - 7.22%	6.36%-6.55%	6.98% - 7.58%
Mortality rate	1994GAMT	Indian Assured Lives Mortality 2012-14 (Urban)	1994GAMT	Indian Assured Lives Mortality 2012-14 (Urban)
Rate of Employee turnover	8% to 37% p.a.	2% to 20%	8% to 37% p.a.	2% to 70%

Assumptions regarding mortality experience are set based on advice from published statistics.

The discount rate is primarily based on the prevailing market yields of government securities for the estimated term of the obligations. The estimates of future salary increases takes into account the inflation, seniority and other relevant factors. Attrition rate considered is the Management estimate based on past experience of employee turnover. The expected return on plan assets is based on expectation of the average rate of return expected on investment of the fund.

(vii) Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on defined benefit obligation

	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount Rate	1%	1%	(384.64)	(344.16)	395.31	347.03
Salary Growth rate	1%	1%	404.68	352.51	(404.12)	(357.55)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

(viii) The major categories of plan assets are as follows

	March 31, 2024			March 31, 2023		
	Level-1	Level-3	Total	Level-1	Level-3	Total
Pension						
Debt Instruments						
- Government Bonds	147.70	-	147.70	284.37	-	284.37
- Corporate Bonds	3.05	-	3.05	2.92	-	2.92
Cash and cash equivalents	63.81	-	63.81	26.32	-	26.32
Others	1.09	-	1.09	1.59	-	1.59
Gratuity						
Investment funds (Gratuity)						
- Insurance Funds (LIC Pension and Group Schemes fund)	-	2,180.41	2,180.41	-	1,677.33	1,677.33
Total	**215.65**	**2,180.41**	**2,396.06**	**315.19**	**1,677.33**	**1,992.52**

(ix) Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility	The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.
Changes in bond yields	A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
Life expectancy	The pension is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

A large portion of assets in Financial Year 2023-24 (Previous Year 2022-23) consists of government and Corporate bonds and LIC Pension, the plan asset mix is in compliance with the requirements of the respective local regulations.

(x) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the year ending March 31, 2025 is ₹ 1087.12 lakhs [Gratuity ₹ 761.34 Lakhs; Pension ₹ 325.78 Lakhs]

The weighted average duration of Gratuity plan obligation is 4-10 years. The average duration of Pension plan obligation is 20 years. The expected maturity analysis of undiscounted pension and gratuity is as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2024					
Pension plan benefit obligation	325.78	926.74	915.60	17,394.32	**19,562.44**
Gratuity plan benefit obligation	761.34	419.55	998.23	2,607.43	**4,786.55**
Total	**1,087.12**	**1,346.29**	**1,913.83**	**20,001.74**	**24,348.98**
March 31, 2023					
Pension plan benefit obligation	280.12	321.37	1,494.18	21,144.85	**23,240.52**
Gratuity plan benefit obligation	580.85	423.61	810.68	2,122.95	**3,938.09**
Total	**860.97**	**744.98**	**2,304.86**	**23,267.81**	**27,178.62**

The Group has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Group intends to continue to contribute the defined benefit plans based on short term expected pay-outs in line with the actuary's recommendations.

44. Capital management

A) Capital Structure

The Group’s objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholder's and benefits for other stakeholder's, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents)/ Total 'equity' as shown in the balance sheet, including non-controlling interests)

The gearing ratios were as follows:

	March 31, 2024	March 31, 2023
Total borrowings (Refer Note 18a and 18b)	1,30,590.97	32,077.20
Cash and cash equivalents(Refer Note 13a)	(67,451.52)	(1,11,236.00)
Net Debt	**63,139.45**	**(79,158.80)**
Total Equity	**764,246.06**	**8,70,233.78**
Net Debt to Equity ratio*	8.26%	-

* Lease liabilities are not included for computing the gearing ratio.

Loan covenants

The Group has complied with financial covenants implied as a part of external borrowing facilities throughout the reporting year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

B) Dividends

	March 31, 2024	March 31, 2023
(i) Equity shares		
Final dividend (including special dividend) for the year ended March 31, 2023 of ₹ 2.50 (March 31, 2022 - ₹ 25) per fully paid equity share	1,265.71	4,593.00
Interim dividend (including Special Dividend) for the year ended March 31, 2024 is Nil (March 31, 2023 - ₹ 12.50) per fully paid equity share	-	6,027.04
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended payment of a final dividend of ₹ 7.00 (March 31, 2023 - ₹ 2.50) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	3,256.42	1,265.71

Note: The Parent Company has complied with u/s 123 of the Companies Act 2013.

45 Related Party Transactions and Balances

I Individual having control with his relatives and associates

1. Ashok P. Hinduja - Non Independent Director - Chairperson/ Promoter - w.e.f. 19 December 2022
2. Harsha Ashok Hinduja
3. Ambika Ashok Hinduja
4. Shom Ashok Hinduja

II Key Management Personnel

1. Mr. Partha DeSarkar - Whole-time Director and Chief Executive Officer
2. Mr. Vynsley Fernandes - Whole-time Director (w.e.f. 14 November, 2022)

Non executive directors:

1. Mr. Yashodhan Madhusudan Kale - Chairman and Non-executive Director (Upto December 19, 2022)
2. Mr. Anil Harish - Independent Director
3. Ms. Bhumika Batra - Independent Director
4. Mr. Sudhanshu Kumar Tripathi - Non Independent Director
5. Dr. Ganesh Natarajan - Independent Director
6. Mr. Pradeep Udhas - Independent Director (w.e.f. 25 August 2022)
6. Mr. Paul Abraham - Non Independent Director (w.e.f. 25 August, 2022)
7. Mr. Munesh Khanna - Independent Director (w.e.f.19 December, 2022)

III Enterprises where common control exists

1 Hinduja Group Limited
2 NDL Ventures Limited (Formerly known as NXTDIGITAL Limited Limited)
3 Hinduja Healthcare Limited
4 Hinduja Realty Ventures Limited
5 Hinduja Energy (India) Ltd
6 Hinduja National Power Corporation Limited
7 Aasia Corporation LLC
8 Tabula Rasha Music LLP

9 Impeccable Imagination LLP

10 Hinduja Properties Limited

11 Hinduja Estate Private Limited

IV Enterprises where Significant Influence is exercised by Directors

1 Global Talent Track Private Limited

2 5F World Private Limited

3 Skills Alpha Learning Private Limited

4 Vihur Apps Private Limited

5 Kalzoom Advisors Private Limited

6 Oerlikon Textile India Private Limited

7 Hinduja Finance Limited

8 The British Metal Corporation (India) Private Limited

V Close Member of Key Management Personnel including directors whether executive or otherwise

1. Mr. Pabitra DeSarkar (Mr. Partha DeSarkar Father)
2. D M Harish and Co (Firm in which Mr. Anil Harish is a Partner)
3. Satya A Hinduja (Daughter of Mr. Ashok P Hinduja)
4. P.K. DeSarkar (Firm in which Mr. Partha DeSarkar is partner)
5. Corner Stone Ventures Partners Investment Advisers LLP (Firm in which Dr. Ganesh Natarajan is a partner)
6. M/s. Crawford Bayley & Co. (Firm in which Ms. Bhumika Batra is a partner)
7. 5F World (Firm in which Dr. Ganesh Natarajan is a partner)
8. BSR & Co. LLP (Mr. Yashodhan Madhusudan Kale's relative is a Partner) (Upto December 19, 2022)
9. Castle Media Private Limited (Mr. Vynsley Fernandes's relative is a Director)
10. Cyqurex System Private Limited (Mr. Ashok Hinduja's relative is a Director)
11. Spyke Technologies Private Limited (Mr. Vynsley Fernandes's relative is a Director)

The following details pertain to transactions carried out with the related parties in the ordinary course of business at an arm's length and the balances outstanding at the year-end:

	Parties referred to in I, II and V above		Parties referred to in III and IV above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Rendering of Services				
BSR & Co. LLP	-	31.86	-	-
Hinduja National Power Corporation Limited	-	-	0.28	18.41
Hinduja Group Limited	-	-	7.12	1.01
Oerlikon Textile India Private Limited	-	-	2.18	2.16
Others	-	-	0.52	0.18
Internet Subscription Income				
Hinduja Group Limited	-	-	11.22	11.22
Service charges recovered				
Hinduja Group Limited	-	-	5.06	3.44

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I, II and V above		Parties referred to in III and IV above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Hinduja Finance Limited	-	-	0.51	-
Sale of film rights				
Hinduja Group Limited	-	-	-	385.00
Total	-	31.86	26.89	421.42
Interest income				
Hinduja Group Limited	-	-	2,252.32	3,683.10
Hinduja Realty Ventures Limited	-	-	2,292.92	4,000.03
Hinduja Energy (India) Ltd	-	-	3,738.22	2,210.00
Hinduja Estates Private Limited	-	-	-	231.56
Aasia Corporation LLC	-	-	-	-
Hinduja Finance Limited	-	-	28.02	314.59
Cyqurex System Private Limited	289.70	219.09	-	-
Total	**289.70**	**219.09**	**8,311.49**	**10,439.28**
Lease income				
NDL Ventures Limited	-	-	1.95	-
Total	**-**	**-**	**1.95**	**-**
Lease payments				
Hinduja Group Limited	-	-	97.15	145.44
Hinduja Realty Ventures Limited	-	-	507.16	356.59
Aasia Corporation LLC	-	-	24.00	-
Satya A Hinduja	104.18	104.18	-	-
Total	**104.18**	**104.18**	**628.31**	**502.03**
Interest Expense				
Hinduja Properties Limited	-	-	-	18.61
Hinduja Estates Private Limited	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	375.58
The British Metal Corporation (India) Private Limited	-	-	-	55.17
Hinduja Group Limited	-	-	18.99	1,046.21
Total	**-**	**-**	**18.99**	**1,495.57**
Legal and Professional charges				
Hinduja Group Limited	-	-	990.50	985.42
D.M. Harish & Co	-	5.00	-	-
Kalzoom Advisors Private Limited	-	-	-	-
Crawford Bayley & Co.	-	130.61	-	-
Castle Media Private Limited	796.13	934.23	-	-
Spyke Technologies Private Limited	482.64	259.74	-	-
Total	**1,278.77**	**1,329.58**	**990.50**	**985.42**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I, II and V above		Parties referred to in III and IV above	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
Software Charges				
Cyqurex System Private Limited	-	30.00	-	-
Spyke Technologies Private Limited	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	-
Total	**-**	**30.00**	**-**	**-**
Freight Inwards				
Spyke Technologies Private Limited	-	0.40	-	-
Total	**-**	**0.40**	**-**	**-**
Freight Outwards				
Spyke Technologies Private Limited	4.08	2.79	-	-
Total	**4.08**	**2.79**	**-**	**-**
Insurance expenses				
Spyke Technologies Private Limited	-	0.17	-	-
Total	**-**	**0.17**	**-**	**-**
Purchase of Fixed Assets				
Spyke Technologies Private Limited	309.00	152.22	-	-
Total	**309.00**	**152.22**	**-**	**-**
Maintenance AMC				
Hinduja Realty Ventures Limited	-	-	29.12	-
Spyke Technologies Private Limited	26.14	23.13	-	-
Cyqurex Systems Private Limited	-	31.50	-	-
Total	**26.14**	**54.63**	**29.12**	**-**
Training and Recruitment				
Global Talent Track Pvt Ltd	-	-	-	-
Total	**-**	**-**	**-**	**-**
Commission to Directors and sitting fees				
Commission to Directors	-	93.13	-	-
Sitting fees paid to Director's	117.50	165.50	-	-
Total	**117.50**	**258.63**	**-**	**-**
Executive Remuneration*				
Mr. Partha DeSarkar #	951.53	3,859.77	-	-
Mr. Vynsley Fernandes	333.74	108.35	-	-
Total	**1,285.27**	**3,968.12**	**-**	**-**

Note:

* The Executive remuneration also excludes Employers Contribution towards Provident Fund, Gratuity Fund, Superannuation Fund and Medical Insurance. The Gratuity and Compensated absences are excluded which cannot be separately identified from the composite amount advised by the actuary.

\# The remuneration accrued by the company along with stepdown subsidiary to its whole-time director during the year exceeds the prescribed limit of 10% of net profits laid down under section 197 and 198 of the Act. The remuneration accrued for the year 2023-24 in excess of the limit laid down under this section is ₹ 1,144.14 lakhs. The Company has obtained the necessary approvals from members through postal ballot dated March 26, 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I, II and V above		Parties referred to in III and IV above	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
Loans Given				
Hinduja Group Limited	-	-	32,650.00	50,000.00
Hinduja Realty Ventures Limited	-	-	21,561.00	58,605.00
Hinduja Energy (India) Ltd	-	-	57,500.00	1,22,000.00
Aasia Corporation LLC	-	-	-	-
Hinduja Finance Limited	-	-	878.00	-
Cyqurex System Private Limited	340.00	-	-	924.00
Total	**340.00**	**-**	**1,12,589.00**	**2,31,529.00**
Loans Repaid				
Hinduja Group Limited	-	-	56,495.00	54,250.00
Hinduja Realty Ventures Limited	-	-	42,876.00	58,977.00
Hinduja Energy (India) Ltd	-	-	92,815.76	6,811.00
Hinduja Finance Limited	-	-	878.00	42,146.46
Aasia Corporation LLC	4.00	-	-	-
Total	**4.00**	**-**	**1,93,064.76**	**1,62,184.46**
Inter Corporate Deposits Taken				
Hinduja Group Limited	-	-	30,800.00	7,428.00
Hinduja Realty Ventures Limited	-	-	-	7,850.00
The British Metal Corporation India Limited	-	-	-	25.00
Total	**-**	**-**	**30,800.00**	**15,303.00**
Inter Corporate Deposits Repaid				
Hinduja Group Limited	-	-	1,000.00	37,379.21
Hinduja Realty Ventures Limited	-	-	-	14,788.84
The British Metal Corporation India Limited	-	-	-	855.00
Hinduja Properties Limited	-	-	-	400.00
Hinduja Estates Private Limited	-	-	-	4,850.00
Total	**-**	**-**	**1,000.00**	**58,273.05**
Miscellaneous Expenses				
Hinduja Group Limited	-	-	-	-
Total	**-**	**-**	**-**	**-**
Reimbursement of expenses to				
NDL Ventures Limited	-	-	1,052.70	-
Total	**-**	**-**	**1,052.70**	**-**
Reimbursement of expenses by				
NDL Ventures Limited	-	-	239.34	-
Total	**-**	**-**	**239.34**	**-**
Inter Corporate Deposits Receivable				
Hinduja Group Limited	-	-	22,355.00	46,200.00
Hinduja Realty Ventures Limited	-	-	31,313.00	52,628.00
Hinduja Energy (India) Ltd	-	-	44,556.77	79,853.54
Cyqurex System Private Limited	2,778.00	2,442.00	-	-
Total	**2,778.00**	**2,442.00**	**98,224.77**	**1,78,681.54**

(All amounts are in ₹ Lakhs)

	Parties referred to in I, II and V above		Parties referred to in III and IV above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Interest receivable				
Hinduja Energy (India) Ltd	-	-	1,651.35	-
Hinduja Realty Ventures Limited	-	-	14.69	-
Total	**-**	**-**	**1,666.04**	**-**
Inter Corporate Deposits Payable				
Hinduja Group Limited	-	-	29,800.00	-
Total	**-**	**-**	**29,800.00**	**-**
Interest Payable				
Hinduja Group Limited	-	-	17.09	-
Total	**-**	**-**	**17.09**	**-**
Security deposit				
Hinduja Realty Ventures Limited	-	-	115.30	80.00
Satya A Hinduja	24.00	24.00	-	-
Total	**24.00**	**24.00**	**115.30**	**80.00**
Dividend Paid				
Hinduja Group Limited	-	-	407.99	5,671.53
Hinduja Group Limited with'Hinduja Realty Ventures Limited	-	-	44.15	814.68
Aasia Corporation LLC	-	-	9.17	156.68
Hinduja Realty Ventures Limited	-	-	74.58	980.43
Harsha Ashok Hinduja	30.32	448.12	-	-
Ashok Parmanand Hinduja	35.71	520.23	-	-
Ambika Ashok Hinduja	9.63	139.26	-	-
Shom Ashok Hinduja	7.61	110.01	-	-
Hinduja Properties Ltd.	-	-	1.48	5.07
Ganesh Natarajan	0.03	0.39	-	-
Partha DeSarkar	0.62	37.81	-	-
Total	**83.92**	**1,255.82**	**537.37**	**7,628.39**
Receivable net of Payables as at year-end				
Hinduja Group Limited	-	-	0.22	68.39
Hinduja Healthcare Limited	-	-	-	5.77
Others	-	-	0.86	0.22
Total	**-**	**-**	**1.08**	**74.39**
Payable net of Receivables as at year-end				
Castle Media Private Limited	-	82.18	-	-
Spyke Technologies Private Limited	149.19	65.35	-	-
Cyqurex Systems Private Limited		-	-	-
NDL Ventures Limited	-	-	70.81	-
Hinduja Group Limited	-	-	136.46	-
Hinduja Realty Ventures Limited	-	-	7.27	-
Total	**149.19**	**147.53**	**214.54**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

46 Fair value measurements

(a) Financial instruments by category

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
- Treasury bills (Refer note 6)	-	-	103.28	-	-	283.56
- Non-convertible debentures (NCDs) (Refer note 6)	-	-	327,552.14	-	-	273,435.62
- Other Investments (Quoted) (Refer note 6)	892.98	1,421.91	-	614.07	945.98	-
- Other Investments (Unquoted) (Refer note 6)	-	0.91	0.05	-	0.91	0.05
Security deposits (Refer note 8 and 15)	-	-	10,464.86	-	-	7,667.05
Deposits with bank for Margin Money (Refer note 8 and 13b)	-	-	1,391.02	-	-	135.86
Bank deposits with maturity exceeding 12 month (Refer note 8)	-	-	12.00	-	-	-
Miscellaneous (Refer note 8)	-	-	-	-	-	13.07
Trade receivables (Refer note 12)	-	-	74,455.12	-	-	73,303.94
Cash and cash equivalents (Refer note 13a)	-	-	67,451.52	-	-	111,236.00
Other Bank balances (Refer note 13b)	-	-	19,435.93	-	-	9,809.06
Interest accrued on deposits/ loans (Refer note 15)	-	-	11,273.75	-	-	3,052.69
Finance lease and Other receivables (Refer note 15)	-	-	938.34	-	-	3,245.68
Derivative financial assets (Refer note 15)	-	39.95	-	-	52.47	-
Loans to Related parties and third parties (Refer note 7 and 14)	-	-	222,711.70	-	-	281,751.85
Other Receivables			188.66			1,130.34
Total Financial assets	**892.98**	**1,462.77**	**735,978.37**	**614.07**	**999.36**	**765,064.77**
Financial liabilities						
Borrowings (Refer note 18)	-	-	130,590.97	-	-	32,077.20
Lease Liability (Refer note 19)	-	-	80,075.28	-	-	67,730.79
Deferred consideration payable (Refer note 20 and 23)	-	-	20,702.29	-	-	32,943.08
Trade payables (Refer note 22)	-	-	29,638.12	-	-	41,660.80
Derivative financial liabilities designated in a hedge relationship (Refer note 20 and 23)	-	38.69	-	-	51.81	-
Other financial liabilities (Refer note 20 and 23)	-	-	41,206.19	-	-	51,615.58
Total Financial liabilities	**-**	**38.69**	**302,212.85**	**-**	**51.81**	**226,027.45**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(i) Fair value hierarchy

Financial assets and liabilities include cash and cash equivalents, trade receivables, long and short-term loans and borrowings, finance lease payables, bank overdrafts, trade payable. This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

The fair value of cash and cash equivalents, trade receivables, borrowings, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's long-term debt has been contracted at market rates of interest. Accordingly, the carrying value of such long-term debt approximates fair value.

Financial assets and liabilities measured at fair value - recurring fair value measurements	Date of Valuation	Notes	Level 1	Level 2	Level 3	Total
Financial assets						
Investments (Quoted instruments)	March 31, 2024		-	2,314.89	-	2,314.89
	March 31, 2023	6	-	1,560.05	-	1,560.05
Derivative financial assets						
Derivative financial assets						
Foreign exchange forward contracts*	March 31, 2024	15	-	-	-	-
	March 31, 2023		-	-	-	-
Derivative financial liabilities						
Derivatives designated as hedges						
Foreign exchange forward contracts*	March 31, 2024	20 and 23	-	38.69	-	38.69
	March 31, 2023		-	51.81	-	51.81

*The fair value of derivative financial instruments is determined based on the observable market inputs including currency spot and forward rates, yield curves, currency volatility, credit risk and discount rate etc.

Derivative financial instruments:

The Group has considered the effect of changes, if any, in both counterparty credit risk and its own credit risk in assessing hedge effectiveness and measuring hedge ineffectiveness.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

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(All amounts are in ₹ Lakhs)

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement	Valuation process
Derivative and hedge instruments	Discounted cash flow approach	Discount rate determined as per market rate	Increase/decrease of 5% or so in the discount rate would result in decrease/increase in the fair value *	The valuation model considers the present value of expected payments discounted using appropriate discounting rates.
Investments	Discounted cash flow approach	Discount rate determined as per market rate	Increase/decrease of 5% or so in the discount rate would result in decrease/increase in the fair value *	Group has referred the fair valuation report of external valuation consultants for certain equity instruments measured at FVTOCI and FVTPL.

* holding all other variables constant

Changes in level 2 items - Investments (unquoted instruments)

Particulars	Investment in Preference shares
As at April 1, 2022	**358.28**
Additions	-
Disposals	-
Gain / (loss) recognised in other comprehensive income	(357.37)
As at March 31, 2023	**0.91**
Additions	-
Disposals	-
Investments provided for	-
Gain / (loss) recognised in other comprehensive income	-
As at March 31, 2024	**0.91**

47 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments - foreign currency forward contracts to mitigate foreign exchange related risk exposures.

The Group's exposure to credit risk, excluding trade receivables from related parties, is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, Investment in Non convertible Debentures, financial assets measured at amortized cost	Ageing analysis, Credit ratings, Letter of comfort, collateral securities	Diversification of bank deposits, credit limits for Customers, party-wise and overall limits on the inter-corporate deposits and loans.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts
Market risk - Interest rate risk	Borrowings and Investment in Non convertible Debentures, financial assets measured at amortized cost	Cash flow forecasting Sensitivity analysis	Interest rate swap

The Group's risk management is carried out by the finance department under direction of the Board of Directors. The Group's finance department identifies, evaluates and hedges financial risks in close cooperation with the Group's operating units. The Board provides direction for overall risk management as well as policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and managing the liquidity.

A) Credit risk

Credit risk arises from trade receivables including unbilled receivables, Investment in Non convertible Debentures, loans and intercorporate deposits, cash and cash equivalents and deposits with banks and financial institutions.

i) Credit risk management:

Credit risk arises from the possibility that customers and borrowers may not be able to settle their obligations as agreed. A default on a financial asset arises when the counterparty fails to make contractual payments within agreed credit terms or when they fall due. Credit risk is managed on a financial asset basis. For banks and financial institutions, only high rated banks/institutions are accepted.

Group’s maximum exposure to credit risk for each class of financial asset is the carrying amount of the financial assets recognised in the balance sheet.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- Historical default experience by class of financial asset
- the credit rating and financial condition of borrowers
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- Other applicable macroeconomic information such as regulatory changes

A default on a financial asset is when the counterparty fails to make contractual payments within agreed credit terms from the date when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The major exposure to the credit risk at the reporting date is primarily from:

a. Trade receivables and unbilled receivables amounting to ₹ 74,455.12 Lakhs (March 31, 2023 - ₹ 73,303.94 Lakhs). Trade receivables are typically unsecured. The Group exposure to credit risk is influenced mainly by the individual characteristics of each customer. Accordingly, credit risk is managed through customer specific credit approvals, establishing credit limits and monitoring the creditworthiness of customers. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 120 days past due from agreed credit terms with customer. Historically, the Group has not experienced any significant non-payment or write-offs and the provision made as at reporting date is considered to be adequate. During the year, the Group made write-offs of ₹ 100.21 Lakhs (March 31, 2023 - ₹ 182.52 Lakhs) of trade receivables.

b. Loans receivable and Intercorporate deposits amounting to ₹222,711.70 Lakhs (March 31, 2023 - ₹ 281,751.85 Lakhs). The loans and intercorporate deposits are placed with parties approved by the Audit Committee subject to the party-wise and overall limits established by the Board of Directors. The loans and intercorporate deposits are unsecured and are repayable on demand. The Group periodically assesses the credit rating and financial condition of the borrowers, historical experience of timely repayment, the current economic trends and other forward looking macroeconomic information.

c. Exposure of credit loss on security deposits given against the rented premises is considered to be low as recovery of these deposits is supported by contractual agreement. As an internal process management performs background check of counterparty before entering into contractual agreement where credit risk assessment is carried out. As at reporting date credit risk has not increased significantly since initial recognition.

d. Non-convertible debentures (NCD) amounting to ₹327,552.14 Lakhs (March 31, 2023 ₹ 273,435.62 Lakhs) (Refer note 5). The Non-convertible debentures are placed with parties approved by the Board of Directors.

   The Non-convertible debentures have a lock in period of 24 months with a right to demand partial redemption of the NCDs upto 25% of the Issue Size with 45 business days' notice and an additional 25% of the Issue Size post the first redemption with 90 business days' notice. The Group periodically assesses the credit rating and financial condition of the borrowers, historical experience of timely repayment, the current economic trends and other forward looking macroeconomic information.

e. The Group held cash and cash equivalents and Other bank balances with credit worthy banks of ₹ 88,290.47 lakhs as at March 31, 2024 (March 31, 2023: ₹ 121,180.92 lakhs) respectively. The credit worthiness of such banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

a) Percentage of revenues generated from top customer and top five customers. (both continued and discontinued operations)

Business Process Management

	March 31, 2024	March 31, 2023
Revenue from top customer	12.01%	9.52%
Revenue from top five customers	34.12%	36.20%

Media and communications

	March 31, 2024	March 31, 2023
Revenue from top customer	6.78%	1.47%
Revenue from top five customers	17.45%	2.63%

b) Exposure to credit risk and expected credit loss allowance (including specific allowance) for trade and other receivables:

Particulars	As at March 31, 2024	As at March 31, 2023
Gross carrying amount (trade and other receivables)	81,043.07	78,316.45
Weighed average loss rate - range	8.13%	6.40%
Loss allowance	6,587.95	5,012.52

Movement in excepted credit loss allowance

	As at March 31, 2024	As at March 31, 2023
Balances at beginning of the year	(5,012.52)	(2,886.00)
Movement in excepted credit loss Allowance	(1,575.43)	(2,126.52)
Balances at closing of the year	(6,587.95)	(5,012.52)

B Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group’s corporate treasury department, overseen by senior management, is responsible for liquidity and funding as well as settlement management.

Prudent Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities' to meet obligation's when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Group's treasury maintains flexibility in funding by maintaining availability under committed credit lines. These limits vary by location to take into account the Liquidity of the market in which the entity operates.

The Group`s liquidity management policy involves projecting cash flows in major currencies, considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios and maintaining debt financing plans. Management monitors rolling forecasts of the Group`s net liquidity position on the basis of expected cash flows. The Group invests its surplus funds in Non-convertible debentures, loans and intercorporate deposits with parties approved by the Board of Directors to generate better returns. These investments are subject to the party-wise and overall limits established by the Board of Directors. The limits are regularly assessed and determined based upon and analysis of the credit ratings and financial solvency reviews.

i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Ageing	March 31, 2024	March 31, 2023
Expiring within one year (bank overdraft and other facilities)	28,395.13	14,627.79
Total	**28,395.13**	**14,627.79**

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice subject to the continuance of satisfactory credit ratings.

ii) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity Groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities - March 31, 2024	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	1,17,239.32	8,996.94	4,354.71	-	1,30,590.97
Obligations under lease liability	33,669.28	22,332.70	17,177.46	6,895.83	80,075.28
Trade payables	29,638.12	-	-	-	29,638.12
Deferred consideration payble	20,702.29	-	-	-	20,702.29
Other financial liabilities	41,206.19	-	-	-	41,206.19
Total non-derivative liabilities	**242,455.21**	**31,329.64**	**21,532.17**	**6,895.83**	**3,02,212.85**
Derivatives					
Foreign exchange forward Contracts - net settled and Interest rate swap	38.69	-	-	-	38.69
Total derivative liabilities	**38.69**	**-**	**-**	**-**	**38.69**

Contractual maturities of financial liabilities - March 31, 2023	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	22,636.78	6,348.59	3,091.83	-	32,077.20
Obligations under lease liability	24,778.22	14,913.92	23,523.97	4,514.68	67,730.79
Trade payables	41,660.80	-	-	-	41,660.80
Deferred consideration payable	32,943.09	-	-	-	32,943.09
Other financial liabilities	51,615.57	-	-	-	51,615.57
Total non-derivative liabilities	**1,73,634.46**	**21,262.51**	**26,615.80**	**4,514.68**	**2,26,027.45**
Derivatives					
Foreign exchange forward Contracts - net settled	51.81	-	-	-	51.81
Total derivative liabilities	**51.81**	**-**	**-**	**-**	**51.81**

C) Market risk

i) Foreign currency risk

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD, GBP and CAD. Foreign exchange risk arises from highly probable forecast transactions (including inter-Group transactions) and recognized assets and liabilities denominated in a currency that is not the functional currency . The risk is measured through a forecast of highly probable foreign currency cash flows.

The Group's risk management policy is to hedge upto 75% of forecasted foreign currency sales for the next 12 months; 40% of forecasted foreign currency sales for the next 24 months and 20% of forecasted foreign currency sales for the next 36 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge the forecasted sales.

As the critical terms of the foreign exchange forward contracts and their corresponding hedged items are the same, the Group performs a qualitative assessment of effectiveness and it is expected that the value of the foreign exchange forward contracts and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying interest rates.

The Group monitors the aforesaid critical terms on a quarterly basis to assess if the hedging relationship remains highly effective.

The objective of the hedges is to minimize the volatility of the functional currency cash flows of highly probable forecast transactions.

In accordance with its risk management policies and procedures, the Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. When derivative is entered for the purpose of being a hedge, the Group matches the terms of the derivatives to the terms of the hedged exposure and assesses the effectiveness of the hedged item match the terms of the hedged exposure and assesses the effectiveness of the hedged item and hedging relationship based on economic relationship.

ii) Foreign currency risk exposure

a) The exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows :

Particulars	Currency	March 31, 2024	March 31, 2023
Financial assets			
Trade receivables/ Inter- company balances	USD	27,486.58	25,442.92
	GBP	175.08	57.42
	SGD	-	-
	CAD	175.11	-
	AED	18.52	18.76
	EURO	0.45	4.09
Loans to Inter- company balances	USD	1,12,090.20	1,10,414.54
	GBP	271.27	274.99
	CAD	-	-
	AUD	-	-
Loan to other entities in Foreign currency	USD	70,843.04	57,477.45
	AUD	727.32	-
Bank balance in EEFC accounts	USD	9,501.81	31,708.07
	CAD	84.10	83.15
	AUD	-	-
Total		**2,21,373.46**	**2,25,481.39**
Financial liabilities			
Lease Liability	USD	12,202.96	13,477.59
Loans from Inter- company balances	USD	-	43,655.15
	AUD	1,051.80	-
Trade payable/ Inter- company balances	USD	11,425.29	8,107.73
	GBP	30.08	0.88
Total		**24,710.13**	**65,241.35**
Net unhedged foreign currency exposure (a-b)		**196,663.33**	**160,240.03**

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(All amounts are in ₹ Lakhs)

b) Foreign Exchange Earnings and Outgo (excluding foreign branch and foreign Subsidiaries):

The Foreign Exchange earned in terms of actual inflows and outgo during the year are as under:

For the Year	2023-24	2022-23
Total Foreign Exchange earned	32,369.41	23,489.17
Total Foreign Exchange outgo	4,401.30	4,952.09

iii) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts and Interest rate swap designated as cash flow hedges.

Particulars	Impact on profit after tax	
	March 31, 2024	March 31, 2023
USD sensitivity		
USD -Increase by 5% (March 31, 2023 - 5%)*	7,344.51	5,979.17
USD -Decrease by 5% (March 31, 2023 - 5%)*	(7,344.51)	(5,979.17)
GBP sensitivity		
GBP -Increase by 8% (March 31, 2023 - 8%)*	24.92	19.85
GBP -Decrease by 8% (March 31, 2023 - 8%)*	(24.92)	(19.85)
CAD sensitivity		
CAD -Increase by 4% (March 31, 2023 - 4%)*	7.76	2.49
CAD -Decrease by 4% (March 31, 2023 - 4%)*	(7.76)	(2.49)

Particulars	Impact of cash flow hedges in other comprehensive income (net of tax)	
	March 31, 2024	March 31, 2023
USD sensitivity		
USD - Increase by 5% (March 31, 2023 - 5%)*	(2.59)	(0.03)
USD - Decrease by 5% (March 31, 2023 - 5%)*	2.59	0.03

* Holding all other variables constant

iv) Cash flow and fair value interest rate risk

The Groups' main interest rate risk arises from floating rate borrowings, including various revolving and other lines of credit which expose the Group to cash flow interest rate risk. The Groups' manages it's net exposure to interest rate risk relating to borrowings by entering into interest rate swap agreements, which allows it to exchange periodic payments based on a notional amounts and agreed upon fixed and floating interest rates. The Group’s investments are primarily in fixed rate non-convertible debentures, short-term loans and deposits, which do not expose it to significant interest rate risk.

(a) Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

	March 31, 2024	March 31, 2023
Variable rate borrowings*	84,750.34	32,077.20
Total borrowings	**84,750.34**	**32,077.20**

* The borrowings hedged against a derivative instrument are not included for interest rate exposure.

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on profit after tax	
	March 31, 2024	March 31, 2023
Interest rates — increase by 100 basis points (100 bps)*	(630.39)	238.60
Interest rates — decrease by 100 basis points (100 bps)*	630.39	(238.60)

Particulars	Impact of cash flow hedges in other comprehensive income (net of tax)	
	March 31, 2024	March 31, 2023
Interest rates — increase by 100 basis points (March 31, 2023 -100 bps)*	-	-
Interest rates — decrease by 100 basis points (March 31, 2023 -100 bps)*	-	-

* Holding all other variables constant

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

The group's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item.

As the critical terms of the hedging instruments and their corresponding hedged items are the same, the Group performs a qualitative assessment of effectiveness and whether it is expected that the value of the hedging instruments and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying exchange rates/interest rates. The Group monitors the aforesaid critical terms on a quarterly basis to assess if the hedging relationship remains highly effect.

Hedge ineffectiveness is recognised on a cash flow hedge in the statement of profit and loss. Ineffectiveness represents remaining portion of gain or loss on the hedging instrument that cannot be offset with the change in the fair value of the hedged item. The main source of hedge ineffectiveness in these hedging relationships is the effect of the counterparty and the Company's own credit risk on the fair value of the forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in foreign exchange rates and when the underlying hedged transaction is no longer expected to occur. No other sources of ineffectiveness emerged from these hedging relationships.

March 31, 2024

Types of hedge and risks	Foreign Currency Notional Amount (USD Mn)	Carrying amount of hedging instrument		Maximum Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities				
Cash flow hedge Foreign exchange risk							
Foreign exchange forward contracts							
Sell USD, buy INR	30.45	-	(11.95)	March, 2027	1:1	(11.95)	11.95
Sell USD, buy PHP	12.00	-	(26.74)	October, 2024	1:1	(26.74)	26.74
Interest rate risk							
Interest rate swap	55.00	39.95	-	July, 2024	1:1	39.95	(39.95)

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(All amounts are in ₹ Lakhs)

March 31, 2023

Types of hedge and risks	Foreign Currency Notional Amount (USD Mn)	Carrying amount of hedging instrument		Maximum Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
		Assets	Liabilities				
Cash flow hedge Foreign exchange risk							
Foreign exchange forward contracts							
Sell INR, buy USD	16.32	-	(51.81)	March, 2025	1:1	(51.81)	51.81
Sell USD, buy PHP	4.50	52.47	-	July, 2023	1:1	52.47	(52.47)

* The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales therefore the hedge ratio is 1:1.

(b) Disclosure of effects of hedge accounting on financial performance

March 31, 2024

Type of hedge	Change in the value of hedging instrument recognised in Other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	(74.92)	-	(57.12)	Revenue

March 31, 2023

Type of hedge	Change in the value of hedging instrument recognised in Other comprehensive income	Hedge ineffectiveness recognised in statement of profit and loss*	Amount reclassified from cash flow hedging reserve to statement of profit and loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	(887.15)	-	799.61	Revenue

48 Interests in other entities

Subsidiaries

The Group's subsidiaries at March 31, 2024 are set out below and were engaged in the business process management and Digital, Media and Communications Business. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of Entity	Place of Business/ Country of Incorporation	Ownership interest held by the Group		Group's Effective Stake (%)		Ownership interest held by non-controlling interests	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		%	%	%	%	%	%
HGS International	Mauritius	100.00	100.00	100.00	100.00	-	-
HGS CX Technologies Inc.	United States of America	100.00	100.00	100.00	100.00	-	-
Hinduja Global Solutions LLC. (Formerly known as Hinduja Global Solutions Inc.)		100.00	100.00	100.00	100.00	-	-
HGS Properties LLC		100.00	100.00	100.00	100.00	-	-
HGS Canada Holdings LLC		100.00	100.00	100.00	100.00	-	-
HGS (USA), LLC		100.00	100.00	100.00	100.00	-	-
HGS Digital, LLC (Formerly known as Element Solutions LLC)		100.00	100.00	100.00	100.00	-	-
Teklink International LLC (Formerly known as Teklink International Inc)) (Refer b below)		100.00	100.00	100.00	100.00	-	-
HGS Canada Inc.	Canada	100.00	100.00	100.00	100.00	-	-
Affina Company, Canada		100.00	100.00	100.00	100.00	-	-
C-Cubed B.V.	Netherlands	100.00	100.00	100.00	100.00	-	-
C-Cubed N.V.	Curacao	100.00	100.00	100.00	100.00	-	-
Customer Contact Centre Inc. (Refer a below)	Philippines	100.00	100.00	100.00	100.00	-	-
Hinduja Global Solutions UK Limited	United Kingdom	100.00	100.00	100.00	100.00	-	-
Teklink International AG (Refer b below)	Germany	100.00	100.00	100.00	100.00		
HGS St. Lucia Limited	Saint Lucia	100.00	100.00	100.00	100.00	-	-
Team HGS Limited	Jamaica	100.00	100.00	100.00	100.00	-	-
Hinduja Global Solutions Mena FZ LLC	United Arab Emirates	100.00	100.00	100.00	100.00	-	-
Falcon Health Solutions Puerto Rico Holding LLC	Puerto Rico	100.00	100.00	100.00	100.00	-	-
Falcon Health Solutions Puerto Rico LLC		100.00	100.00	100.00	100.00	-	-
Diversify Offshore Staffing Solutions Pty Ltd	Australia	100.00	100.00	100.00	100.00	-	-
Diversify Intelligent Staffing Solutions Inc	Philippines	100.00	100.00	100.00	100.00	-	-
Diversify ISS BGC Inc		100.00	100.00	100.00	100.00	-	-
Diversify Offshore Solutions Cebu Inc		100.00	100.00	100.00	100.00	-	-
Hinduja Global Solutions Colombia (Refer c below)	Colombia	100.00	100.00	100.00	100.00	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of Entity	Place of Business/ Country of Incorporation	Ownership interest held by the Group		Group's Effective Stake (%)		Ownership interest held by non-controlling interests	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
		%	%	%	%	%	%
Team HGS South Africa (Pty) ltd (Refer Note d below)	South Africa	100.00	-	100.00	-	-	-
IndusInd Media and Communications Limited (IMCL)	India	77.55	77.55	77.55	77.55	22.45	22.45
ONEOTT Intertainment Limited		71.65	71.65	71.65	71.65	28.35	28.35
USN Networks Private Limited		100.00	100.00	77.55	77.55	22.45	22.45
United Mysore Network Private Limited		99.45	99.45	77.12	77.12	22.88	22.88
Bhima Riddhi Infotainment Private Limited		51.00	51.00	39.55	39.55	60.45	60.45
Gold Star Noida Network Private Limited		100.00	100.00	77.55	77.55	22.45	22.45
Apna Incable Broadband Services Private Limited		100.00	100.00	77.55	77.55	22.45	22.45
Sangli Media Services Private Limited		51.00	51.00	39.55	39.55	60.45	60.45
Sainath In Entertainment Private Limited		51.00	51.00	39.55	39.55	60.45	60.45
Sunny Infotainment Private Limited		100.00	51.00	77.55	39.55	22.45	60.45
Goldstar Infotainment Private Limited		98.92	98.92	76.71	76.71	23.29	23.29
Ajanta Sky Darshan Private Limited		100.00	51.00	77.55	39.55	22.45	60.45
Darpita Trading Company Private Limited		51.00	51.00	39.55	39.55	60.45	60.45
RBL Digital Cable Network Private Limited		100.00	51.00	77.55	39.55	22.45	60.45
Vistaar Telecommunication and Infrastructure Private Limited		100.00	51.00	77.55	39.55	22.45	60.45
Vinsat Digital Private Limited		51.15	51.15	39.67	39.67	60.33	60.33
One Mahanet Intertainment Private Limited		100.00	100.00	71.65	71.65	28.35	28.35
In Entertainment (India) Ltd		100.00	100.00	71.65	71.65	28.35	28.35

Note:

a) Liquidated effective April 3, 2018 (While these are officially liquidated, the repatriation of funds are not yet complete and hence these are still part of the consolidated financial statements).

b) In March 2023, the Group acquired 100% equity interest in of Teklink International LLC, United States of America ('Teklink') through HGS CX Technologies Inc. (Step down subsidiary of the Company).

c) In September 2022, the Group incorporated new entity viz. Hinduja Global Solutions Colombia, Colombia as a wholly owned subsidiary of Hinduja Global Solutions UK Limited.

d) Team HGS south Africa pty is incorporated on March 27, 2024.

49 Segment reporting

The Group operating segments are established on the basis of those components of the group that are evaluated regularly by the Board of Directors (The Chief Operating Decision Maker as defined in Ind As 108 - Operating segments) in deciding how to allocate recourses and in assessing performance. These have been identified taking into account nature of services, The deferring risks and returns and the internal business reporting systems.

Primary segment information

Business segment

The Group's primary business segments are reflected based on principal business activities carried on by the Group. The Group's primary businesses are as under:

i) Business Process Management segment offer voice and non-voice based services such as contact center solutions and back office transaction processing.

ii) Media and Entertainment activities include the commercial exploitation of Dark Fibre owned by the Company as a licensee under the Telecom regulations.

Segment accounting policies

Segment accounting policies are in line with accounting policies of the Group. In addition, the following specific accounting policies have been followed for segment reporting.

i) Segment revenue includes income directly identifiable with the segments.

ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments and expenses which relate to the operating activities of the segment but are impracticable to allocate to the segment, are included under "Unallocable corporate expenses".

iii) Income which relates to the Group as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable corporate expenses.

iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilites that relate to the Group as a whole and not allocable to any segment.

Particulars	Current year ended 31.03.2024	Previous year ended 31.03.2023*
1. Segment Revenue		
Continuing Operations		
a. Business Process Management	355,086.13	356,814.23
b. Media and communications	106,486.20	93,702.12
c Unallocated	-	-
Discontinued Operations		
a. Business Process Management	-	-
b. Media and communications	-	-
Total Segment revenue from operations	**461,572.33**	**450,516.35**
2. Segment Results before interest expenses		
Continuing Operations		
a. Business Process Management	35,000.54	36,610.46
b. Media and communications	(5,594.96)	(4,297.18)
Discontinued Operations		
a. Business Process Management	-	292.87
b. Media and communications	-	94.09
Total	**29,405.58**	**32,700.24**
(i) Less: Interest Expense	18,357.25	13,726.95
Profit / (Loss) before tax	**11,048.33**	**18,973.29**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Particulars	Current year ended 31.03.2024	Previous year ended 31.03.2023*
3. Segment Assets		
a. Business Process Management	815,843.09	875,231.86
b. Media and communications	215,734.98	193,342.44
c Unallocated	80,884.08	67,863.67
Total	**1,112,462.15**	**1,136,437.97**
4. Segment Liabilites		
a. Business Process Management	123,184.60	135,489.75
b. Media and communications	69,229.54	75,659.98
c Unallocated	155,801.95	55,054.46
Total	**348,216.09**	**266,204.19**
5. Capital employed (Segment assets - Segment Liabilites)		
a. Business Process Management	692,658.49	739,742.11
b. Media and communications	146,505.44	117,682.46
c Unallocated	(74,917.87)	12,809.21
Total	**764,246.06**	**870,233.78**

* Refer Note 62

Information regarding geographical revenue is as follows:

Country / region	For the year ended March 31, 2024	For the year ended March 31, 2023
India	141,581.02	127,971.65
Rest of the world	319,991.31	322,544.70
Total revenue	**461,572.33**	**450,516.35**

Information regarding geographical asset is as follows:

Country / region	As at March 31, 2024	As at March 31, 2023
India	487,039.49	553,001.72
Rest of the world	625,422.66	583,436.25
Total assets	**1,112,462.15**	**1,136,437.97**

50 Ratios

The ratios for the years ended March 31, 2024 and March 31, 2023 are as follows :

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance (in %)
(a) Current Ratio	Current Assets	Current Liabilities	2.33	2.66	-12.56%
(b) Debt-Equity Ratio (Refer Note 1)	Total Debt	Shareholder's Equity	0.17	0.04	363.57%
(c) Debt Service Coverage Ratio (Refer Note 2)	Earnings available for debt service	Interest cost, Debt and Lease payments	0.40	0.93	-56.69%
(d) Return on Equity Ratio (Refer Note 3)	Net Profits after taxes	Average Shareholder's Equity	1.60%	3.95%	-59.36%
(e) Trade Receivables turnover ratio	Net Credit Sales	Average accounts recievable	6.25	6.25	-0.05%
(f) Trade payables turnover ratio (Refer Note 4)	Net Credit Purchases	Average accounts Payables	4.44	2.98	48.98%
(g) Net capital turnover ratio	Net Sales	Working Capital	1.26	1.42	-10.95%
(h) Net profit ratio (Refer Note 3)	Net Profit	Net Sales	2.84%	7.42%	-61.71%
(i) Return on Capital employed	Earning before interest and taxes	Capital Employed	3.26%	3.59%	-9.26%
(j) Return on investment (Refer Note 5)	Interest income earned	Average investment in Debentures, Loans, ICD and Treasury bills	5.85%	3.85%	52.00%

* The Group holds certain inventories which is not the core line of business of the Group. Inventory turnover ratio may not reflect the health parameter appropriately and hence not disclosed.

Note - 1: Due to Increase in borrowings and decrease in shareholders equity on buyback.

Note - 2: Due to Increase in borrowings and Lease liabilities and decrease in Earnings available for debt service.

Note - 3: Previous year figures are not comparable with current Year due to additional consideration received in the previous year towards the sale of healthcare business.

Note - 4: Due to decrease in Trade payables and Increase in Net Credit Purchases.

Note - 5: Due to increase in Interest income and decrease in average investments.

51 Non-current asset held for sale, Discontinued operations and Summary of acquisition

i) Discontinued operations

a) Disposal of healthcare services business ("HS Business")

The Board of Directors of Hinduja Global Solutions Limited (the "Group"), in its meeting held on August 9, 2021, had approved the sale of its healthcare services business ("HS Business") to wholly owned subsidiaries of Betaine BV ("Investor"), which is owned by funds affiliated with Baring Private Equity Asia. The shareholder and other regulatory approvals have been obtained and the transaction has been consummated on January 5, 2022. As a result, the Group has classified the HS Business as Discontinued Operations in its Financial Statements and related notes. Discontinued Operations include direct expenses clearly identifiable to the businesses being discontinued. The Group does not expect to incur any significant recurring expenses relating to the HS Business under Continuing Operations except for certain tax adjustments that were required upon filling of tax returns during the year. Accordingly, necessary adjustments are made in the books of accounts. .

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

a) Analysis of profit for the year and cash flows from discontinued operations

	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations		-
Other Income		-
Total income	**-**	**-**
Employee benefit expense		2,366.96
Finance cost		-
Depreciation and amortisation expense		-
Other Expenses		8,696.16
Total expenses	**-**	**11,063.12**
Profit before tax (I)	-	(11,063.12)
Income Tax expense (II)		
a) Income Tax	-	-
b) Deferred Tax	-	-
Total Income Tax expenses(a+b)	**-**	**-**
Gain on disposal (III)		11,355.99
Income Tax expense (IV)		(4,235.15)
Profit before tax from discontinued operations (I) + (III)	**-**	**292.87**
Income tax expense of discontinued operations (II) + (IV)	**-**	**(4,235.15)**
Profit after tax from discontinued operations (attributable to the owners of the Company)	**-**	**4,528.02**

	Year ended March 31, 2024	Year ended March 31, 2023
Cash flows from discontinued operations		
Net cash inflows from operating activities*	-	-
Net cash inflows/ (outflows) from investing activities	-	4,528.02
Net cash flows from financing activities	-	-
Net cash inflows	**-**	**4,528.02**

* Cash from operating activities is reported after reducing the advance tax paid on capital gains.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

B. Investment and Treasury segment operation of the Media and Communication segment

As on March 31, 2020 , the Investment and Treasury segment operation of the Media and Communication segment was classified as discontinued operation. During the period, the company has sold its investments classified as Fair Value through P& L and investments classified as Fair Value through OCI.

Accordingly, the profit on sale of quoted equity shares has been recognised in profit and loss and other comprehensive income during the current quarter.The impact of discontinued operations on income, expenses and tax is as under:

a) Analysis of profit for the year and cash flows from discontinued operations

	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations		-
Other Income		160.48
Total income	**-**	**160.48**
Net (Profit) / Loss on fair valuation of financial instruments at fair value through profit or loss	-	
Employee benefit expense	-	-
Finance cost	-	-
Depreciation and amortisation expense	-	-
Other Expenses	-	66.39
Total expenses	**-**	**66.39**
Profit before tax (I)	-	94.09
Income Tax expense (II)		
a) Income Tax	-	-
b) Deferred Tax	-	-
Total Income Tax expenses(a+b)	-	-
Gain on disposal (III)		
Income Tax expense (IV)		
Profit before tax from discontinued operations (I) + (III)	**-**	**94.09**
Income tax expense of discontinued operations (II) + (IV)	**-**	**-**
Profit after tax from discontinued operations (attributable to the owners of the Company)	**-**	**94.09**

Other comprehensive income	Year ended March 31, 2024	Year ended March 31, 2023
Net Profit / (Loss) on fair valuation of equity instruments through other comprehensive income	-	-
Income tax on above items	-	-
Other comprehensive income	-	-
Total comprehensive income	**-**	**94.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Year ended March 31, 2024	Year ended March 31, 2023
Cash flows from discontinued operations		
Net cash inflows from operating activities	-	-
Net cash inflows/ (outflows) from investing activities	-	637.99
Net cash outflows from financing activities	-	-
Net cash inflows	**-**	**637.99**

(ii) Summary of acquisition

(a) Summary of acquisition in FY 2022-23

The Board of Directors of HGS CX Technologies Inc. (wholly owned subsidiary of the Company) had at its meeting held on December 7, 2022, approved entering into a definitive agreement to acquire a 100% equity stake in Teklink International Inc., USA (Teklink). Teklink is an USA enterprise, providing full-service financial planning and analytics service provider , with presence in Europe and delivery centers in the Hyderabad and Indore in India. It provides a full-service financial planning and analytics service provider to over 60 clients across multiple industries, including consumer products, retail, pharmaceuticals, manufacturing and distribution, utilities, and high tech. Effective March 01, 2023, the group has acquired TekLink International Inc., USA for an aggregate consideration of ₹ 71,342.25 lakhs.

Consideration transferred

Particulars	Teklink
Consideration Paid in Cash	39,132.05
Total	**39,132.05**

Assets acquired and liabilities recognised at the date of acquisition

Particulars	Teklink
Assets	
Cash and cash equivalents	3,566.07
Trade receivables	6,446.99
Other current financial assets	32.32
Other current assets	1,177.64
Property, Plant and Equipment	127.69
Right of use assets	408.01
Customer Relationship	16,526.15
Brand	1,239.77
Customer Contracts	1,766.26
Liabilities	
Lease liabilities	(407.35)
Deferred tax liabilities (Net)	(23.90)
Current liabilities	(3,713.39)
Trade payables	(1,949.29)
Total	**25,196.98**

The receivables acquired (which principally comprised trade receivables) in these transactions with a fair value of ₹ 6,446.99 lakhs had gross contractual amounts of ₹ 6,446.99 lakhs. The best estimate at acquisition date of the contractual cash flows not expected to be collected are Nil.

Goodwill arising on acquisition

Particulars	Teklink
Consideration Paid in Cash	39,132.05
Deferred consideration*	32,210.20
Less: fair value of identifiable net assets acquired	25,196.98
Plus: deferred tax on intangibles	4,328.33
Goodwill arising on acquisition	**50,473.60**

*In accordance with the purchase agreement, the Group has paid deferred consideration of ₹ 11,934.34 Lakhs in the current year and the balance amount will be paid in the next year. The outstanding amount is disclosed in the other current financial liabilities.

The consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Diversify. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. Goodwill arising on the acquisition is not expected to be deductible for tax purposes.

Goodwill arising on the acquisition is included in Teklink CGU, which are subject to impairment testing as at March 31, 2024 (Note 40).

Net cash outflow on acquisition of subsidiaries

Particulars	Teklink
Consideration paid in cash	39,132.05
Less: cash and cash equivalent balances acquired	3,566.07
	35,565.98

Impact of acquisitions on the results of the Group

The accounting for the acquisition of TekLink International Inc. has been determined based on the Purchase Price Allocation report (PPA) from Registered Valuer. For tax purposes, the tax values of Teklink's assets are required to be reset based on market values of the assets.

TekLink International Inc. (Teklink) contributed ₹ 29,414.80 lakhs in FY24 to the group's revenue (FY23 - ₹ 2,854.43 lakhs) and ₹ 5,361.81 lakhs to the group's profit in FY24 (FY23 - ₹ 161.2 lakhs).

52 Disclosure Under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

Micro, Small and Medium enterprises have been identified on the basis of the information to the extent provided by the suppliers. Total outstanding dues of Micro, Small and Medium enterprises as on March 31, 2024 which are outstanding for more than the stipulated period are given below.

	March 31, 2024	March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	260.46	570.19
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	16.08	2.03
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	29.23	13.15

The above information has been determined to the extent such parties have been identified on the basis of the information available with the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

53 Leases

(i) Group as a lessee

The Group leases several assets including buildings, furnitures and equipments. The average lease term is 4.36 years. (March 31, 2023 - 5.13 years).

Right-of-use assets (both continued and discontinued operations)	Building	Com-puters	Furni-ture& Fixtures	Office Equip-ment	STB	Plant & Equipment	Tran-sponder	Total
Net carrying amount								
March 31, 2023	29,616.64	345.86	-	-	21,551.45	12,183.37	7,223.20	**70,920.52**
March 31, 2024	23,653.53	292.30	-	-	38,581.90	23,241.30	6,491.64	**92,260.67**
Depreciation expense for the year ended								
March 31, 2023	8,592.35	300.28	7.90	3.66	4,939.44	6,878.17	1,913.85	**22,635.65**
March 31, 2024	8,743.87	351.86	-	-	8,844.00	7,551.97	1,826.29	**27,317.99**

Amounts recognised in statement of profit and loss	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation expense on right-of-use assets	27,317.99	22,635.65
Interest expense on lease liabilities	6,702.72	6,932.15
Expense relating to short-term leases	2,144.89	2,936.33
(Gain)/ Loss on termination of leases	228.36	471.46

Lease liabilities	March 31, 2024	March 31, 2023
Non Current	46,406.00	42,952.57
Current	33,669.28	24,778.22
Total	**80,075.28**	**67,730.79**

Movement in Lease Liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	67,730.79	58,957.19
Add: Addition made during the year	43,436.63	36,405.77
Less : Deduction	(2,653.64)	4,797.87
Add: Finance cost accrued during the year	6,702.72	5,543.20
Less: Payment of Lease Liabilities	(35,141.24)	28,377.50
Closing Balance	**80,075.29**	**67,730.79**

Maturity analysis of Lease payments and short term and low value leases

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	34,084.84	24,869.08
Later than 1 year and not later than 5 years	39,510.23	38,446.38
Later than 5 years	6,895.75	4,515.67

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the treasury function.

ii) Group as lessor

The Group has entered into a non cancellable operating lease arrangement with its lessee for buildings. The average lease term is 5 years. (March 31, 2023 - 5 years).

Total lease rental income (receivable on monthly basis) recognized in the statement of profit and loss for the year ended March 31, 2024 is ₹ 1,433.54 Lakhs. (March 31 2023 - ₹ 652.38 Lakhs).

The future minimum lease income under non cancellable operating lease in aggregate are as follows:

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	1,201.42	767.72
Later than 1 year and not later than 5 years	3,147.81	1,435.31
Later than 5 years	-	-

iii) Sub-lease arrangement

The Group Sub- leases several assets including buildings, furniture and equipments. The average lease term is 4.2 years. (March 31, 2023 - 2.7 years)

The movement on account of subleased asset during the years ended March 31, 2024 and March 31, 2023 is as follows :

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the period	1,508.47	2,209.14
Addition during the period	41.23	-
Interest income accrued during the period	82.17	138.76
Lease receipts	(778.40)	(865.66)
Effect of Foreign currency differences	16.55	26.24
Balance at the end of the period*	**870.03**	**1,508.47**

* This excludes lease equalization reserve of ₹ 68.31 lakhs (PY - ₹ 44.21 lakhs)

The details of contractual maturities (undiscounted) of the subleased assets as at March 31, 2024 and March 31, 2023 are as follows :

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	515.39	763.11
Later than 1 year and not later than 5 years	315.95	879.93
Later than 5 years	-	-

*During the year, the Group has received one time incentive of ₹ 828.58 lakhs from Intelsat who engaged in providing the “Transponder” on lease basis, in consideration of volume of business purchased by the Group. As per the terms, Incentive will be adjusted with future lease payment till January 31, 2025.

54 Renewal of licenses

Under the provisions of the Cable Television Networks (Regulations) Act, 1995, the Group Subsidiary Company IndusInd Media and Communications Limited (IMCL) as a Multi System Operator ('MSO') is registered with the Information and Broadcasting Ministry under Rule 11C of the Cable Television Network Rules, 1994. Apart from the said registration, IMCL is also required to take registration as a cable operator under Rule 5 of the Cable Television Networks Rules, 1994 from the Registering Authority i.e. Post Office year on year basis. IMCL is in the process of renewing the postal licenses that have lapsed during the year / previous years at some of the locations.

55 Foreseeable losses

The Group has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year-end, the Group has reviewed all such contracts and confirmed that no provision is required to be created under any law / accounting standard towards any foreseeable loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

56 Details of inventories under broad heads

Inventories	Opening stock (A)	Purchases (B)	Sale/ Consumed (C)	Closing stock (D)
Network cable, equipments and traded goods				
FY 2023-24	1,189.08	4,098.83	4,182.52	1,105.39
FY 2022-23	1,074.11	3,805.96	3,690.99	1,189.08
Media inventory				
FY 2023-24	477.05	82.04	-	559.09
FY 2022-23	158.76	318.29	-	477.05

57 Details of material non-controlling interests

Company	Year ended March 31, 2024	Year ended March 31, 2023
IndusInd Media and Communications Limited (IMCL) including its subsidiaries		
Principal activity	Multi system operator in operation and distribution of television channels through medium of analogue, digital and terrestrial satellite cable transmission and distribution network	
Place of incorporation and principal place of business	India	
Proportion of ownership of interests and voting rights held by non-controlling interest	22.45	22.45
Profit /(Loss) allocated to non-controlling interests	210.61	61.02
OneOTT Intertainment Limited including its subsidiaries		
Principal activity	It provides high speed internet connectivity over a Fiber optic GPON last mile to the customers through their flagship brand, ONE GigaFiber	
Place of incorporation and principal place of business	India	
Proportion of ownership of interests and voting rights held by non-controlling interest	28.35	28.35
Profit /(Loss) allocated to non-controlling interests	(414.09)	170.37
Accumulated non-controlling interests	15,474.38	15,581.45

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

IMCL and its subsidiaries	As at March 31, 2024	As at March 31, 2023
Financial assets	39,319.40	22,024.45
Non-financial assets	7,491.23	7,216.09
Financial liabilities	36,921.10	19,794.71
Non-financial liabilities	634.69	653.39
Equity attributable to owners of the Company	7,701.15	7,339.62
Non-controlling interests	1,553.69	1,452.82

IMCL and its subsidiaries	**Year ended March 31, 2024**	**Year ended March 31, 2023**
Revenue	39,944.97	14,527.17
Expenses	39,124.22	13,886.92
Loss for the year	**820.75**	**640.25**
Tax Expense	250.26	230.47
Profit / (Loss) for the year after tax	**570.49**	**409.78**
Other comprehensive income for the year	1.43	(6.55)
Total comprehensive income for the year	**571.92**	**403.23**
Loss attributable to owners of the Company	463.98	271.81
Profit / (Loss) attributable to the non-controlling interests	106.51	137.97
Loss for the year after tax	**570.49**	**409.78**
Other comprehensive income attributable to owners of the Company	1.43	(6.55)
Other comprehensive income attributable to the non-controlling interests	-	-
Other comprehensive income for the year	**1.43**	**(6.55)**
Total comprehensive income attributable to owners of the Company	465.41	265.26
Total comprehensive income attributable to the non-controlling interests	106.51	137.97
Total comprehensive income for the year	**571.92**	**403.23**
Dividends paid to non-controlling interests	(102.78)	49.00
Net cash inflow / (outflow) from operating activities	1,181.49	715.69
Net cash inflow / (outflow) from investing activities	(14,559.03)	(8,176.91)
Net cash inflow / (outflow) from financing activities	13,214.15	7,547.62
Net cash inflow / (outflow)	**(163.39)**	**86.40**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

58 Details of the outstanding principal (including unamortised borrowing cost), interest rate, security and repayment terms:

Secured Loans	As at March 31, 2024				As at March 31, 2023			
Particulars	Non-current	Current	Interest Rate p.a.	Particulars of redemption / repayment	Non-current	Current	Interest Rate p.a.	Particulars of redemption / repayment
From Banks								
TL – 1	3,150.15	6,204.40	Between 10.75% to 10.95%	Repayable Between April 2018 to July 2025 (Refer Note 1)	9,354.31	4,112.75	Between 8.50% to 10.15%	Repayable between April 2018 to July 2025 (Refer Note 1)
TL – 2	-	-	-	-	-	109.99	10.35% to 11.60%	Repayable between April 2021 to April 2023 (Refer Note 2)
TL – 3	-	1,998.92	9.52%	Repayable in Apr-24. (Working capital demand loans) (Refer note 3)	-	2,000.00	11.20%	Repayable in Apr-23. (Working capital demand loans) (Refer note 3)
TL - 4	3,210.90	866.66	10.56%	Term loan for capital expenditure, Repayable in 18 Qty installments in multiple tranches, last being Mar-29. (Refer note 4)	-	-	-	-
TL - 5	-	5,369.97	9.50%	Repayable in Jun-24 (Working capital demand loans for Purchase Invoice Financing) (Refer note 5)	-	-	-	-
TL – 6	1,991.64	226.28	9.90% to 10.40%	Repayable in 20 Qty equal installments starting from Nov-24 to Dec-29 in multiple tranches (Refer Note 6)	-	-	-	-
TL – 7	-	1,894.31	9.50%	Working Capital Demand Loan and Purchase Invoice Financing, Payable in Jun-24 and Apr-24 respectively (Refer Note 7)	-	-	-	-
TL – 11	-	45,840.63	Coupon Linked to 3month term SOFR +1.20% p.a	Repayable on: 18 Jul 2024	-	-	-	-
Bank Overdrafts	-	19,000.00	7.5% to 8.4%	Repayable on demand (Refer Note 10)	74.50	14,955.22	7.5% to 8.4%	Repayable on demand
From Non-Banking Financial Institutions								
TL – 8	8.75	4.45	18%	"Repayable quarterly up to January 2028 (Refer note 8)"	11.61	3.75	-	Repayable quarterly up to January 2028 (Refer note 8)
TL – 9	-	33.70	8.50%	No Repayable terms defined	-	75.19	8.00%	No Repayable terms defined
TL – 10	4,948.49	-	11%	Repayable by way of bullet repayment on expiry of tenure of the facility i.e. 3 years (Refer Note 9)	-	-	-	-
TL – 12	41.72	-	9.20%	Repayable in 60 equated monthly installments (Refer note 13)	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Secured Loans	As at March 31, 2024				As at March 31, 2023			
Particulars	Non-current	Current	Interest Rate p.a.	Particulars of redemption / repayment	Non-current	Current	Interest Rate p.a.	Particulars of redemption / repayment
Unsecured Loans								
Loans from related parties (Refer Note 45)	-	29,800.00	9.00%	Repayable on demand	-	-	-	-
Loans from other parties	-	6,000.00	Between 8.80 % to 11.50%	Repayable on demand	-	1,379.88	Between 8.80 % to 11.50%	Repayable on demand
Total	**-**	**35,800.00**			**74.50**	**1,379.88**		
Total	**13,351.65**	**117,239.32**			**9,514.92**	**22,636.78**		

* Put / call Option at every 365 days interval from initial disbursement date.

Notes:

1. TL-1- The Loan is repayable in 7 years in 28 quarterly instalments, for each tranche of disbursement. First repayment will commence from 4th month of the date of each tranche of disbursement. Interest rate 6 months MCLR and Yes Bank Limited shall reset the 6 months MCLR on 1st day of the month falling after six calendar months including the month in which drawdown has been made. First Charge on all current and movable assets (both present and future) and Escrow Account for collection of proceeds of lease rentals to be created in favour of Vistra ITCL India Ltd.
2. TL-2 - Repayable in 24 Quarterly unequal instalments starting from January 2017 after an initial moratorium of 2 years. Interest rate 6 months MCLR plus spread of 2.35%. Interest ranging from 10.35%to 11.60% between April - 2022 to March 2023 with an exclusive charge on all Hits related Fixed assets.
3. TL-3 are secured by pari passu hypothecation on all current assets, movable fixed assets (present and future) and immovable properties.
4. TL-4 are secured by first pari passu hypothecation on all current assets, movable fixed assets (present and future) of the Media Division.
5. TL-5 are secured by first pari passu hypothecation on all current assets, movable fixed assets (present and future) of the Media Division.
6. TL-6 are secured by first pari passu hypothecation on all current assets (present and future), and second pari passu charge movable fixed assets (present and future) of OneOTT Intertainment Ltd
7. TL-7 are secured by first pari pasu charge by way of hypothecation of current asset both present and future. Second Pari Pasu charge on movable Fixed Assets, both present and future
8. TL-8 - Pertains to sales and lease back transaction conducted in the year ended 31st March 2020 which is payable in 32 unequal installments starting from April 2020, as per the operating lease agreement entered.
9. TL-10 are secured by exclusive charge on land and building of IN Centre Office and creation of DSRA @ 26.70% by end of 2.50 years
10. First Pari-passu charge on current assets and movable Fixed Assets present and future.
11. The quarterly returns / statements of current assets filed by the Group with banks / financial institutions are in agreement with the books of accounts.
12. TL-11 are secured by Fixed deposit and hypothecation on current assets of HGS USA LLC.
13. The term loan is obtained by one of the subsidary companies to purchase of vehicle. The term loan is secured by hypothecation of the said vehcile.

(All amounts are in ₹ Lakhs)

59 Additional Information pursuant to para 2 of general information for the preparation of consolidated financial statements

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Hinduja Global Solutions Limited								
March 31, 2024	41%	3,10,207.50	0%	(2,900.97)	0%	(1,659.20)	-1%	(4,560.17)
March 31, 2023	59%	440,729.96	4%	33,004.92	0%	422.74	4%	33,427.66
Subsidiaries								
Indian								
IndusInd Media and Communications Limited								
March 31, 2024	1%	8,607.73	0%	255.45	0%	1.43	0%	256.88
March 31, 2023	1%	8,350.84	0%	264.47	0%	(6.55)	0%	257.92
OneOTT Intertainment Limited								
March 31, 2024	4%	32,110.77	0%	(1,514.40)	0%	0.83	0%	(1,513.57)
March 31, 2023	4%	33,624.33	0%	567.68	0%	(9.56)	0%	558.12
Bhima Riddhi Infotainment Private Limited								
March 31, 2024	0%	2,272.19	0%	267.47	0%	-	0%	267.47
March 31, 2023	0%	2,214.47	0%	384.56	0%	-	0%	384.56
Darpita Trading Company Private Limited								
March 31, 2024	0%	117.91	0%	138.18	0%	-	0%	138.18
March 31, 2023	0%	(20.27)	0%	108.18	0%	-	0%	108.18
Sainath In Entertainment Private Limited								
March 31, 2024	0%	(277.07)	0%	18.84	0%	-	0%	18.84
March 31, 2023	0%	(295.91)	0%	10.08	0%	-	0%	10.08
Sangli Media Services Private Limited								
March 31, 2024	0%	43.76	0%	(31.62)	0%	-	0%	(31.62)
March 31, 2023	0%	75.38	0%	(11.47)	0%	-	0%	(11.47)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Vinsat Digital Private Limited								
March 31, 2024	0%	(5.56)	0%	(256.04)	0%	-	0%	(256.04)
March 31, 2023	0%	250.48	0%	(110.13)	0%	-	0%	(110.13)
Ajanta Sky Darshan Private Limited								
March 31, 2024	0%	(13.76)	0%	41.71	0%	-	0%	41.71
March 31, 2023	0%	(55.47)	0%	(42.34)	0%	-	0%	(42.34)
Apna Incable Broadband Service Private Limited								
March 31, 2024	0%	(173.07)	0%	19.59	0%	-	0%	19.59
March 31, 2023	0%	(192.66)	0%	(18.35)	0%	-	0%	(18.35)
Goldstar Infotainment Private Limited								
March 31, 2024	0%	(2.93)	0%	17.78	0%	-	0%	17.78
March 31, 2023	0%	(20.71)	0%	(18.35)	0%	-	0%	(18.35)
Goldstar Noida Network Private Limited								
March 31, 2024	0%	(583.97)	0%	17.93	0%	-	0%	17.93
March 31, 2023	0%	(601.90)	0%	(18.31)	0%	-	0%	(18.31)
RBL Digital Cable Network Private Limited								
March 31, 2024	0%	12.17	0%	17.78	0%	-	0%	17.78
March 31, 2023	0%	(5.61)	0%	(18.35)	0%	-	0%	(18.35)
Sunny Infotainment Private Limited								
March 31, 2024	0%	(63.06)	0%	17.73	0%	-	0%	17.73
March 31, 2023	0%	(80.79)	0%	(18.33)	0%	-	0%	(18.33)
United Mysore Network Private Limited								
March 31, 2024	0%	(58.62)	0%	11.12	0%	-	0%	11.12
March 31, 2023	0%	(69.74)	0%	(15.18)	0%	-	0%	(15.18)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
USN Networks Private Limited								
March 31, 2024	0%	(28.70)	0%	20.25	0%	-	0%	20.25
March 31, 2023	0%	(48.95)	0%	(15.35)	0%	-	0%	(15.35)
Vistaar Telecommunication and Infrastructure Private Limited								
March 31, 2024	0%	(104.06)	0%	19.48	0%	-	0%	19.48
March 31, 2023	0%	(123.54)	0%	(20.35)	0%	-	0%	(20.35)
In Entertainment (India) Private Limited								
March 31, 2024	2%	12,389.20	0%	55.79	0%	439.16	0%	494.95
March 31, 2023	2%	11,894.25	0%	66.00	0%	(301.80)	0%	(235.80)
Onemahanet Inentertainment Private Limited								
March 31, 2024	0%	72.26	0%	0.68	0%	-	0%	0.68
March 31, 2023	0%	71.59	0%	(30.84)	0%	-	0%	(30.84)
Foreign								
HGS International								
March 31, 2024	57%	4,30,295.22	2%	13,183.40	0%	-	2%	13,183.40
March 31, 2023	53%	3,99,249.54	0%	(2,999.80)	0%	-	0%	(2,999.80)
Hinduja Global Solutions LLC								
March 31, 2024	-6%	(41,722.36)	-1%	(9,508.37)	0%	-	-1%	(9,508.37)
March 31, 2023	-4%	(31,675.80)	-1%	(6,559.24)	0%	-	-1%	(6,559.24)
C-Cubed N.V.								
March 31, 2024	0%	2.22	0%	(5.97)	0%	-	0%	(5.97)
March 31, 2023	0%	8.40	0%	(16.39)	0%	-	0%	(16.39)
HGS St.Lucia Limited								
March 31, 2024	0%	(19.83)	0%	-	0%	-	0%	-
March 31, 2023	0%	(19.52)	0%	-	0%	-	0%	-

(All amounts are in ₹ Lakhs)

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Team HGS South Africa (Pty) ltd								
March 31, 2024	0%	-	0%	-	0%	-	0%	-
March 31, 2023	0%	-	0%	-	0%	-	0%	-
HGS Properties LLC								
March 31, 2024	1%	10,117.21	0%	(620.28)	0%	-	0%	(620.28)
March 31, 2023	1%	10,582.54	0%	369.14	0%	-	0%	369.14
HGS (USA) LLC								
March 31, 2024	9%	63,746.21	0%	242.10	0%	-	0%	242.10
March 31, 2023	8%	62,562.48	0%	(3,013.18)	0%	-	0%	(3,013.18)
HGS Canada Holdings LLC								
March 31, 2024	4%	28,216.99	0%	(4.13)	0%	-	0%	(4.13)
March 31, 2023	4%	27,803.39	0%	-	0%	-	0%	-
HGS Canada Inc.								
March 31, 2024	5%	37,078.60	1%	5,811.40	0%	-	1%	5,811.40
March 31, 2023	4%	30,783.13	0%	(1,979.11)	0%	-	0%	(1,979.11)
Affina Company								
March 31, 2024	0%	(3,157.83)	0%	-	0%	-	0%	-
March 31, 2023	0%	(3,111.09)	0%	-	0%	-	0%	-
HGS CX Technologies Inc.								
March 31, 2024	14%	1,02,881.00	1%	5,507.61	0%	-	1%	5,507.61
March 31, 2023	9%	67,633.21	1%	6,583.64	0%	-	1%	6,583.64
Hinduja Global Solutions UK Limited								
March 31, 2024	17%	128,236.02	7%	54,879.43	0%	-	7%	54,879.43
March 31, 2023	9%	67,860.35	1%	5,834.88	0%	-	1%	5,834.88
C-Cubed B.V.								
March 31, 2024	-1%	(4,339.09)	0%	(177.38)	0%	-	0%	(177.38)
March 31, 2023	-1%	(4,043.31)	0%	(167.42)	0%	-	0%	(167.42)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Customer Contact Center Inc.								
March 31, 2024	1%	3,841.67	0%	129.41	0%	-	0%	129.41
March 31, 2023	1%	3,783.70	0%	169.00	0%	-	0%	169.00
Team HGS Limited								
March 31, 2024	10%	71,560.57	1%	3,752.51	0%	-	1%	3,752.51
March 31, 2023	9%	69,028.13	0%	496.65	0%	-	0%	496.65
Hinduja Global Solutions Mena FZ LLC								
March 31, 2024	-1%	(6,606.58)	0%	(34.38)	0%	-	0%	(34.38)
March 31, 2023	-1%	(6,474.68)	0%	(0.81)	0%	-	0%	(0.81)
Falcon Health Solutions Puerto Rico Holding LLC								
March 31, 2024	0%	-	0%	-	0%	-	0%	-
March 31, 2023	0%	-	0%	-	0%	-	0%	-
Falcon Health Solutions Puerto Rico LLC								
March 31, 2024	0%	3.02	0%	-	0%	-	0%	-
March 31, 2023	0%	2.97	0%	(1.16)	0%	-	0%	(1.16)
HGS Digital, LLC (Formerly known as Element Solutions LLC)								
March 31, 2024	2%	13,408.53	0%	2,397.52	0%	-	0%	2,397.52
March 31, 2023	2%	13,328.78	1%	4,492.10	0%	-	1%	4,492.10
Diversify Offshore Staffing Solutions Pty Ltd.								
March 31, 2024	0%	(333.42)	0%	1,301.54	0%	-	0%	1,301.54
March 31, 2023	0%	(1,665.31)	0%	(658.29)	0%	-	0%	(658.29)
Diversify Intelligent Staffing Solutions Inc.								
March 31, 2024	0%	(1,234.20)	0%	(485.82)	0%	-	0%	(485.82)
March 31, 2023	0%	(790.32)	0%	320.71	0%	-	0%	320.71

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the entity in the group	Net Assets (total assets minus total liabilities)		Share in profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Diversify ISS BGC Inc.								
March 31, 2024	0%	1,331.97	0%	(165.79)	0%	-	0%	(165.79)
March 31, 2023	0%	1,513.10	0%	229.33	0%	-	0%	229.33
Diversify Offshore Solutions Cebu Inc.								
March 31, 2024	0%	151.07	0%	(217.07)	0%	-	0%	(217.07)
March 31, 2023	0%	84.35	0%	37.50	0%	-	0%	37.50
Teklink International LLC (Formerly known as Teklink International Inc.)								
March 31, 2024	1%	6,585.09	1%	4,738.66	0%	-	1%	4,738.66
March 31, 2023	1%	5,853.33	0%	374.64	0%	-	0%	374.64
Teklink International AG								
March 31, 2024	0%	842.10	0%	623.15	0%	-	0%	623.15
March 31, 2023	0%	219.90	0%	56.01	0%	-	0%	56.01
HGS Colombia S.A.S								-
March 31, 2024	0%	1,330.11	0%	(663.82)	0%	-	0%	(663.82)
March 31, 2023	0%	337.09	0%	(211.65)	0%	-	0%	(211.65)
Less: Consolidation, Elimination and GAAP Adjustments								
March 31, 2024	-63%	(473,439.68)	-9%	(63,377.26)	1%	7,388.75	-8%	(55,988.51)
March 31, 2023	-49%	(369,479.22)	-1%	(4,451.28)	4%	31,003.79	4%	26,552.51
Less: Non-controlling interest								
March 31, 2024	2%	15,474.39	0%	(203.48)	0%	125.06	0%	(78.42)
March 31, 2023	2%	15,581.45	0%	231.40	0%	(89.74)	0%	141.66
Grand Total								
March 31, 2024		**7,48,771.67**		**13,319.73**		**6,296.03**		**19,615.76**
March 31, 2023		**8,54,652.33**		**33,205.21**		**31,018.88**		**64,224.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

60 Exceptional items includes costs related to certain vendor contracts attributable to the healthcare business (HC). These contracts have not been transferred pursuant to the terms of divestment of HS Business and accordingly reported within the Continuing Operations. The impact of the same is included in point a below:

Particulars	FY 2023-24	FY 2022-23
a. Provisions attributable to Healthcare Business	-	(3,286.91)

61 Additional regulatory information required by Schedule III to the Companies Act, 2013

(i) The Group does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the year.

(iii) The Group has not come across any transaction occurred with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(v) The Group does not have any charges or satisfaction of charges which is yet to be registered with the Registrar of the Companies beyond the statutory period.

(vi) Utilization of borrowed funds and securities premium:

(I) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(II) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) except the loan granted by the Parent company to it's subsidiary for acquisition of Teklink International LLC, which was settled during the year.

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(vii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

62 Subsequent events:

Subsequent to the approval of consolidated financial statements as of and for the year ended March 31, 2023 by the Board of Directors at its meeting held on May 26, 2023, the Group identified that an amount presented under the head “Other Income” had an inadvertent error, in working out gain on sale of a property held by HGS International, Mauritius. The annual financial statements (as amended) of the HGS International, Mauritius for the year ended March 31, 2023 have been approved by the Board of Directors of HGS International, Mauritius on August 8, 2023.

Consequently, previously issued consolidated annual financial statements have been amended by the Group to incorporate the changes. The impact of this is reflected in decrease to the tune of ₹ 1,649.85 Lakhs in Other Income, ₹ 1,641.83 Lakhs in Profit After Tax and Retained Earnings and increase in Other Liabilities by ₹ 1,673.40 Lakhs. The basic and diluted earnings per share for the year ended March 31, 2023 has decreased by ₹ 3.13 per share in this regard. Further, consequential changes have been made in consolidated cash flow statements and group operating segments.

The amendment to the consolidated financial statements have been carried out solely for the impact of above error and no other changes/ adjustments have been carried out for any other events occurring after May 26, 2023 (being the date when the consolidated financial statements were first approved by the Board of Directors of the Company).

(All amounts are in ₹ Lakhs)

These consolidated annual financial statements (as amended), which have been reviewed by the Audit Committee and then approved by the Board of Directors at their respective meetings held on August 9, 2023 and supersedes the previously issued consolidated annual financial statements that were reviewed by the Audit Committee and then approved by the Board of Directors respectively on May 26, 2023. The statutory auditors have issued unmodified amended report dated August 09, 2023 on the aforesaid consolidated annual financial statements (as amended).

There is no change in the standalone financial statements for the year ended 31st March 2023.

63 During the year ended March 31, 2024, the Income Tax Authorities ('the department') conducted survey/ search at Holding Company's registered office, corporate office, and some of its other premises. The Officials of the Holding Company provided the required details, clarifications, and documents to them during such survey/search. As on the date of issuance of these audited Consolidated financial statements, the Holding Company has not received any written communication from the department regarding the outcome of the survey/search, as aforesaid. Therefore the consequential impact, if any, on these audited Consolidated financial statements is currently not ascertainable. Further, based on the records/documents available and facts known to it, the management is of the view that no adjustments are required to these audited Consolidated financial statements for the year ended March 31, 2024.

64 During the year the group has sold its Optical fiber assets for a consideration of ₹ 21,930.00 lakhs and the resultant gain of ₹ 5,037.39 lakhs is included in Other Income.

65 Previous year figures have been regrouped / rearranged wherever considered necessary, to conform to current year classification.

The accompanying notes form as integral part of these consolidated financial statements.

As per our report of even date

For Haribhakti & Co LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah

Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

INDEPENDENT AUDITOR'S REPORT

To THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Hinduja Global Solutions Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements including a summary of material accounting policy information and other explanatory information (hereinafter referred to as "standalone financial statements") in which are included the Returns for the year ended on that date audited by the branch auditor of the Company's branch at Philippines.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the branch auditor on financial information of the branch referred to in the Other Matter section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at March 31, 2024, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the branch auditor in terms of their reports referred to in the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 55 to the standalone financial statements, describing the survey / search carried out by the Income Tax Authorities ('the department') during November/ December 2023. As stated in the aforesaid note, the Company has not received any written communication from the department regarding the outcome of the survey/search as aforesaid and hence, the consequential impact, if any, on the audited standalone financial statements for the year ended March 31, 2024 is currently not ascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the key audit matter
Intercorporate deposits to the related parties As described in Note 7, Note 13 and Note 43, the Company has given intercorporate deposits of ₹ 148,446.98 lakhs (March 31, 2023 ₹ 261,557.98 Lakhs) to its related parties which were outstanding as on March 31, 2024. We identified the aforesaid transactions with related parties and its disclosure, as set out in respective notes to the standalone financial statements, was a significant area of focus and hence, considered it as a Key Audit Matter.	• Obtained an understanding of the Company's policies and procedures in respect of identification, approval, accounting, assessment of arm's length, and disclosure of Intercompany deposits ('related party transaction') to the related parties. We also understood design and implementation of controls and tested the operating effectiveness of these controls. • Obtained a list of related parties from the management and traced the related parties to declarations given by directors, where applicable. • Read minutes of the meetings of the Board of Directors and Audit Committee, to trace the related party transaction with limits approved by Audit Committee / Board of Directors, providing an unanimous approval of all independent directors present at the meeting approving the placement of unsecured intercorporate deposits to related parties, including to the promoter shareholders, the terms thereof, degree of credit risk associated with the respective borrowers, the purpose and business rationale for giving intercorporate deposits, and the arms' length interest rates considered. • Tested such related party transaction on a sample basis, with the underlying contracts, confirmation letters and other supporting documents. • Validated the Company's assessment, with respect to compliance with the relevant provision of the Act, on arm's length principles. • Inspected Managements evaluation of recoverability by reference to the audited or unaudited financial statements including change in ratings as applicable of the respective borrowers. • Reviewed the classification and disclosures in the standalone financial statements to assess whether the classification and disclosure are in accordance with the requirement of Schedule III and Ind AS 24 'Related Party Disclosures'.

INDEPENDENT AUDITOR'S REPORT

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, Corporate Overview, Management Discussion & Analysis Report, Business responsibility and sustainability report and Corporate Governance report, but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Director's report, Corporate Overview, Management Discussion & Analysis Report, Business responsibility and sustainability report and Corporate Governance report are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's report, Corporate Overview, Management Discussion & Analysis Report, Business responsibility and sustainability report and Corporate Governance report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone@ financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its branch to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors. For the other entity or business activity included in the standalone financial statements, which have been audited by the branch auditor, such branch auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial information of one foreign branch included in the Statement, whose Standalone financial statements reflect total assets of ₹ 88,628.24 Lakhs as at March 31, 2024, total revenues of ₹ 24,525.54 Lakhs for the year ended March 31, 2024, total net profit after tax of ₹ 1,744.58 Lakhs and total comprehensive income of ₹ 1,491.92 lakhs for the year ended March 31, 2024 and net cash outflows of ₹ 13,507.67 Lakhs for the year ended March 31, 2024 as considered in the standalone financial statements. The financial statements of the branch has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.

This Branch is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country. The Company has converted the financial statements of such Branch located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our report in so far as it relates to the balances and affairs of such branch located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

Report on Other Legal and Regulatory Requirements

(1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we report in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditor on the separate financial information of the branch referred to in the Other Matters section above, we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branch not visited by us;

c) The reports on the accounts of the branch office of the Company audited under section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt with by us in preparing this report;

d) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account and with the returns received from branch not visited by us;

e) In our opinion, the aforesaid standalone financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

f) On the basis of the written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;

g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";

h) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in excess of the limits laid down under section 197 of the Act. Details of remuneration paid in excess of the limit laid down under this section are as given in Note 43 of the standalone financial statements. The Company has obtained the necessary approval of the shareholders of the Company, in this regard;

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 35(a) on Contingent Liabilities to the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 44 on derivatives to the standalone financial statements;

iii. Following are the instance of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company:

Nature of Dues	Amount to be transferred (₹In Lakhs)	Due date for amount to be transferred	Actual date of transferred
2nd Interim Dividend for FY 2016-17	0.86	December 15, 2023	February 01, 2024

iv.

a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As stated in Note 42(B) to the standalone financial statements:

a) The final dividend proposed in the previous year, declared and paid by the Company during the year are in compliance with section 123 of the Act, as applicable.

b) No interim dividend has been declared and paid by the Company during the year and until the date of this report as required under section 123 of the Act.

c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in compliance with section 123 of the Act, as applicable.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. However, the SAP application has a feature to disable the audit logs. Also as confirmed by admin person having access to change audit trail configuration, activity logs were not reviewed during the period under audit by the Management. Further during the course of our audit we did not come across any instance of audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXF6034

Place : Mumbai
Date : May 30, 2024

ANNEXURE 1 TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section in the Independent Auditor’s Report of even date to the members of Hinduja Global Solutions Limited (“the Company”) on the standalone financial statements for the year ended March 31, 2024]

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information, explanations and written representation given to us by the management and the books of account and other records examined by us in the normal course of audit, we report that:

(i) (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets :

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-Use Assets except in case of set top boxes which are in possession of customers/ third parties and distribution equipment comprising overhead and underground cables, pertaining to digital, media and communication business. As informed by the management, it is impracticable to maintain detailed records of such assets given the nature of such assets and the Company’s business.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Company has a program of verification of Property, Plant and Equipment, and right-of-use assets so to cover all the items, except set top boxes which are in possession of customers/ third parties and distribution equipment comprising overhead and underground cables pertaining to digital, media and communication business, once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment, except for setup boxes and distribution equipment, were due for verification during the year and were physically verified by the Management during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification. Further, Management is of the view that it is not possible to physically verify the setup boxes and distribution equipment, due to their nature and location. Further in case of the Company’s branch at Philippines, during the year, the branch have not physically verified its Property, Plant and Equipment.

(c) Based on the examination of the registered sale deed / transfer deed / conveyance deed/ the property tax receipts and the lease agreement for the land/building provided to us, we report that, the title deeds of all the immovable properties, disclosed in the Standalone financial statements included in property, plant and equipment of land and buildings which are freehold are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as at the balance sheet date, the lease agreements are duly executed in favour of the Company except for the followings.

Description of property	Gross carrying value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of Company
Leasehold - Plant and Equipment	1,201.26	Nxt Digital Limited	Yes	During lease period	Refer Note below

Note: The above cases pertain to lease agreement, which are on the name of Nxt digital Limited and the Company is in the process of novation of those agreement in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and/or Intangible Assets during the year. Accordingly, reporting under clause (i)(d) of paragraph 3 of the Order is not applicable.

(e) No proceedings have been initiated or are pending against the Company as at March 31, 2024 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder, as amended.

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

(ii) (a) The inventory lying in the books of account consist of media inventory and stock of network cable and equipment. In respect of media inventory, as explained to us by the Management, it cannot be subject to physical verification as it is in the nature of free commercial time. The management has conducted physical verification of inventory in respect of stock of network cable and equipment at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies were noticed on physical verification carried out during the year.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees during the year, in aggregate from banks and/or financial institutions, on the basis of security of current assets as per the agreement. The quarterly returns/statements filed by the Company with such banks and/or financial institutions are in agreement with the unaudited/audited books of account of the Company of the respective quarters.

(iii) During the year, the Company has not provided security or granted any advances in the nature of loans, secured or unsecured, to firms, Limited Liability Partnerships or any other parties. Further during the year, the Company has made investments, provided guarantee and granted unsecured loans to some of its subsidiaries and other parties, in respect of which:

(a) During the year, the Company has made investment in, provided guarantee and unsecured loans to some of its subsidiaries and other parties, details of which are given below :-

(₹ in Lakhs)

Sr. No.	Particulars	Loans granted	Investment made	Guarantee Provided
A	**Aggregate amount granted / provided during the year**			
	- Subsidiaries	49,555.85	12,404.98	45,542.53
	- Others	52,936.00	-	-
B	**Balance outstanding as at March 31, 2024 in respect of above cases**			
	- Subsidiaries	21,694.21	12,404.98	45,542.53
	- Others	51,741.00	-	-

(b) In our opinion, the terms and conditions of Investment made, all the loans granted by the Company during the year are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of the aforesaid loans, there were no schedule for repayment of principal and interest has been stipulated by the Company as the same were repayable on demand except for Loan to one of the WOS granted during the year of ₹ Nil (outstanding balance as on March 31, 2024 is ₹ 75,011.77 Lakhs) wherein the terms of repayment is perpetuity Therefore, in the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and payment of interest and amounts overdue for more than ninety days, if any, as required under clause (iii)(d) of paragraph 3 of the Order.

(d) There were no loans which has fallen due during the year, have been renewed or extended. Further, there were no instances of fresh loans being granted to settle the overdues of existing loans given to the same parties.

(e) The Company has granted loans which are either repayable on demand or without specifying any terms or period of repayment. Details of the same are as below:

(₹ in Lakhs)

Particulars	All parties	Related Parties*
Aggregate amount of loans		
- Repayable on demand (A)	102,491.85	102,491.85
- Agreement does not specify any terms or period of repayment (B)	-	-
Total (A+B)	**102,491.85**	**102,491.85**
Percentage of loans to the total loans	100%	

* As defined under section 2(76) of the Act

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

(iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) In our opinion, the Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable.

(vi) In respect of digital, media and communication business, the maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Goods and Services tax (GST), provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, value added tax, cess and any other material statutory dues applicable to it, though there has been a slight delay in a few cases.

No undisputed amounts payable in respect of Income tax, GST, customs duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Due Date	Date of Payment
The Employee' Provident Funds & Miscellaneous Provision Act,1952	Provident Fund	2.28	April 2022 to August 2023	Various date	Unpaid
Maharashtra Entertainment Duty Act, 1923	Entertainment Tax	102.99	Several Years	Various date	Unpaid

(b) The dues outstanding with respect to Income tax, GST, sales tax, service tax, value added tax, customs duty, Entertainment Tax, License Fees on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	99.80	AY 1999-2000	High Court
Income Tax Act 1961	Income Tax	174.49	AY 2000-2001	High Court
Income Tax Act 1961	Income Tax	144.54	AY 2001-2002	High Court
Income Tax Act 1961	Income Tax	184.42	AY 2002-2003	Assessing officer
Income Tax Act 1961	Income Tax	200.64	AY 2004-2005	Supreme Court
Income Tax Act 1961	Income Tax	11.04	AY 2005-2006	Supreme Court
Income Tax Act 1961	Income Tax	1,010.81	AY 2007-2008	High Court / Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	333.41	AY 2009-2010	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	17.34	AY 2010-2011	Assessing officer
Income Tax Act 1961	Income Tax	159.75	AY 2011-2012	Assessing officer
Income Tax Act 1961	Income Tax	167.74	AY 2012-2013	Assessing officer
Income Tax Act 1961	Income Tax	386.63	AY 2013-2014	Assessing officer

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	1,577.8	AY 2014-2015	Assessing officer / Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	512.31	AY 2015-2016	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	1,135.61	AY 2016-2017	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	197.14	AY 2017-2018	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	222.15	AY 2018-2019	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	7,291.1	AY 2020-2021	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	14.22	AY 2021-2022	Commissioner of Income Tax (Appeal)
Income Tax Act 1961	Income Tax	2,077.48	AY 2022-2023	Commissioner of Income Tax (Appeal)
Maharashtra Entertainment Duty Act, 1923	Entertainment tax	56.00	May-2008 to Jul-2010	High Court/ Tahsildar Borivali
Maharashtra Entertainment Duty Act, 1923	Entertainment tax	507.09	Apr-2013 to Sep-2013	District Collector/ Tahsildar
Maharashtra Entertainment Duty Act, 1923	Entertainment tax	1,261.06	Apr-2013 to Mar-2015	Tahsildar
Maharashtra Entertainment Duty Act, 1923	Entertainment tax	41.35	Apr-2013 to Jul-2013	ET Officer
Maharashtra Entertainment Duty Act, 1923	Entertainment tax	19.77	Apr-2009 to Jun-2015	ET Officer
AP Entertainment Act	Entertainment tax	193.00	Apr-2010 to Mar-2014	Commercial Tax Officer
UP Entertainment Tax	Entertainment tax	107.69	Apr- 2013 to June 2017	District Magistrate
Service Tax	Service Tax	41.45	Oct-2006 to Mar-2007	Tribunal
Service Tax	Service Tax	45.63	Apr-2003 to Dec-2007	Tribunal
Service Tax	Service Tax	2.00	Jan-2008 to Sep-2008	Tribunal

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)*	Period to which the amount relates	Forum where dispute is pending
Service Tax	Service Tax	3.24	Oct-2008 to Jun-2009	Tribunal
Service Tax	Service Tax	3.38	Jul-2009 to Dec-2009	Tribunal
Service Tax	Service Tax	3.51	Jan-2010 to Dec-2010	Tribunal
Service Tax	Service Tax	9,196.49	April 2010 to December 2014	Commissioner of Service Tax - V, Mumbai
Service Tax	Service Tax	2,981.56	Jan 2015 to June 2017	Commissioner of Service Tax - V, Mumbai
West Bengal Value Added Tax Act, 2003	Sales Tax	44.00	2012-13	Sales Tax Officer
Karnataka Value Added Tax Act	Sales Tax	25.91	2011-12	CTO
Karnataka Value Added Tax Act	Sales Tax	35.45	2012-13	CTO
Karnataka Value Added Tax Act	Sales Tax	14.80	2015-16	CTO
Karnataka Value Added Tax Act	Sales Tax	76.74	2013-14	CTO
Karnataka Value Added Tax Act	Sales Tax	46.47	2016-17	CTO
Central Sales Tax Act 1956	Sales Tax	24.94	2012-13, 2013-14 and 2014-15	High Court of Telangana
UP Value added Tax Act, 2008	Sales Tax	23.66	FY 2016-17	CTO Noida
Telangana Value added Tax Act- 2005	Sales Tax	343.26	Nov 2015 to June 2017	High Court of Telangana
Telangana Value added Tax Act- 2005	Sales Tax	104.47	Nov 2015 to June 2017	High Court of Telangana
AP Value Added Tax, 2005	Sales Tax	297.58	Nov 2015 to June 2017	High Court of Andhra Pradesh
AP Value Added Tax, 2005	Sales Tax	74.40	Nov 2015 to June 2017	High Court of Andhra Pradesh
Gujarat Value Added Tax Act 2003.	Sales Tax	6.01	2015-2016	Vat authorities, Gujrat
Chhattisgarh Value Added Tax, 2005	Sales Tax	54.57	FY 2015-16 and FY 2016-17	Deputy Commissioner Appeal, Raipur
CST Act, 1956	Sales Tax	269.29	2015-16	Sales Tax Officer
CST Act, 1956	Sales Tax	209.55	2016-17	Sales Tax Officer
CST Act, 1956	Sales Tax	833.89	2017-18	Sales Tax Officer
The Customs Act, 1962	Custom duty	9.76	2015 To 2017	CESTAT
The Customs Act, 1962	Custom duty	410.91	2015 To 2019	DRI
The Customs Act, 1962	Custom duty	485.03		CESTAT

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)*	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	Goods and Services Tax	66.99	July 2017 till March 2021	Hon'ble Allahabad High Court
Goods and Service Tax Act	Goods and Services Tax	32.95	Jul-17	Dy. Commissioner of Sales Tax (Appeals)-III, Mazgaon
Department of Telecom	License Fee Payable on Broadband Services	58,711.82	FY 2010-11 to FY 2019-20	TDSAT
Goods and Service Tax Act	Goods and Services Tax	2.79	2019-2020	Deputy Commissioner of State Tax
Goods and Service Tax Act	Goods and Services Tax	206.16	2017-2018	The Joint Commissioner of Commercial Tax Appeals
Goods and Service Tax Act	Goods and Services Tax	0.99	2017-2018	Joint Commissioner of Commercial Tax Appeals
Goods and Service Tax Act	Goods and Services Tax	33.09	2017-2018	Joint Commissioner of Commercial Tax Appeals
Goods and Service Tax Act	Goods and Services Tax	11.25	2017-2018	The Senior Joint Commissioner GST (Appeals)
Goods and Service Tax Act	Goods and Services Tax	36.97	2018-2019	Joint Commissioner GST (Appeals)
Goods and Service Tax Act	Goods and Services Tax	5.61	2018-2019	Joint Commissioner GST (Appeals)
Goods and Service Tax Act	Goods and Services Tax	455.74	2018-2019	Joint Commissioner GST (Appeals)

*Net of amount paid under protest

(viii) We have not come across any transaction which were previously not recorded in the books of account of the Company that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has prima facie utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have, been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, or associate companies, as defined under the Act.

(x)

(a) The Company has not raised money by way of initial public issue offer / further public offer (including debt instruments) during the year. Therefore, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, reporting under clause (x)(b) of paragraph 3 of the Order is not applicable.

(xi)

(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor any fraud on the Company has been noticed or reported during the year, nor have we been informed of any such instance by the management.

(b) No report under section 143(12) of the Act has been filed with the Central Government by the auditors of the Company in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, during the year or upto the date of this report.

(c) There are no whistle blower complaints received by the Company during the year and upto the date of this report.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, reporting under clause (xii) of paragraph 3 of the Order is not applicable.

(xiii) All transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv)

(a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the Internal Audit Reports of the Company issued till date, for the period under audit.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with them during the year and hence, provisions of section 192 of the Act are not applicable to the Company.

(xvi)

(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, reporting under clause (xvi)(a) and (b) of paragraph 3 of the Order are not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in Core Investment Companies (Reserve Bank) Directions, 2016 ("Directions") by the Reserve Bank of India. Accordingly, reporting under clause (xvi)(c) of paragraph 3 of the Order is not applicable.

(c) As informed by the Company, the Group to which the Company belongs has no CIC as part of the Group.

(xvii) The Company has not incurred cash losses in the current and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, reporting under clause (xviii) of paragraph 3 of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of this audit report and that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)

(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(b) In respect of ongoing projects, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount to a Special Account, within a period of 30 days from the end of the financial year in compliance with section 135(6) of the said Act. Refer Note 33(a) of the standalone financial statements of the Company.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXF6034

Place : Mumbai
Date : May 30, 2024

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of Hinduja Global Solutions Limited on the standalone financial statements for the year ended March 31, 2024]

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Hinduja Global Solutions Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date which includes internal financial controls with reference to standalone Financial Statements of the Company's branch.

Management's Responsibility for Internal Financial Control

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the branch auditor of the branch located in Philippines in terms of the report referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

Meaning of Internal Financial Controls with reference to Standalone financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisation of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the report of the branch auditor on internal financial controls system over financial reporting of the branch referred to in the Other Matters paragraph below, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone Ind AS financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to standalone Ind AS financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to a branch located in Philippines is based on the corresponding report of the branch auditor.

Our opinion is not modified in respect of this matter.

For Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Snehal Shah
Partner
Membership No. 048539
UDIN: 24048539BKHIXF6034

Place : Mumbai
Date : May 30, 2024

STANDALONE BALANCE SHEET

(All amounts are in ₹ Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
a) Property, plant and equipment	2	19,961.34	40,120.07
b) Right of use assets	3	67,188.44	48,659.09
c) Capital work-in-progress	2	345.58	231.79
d) Investment property	4	2,059.04	2,105.39
e) Other Intangible assets	5a	8,120.44	8,740.65
f) Goodwill	5b	3,032.83	3,032.83
g) Financial assets			
(i) Investments	6a	86,210.44	73,761.14
(ii) Loans	7	75,011.77	73,902.09
(iii) Other financial assets	8	6,726.53	5,226.94
h) Deferred tax assets (net)	40	9,521.17	7,316.02
i) Income tax assets (net)	9a	19,981.28	14,227.10
j) Other non-current assets	10	3,621.91	5,447.54
Total non-current assets		**301,780.77**	**282,770.65**
Current assets			
a) Inventories	16	1,238.41	1,146.21
b) Financial assets			
(i) Investments	6b	103.28	283.56
(ii) Trade receivables	11	37,498.54	37,481.11
(iii) Cash and cash equivalents	12a	19,476.42	40,566.28
(iv) Bank balances other than (iii) above	12b	7,645.82	7,260.38
(v) Loans	13	73,435.21	1,87,655.89
(vi) Other financial assets	14	5,247.78	3,927.57
c) Other current assets	15	10,659.94	11,712.67
Total current assets		**155,305.40**	**290,033.67**
Total assets		**457,086.17**	**572,804.32**
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	17	4,652.03	5,252.03
b) Other equity		305,555.47	435,477.93
Total equity		**310,207.50**	**440,729.96**
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	18a	6,369.80	9,365.92
(ii) Lease Liabilities	19a	41,086.79	32,830.85
(iii) Other non-current financial liabilities	20	566.95	399.81
b) Provisions	21	4,987.47	5,110.14
c) Contract Liabilities	25a	17.18	15.49
Total non-current liabilities		**53,028.19**	**47,722.21**
Current liabilities			
a) Financial liabilities			
(i) Borrowings	18d	33,444.40	21,226.49
(ii) Lease Liabilities	19b	21,214.38	14,877.09
(iii) Trade payables			
i. Total outstanding dues of micro enterprises and small enterprises	22	215.23	233.50
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	22	15,504.67	21,878.92
(iv) Other financial liabilities	23	16,592.14	20,359.14
b) Provisions	24	1,935.32	621.39
c) Contract Liabilities	25b	2,195.69	2,512.81
d) Current tax liabilities(net)	9b	189.63	149.89
e) Other current liabilities	26	2,559.02	2,492.92
Total current liabilities		**93,850.48**	**84,352.15**
Total liabilities		**146,878.67**	**132,074.36**
Total equity and liabilities		**457,086.17**	**572,804.32**

See accompanying notes to the financial statements.

As per our report of even date
For Haribhakti & Co. LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah
Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

STANDALONE STATEMENT OF PROFIT AND LOSS

(All amounts are in ₹ Lakhs, except per share data)

Particulars		Notes	For the year ended March 31,2024	For the year ended March 31, 2023
Continuing Operations				
I	Revenue from operations	27	1,57,825.76	132,330.73
II	Other income	28	27,086.25	39,821.72
III	**Total income (I+II)**		**184,912.01**	**172,152.45**
IV	**Expenses**			
	a) Purchases of stock in trade		420.61	481.60
	b) Changes in Inventories	29	(92.20)	(356.36)
	c) Employee benefit expense	30	74,489.93	64,633.37
	d) Finance costs	31	9,091.03	10,080.72
	e) Depreciation and amortization expenses	32	26,777.02	23,274.49
	f) Other Expenses	33	78,925.65	63,741.80
	Total expenses		**189,612.04**	**161,855.62**
V	**Profit/ (Loss) before tax**		**(4,700.03)**	**10,296.83**
VI	**Income tax expense**			
	a) Current tax	39	505.84	1,075.98
	b) Deferred tax (credit) / charge	40	(2,282.22)	(5,639.12)
	c) Tax relating to prior years (net of deferred tax adjustment of FY 2024 Nil, FY 2023 ₹ 26,497.1 lakhs)	39	(22.68)	(9,294.56)
	Total tax expense		**(1,799.06)**	**(13,857.70)**
VII	**Profit/ (Loss) for the year from continuing operations**		**(2,900.97)**	**24,154.53**
VIII	**Discontinued Operations**			
	(a) Profit before tax from discontinued operations	48	-	11,450.18
	(b) Tax expense of discontinued operations	48	-	2,599.79
IX	**Profit after tax from discontinued operations [(a)-(b)]**		**-**	**8,850.39**
X	**Profit for the year [VII+IX]**		**(2,900.97)**	**33,004.92**
XI	**Other comprehensive income**			
	A. Items that will not be reclassified to statement of profit and loss			
	a) Remeasurements of defined benefit plans		(493.30)	(876.81)
	b) Net Profit / (Loss) on fair valuation of equity instruments through other comprehensive income		-	17.75
	c) Income tax on above items		124.21	37.35
	Net other comprehensive income not to be reclassified to profit and loss in subsequent year (both continuing and discontinued operations) (A)		**(369.09)**	**(821.71)**
	B. Items that may be reclassified to statement of profit and loss			
	a) Effective Portion of designated portion of hedging instruments in a cash flow hedge		54.84	158.85
	b) Income tax on above item		5.86	12.73
	c) Exchange differences in translating the financial statements of foreign operation		(1,319.14)	1,662.87
	d) Income tax on above item		(31.67)	(590.00)
	Net other comprehensive income may be reclassified to profit or loss in subsequent year (B)		**(1,290.11)**	**1,244.45**
XII	**Other comprehensive income for the year, net of taxes [A+B]**		**(1,659.20)**	**422.74**
XIII	**Total comprehensive income for the year**		**(4,560.17)**	**33,427.66**
XIV	**Earning per equity share (both continuing and discontinued operations) [nominal value per share ₹ 10/- each]**			
	Basic (in ₹)	36	(6.09)	62.84
	Diluted (in ₹)	36	(6.09)	62.84
	Earning per equity share (continuing operations) [nominal value per share ₹ 10/- each]			
	Basic (in ₹)	36	(6.09)	45.99
	Diluted (in ₹)	36	(6.09)	45.99
	Earning per equity share (discontinued operations) [nominal value per share ₹ 10/- each]			
	Basic (in ₹)	36	-	16.85
	Diluted (in ₹)	36	-	16.85

See accompanying notes to the financial statements.

As per our report of even date

For Haribhakti & Co. LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah
Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

(All amounts are in ₹ Lakhs)

A. Equity Share Capital

	Notes	Amount
Balance as at March 31, 2022		**4,179.51**
Changes in equity share capital during the year (Refer note 17(v))	17	1,072.52
Balance as at March 31, 2023		**5,252.03**
Changes in equity share capital during the year (Refer note 17(vi))	17	(600.00)
Balance as at March 31, 2024		**4,652.03**

B. Other Equity

	Reserves and Surplus				Other comprehensive income						Total
	Capital Redemption Reserve	Capital reserve on merger	Securities premium reserve	General reserve	Retained Earnings	Employee stock options outstanding	Foreign currency translation reserve	Cash flow hedging reserve account	Fair valuation of equity instruments	Remeasure-ments of defined benefit plans	
As at April 1, 2022	**-**	**33,033.56**	**1,426.33**	**53,897.61**	**335,558.07**	**1.00**	**1,164.58**	**(264.24)**	**0.27**	**(5,660.92)**	**419,156.26**
Profit for the year	-	-	-	-	33,004.92	-	-	-		-	33,004.92
Total Other Comprehensive Income	-	-	-	-	-	-	1,072.87	171.58	17.75	(839.46)	422.74
Total	**-**	**33,033.56**	**1,426.33**	**53,897.61**	**368,562.99**	**1.00**	**2,237.45**	**(92.66)**	**18.02**	**(6,500.38)**	**452,583.92**
Transaction with owners in their capacity as owners:											
Additions/ Adjustment during the year	-	-	1.00	-	-	(1.00)	-	-			-
Buy back expenses (Refer note 17)	-	-	-	-	(733.14)	-	-	-		-	(733.14)
Employee stock options	-	-	102.97	-	-	-		-		-	102.97
Dividends paid (Refer note 42(B))	-	-	-	-	(16,475.82)	-	-	-		-	(16,475.82)
As at March 31, 2023	**-**	**33,033.56**	**1,530.30**	**53,897.61**	**351,354.03**	**-**	**2,237.45**	**(92.66)**	**18.02**	**(6,500.38)**	**435,477.93**
Profit for the year	-	-	-	-	(2,900.97)	-	-	-		-	(2,900.97)
Total Other Comprehensive Income	-	-	-	-	-	-	(1,350.81)	60.70		(369.09)	(1,659.20)
Total	**-**	**33,033.56**	**1,530.30**	**53,897.61**	**348,453.06**	**-**	**886.64**	**(31.96)**	**18.02**	**(6,869.47)**	**430,917.76**
Transaction with owners in their capacity as owners:											
Buyback of equity shares (Refer Note 17(vi))	600.00	-	(1,530.30)	(53,897.61)	(69,371.37)		-	-			(124,199.28)
Dividends paid (Refer note 42(B))	-	-	-	-	(1,163.01)	-	-	-		-	(1,163.01)
As at March 31, 2024	**600.00**	**33,033.56**	**-**	**-**	**277,918.68**	**-**	**886.64**	**(31.96)**	**18.02**	**(6,869.47)**	**305,555.47**

STANDALONE STATEMENT OF CHANGES IN EQUITY

(All amounts are in ₹ Lakhs)

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges.

	As at	
	March 31, 2024	**March 31, 2023**
Balance as at the beginning of the year	(106.04)	(197.95)
Changes in fair value of effective portion of derivatives	13.38	(707.70)
Net (gain)/loss reclassified to statement of profit and loss on occurrence of hedged transactions	54.84	799.61
Balance as at the end of the year	**(37.82)**	**(106.04)**
Deferred tax thereon	5.86	13.38
Balance as at the end of the year, net of deferred tax	**(31.96)**	**(92.66)**

Nature and purpose of reserves

Capital Reserve on Merger

Capital reserve amounting to ₹38.83 lakhs, ₹1,399.12 lakhs, ₹(1,341.15) lakhs and ₹32,936.76 lakhs was created upon acquisition of Business of Mphasis limited & Msource India private limited , merger of HGS International Services Private Limited with HGS Business services Private Limited, merger of HGS International Services Private Limited with Hinduja Global Solutions Limited effective from 01.04.2017 and Merger of Digital, Media& Communication busines of NXT Digital with Hinduja Global Solutions Limited effective from 01.02.2022 respectively . The reserve has restriction for use.

Securities premium reserve

Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilized in accordance with the provisions of the Act.

Cash flow hedging reserve

The Company uses hedging instruments as part of its management of foreign currency risk associated with its highly probable forecast sale, as described within note 46. For hedging foreign currency risk, the Company uses foreign currency forward contracts which are designated as cash flow hedges.

To the extent these hedges are effective; the change in fair value of the hedging instrument is recognized in the cash flow hedging reserve. Amounts recognized in the cash flow hedging reserve is reclassified to statement of profit and loss when the hedged item affects profit and loss.

Employee stock options outstanding

The Employee stock options outstanding account is used to recognize the grant date fair value of options issued to employees under Hinduja Global Solutions Employee stock option plan.

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency i.e. indian rupee (₹) are recognized directly in other comprehensive income and accumulated in Foreign currency translation reserve.

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STANDALONE CASH FLOW STATEMENT

(All amounts are in ₹ Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash Flow from Operating Activities		
Profit before tax		
- Continuing operations	(4,700.03)	10,296.83
- Discontinued operations	-	11,450.18
Profit before tax	**(4,700.03)**	**21,747.01**
Adjustments for:		
Depreciation and amortization expenses	26,777.02	23,274.49
Net Loss/(Gain) on fair valuation and sale of investments	(44.32)	(52.16)
Allowance for bad and doubtful debts/ advances	1,545.33	2,274.24
(Gain)/Loss on disposal of property, plant and equipment and Write-off	(4,433.27)	(3,741.72)
Dividend Income	(138.63)	(5.05)
Lease Income	(2,703.51)	(1,802.61)
Liabilities/ Provision no longer required written-back	(1,360.10)	(1,476.52)
Unwinding of discount on security deposits	(366.61)	(435.64)
Interest income classified as investing cash flows	(12,765.53)	(19,472.65)
Gain on termination of leases	(228.36)	-
Finance costs	9,091.03	10,080.72
Bad debts	121.28	54.90
Net exchange differences	(2,412.49)	614.24
Change in operating assets and liabilities:		
Decrease/ (Increase) in trade receivables	(431.88)	(11,163.88)
Decrease/ (Increase) in Inventories	(92.20)	(356.36)
Decrease/ (Increase) in other financial assets	(343.90)	2,105.13
Decrease/ (Increase) in other assets	1,008.04	5,249.06
Increase/ (Decrease) in trade payables	(5,865.54)	1,586.50
Increase/ (Decrease) in other financial liabilities	(1,347.03)	(10,900.05)
Increase/ (Decrease) in provisions	1,574.77	(9,162.24)
Increase/ (Decrease) in other liabilities	(249.33)	(5,318.36)
Cash generated from operations	**2,634.73**	**3,099.05**
Income taxes paid	(4,318.29)	(15,682.07)
Net cash outflow from operating activities	**(1,683.56)**	**(12,583.02)**
Cash flows from investing activities		
Payments for property, plant and equipment	(8,824.71)	(17,361.08)
Proceeds from sale of property, plant and equipment	20,838.31	22,356.24
Cash proceeds/(Payments) for purchase of investments	(12,113.70)	667.06
Movement in Bank Deposits	(376.89)	139,996.81
Payment on acquisition of Teklink	-	(258.00)
Dividends received	138.63	5.05
Lease Income	2,703.51	1,802.61
Loans repaid	2,17,487.78	1,09,924.00
Loans given	(102,491.85)	(237,671.78)
Interest received	13,353.44	20,140.25
Net cash outflow from investing activities	**130,714.52**	**39,601.16**

STANDALONE CASH FLOW STATEMENT

(All amounts are in ₹ Lakhs)

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Cash flows from financing activities		
Proceeds from issues of shares	-	107.55
Payment toward Buy-back of shares (including transaction cost)	(125,399.28)	-
Proceeds from borrowings	44,972.94	15,000.00
Repayment of borrowings	(35,751.15)	(52,133.16)
Repayment of Lease liability	(24,715.22)	(14,062.53)
Interest paid	(9,011.61)	(10,558.58)
Dividends paid (including dividend tax)	(1,004.31)	(10,877.28)
Net cash outflow from financing activities	**(150,908.63)**	**(72,524.00)**
Net increase/ (decrease) in cash and cash equivalents	**(21,877.67)**	**(45,505.86)**
Cash and cash equivalents at the beginning of the financial year	40,566.28	85,825.83
Effects of exchange rate changes on cash and cash equivalents	787.81	246.31
Cash and cash equivalents at end of the financial year	**19,476.42**	**40,566.28**
Balances per statement of cash flows (Refer Note 12 (a))	**19,476.42**	**40,566.28**

Reconciliation of borrowings as disclosed in financing activities and Note 18 & 19 to the financial statements:

Particulars	**As at April 1, 2023**	**Cash Changes**		**Non Cash Changes**				**As at March 31, 2024**
		Repayment	**Proceeds**	**IND AS 116 Amendment**	**Net additions/ Deletion to Lease liabilities**	**Exchange difference/ FCTR**	**Others**	
Borrowings	**15,592.41**	(11,751.15)	16,972.94	-	-	-	-	**20,814.20**
Bank Overdrafts	**15,000.00**	(24,000.00)	28,000.00	-	-	-	-	**19,000.00**
Lease liabilities	**47,707.94**	(24,715.22)	-	-	39,341.04	(32.58)	-	**62,301.17**

Particulars	**As at April 1, 2022**	**Cash Changes**		**Non Cash Changes**				**As at March 31, 2023**
		Repayment	**Proceeds**	**IND AS 116 Amendment**	**Net additions/ Deletion to Lease liabilities**	**Exchange difference/ FCTR**	**Others**	
Borrowings	**67,725.57**	(52,133.16)	-	-	-	-	-	**15,592.41**
Bank Overdrafts	**-**	-	15,000.00	-	-	-	-	**15,000.00**
Lease liabilities	**38,410.08**	(14,062.53)	-	-	23,073.88	286.50	-	**47,707.94**

See accompanying notes to the financial statements.

As per our report of even date
For Haribhakti & Co. LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah
Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

1 Background

Hinduja Global Solutions Limited ("HGS" or the "Company") is a public limited Company, domiciled in India and it's incorporated under the provisions of The Companies Act 1956 and is engaged in Business Process Management and Media and Communication business. Business Process Management segment offer voice and non-voice based services such as contact center solutions and back office transaction processing across America, Canada, Europe, Asia and Middle East. HGS' Digital, Media & Communications business, is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 5 million customers across 1,500 cities and towns. Its ordinary shares (equity) are listed on the two registered stock exchanges in India i.e National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The address of its registered office is 1st Floor, Tata Communications Complex, Plot C-21, G Block, Tower C, Bandra Kurla Complex, Bandra East, Mumbai – 400 051.

These Standalone financial statements were authorized to be approved by the Board of Directors on May 30, 2024.

Material accounting Policy Information

a Basis of preparation of standalone financial statements

These standalone financial statements ("financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under sec. 133 of Companies Act 2013, as applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these standalone financial statements, except for the adoption of new accounting standards, amendments and interpretations effective from April 1, 2024.

This note provides a list of the material accounting policy Information adopted in the preparation of these standalone financial statements.

(i) Basis of Measurement

The financial statements have been prepared on a historical cost convention and accrual basis, except for the following:

a. certain financial assets and liabilities (including derivative instruments) that are measured at fair value;

b. The defined benefit liability / (Asset) is recognised as the present value of defined benefit obligation less fair value of plan assets; and

c. Share-based payments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly and
- Level 3 inputs are unobservable inputs for the asset or liability.

All assets and liabilities have been classified as current or non-current as per Company normal operating cycle and presented as per criteria set out in the Division II format of Schedule III to the Act. The Company has identified its operating cycle as twelve months.

b Use of estimates and judgements

The preparation of these financial statements in conformity with Ind AS requires the management to make judgements, accounting estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates are monetary amounts in the standalone financial statements that are subject to measurement uncertainty. An accounting policy may require items in standalone financial statements to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, management develops an accounting estimate to achieve the objective set out by accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available and reliable information. Actual results may differ from those accounting estimates.

Accounting estimates and underlying assumptions are reviewed on an ongoing basis. Changes to the accounting estimates are recognized in the period in which the estimates are changed and in any future period affected. In particular, information about material areas of estimation, uncertainty and critical judgement in applying accounting policies that have the material effect on the amounts recognized in the standalone financial statements are included in the following areas.

i) Estimation of provisions & contingent liabilities.

The Company estimates the provisions that have present obligations as a result of past events, and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates.

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements. (Refer note 21, 24 and 35)

ii) Estimation of defined benefit plans

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employment plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations. The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability. Refer note 41 for the details of the assumptions used in estimating the defined benefit obligation.

iii) Useful lives of property, plant and equipment

The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.

iv) Income taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

v) Deferred taxes

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

vi) Impairment testing

Investments in subsidiaries are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

Goodwill is required to be assessed for impairment for every Cash Generating Unit (CGU) on a yearly basis. For the purposes of the same, the Company calculates the recoverable amount of the CGU. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to dispose. The calculation of value in use of the CGU is based on discounted cash flow model. The cash flows are derived from the budget for the future years. The recoverable amount is sensitive to the discount rates used in discounted cash flow model as well as growth rate used for estimate and involves use of significant estimates and assumptions including turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions. Refer note 38 for the details of assumptions used in estimation of impairment of goodwill.

vii) Revenue

The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Company is unable to determine the stand-alone selling price the Company uses expected cost-plus margin approach in estimating the stand-alone selling price. The Company estimates the unbilled receivables (representing revenues recognized for services rendered between the last billing date and the balance sheet date), discounts, incentives, performance bonuses, etc. based on estimates of performance obligations satisfied and historical experience.

viii) Leases

Critical judgements required in the application of Ind AS 116 may include, among others, the following:

i) Identifying whether a contract (or part of a contract) includes a lease;

ii) Determining whether it is reasonably certain that an extension or termination option will be exercised;

iii) Classification of lease agreements (when the entity is a lessor);

iv) Determination of whether variable payments are in-substance fixed;

v) Establishing whether there are multiple leases in an arrangement;

vi) Determining the stand-alone selling prices of lease and non-lease components.

Key sources of estimation uncertainty in the application of Ind AS 116 may include, among others, the following:

i) Estimation of the lease term;

ii) Determination of the appropriate rate to discount the lease payments;

iii) Assessment of whether a right-of-use asset is impaired.

ix) Business combinations:

In accounting for business combinations, judgment is required to assess whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired (including useful life estimates), liabilities assumed, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

x) Useful lives of intangible assets:

The Company amortizes intangible assets on a straight-line basis over estimated useful lives of the assets. The useful life is estimated based on a number of factors including the effects of obsolescence, demand, competition and other economic factors such as the stability of the industry and known technological advances and the level of maintenance expenditures required to obtain the expected future cash flows from the assets. The estimated useful life is reviewed at least annually.

xi) Other estimates

The share based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest. Accounting of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecast transaction.

c Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in Indian Rupees (₹), which is Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

(iii) Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a. assets and liabilities are translated at the closing rate at the date of balance sheet.

b. income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

c. All resulting exchange differences are recognized in other comprehensive income.

d. Revenue from contracts with customers

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" which sets forth a single comprehensive model for recognising and reporting revenues.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services in the normal course of business.

Revenue is measured at the transaction price of the consideration received or receivable excluding taxes collected on behalf of the government and is reduced for estimated credit notes and other similar allowances.

To recognise revenues, we apply the following five step approach:

(1) identify the contract with a customer,

(2) identify the performance obligations in the contract,

(3) determine the transaction price,

(4) allocate the transaction price to the performance obligations in the contract and

(5) recognise revenues when a performance obligation is satisfied.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

i) Business process management services

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Nature of the services

The Company derives its revenue from business process management (BPM) which includes services like back office processing, contact center and HRO solutions. The Company provides BPM services, which typically involve claim processing and call center services for healthcare industry, call center services for telecom industry, which it administers and manages those services for its client on an ongoing basis. The Company combines technology powered services in automation, analytics and digital with domain expertise focusing on back office processing, contract centers and HRO solutions to deliver transformational impact to clients.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A. Time and Material contracts

Revenue from time and material transactions and outcome based contracts are recognised as the services are performed.

B. Fixed price contracts

In respect of fixed-price contracts, where performance obligations are satisfied over a period of time, revenue is recognised by means of percentage of completion method. Under this method, revenue is recognised by applying the percentage of completion on the transaction price.

Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company is not able to reasonably measure the progress of completion, revenue is recognized only to the extent of costs incurred for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates as an onerous contract provision.

C. Contract Asset and Liabilities

The Company classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset.

A receivable is a right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. For example, the Company recognizes a receivable for revenues related to time and materials contracts or volume-based contracts. The Company presents such receivables as part of trade receivables at their net estimated realizable value. The same is tested for impairment as per the guidance in Ind AS 109 using expected credit loss method.

D. Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognised which includes unearned revenue and amounts that will be invoiced and recognised as revenue in future periods. Applying the practical expedient, the Company has not disclosed its right to consideration from customer in an amount that corresponds directly with the value to the customer of the Company’s performance completed to date which are, contracts invoiced on time and material basis and volume based.

E. Others

Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled.

Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.

The Company accrues the estimated cost of warranties at the time when the revenue is recognised. The accruals are based on the Company's historical experience of material usage and service delivery costs.

Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognised as an asset when the Company expects to recover these costs and amortised over the contract term.

The Company recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognised is amortised on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.

The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the services before it is transferred to the customer. If Company controls the services before it is transferred to the customer, Company is the principal; if not, the Company is the agent.

The Company has concluded that it falls under the definition of principal for all its contracts relating to business service division. Since it is the primary obligor and has pricing latitude which establishes control before transferring products and services to the customer, hence, the Company recognises the revenue earned from such contracts on gross basis in its books of accounts.

Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

F. Reconciliation of revenue recognised

The Company recognises Volume discounts, Penalties and Incentives against each transaction price as per the terms of the contract with the customer, the disclosures related to the reconciliation of revenue recognised with the transaction price have not been provided as the same is not material to the Company.

ii) Media and Communication business

Performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the client and is the unit of accounting in Ind AS 115.

The performance obligations of the Company are satisfied over time as services are rendered.

Determination of transaction price

Revenue is measured based on transaction price which includes variable consideration only to the extent it is probable that a significant reversal of revenues recognised will not occur when the uncertainty associated with the variable consideration is resolved. Revenues also exclude taxes collected from customers.

Allocation of transaction price

A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue when, or as, the performance obligation is satisfied. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation based on the relative standalone selling price. The primary method used to estimate standalone selling price is the adjusted market assessment approach, under which the Company evaluates the price in that market that a customer is willing to pay for those services. While determining relative standalone selling price and identifying separate performance obligations require judgment, generally relative standalone selling prices and the separate performance obligations are readily identifiable as we sell those performance obligations unaccompanied by other performance obligations.

Lease Income - Optic Fibre Cable

The policy for recognition of revenue from operating leases is described in 1.g below

Installation revenue

Installation revenue on Set Top Boxes (STBs) is recognised over the estimated period of customer relationships. Revenue is recognised on satisfaction of performance obligation upon transfer of promised products or services in an amount that reflects the consideration which the Company expects to receive in exchange of those products and services. Installation revenue on Set Top Boxes (STBs) is deferred and is recognised over the estimated period of customer relationship. Amount billed for services as per contractual terms but not recognised as revenue, is shown as income received in advance under other deferred income. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for providing services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Revenue in excess of invoicing are disclosed as contracts assets (''unbilled receivables'') and invoicing in excess of revenues are disclosed as contract liabilities.

Rendering of other services

Revenue from services is recognised when the services are rendered in accordance with the specific terms of contract and when collectability of the resulting receivable is reasonably assured.

e Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and adjustment for unused tax losses.

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its branch operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

f Deferred taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences, unused tax losses and MAT credit entitlements only if it is probable that future taxable amounts will be available to utilize those temporary differences, losses and credits.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in branches where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in branches where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is recognized in other comprehensive income or directly in equity, respectively.

The Company has thus disclosed the Income Tax Assets/ Liabilities on a net basis to the extent that the same is settled within the same tax jurisdictions, which is in line with Accounting statements prescribed under Ind AS 12- Income Taxes.

g Leases

As a lessee

The Company enters into an arrangement for lease of land, buildings, plant and machinery including computer equipment and furnitures. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to –

(a) control the use of an identified asset,

(b) obtain substantially all the economic benefits from use of the identified asset, and

(c) direct the use of the identified asset.

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. This expense is presented within ‘other expenses’ in statement of profit and loss.

Lease Liabilities:

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

i) fixed lease payments (including in-substance fixed payments), less any lease incentives;

ii) variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

iii) the amount expected to be payable by the lessee under residual value guarantees;

iv) the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and

v) payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability payments are classified as cash used in financing activities in the Statement of cash flows.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

i) the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

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(All amounts are in ₹ Lakhs)

ii) the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

iii) a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right-of-Use Assets (ROU):

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. Prepaid lease payments (including the difference between nominal amount of the deposit and the fair value) are also included in the initial carrying amount of the right of use asset.

They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated on a straight line basis over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies Ind AS 36 to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below

The Company incurs obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease. the Company has assessed that such restoration costs are negligible and hence no provision under Ind-AS 37 has been recognised.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “other expenses” in the statement of profit and loss.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has not used this practical expedient.

The Company’s lease asset classes Digital, Media and Communication segment consist of leases for Plant and Machinery, Set top boxes and Transponder. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

Assets leased out under operating leases are capitalised. Rental income from operating lease is recognised on a straight-line basis over the lease term. Rental income, based on agreement, is recognised based on product of number of pairs of dark fibre assets leased out and length of dark fibre assets leased out (in kilometres) and the rate at which lease rent is charged per pair per kilometre of dark fibre assets including minimum guarantee lease rental.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company’s expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The Company as a lessor

Leases under which the Company is a lessor are classified as a finance or operating lease. Lease contracts where all the risks and rewards are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating lease. For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

h Impairment

i) Impairment of non financial assets

The Company assesses long-lived assets such as property, plant and equipment, ROU assets and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets. Goodwill is tested for impairment at least annually at the same time and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than it's carrying value. The goodwill impairment test is performed at the level of cash-generating unit or groups of cash-generating units which represents the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

ii) Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on trade receivables including unbilled receivables measured at amortized cost, Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive discounted using effective interest rate.

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on historical credit loss experience adjusted for forward looking information.

For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

iii) Impairment of Investment in subsidiaries:

The Company assesses investments in subsidiaries for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiary. The recoverable amount of such investment is the higher of its fair value less cost of disposal ("FVLCD") and its value-in-use ("VIU"). The VIU of the investment is calculated using projected future cash flows. If the recoverable amount of the investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss.

i Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with bank in current accounts, Exchange Earners Foreign Currency (EEFC) Accounts, other short-term, highly liquid deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

j Trade receivables

Trade receivables are recognized initially at transaction price and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

k Contract balances

Contract Asset

A contract asset is right to consideration in exchange of services that the company has rendered to a customer when that right is conditioned on something other than passage of time. Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract Liability

A contract liability is the obligation to render services to a customer for which the company has received consideration from the customer. If a customer pays consideration before the company renders services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company renders services as per the contract.

l Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

m Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

a. those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and

b. those measured at amortized cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company’s business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in statement of profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Currently there are no debt instruments measured at Fair value.

(iii) Derecognition of financial assets

A financial asset is derecognized only when

a. The Company has transferred the rights to receive cash flows from the financial asset or

b. Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

iv) Investments in equity instruments:

The Company carries certain equity instruments which are not held for trading. At initial recognition, the Company may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income (FVTOCI) or through statement of profit and loss (FVTPL). For investments designated to be classified as FVTOCI, movements in fair value of investments are recognised in other comprehensive income and the gain or loss is not transferred to statement of profit and loss on disposal of investments. For investments designated to be classified as FVTPL, both movements in fair value of investments and gain or loss on disposal of investments are recognised in the statement of profit and loss.

Dividends from these investments are recognised in the statement of profit and loss when the Company's right to receive dividends is established.

v) Investments in subsidiaries:

Investment in equity instruments of subsidiaries are measured at cost less impairment. Investment in redeemable preference shares of subsidiaries are measured at FVTPL. These investments are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in statement of profit and loss. The gain or loss on disposal is recognised in statement of profit and loss.

vi) Other financial assets:

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses. These comprise finance lease receivables, employee and other advances and other eligible current and non-current assets.

(vii) Income recognition

Interest income:

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument.

Dividends:

Dividends are recognized in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

n Derivatives and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(i) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in statement of profit and loss, within other income.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to statement of profit and loss within other gains/(losses).

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in statement of profit and loss at the time of the hedge relationship rebalancing.

(ii) Others

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognised in the statement of profit and loss and reported within foreign exchange gains/(losses), net, within results from operating activities. Changes in fair value and gains/(losses), net, on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded in finance costs.

o Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

p Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost (net of duty / tax credit availed) less accumulated depreciation /

amortisation and accumulated impairment loss if any. Cost includes freight, duties, taxes, professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Set Top Boxes ('STBs') issued to customers are capitalized at moving average price on issuance / installation. Spares that do not meet the definition of property, plant and equipment and do not satisfy the criteria of Ind AS 16 are charged off to the Statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The residual values and useful lives of Property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

Capital work in progress

The Set Top Boxes ('STBs') which are not issued to customers are recorded as Capital work-in-progress at moving average price issued. Certain encoders and other plant and machinery not installed at the customer premises are categorised under Capital work-in-progress until installed and ready for intended use.

The cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Particulars	**Useful life**
Plant and machinery	6-18 years
Set Top Boxes	6.67 years
Leasehold building and Leasehold improvement	Over the period of Lease
Building	Upto 60 years
Office Equipment	Upto 7 years
Computers	Upto 6 years
Furniture and Fixtures	Upto 10 years
Vehicles	8 years

Assets costing less than ₹ 5000 each are depreciated fully in the year of acquisition.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

Assets given to employees on contractual obligations are depreciated to the extent of 50% of the value over a period of four years, at the end of which these assets are transferred to the respective employees at the residual book value.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss within other income/ expenses.

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs that are directly attributable to the acquisition of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any. Depreciation on building is provided over it's useful life using the straight-line method, in a manner similar to Property, plant and equipment.

q Business combinations and Goodwill

a) Business combinations:

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed, and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred. The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognised in the statement of profit and loss.

In respect of common control business combinations, accounting is done as per pooling of interest method in accordance with Part C of Ind AS 103 - Business Combination.

b) Goodwill:

The excess of the cost of an acquisition over the Company's share in the fair value of the acquiree's identifiable assets and liabilities is recognised as goodwill. If the excess is negative, a bargain purchase gain is recognised in equity as capital reserve. Goodwill is measured at cost less accumulated impairment (if any). Goodwill associated with disposal of an operation that is part of cash-generating unit is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained, unless some other method better reflects the goodwill associated with the operation disposed of.

r Other Intangible assets

Costs associated with maintaining software programs are recognized as an expense as incurred.

Costs associated with acquisition of intangible assets is capitalized when it is controlled by entity and probable future economic benefits are expected to flow.

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Amortization methods and periods

The Company amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

Particulars	Useful life
Computer software	3 to 6 years
Computer Software (Acquired)	6 years
Network rights	10 years
Licence fees	10 years

Gains or Losses arising from the retirement or disposal of intangible assets are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognized as income or expense in the Statement of Profit and Loss.

The company incurs certain costs including discounts on packs provided to new subscribers. These costs have been treated as the customer acquisition cost and therefore capitalized as Other Intangible Assets. The assets are amortized over the period of customer's life cycle i.e. 60 months.

s Impairment of tangible and intangible assets

At the end of each reporting period, the Company determines whether there is any indication that its assets have suffered an impairment loss with reference to their carrying amounts. If any indication of impairment exists, the recoverable amount (i.e. higher of the fair value less costs of disposal and value in use) of such assets is estimated and impairment is recognized, if the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

t Inventory

Inventory (network cable and equipment and other media inventory), consisting of cables, head-end equipment and other network items like modems etc., are valued at lower of cost and net realizable value. Cost includes all expenses incurred to bring the inventory to its present location and condition. Cost is determined on a weighted average basis.

u Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

v Borrowings

Borrowings are initially recognised at Amortised cost, net of transaction cost incurred. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in statement of profit and loss.

w Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

x Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit and loss.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity and Pension;

(b) defined contribution plans such as provident fund.

Defined benefit obligation

The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. These plans are partially funded and managed by the third-party fund managers.

The Company also maintains pension and similar plans for employees outside India, based on country specific regulations. These plans are partially funded, and the funds are managed by third party fund managers. The plans provide for monthly payout after retirement as per salary drawn and service period or for a lumpsum payment as set out in rules of each fund.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than ₹, the cash flows are discounted using market yields determined by reference to government bond that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in statement of profit and loss as past service cost.

Defined contribution plans

The Company pays contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Superannuation Fund applicable to certain employees, constitutes an insured benefit, which is classified as a defined contribution plan as the Company makes contributions to an insurance Company and has no further obligation beyond making the payment to the insurance Company.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Hinduja Global Solutions Limited Employee Stock Option Plan.

Employee options

The fair value of options granted under the Hinduja Global Solutions Limited Employee Stock Option Plan is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

(v) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

y Contributed equity

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in Other equity as a deduction, net of tax, from the proceeds.

z Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

za Earnings per share

(i) Basic earning per share

Basic earnings per share is calculated by dividing:

a. the profit attributable to owners of the Company

b. by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earning per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

a. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

b. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

zb Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at the lower of carrying amount or fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less cost to sell. A gain is recognized for any subsequent increase in the fair value less cost to sell of any asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-Current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the asset of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operations is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is a part of a single co-ordinated plan to dispose of such line of business or area of business of operations, or is a subsidiary acquired exclusively with a view of resale. The result of discontinued operations are presented separately in the statement of profit and loss.

zc Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The Board of Directors of the Company has been identified as CODM which also consists of key managerial personnel of the Company. Refer note 52 for segment information.

zd Subsequent events

The Company evaluates all transactions and events that occur after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the financial statements, except as disclosed.

ze Rounding off amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs as per the requirement of schedule III unless otherwise stated.

zf New Accounting standards adopted by the Company during year

The Company has adopted the amendments to the Indian accounting standards w.e.f April 1, 2023 and the adoption of these new amendments did not have any material impact on the standalone statement of profit and loss for the year ended March 31, 2024.

zg New Accounting standards not yet adopted by the Company

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company.

(All amounts are in ₹ Lakhs)

2 Property, Plant and Equipment

	Land	Buildings	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Plant and equipment[*]	Set top boxes (STB)	Leasehold Improvements	Total	Capital work-in-progress
Year ended March 31, 2023											
Gross carrying amount	**100.97**	**2,476.51**	**1,693.54**	**466.72**	**193.24**	**9,576.91**	**47,811.13**	**35,703.42**	**7,026.98**	**105,049.42**	**464.01**
Additions	-	-	11.99	80.02	118.16	2,684.09	841.65	4,058.86	-	7,794.77	3,809.26
Additions pursuant to acquisition of Teklink#	-	-	3.53	-	13.91	65.30	-	-	-	82.74	-
Asset classified as Investment Property	-	(2,476.51)	-	-	-	-	-	-	-	(2,476.51)	-
Effect of Foreign currency differences	-	-	3.67	3.30	2.83	212.33	-	-	14.71	236.84	-
Disposals	-	-	(662.44)	(118.70)	(4.77)	(1,030.46)	-	(21,178.59)	(2,549.73)	(25,544.69)	(4,041.48)
Gross carrying amount	**100.97**	**-**	**1,050.29**	**431.34**	**323.37**	**11,508.17**	**48,652.78**	**18,583.69**	**4,491.96**	**85,142.57**	**231.79**
Accumulated depreciation	**-**	**324.80**	**1,343.27**	**389.55**	**108.52**	**6,023.92**	**17,152.26**	**15,645.91**	**5,637.45**	**46,625.68**	**-**
Depreciation	-	-	187.24	35.38	64.39	2,225.95	3,386.43	3,546.73	326.32	9,772.44	-
Asset classified as Investment Property	-	(324.80)	-	-	-	-	-	-	-	(324.80)	-
Effect of Foreign currency differences	-	-	4.74	0.51	2.20	152.02	-	-	14.56	174.03	-
Disposals	-	-	(661.54)	(111.21)	-	(1,136.65)	-	(6,770.22)	(2,545.23)	(11,224.85)	-
Accumulated depreciation	**-**	**-**	**873.71**	**314.23**	**175.11**	**7,265.24**	**20,538.69**	**12,422.42**	**3,433.10**	**45,022.50**	**-**
Net carrying amount as at March 31, 2023[@]	**100.97**	**-**	**176.58**	**117.11**	**148.26**	**4,242.93**	**28,114.09**	**6,161.27**	**1,058.86**	**40,120.07**	**231.79**
Year ended March 31, 2024											
Gross carrying amount	**100.97**	**-**	**1,050.29**	**431.34**	**323.37**	**11,508.17**	**48,652.78**	**18,583.69**	**4,491.96**	**85,142.57**	**231.79**
Additions	-	-	29.10	146.29	178.16	1,006.66	913.26	332.65	1,137.73	3,743.85	3,251.09
Effect of Foreign currency differences	-	-	(4.95)	(1.84)	(3.67)	(126.91)	-	-	(19.43)	(156.80)	-
Disposals	-	-	(134.12)	(8.80)	(149.92)	(498.75)	(25,294.85)	-	(776.41)	(26,862.85)	(3,137.30)
Gross carrying amount	**100.97**	**-**	**940.32**	**566.99**	**347.94**	**11,889.17**	**24,271.19**	**18,916.34**	**4,833.85**	**61,866.77**	**345.58**
Accumulated depreciation	**-**	**-**	**873.71**	**314.23**	**175.11**	**7,265.24**	**20,538.69**	**12,422.42**	**3,433.10**	**45,022.50**	**-**
Depreciation (Refer note 3)	-	-	34.51	56.13	77.64	1,971.24	3,331.40	1,440.47	545.85	7,457.24	-
Effect of Foreign currency differences	-	-	(4.92)	(0.59)	(3.35)	(88.74)	-	-	(18.91)	(116.51)	-
Disposals	-	-	(123.03)	(5.62)	(148.01)	(496.03)	(8,936.84)	-	(748.27)	(10,457.80)	-
Accumulated depreciation	**-**	**-**	**780.27**	**364.15**	**101.39**	**8,651.71**	**14,933.25**	**13,862.89**	**3,211.77**	**41,905.43**	**-**
Net carrying amount as at March 31, 2024[@]	**100.97**	**-**	**160.05**	**202.84**	**246.55**	**3,237.46**	**9,337.94**	**5,053.45**	**1,622.08**	**19,961.34**	**345.58**

Note:1 The title deeds of immovable properties are in the name of the company (inluding lease properties, where the lease agreements are in the name of the company) except few lease agreements pertains to Media, Digital and Communication division where the company is in the process of novation of those agreements in the name of the company.

Note:2 The Company has not revalued any of Property, Plant and Equipment.

Note 3: During the year Company has revised the useful life of Set top Boxes from 8 Years to 6.67 Years basis the techincal evalaution of life by an independent valuer. Accordingly, an additional depreciation of ₹1174.91 lakh (including ₹900 lakh on Set top Box taken on leases) has been provided.

[#] Refer Note 48(II)

[*] Refer note 56

[@] Refer Note 37

Capital work-in-progress (CWIP) aging schedule- Property, Plant and Equipment - March 31, 2024

Particulars	Amount in Capital Work in Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	333.59	11.99	-	-	345.58
(ii) Projects temporarily suspended	-	-	-	-	-

Capital work-in-progress (CWIP) aging schedule- Property, Plant and Equipment - March 31, 2023

Particulars	Amount in Capital Work in Progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in progress	158.58	-	73.21	-	231.79
(ii) Projects temporarily suspended	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

3. Right of use assets

	Category of Right of use assets					Total
	Building	**Office equipments**	**Set top boxes (STB)**	**Plant & Equipment**	**Transponder**	
Total carrying amount as at April 1, 2022	**30,986.52**	**1,106.54**	**14,249.30**	**922.17**	**11,145.89**	**58,410.42**
Additions	3,132.34	-	17,337.10	1,515.22	1,018.27	23,002.93
Effect of Foreign currency differences	476.01	-	-	-	-	476.01
Disposals	(425.83)	-	-	-	-	(425.83)
Gross carrying amount	**34,169.04**	**1,106.54**	**31,586.40**	**2,437.39**	**12,164.16**	**81,463.53**
Accumulated depreciation	**14,116.97**	**1,102.88**	**2,418.37**	**910.00**	**3,039.28**	**21,587.50**
Depreciation	4,217.24	3.66	4,939.06	347.30	1,913.85	11,421.11
Effect of Foreign currency differences	170.41	-	-	-	-	170.41
Disposals	(374.58)	-	-	-	-	(374.58)
Accumulated depreciation	**18,130.04**	**1,106.54**	**7,357.43**	**1,257.30**	**4,953.13**	**32,804.44**
Net carrying amount as at March 31, 2023*	**16,039.00**	**-**	**24,228.97**	**1,180.09**	**7,211.03**	**48,659.09**
Total carrying amount as at April 1, 2023	**34,169.04**	**1,106.54**	**31,586.40**	**2,437.39**	**12,164.16**	**81,463.53**
Additions	4,518.70	-	25,910.46	3,617.67	1,767.66	35,814.49
Effect of Foreign currency differences	(257.08)	-	-	-	-	(257.08)
Disposals	(4,174.75)	(1,106.54)	(695.13)	-	(672.93)	(6,649.35)
Gross carrying amount	**34,255.91**	**-**	**56,801.73**	**6,055.06**	**13,258.89**	**1,10,371.59**
Accumulated depreciation	**18,130.04**	**1,106.54**	**7,357.43**	**1,257.30**	**4,953.13**	**32,804.44**
Depreciation (Refer note 1)	4,593.76	-	8,844.00	1,038.87	1,826.29	16,302.92
Effect of Foreign currency differences	(77.06)	-	-	-	-	(77.06)
Disposals	(3,770.21)	(1,106.54)	(659.11)	-	(311.29)	(5,847.15)
Accumulated depreciation	**18,876.53**	**-**	**15,542.32**	**2,296.17**	**6,468.13**	**43,183.15**
Net carrying amount as at March 31, 2024*	**15,379.38**	**-**	**41,259.41**	**3,758.89**	**6,790.76**	**67,188.44**

* Refer Note 47 for Leases

Note 1: During the year Company has revised the useful life of Set top Boxes from 8 Years to 6.67 Years basis the techincal evalaution of life by an independent valuer. Accordingly, an additional depreciation of ₹1174.91 lakh (including ₹ 900 lakh on Set top Box taken on leases) has been provided.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

4 Investment Property

Reconciliation of carrying amount

Particulars	**Investment property**
Year ended March 31, 2023	
Total carrying amount as at April 1, 2022	**-**
Reclassification from property, plant and equipment	2,476.55
Gross carrying amount	**2,476.55**
Accumulated depreciation	324.78
Depreciation for the year	46.38
Accumulated depreciation	**371.16**
Net carrying amount as at March 31, 2023	**2,105.39**
Fair value*	
As at March 31, 2023	**3,403.05**
Year ended March 31, 2024	
Total carrying amount as at April 1, 2023	**2,476.55**
Reclassification from property, plant and equipment	-
Gross carrying amount	**2,476.55**
Accumulated depreciation	371.16
Depreciation for the year	46.35
Accumulated depreciation	**417.51**
Net carrying amount as at March 31, 2024	**2,059.04**
Fair value*	
As at March 31, 2024	**3,403.05**

Note : Previous year the company has transferred a building to investment in property from Property, Plant and Equipment because it was not used by the company and it was decided that building would be leased to third party.

* The fair value of investment property was determined by an accredited external independent property valuer. The said property valuer is a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

i) Amounts recognised in Statement of profit or loss

Rental income recognised by the Company during the year ended 31 March 2024 was ₹ 489.25 lakhs (31 March 2023: ₹ 394.88 lakhs) and was included in 'Other income' (see Note 28). Repairs and maintenance expense, included in 'other expenses' (see Note 33), was as follows.

	Year ended March 31, 2024	**Year ended March 31, 2023**
a) Rental income derived from investment properties	489.25	394.88
b) Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Income arising from investment properties before depreciation	**489.25**	**394.88**
Depreciation	46.35	46.38
Income arising from investment properties (Net)	**442.90**	**348.50**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

5a Other Intangible assets

Particulars	Computer Software	Network Rights	License Fee	Other Intangibles	Total
Year ended March 31, 2023					
Gross carrying amount	**13,625.90**	**5,675.74**	**1,772.00**	**705.63**	**21,779.27**
Effect of Foreign currency differences	101.33	-	-	-	101.33
Additions	1,209.57	200.84	-	911.77	2,322.18
Disposals	(922.67)	-	-	-	(922.67)
Gross Carrying amount	**14,014.13**	**5,876.58**	**1,772.00**	**1,617.40**	**23,280.11**
Accumulated amortisation	**10,640.08**	**1,852.75**	**681.42**	**174.73**	**13,348.98**
Amortisation	1,062.96	667.08	102.14	202.38	2,034.56
Effect of Foreign currency differences	72.12	-	-	-	72.12
Disposals	(916.20)	-	-	-	(916.20)
Accumulated amortisation	**10,858.96**	**2,519.83**	**783.56**	**377.11**	**14,539.46**
Net carrying amount as at March 31, 2023	**3,155.17**	**3,356.75**	**988.44**	**1,240.29**	**8,740.65**
Year ended March 31, 2024					
Gross carrying amount	**14,014.13**	**5,876.58**	**1,772.00**	**1,617.40**	**23,280.11**
Effect of Foreign currency differences	(61.54)	-	-	-	(61.54)
Additions	1,000.37	-	-	1,366.98	2,367.35
Disposals	-	-	-	-	-
Gross Carrying amount	**14,952.96**	**5,876.58**	**1,772.00**	**2,984.38**	**25,585.92**
Accumulated amortisation	**10,858.96**	**2,519.83**	**783.56**	**377.11**	**14,539.46**
Amortisation	1,197.36	675.31	102.14	995.70	2,970.51
Effect of Foreign currency differences	(44.49)	-	-	-	(44.49)
Disposals	-	-	-	-	-
Accumulated amortisation	**12,011.83**	**3,195.14**	**885.70**	**1,372.81**	**17,465.48**
Net carrying amount as at March 31, 2024	**2,941.13**	**2,681.44**	**886.30**	**1,611.57**	**8,120.44**

Intangible assets under development aging schedule As at March 31, 2024

Particulars	**Amount in Intangible assets under development for a period of**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-

Intangible assets under development aging schedule As at March 31, 2023

Particulars	**Amount in CWIP for a period of**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

5b Goodwill

Particulars	Goodwill
Year ended March 31, 2023	
Gross carrying amount	**2,504.26**
Additions (Refer note 48 (II))	528.57
Impairment	-
Gross carrying amount	**3,032.83**
Net carrying amount as at March 31, 2023*	**3,032.83**
Year ended March 31, 2024	**-**
Gross carrying amount	**3,032.83**
Additions	-
Impairment	-
Gross carrying amount	**3,032.83**
Net carrying amount as at March 31, 2024*	**3,032.83**

* Refer note 38

6 Investments

	Particulars	Face Value Per Share /Unit	As at March 31, 2024		As at March 31, 2023	
			Quantity No's	Amount (₹ in Lakhs)	Quantity No's	Amount (₹ in Lakhs)
6a	**Non-current Investments**					
(i)	**A Investment in equity Instruments (fully paid up):**					
	In subsidiaries (Unquoted and Non-Trade)(At cost):					
	HGS International, Mauritius (Wholly owned Subsidiary)	USD 1	32,514,228	38,880.28	32,514,228	38,880.28
	IndusInd Media and Communications Limited (Holding 77.55%)	₹ 10	150,934,830	7,279.64	150,934,830	7,279.64
	Oneott Intertainment Limited (Holding 71.65%)	₹ 10	20,221,169	27,199.49	20,221,169	27,199.49
	B. Unquoted and Non-Trade preference shares (measured at Amortized Cost)					
	HGS International, Mauritius 5% cumulative preference shares of USD 1 each	USD 1	15,000,000	12,404.98	-	-
	C. Unquoted and Non-Trade preference shares (measured at fair value through profit and loss)					
	In Entertainment (India) Limited 7% cumulative preference shares of ₹ 10 each	₹ 10	8,446,120	446.05	8,446,120	401.73
	Aggregate Value of Unquoted Investments			**86,210.44**		**73,761.14**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Particulars		Face Value Per Share /Unit	As at March 31, 2024		As at March 31, 2023	
			Quantity No's	Amount (₹ in Lakhs)	Quantity No's	Amount (₹ in Lakhs)
6b	**Current Investment (measured at fair value through profit and loss)**					
	Others (Unquoted and Non-Trade): (At Amortised cost)					
	Treasury Bills (At Philippines branch)			103.28		283.56
	[Deposited with Securities and Exchange Commission in Philippines]					
	Aggregate Value of Investments and market value thereof			**103.28**		**283.56**
	Total investments					
	Aggregate value of quoted Investments and market value thereof			-		-
	Aggregate value of unquoted investments			**86,313.72**		**74,044.70**
	Aggregate amount of impairment in the value of investments			-		-

Terms of Treasury bill FY 2023-24

	Name of Bank	ISIN	Maturity Date	Rate of Interest	Face Value in' PHP as on March 31,2024 (PHP. in Lakhs)	Face Value in' ₹ as on March 31,2024 (₹ in Lakhs)
1	Union Bank Plaza*	PH000057333	August 28, 2024	5.97%	69.61	103.28
Total					**69.61**	**103.28**

* These investments carry a fixed rate of interest and it is maturing through August 28, 2024.

Terms of Treasury Bill FY 2022-23

	Name of Bank	ISIN	Maturity Date	Rate of Interest	Face Value in' PHP as on March 31,2023	Face Value in' ₹ as on March 31,2023
1	Union Bank Plaza*	PIBL1222F269	June 28, 2023	7.60%	186.90	283.56
Total					**186.90**	**283.56**

* These investments carry a fixed rate of interest and it is maturing through June 28, 2023.

Note: The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

7 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good (At Amortised cost)		
Loans to related parties (Refer note 43)*	75,011.77	73,902.09
Total	**75,011.77**	**73,902.09**

* This represents non-current portion of loan to a wholly owned subsidiary to meet its business requirement and to fund organic growth of its Overseas subsidiaries and future acquisitions. Accordingly the loan is considered as net investment in foreign operations. The loan is unsecured and bearing interest rate of US$ 3 month

LIBOR+115 basis points to 4.25%. There is no fixed repayment tenure for the loan and the borrower has an option to repay the loan at any time along with accrued interest.

7 a Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment (Both current and non current).

Type of Borrower	As at March 31, 2024		As at March 31, 2023	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Parties				
Non Current Loans (Refer 7)	75,011.77	51%	73,902.09	28%
Current Loans (Refer 13)	73,435.21	49%	187,655.89	72%
Total	**148,446.98**	**100%**	**261,557.98**	**100%**

7 b Particulars of loan granted u/s 186 of the Companies Act 2013.

Loans/Inter Corporate Deposits Receivable Related Party wise. (Non Current Loans and Current Loans)	For FY 2023-24		For FY 2022-23	
	Loan o/s as at March 31, 2024	Maximum O/s Balance in FY 2023-24	Loan o/s as at March 31, 2023	Maximum O/s Balance in FY 2022-23
HGS International	75,011.77	75,011.77	73,902.09	73,902.09
Hinduja Group Limited	22,355.00	46,200.00	46,200.00	50,450.00
Hinduja Realty Ventures Limited	29,386.00	50,500.00	50,500.00	53,000.00
Hinduja Energy (India) Ltd	-	50,000.00	50,000.00	50,000.00
In Entertainment India Limited	6,350.00	11,900.00	11,900.00	11,900.00
IndusInd Media & Communications Limited	8,507.58	15,478.84	14,905.00	15,079.00
ONEOTT Intertainment Limited	6,836.63	21,330.46	14,150.89	14,300.89
Total	**148,446.98**		**261,557.98**	

Refer Note 7 &13

8 Other non- current financial asset

Particulars	As at March 31, 2024	As at March 31, 2023
Security Deposit	4,605.85	5,086.08
Deposits with bank for Margin Money*	132.31	140.86
Lease receivable (Refer Note 47)	1,988.37	-
Total	**6,726.53**	**5,226.94**

* Under lien with bank towards guarantees issued by them on behalf of the company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

9a Income Tax Assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax and tax deducted at source	116,743.92	110,046.90
Less: Provision for Income tax	96,762.64	95,819.80
Total	**19,981.28**	**14,227.10**

9b Current tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Income tax	590.84	1,050.52
Less: Advance tax & tax deducted at source	401.21	900.63
Total	**189.63**	**149.89**

10 Other non current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good unless otherwise specified:		
Capital advances	1.44	1.44
Balances with government authorities	3,393.36	2,020.75
Prepaid expenses	111.72	3,171.80
Others	115.39	253.55
Total	**3,621.91**	**5,447.54**

11 Trade receivables & Unbilled Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good	32,305.41	32,684.75
Unsecured, Unbilled Receivables	5,193.13	4,796.36
Trade Receivable- Significant increase in credit Risk	5,721.80	4,176.47
Less: Allowance for bad & doubtful debts	(5,721.80)	(4,176.47)
Total	**37,498.54**	**37,481.11**
Current portion	37,498.54	37,481.11
Non-current portion	-	-

For Related party transactions refer Note 43.

(All amounts are in ₹ Lakhs)

Trade Receivables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	12,031.49	19,325.15	948.77	-	-	-	**32,305.41**
(ii) Undisputed Trade Receivables – Significant increase in credit Risk	-	1,322.13	178.84	1,228.50	1,809.51	454.24	**4,993.22**
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	**-**
(iv) Disputed Trade Receivables - Significant increase in credit Risk	-	-	19.67	489.73	29.95	189.23	**728.58**
Less: Allowance for bad and doubtful debts	-	(1,322.12)	(198.51)	(1,718.23)	(1,839.46)	(643.48)	**(5,721.80)**
Unbilled Receivable							
(iii) Undisputed Unbilled Receivable – considered good	5,193.13	-	-	-	-	-	**5,193.13**
Total	**17,224.62**	**19,325.16**	**948.77**	**-**	**-**	**-**	**37,498.54**

Trade Receivables ageing schedule As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	10,674.72	19,651.95	1,750.54	165.00	-	-	**32,242.21**
(ii) Undisputed Trade Receivables – Significant increase in credit Risk	-	478.02	820.77	2,005.00	209.79	71.98	**3,585.56**
(iii) Disputed Trade Receivables considered good	-	358.42	84.12	-	-	-	**442.54**
(iv) Disputed Trade Receivables considered doubtful- Significant increase in credit Risk	-	22.62	24.59	172.87	130.98	239.85	**590.91**
Less: Allowance for bad and doubtful debts	-	(500.64)	(845.36)	(2,177.87)	(340.77)	(311.83)	**(4,176.47)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled Receivable							
(iii) Undisputed Unbilled Receivable – considered good	4,796.36	-	-	-	-	-	**4,796.36**
Total	**15,471.08**	**20,010.37**	**1,834.66**	**165.00**	**-**	**-**	**37,481.11**

There were no due by directors or other officers of the company or any of them severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a member.

12a Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
in current accounts	9,766.20	17,391.83
in Exchange Earners Foreign Currency Account (EEFC) accounts	8.36	80.22
in Term deposits	9,365.75	21,646.06
in Cash credit accounts (Refer Note 49)	282.13	1,147.12
Cheques on hand	47.30	296.57
Cash on hand	6.68	4.48
Total	**19,476.42**	**40,566.28**

Balances with banks in current account and EEFC account does not carry any interest. Short-term deposits are made for varying periods between one day to three months, depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

There are no restrictions with regard to cash and cash equivalents as at the end of the reporting year.

12b Bank balances other than 12a above

Particulars	As at March 31, 2024	As at March 31, 2023
Earmarked Balances with Banks:		
Unpaid dividend	6,668.48	6,509.77
Unpaid bonus	1.79	1.79
Bank Deposits maturing more than 3 months but less than 12 months	75.55	748.82
Margin money with Bank	900.00	-
Total	**7,645.82**	**7,260.38**

Term deposits are made for varying periods having a maturity period of more than three months.

(All amounts are in ₹ Lakhs)

13 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured, considered good (At Amortised cost)		
Loan to related parties (Refer note 43 & 7b)		
Opening balance	1,87,655.89	1,03,450.00
Loans given during the year	1,02,491.85	1,94,129.89
Loans repaid	(2,16,712.53)	(1,09,924.00)
Closing Balance	**73,435.21**	**1,87,655.89**
Total	**73,435.21**	**1,87,655.89**

The loans were given to respective parties as disclosed in Note 43 for their working capital needs and general corporate purpose. The transactions were made on normal commercial terms and conditions and at the market rate. The average interest rate on the loans during the year was 8.50% to 8.80% (March 31, 2023 – 8.50% to 8.80%)

14 Other current financial asset

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued on deposits/ loans	56.13	644.04
Derivatives - Foreign Exchange Forward Contracts (Refer Note 46)	-	52.47
Finance lease receivables (Refer Note 47)	769.85	215.41
Security deposits	4,519.35	1,510.75
Less : Provision for Security deposits	(104.47)	(104.47)
	4,414.88	1,406.28
Other receivables	58.03	1,660.48
Less : Provision for Other receivables	(51.11)	(51.11)
	6.92	1,609.37
Total	**5,247.78**	**3,927.57**

15 Other current assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured and considered good, unless otherwise stated		
Balances with Government Authorities	5,706.88	6,676.59
Advance to employees		
Good	465.25	355.09
Doubtful	12.98	12.98
	478.23	368.07
Less: Allowance for doubtful Advances	(12.98)	(12.98)
	465.25	355.09
Advance recoverable in cash or in kind or value to be received	1,789.95	1,582.93
Prepaid Expenses	2,624.62	2,779.08
Gratuity (Refer note 41)	73.24	68.98
Others	-	250.00
Total	**10,659.94**	**11,712.67**

There were no due by directors or other officers of the company or any of them severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a member.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

16 Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
(at lower of cost and net realisable value)*		
Stock of Network equipment and traded goods	679.32	669.16
Media Inventories	559.09	477.05
Total	**1,238.41**	**1,146.21**

* Refer Note 50

17 Equity Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorized Share capital:		
7,98,50,000 (March 31, 2023: 7,98,50,000) equity shares of ₹ 10/- each	7,985.00	7,985.00
150,000 (March 31, 2023:150,000) 1% Participatory redeemable Non cumulative preference shares of ₹ 10/- each	15.00	15.00
Total	**8,000.00**	**8,000.00**
Issued, subscribed and Paid up :		
46,520,285 (March 31, 2023: 52,520,285) equity shares of ₹ 10/- each fully paid	4,652.03	5,252.03
Total	**4,652.03**	**5,252.03**

(i) Movement in equity share capital

Particulars	No.of shares	Equity share Capital (par value)
As at April 1, 2022	**41,795,132**	**4,179.51**
Shares issued to Employees under Employee Stock Option Plan	35,750	3.58
Shares issued other than Cash due to Merger of Digital, Media & Communications Business (Refer Note 17 (v))	10,689,403	1,068.94
As at March 31, 2023	**52,520,285**	**5,252.03**
Buyback of shares (Refer Note 17 (vi))	6,000,000	600.00
As at March 31, 2024	**46,520,285**	**4,652.03**

Terms and rights attached to equity shares

Equity Shares: The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend which are approved by Board of Directors in Board Meeting . In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Number of shares reserved for issue under the Employee Stock Option Plan (Refer note 34)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Hinduja Global Solutions Limited Employee Stock Option Plan 2008	-	-
ii) Hinduja Global Solutions Limited Employee Stock Option Plan 2011	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

(ii) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% held	Number of Shares	% held
Hinduja Group Limited	16,319,452	35.08%	18,600,791	35.42%
Hinduja Realty Ventures Limited	2,983,382	6.41%	3,404,492	6.48%
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	1,765,862	3.80%	2,014,490	3.84%
Amas Mauritius Limited	6,529,371	14.04%	6,529,371	12.43%

(iii) Shareholding of promoters

Name of the Promoters	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of Shares	% held	Number of Shares	% held	
Hinduja Group Limited	16,319,452	35.08	18,600,791	35.42	-0.34
Hinduja Realty Ventures Limited	2,983,382	6.41	3,404,492	6.48	-0.07
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	1,765,862	3.8	2,014,490	3.84	-0.04
Hinduja Properties Limited	59,334	0.13	67,569	0.13	-
Amas Mauritius Limited	6,529,371	14.04	6,529,371	12.43	1.61
Aasia Corporation LLC	366,885	0.79	417,809	0.8	(0.01)
Harsha Ashok Hinduja Jt. Ashok P. Hinduja	1,176,672	2.53	1,339,995	2.55	(0.02)
Ashok P. Hinduja, Karta of S.P. Hinduja HUF (Bigger)	1,142,979	2.46	1,301,625	2.48	(0.02)
Ambika Ashok Hinduja	385,392	0.83	438,884	0.84	(0.01)
Shom Ashok Hinduja	304,429	0.65	346,683	0.66	(0.01)
Ashok P. Hinduja Jt. Harsha Ashok Hinduja	98,528	0.21	112,203	0.21	-
Vinoo S. Hinduja	141,515	0.3	141,515	0.27	0.03
Ashok P. Hinduja, Karta of A.P. Hinduja (HUF)	118,127	0.25	134,523	0.26	(0.01)
Shanoo S. Mukhi	2,213	-	2,213	-	-
Harsha Ashok Hinduja	36,302	0.08	41,340	0.08	-
Ashok P. Hinduja	68,711	0.15	78,247	0.15	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Name of the Promoters	As at March 31, 2023		As at March 31, 2022		% Change during the year
	Number of Shares	% held	Number of Shares	% held	
Hinduja Group Limited	18,600,791	35.42	14,254,891	34.11	1.31
Hinduja Realty Ventures Limited	3,404,492	6.48	2,614,490	6.26	0.22
Hinduja Group Limited jointly with Hinduja Realty Ventures Limited	2,014,490	3.84	2,014,490	4.82	-0.98
Hinduja Properties Limited	67,569	0.13	-	-	0.13
Amas Mauritius Limited	6,529,371	12.43	5,522,854	13.21	(0.78)
Aasia Corporation LLC	417,809	0.8	417,809	1	(0.20)
Harsha Ashok Hinduja Jt. Ashok P. Hinduja	1,339,995	2.55	1,114,996	2.67	(0.12)
Ashok P. Hinduja, Karta of S.P. Hinduja HUF (Bigger)	1,301,625	2.48	1,064,966	2.55	(0.07)
Ambika Ashok Hinduja	438,884	0.84	354,484	0.85	(0.01)
Shom Ashok Hinduja	346,683	0.66	280,014	0.67	(0.01)
Ashok P. Hinduja Jt. Harsha Ashok Hinduja	112,203	0.21	90,626	0.22	(0.01)
Vinoo S. Hinduja	141,515	0.27	122,130	0.29	(0.02)
Ashok P. Hinduja, Karta of A.P. Hinduja (HUF)	134,523	0.26	108,654	0.26	-
Shanoo S. Mukhi	2,213	-	1,910	-	-
Harsha Ashok Hinduja	41,340	0.08	33,390	0.08	-
Ashok P. Hinduja	78,247	0.15	63,200	0.15	-

(iv) The Board of Directors at their meeting held on January 6, 2022 had approved issuance of Bonus Equity Shares of the Company in the proportion of 1 (One) Bonus Equity Share of ₹10/- each for every 1 (One) existing Equity Share of ₹10/- each, with a record date of February 23, 2022.

(v) The Board of Directors of the Company, at its meeting held on February 17, 2022 had considered and approved the scheme of arrangement between Hinduja Global Solutions Limited (the "Resulting Company") and NXTDIGITAL Limited (the "Demerged Undertaking") for the demerger of Digital, Media & Communications Business Undertaking along with the investments in its subsidiaries of NXTDIGITAL Limited into Hinduja Global Solutions Limited and had recommended the swap ratio of 20 equity share of ₹10/- each fully paid-up of Hinduja Global Solutions Limited for every 63 equity shares of ₹10/- each fully paid-up held by the public shareholders of NXTDIGITAL Limited.As per the swap ratio approved in the scheme, the shareholders of NXTDIGITAL Limited holding 3,36,71,621 equity shares (of NDL) to receive 1,06,89,403 equity shares of Hinduja Global Solutions Limited having face value of ₹10 each. Pursuant to the Scheme of arrangement, shares of Hinduja Global Solutions Limited are issued to the public shareholders of NXTDIGITAL Limited.

(vi) The shareholders of the Company approved the proposal of buyback of Equity Shares recommended by the Board of Directors by way of e-voting through postal ballot at the Maximum buyback price of ₹ 1,700/- per equity share and the Maximum buyback size of ₹102,000 lakhs. Subsequently, the Buyback Committee at its meeting held on January 27, 2023 has approved the buyback of 60 lakh Equity Shares at a price of ₹1,700 i.e. up to ₹102,000 lakhs (excluding transaction cost and taxes) with the Record Date of March 6, 2023.

The buyback was offered to all eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-back of Securities) Regulations, 2018. The Buyback of equity shares has commenced on May 22, 2023 and closed on June 2, 2023. The buyback settlement was complete on June 9, 2023.

The Company had bought back 60 Lakh equity shares of Face Value of ₹10 each (i.e. ₹ 600 lakhs) at a price of ₹ 1,700 per equity share by utilising its Securities premium reserve,General Reserve and Retained Earnings. The Company credited 'Capital Redemption Reserve' with an amount of ₹ 600 lakhs, being amount equivalent to the nominal value of the Equity Shares bought back as an appropriation from General Reserve. The Buyback resulted in cash outflow of ₹ 102,000 lakhs (excluding transaction cost and taxes) and reduction of 11.43% of pre-buyback paid up equity share capital of the Company as at March 31, 2023.

18 Borrowings

	As at March 31, 2024	As at March 31, 2023
a. Borrowings - non-current (Amortised cost) (Refer Note 49)		
Secured		
Term Loans from Banks	13,660.48	13,727.05
other loans	8.75	11.61
Total borrowings	**13,669.23**	**13,738.66**
Less: Current maturities of long-term debt	7,070.04	4,222.74
Less: Interest accrued (included in note 23)	229.39	150.00
Non-current borrowings	**6,369.80**	**9,365.92**
b. Borrowings - current (Amortised cost) (Refer Note 49)		
Secured		
Bank Overdrafts	19,000.00	15,000.00
Secured - at amortised cost		
Loans from banks repayable on demand		
- Working Capital demand loan	7,369.91	2,000.00
Unsecured - at amortised cost		
- Loans from other parties	4.45	3.75
Total Current borrowings	**26,374.36**	**17,003.75**
Less: Interest accrued	-	-
Current borrowings	**26,374.36**	**17,003.75**
c. Current maturities of Long term borrowings	7,070.04	4,222.74
	7,070.04	**4,222.74**
d. Total current borrowings	**33,444.40**	**21,226.49**
Total Borrowings*	**39,814.20**	**30,592.41**

* Refer Note 37, 43 & 49.

19 Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
a. Lease Liabilities - non-current		
Total lease liabilities	62,301.17	47,707.94
Less: Current Maturities of Lease Obligations	(21,214.38)	(14,877.09)
	41,086.79	**32,830.85**
b. Lease Liabilities - current	21,214.38	14,877.09
	21,214.38	**14,877.09**
Total	**62,301.17**	**47,707.94**

Note: Refer Note 47

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

20 Other non-current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Deferred rent	86.19	49.36
Security deposits	480.76	350.45
Total	**566.95**	**399.81**

21 Non current - provisions

	As at March 31, 2024	As at March 31, 2023
Pension (Refer note 41)	3,237.49	2,923.16
Gratuity (Refer note 41)	391.41	924.68
Compensated absences (Refer note 41)	1,358.57	1,262.30
Total	**4,987.47**	**5,110.14**

22 Trade Payables

	As at March 31, 2024	As at March 31, 2023
i. Total outstanding dues of micro enterprises and small enterprises (Refer note 51)	215.23	233.50
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	15,504.67	21,878.92
Total	**15,719.90**	**22,112.42**

Note: For Related party transactions refer Note 43.

Trade Payables ageing schedule As at March 31, 2024

	Not due & Accrued	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprises	171.23	44.00	-	-	-	**215.23**
(ii) Others	8,984.66	1,593.45	2,421.56	495.17	2,009.83	**15,504.67**
(iii) Disputed dues – Micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues-Others	-	-	-	-	-	**-**

Trade Payables ageing schedule As at March 31, 2023

	Not due & Accrued	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro enterprises and small enterprises	129.35	104.15	-	-	-	**233.50**
(ii) Others	13,039.41	7,886.67	280.40	67.37	605.08	**21,878.92**
(iii) Disputed dues – Micro enterprises and small enterprises	-	-	-	-	-	**-**
(iv) Disputed dues-Others	-	-	-	-	-	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

23 Other current financial liabilities

	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due	229.39	150.00
Capital creditors (other than those payable to MSME)	3,304.26	5,782.06
Unpaid dividend [Refer note (a)& (b) below]	6,668.48	6,509.77
Derivatives - foreign exchange forward contracts (Refer note 46)	38.69	51.81
Employee benefit payable	5,878.65	6,372.73
Other Payable	472.67	1,492.77
Total	**16,592.14**	**20,359.14**

a. There was a delay in depositing an unclaimed dividend in the current year to Investor Education and Protection Fund (IEPF) due to technical difficulties. The Company has deposited the same to IEPF on February 1, 2024.

b. There was a delay in depositing the unclaimed dividend to Investor Education and Protection Fund (IEPF) due to technical difficulties. Subsequently to year end March 31, 2023, the Company has deposited the same to IEPF.

24 Current - provisions

	As at March 31, 2024	As at March 31, 2023
Compensated absences (Refer note 41)	685.07	621.39
Gratuity (Refer note 41)	1,015.38	-
Others*	234.87	-
Total	**1,935.32**	**621.39**

* includes provision for CSR unspent amount ₹ 234 lakhs (refer note 33 a)

25a Non current Contract Liabilities

	As at March 31, 2024	As at March 31, 2023
Income received in advance	17.18	15.49
Total	**17.18**	**15.49**

25b Current Contract Liabilities

	As at March 31, 2024	As at March 31, 2023
Income received in advance	1,562.04	2,089.99
Advance from Customer	633.65	422.82
Total	**2,195.69**	**2,512.81**

26 Other current liabilities

	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	2,554.92	2,300.95
Other payables	4.10	191.97
Total	**2,559.02**	**2,492.92**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

27 Revenue from operations

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of products		
Sale of Traded Goods	150.24	10.19
Sale of services		
Business Process Management	92,365.78	78,595.10
Subscription - direct / cable operators	33,776.68	36,432.02
Installation charges	2,120.87	1,529.00
Channel placement fees	23,667.12	10,605.11
LCN Incentive	4,132.46	4,000.83
Other operating income		
Technical advisory fees	920.76	526.87
Commission income	-	0.60
Advertisement income	308.90	246.01
Assignment of movie rights	-	385.00
Other operating revenue	382.95	-
Total	**157,825.76**	**132,330.73**

i) Business Process Management

Revenue is recognized at Point in Time basis in respect of the services provided by the company.

The Company believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.

Country / region	Year ended March 31, 2024	Year ended March 31, 2023
USA and Canada	46,228.84	31,223.51
India	36,296.21	36,811.03
UK & Europe	6,985.41	8,520.00
Rest of the world	2,855.32	2,040.56
Total revenue from contracts with customers	**92,365.78**	**78,595.10**

Contract type/ nature of contract	Year ended March 31, 2024	Year ended March 31, 2023
Business Process Management	92,365.78	78,595.10

(All amounts are in ₹ Lakhs)

Category of customer	**Year ended March 31, 2024**	**Year ended March 31, 2023**
Health Insurance, Pharma & Healthcare	-	2,793.00
Telecom and Technology	4,221.90	16,696.00
Consumer Electronics, Products, Services and Retail	34,962.32	12,457.00
Banking and Financial Services	27,829.77	29,561.00
Media	1,144.16	1,002.09
Others	24,207.63	16,086.01
Total revenue from contracts with customers	**92,365.78**	**78,595.10**

ii) Media and Digital

Media & Communications business, is India's premier integrated Digital Delivery Platforms Company delivering services via satellite, digital cable and broadband to over 5 million customers across 1,500 cities and towns in India.

The Company earns installation revenue on activation of set-top boxes ('STB') at customer premises, thus money is collected on or before installation of STB. In case of subscription income, the Company largely operates on limited customer base / geographies where the credit limit is less than a year. Also, channel placement / carriage income and LCN income from broadcasters have similar credit risks.

The following table provides a reconciliation of the revenue recognised in the statement of profit and loss with the contract price:

Subscription revenue	**March 31, 2024**	**March 31, 2023**
Contracted price	34,352.59	37,065.54
Add: Allocation of transaction price from bundled contracts	-	-
Add: Deferred revenue adjustments	-	-
Less: Unbilled revenue adjustments	-	-
Discounts to LCO's	(575.91)	(633.52)
Revenues recognised as per the Statement of profit and loss	**33,776.68**	**36,432.02**

Installation revenue	**March 31, 2024**	**March 31, 2023**
Contracted price	1,987.86	1,224.18
Less: Allocation of transaction price to subscription revenue for bundled contracts	-	-
Add: Adjustment for deferral for installation revenue	133.01	304.82
Revenues recognised as per the Statement of profit and loss	**2,120.87**	**1,529.00**

Channel placement fees	**March 31, 2024**	**March 31, 2023**
Contracted price	23,518.84	10,447.51
Add: Adjustment for deferral for channel placement revenue	148.28	157.60
Revenues recognised as per the Statement of profit and loss	**23,667.12**	**10,605.11**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

The table below discloses the movement in contract liabilities during the year:

	Advance billing	Advance from customer
Balance as at 31 March 2022	**1,911.76**	**457.72**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	(1,850.32)	(457.72)
Add: invoices raised for which no revenue is recognised during the year	2,044.04	422.82
Balance as at 31 March 2023	**2,105.48**	**422.82**
Less: revenue recognised that was included in the contract liabilities at the beginning of the year	(1,530.28)	(422.82)
Add: invoices raised for which no revenue is recognised during the year	1,004.02	633.65
Balance as at 31 March 2024	**1,579.22**	**633.65**

The table below discloses the movement in contract assets during the year:

	March 31, 2024	March 31, 2023
Unbilled receivables		
At the beginning of the year	**1,019.69**	**982.41**
Less: Invoices issued in the current year that was included in contract assets in the beginning of the year	(1,019.69)	(982.41)
Add: Revenue recognised in the current year for which no invoice is raised in the current year	697.17	1,019.69
Balance as at Year end	**697.17**	**1,019.69**

28 Other income

	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on financial assets carried at amortised cost	12,765.53	19,472.65
Dividend income		
- from others	138.63	5.05
Net gain on financial instruments at fair value through profit or loss	44.32	52.16
Unwinding of discount on security deposits	366.61	435.64
Foreign exchange gain (net)	2,756.58	8,796.06
Income from discontinuation of leases	228.36	-
Profit on Sale of property, plant and equipment(Refer note 56)	4,433.27	3,774.60
Provision for Doubtful debts no longer required written-back	1,360.10	1,607.16
Lease income	2,703.51	1,802.61
Miscellaneous income	2,289.34	3,875.79
Total	**27,086.25**	**39,821.72**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

29 Changes in Inventories

	Year ended March 31, 2024	Year ended March 31, 2023
Opening Stock		
Media inventory	477.05	158.76
Network equipment and traded goods	669.16	631.09
	1,146.21	789.85
Less: Closing Stock		
Media inventory	(559.09)	(477.05)
Network equipment and traded goods	(679.32)	(669.16)
	(1,238.41)	(1,146.21)
Total	**(92.20)**	**(356.36)**

30 Employee benefits expenses

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries and wages	69,010.81	59,865.75
Contribution to provident and other funds (Refer note 41)	3,837.65	3,534.09
Gratuity and Pension expense (Refer note 41)	844.51	681.69
Staff welfare expenses	796.96	551.84
Total	**74,489.93**	**64,633.37**

31 Finance costs

	Year ended March 31, 2024	Year ended March 31, 2023
Interest expense on		
- Inter corporate deposits	-	2,521.86
- Term loans from bank	1,474.17	1,664.93
- Cash credit and others	1,959.54	503.72
Interest expense on leases (Refer note 47)	5,397.90	5,340.42
Amortisation of processing fees	158.65	49.79
Other borrowing costs	100.77	-
Total	**9,091.03**	**10,080.72**

32 Depreciation and Amortization expenses

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on property, plant and equipment (Refer Note 2)	7,457.24	9,772.44
Depreciation on Right of use assets (Refer Note 3)	16,302.92	11,421.11
Amortization of intangibles (Refer Note 5a)	2,970.51	2,034.56
Depreciation on Investment property (Refer Note 4)	46.35	46.38
Total	**26,777.02**	**23,274.49**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

33 Other expenses

	Year ended March 2024	Year ended March 2023
Power and fuel	1,619.32	1,796.72
Rent (Refer note 47)	923.31	1,483.85
Repairs and maintenance -machinery	1,360.72	1,010.75
Repairs and maintenance - leased Premises	817.03	932.42
Repairs and maintenance - others	1,343.91	1,600.38
Insurance	744.06	302.46
Rates and taxes	996.70	669.26
Directors' sitting fees and Commission(net)	117.50	105.30
Payment to the auditors:		
- As auditors [including payment to Branch Auditors ₹16.28 lakhs (Previous Year ₹ 30.86 lakhs)]	263.45	365.06
- for other services [including payment to Branch Auditors ₹ Nil (Previous Year ₹1.23 lakhs)]	2.00	51.23
- for reimbursement of expenses	7.59	7.85
Connectivity cost	2,172.84	238.94
Advertisement and business promotion	612.52	620.83
Communication	916.15	754.05
Travelling, conveyance and car hire charges	1,838.25	1,355.52
Legal and professional	8,072.99	7,120.16
Training and recruitment	839.71	878.98
Subscription - pay channels	44,771.18	32,993.43
Lease rental - duct	254.20	232.45
Bandwidth charges	133.48	188.18
Link charges	-	126.00
Installation expenses	0.44	-
Commission	1,992.65	1,640.76
Contract Services	2,570.31	2,717.66
Royalty	350.53	360.18
Call centre charges	228.86	270.79
Donations	3.64	-
Software expenses	2,435.72	1,109.58
Corporate social responsibility (Refer note 33a)	522.31	668.00
Bad debts/ advances written off	121.28	54.90
Allowance for bad and doubtful debts/ advances	1,545.33	2,114.04
Loss on sale of assets (net)	-	31.49
Miscellaneous expenses	1,347.67	1,940.58
Total	**78,925.65**	**63,741.80**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

33a Corporate Social Responsibility (CSR)

		March 31, 2024	March 31, 2023
I	Gross amount required to be spent by the Company during the year	522.31	668.00
II	Amount spent during the year		
	a. Construction/ acquisition of any asset	-	-
	b. On various activities (Refer note below 2)	288.21	668.00
III	Shortfall/Unspent at the end of the year	234.10	-
IV	Total of previous years shortfall	-	-
V	Reason for shortfall	Refer note 1 below	Not Applicable

Note1 : The Company's CSR spending obligation for the financial year ended March 31, 2024 was ₹ 522.31 Lakhs. Out of which, the Company has spent ₹ 288.21 lakhs on CSR activities before March 31, 2024. Balance unspent amount of ₹ 234.1 lakhs was transferred on April 16, 2024 to Unspent CSR Account as per sub-section (6) of section 135 of the Companies Act, 2013 ongoing CSR activities.

Note : 2 Amount spent during the year

Vendor Name	Nature of CSR Activity	Amount Spent during 2023-24	Amount Spent during 2022-23
Hinduja Foundation	Water, Education & Rural Development Project, T1 Diabetes program with Hinduja Hospital, Mumbai,ICU upgradation at PD Hinduja Sindhi Hospital, Bengaluru,Road to School Program with Learning Links Foundation at Nilgiri	88.21	448.00
Learning Links Foundation	Support for the holistic development of children as part of Road To School program in Bengaluru.	60.00	94.00
Magic Bus India Foundation	Contribution towards Youth Skilling Program	25.00	25.00
Samarpaka Seva Trust	Contribution towards Women's Empowerment at Chikkaballapur	-	36.00
Samarthanam Trust for the Disa	Education, Life skill Training for disabled,Support for vocational skills training and placement of persons with disabilities.	5.00	5.00
SayTrees Environmental Trust	Contribution towards Increasing the green cover outside the forest areas and livelihoods.	-	20.00
Step Up For India	Contribution towards Implementing Comprehensive English Program.	15.00	15.00
The Akshaya Patra Foundation	Contribution towards Mid-day Meals Program.	25.00	25.00
International Institute of Information Technology, Bangalore (IIIT-B)	Towards Youth Skilling Program	45.00	-
Nascom Foundation	NASCOMM-Skills	25.00	-
Total		**288.21**	**668.00**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

34 Share based payments

a) Employee Option Plan

Details of the employee stock option plan are as given below.

Particulars	ESOP 2008	ESOP 2011
Details of the plan	The Shareholders of the Company at their Annual General Meeting held on September 27, 2008 granted approval to HTMT Global Solutions Limited Employees Stock Option Plan 2008 (now Hinduja Global Solutions Limited Employees Stock Option Plan 2008) ("ESOP 2008"). Subsequently, the Nomination and Remuneration Committee (formerly Compensation Committee) approved the terms and conditions relating to ESOP 2008 and options were granted on July 31, 2009.	The Shareholders of the Company at their Annual General Meeting held on August 1, 2011 granted approval to Hinduja Global Solutions Limited Employees Stock Option Plan 2011 ("ESOP 2011"). Subsequently, the Nomination and Remuneration Committee (formerly Compensation Committee) approved the terms and conditions relating to ESOP 2011 and options were granted on November 11, 2011.
Maximum grant of options	The maximum number of options that could be issued under ESOP 2008 is 205,380 (being 1% of the outstanding equity shares of the Company as at April 1, 2009).	The maximum number of options that could be issued under ESOP 2011 is 308,838 (being 1.5% of outstanding paid up capital of the Company as at April 1, 2011).
Vesting period	Options to vest over a period of three years from the date of their grant as under: - 1/6th of the options granted will vest on the first anniversary of the grant date. - 1/3rd of the options granted will vest on the second anniversary of the grant date. - 1/2 of the options granted will vest on the third anniversary of the grant date.	Options to vest over a period of three years from the date of their grant as under: - 1/6th of the options granted will vest at the end of one year from the grant date. - 1/6th of the options granted will vest at the end of 18 months from the grant date. - 1/6th of the options granted will vest at the end of 24 months from the grant date. - 1/4th of the options granted will vest at the end of 30 months from the grant date. - 1/4th of the options granted will vest at the end of 36 months from the grant date.
Exercise period	Options vested with an employee will be exercisable prior to completion of the 48th month from the date of their grant by subscribing to the number of equity shares in the ratio of one equity share for every option. In the event of cessation of employment due to death, resignation or otherwise the options may lapse or be exercisable in the manner specifically provided for in the Scheme.	Options vested with an employee will be exercisable prior to completion of the 24th month from the date of vesting of options by subscribing to the number of equity shares in the ratio of one equity share for every option. In the event of cessation of employment due to death, resignation or otherwise the options may lapse or be exercisable in the manner specifically provided for in the Scheme.
Exercise price	FY 2023-2024 Nil (FY 2022- 2023 - ₹ 296.03 per share)	FY 2023-2024 Nil (FY 2022- 2023 - ₹ 282.53- 332.53 per share)
Grant/re-grant options	The Nomination and Remuneration Committee (formerly Compensation Committee) approved the request of lapsed options which were subsequently granted to specific employees. The term for vesting and exercise period are as stated above.	The Nomination and Remuneration Committee (formerly Compensation Committee) approved the request of lapsed options which were subsequently granted to specific employees. The term for vesting and exercise period are as stated above.

The exercise price per share is determined on the basis of closing price at the National Stock Exchange of India Limited immediately preceding the grant date. The fair value of stock option has been calculated using Black-Scholes Option Pricing Model.

Set out below is a summary of options granted under the plan:

ESOP 2008

	March 31, 2024		March 31, 2023	
	Average exercise Price Per share (₹)	Number of Options	Average exercise Price Per share (₹)	Number of Options
Opening balance	-	-	580.75	15,000
Granted during the year	-	-	-	-
Adjustment due to Bonus issue	-	-	-	15,000
Lapsed during the year	-	-	-	-
Exercised during the year	-	-	296.02	(30,000)
Closing balance		**-**		**-**
Vested and exercisable		-		-

ESOP 2011

	March 31, 2024		March 31, 2023	
	Average exercise Price Per share (₹)	Number of Options	Average exercise Price Per share (₹)	Number of Options
Opening Balance	-	-	569.83	5,375
Granted during the year	-	-	-	-
Adjustment due to Bonus issue	-	-	-	5,375
Lapsed during the year	-	-	-	(5,000)
Exercised during the year	-	-	307.52	(5,750)
Closing balance		**-**		**-**
Vested and exercisable		-		-

The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2024 - ESOP 2008: Nil and ESOP 2011: Nil. (Year ended March 31, 2023 - ESOP 2008: ₹ 296.02 and ESOP 2011: ₹ 307.52)

Shares options outstanding at the end of the year have the following expiry dates and exercise prices

Grant Date	ESOP Plan	Expiry Date	Exercise Price (₹)	Share options (March 31, 2024)	Share options (March 31, 2023)
August 5, 2019	ESOP 2008	August 5, 2023	-	-	-
April 21, 2017	ESOP 2011	April 21, 2022	-	-	-
November 3, 2020	ESOP 2011	November 3, 2025	-	-	-

Stock options outstanding at the end of the year have the following Remaining life (In months)

Grant Date	ESOP Plan	Expiry Date	Remaining life (months)	Share options (March 31, 2024)	Remaining life (months)	Share options (March 31, 2023)
August 5, 2019	ESOP 2008	August 5, 2023	-	-	4	-
November 3, 2020	ESOP 2011	November 3, 2025	18	-	30	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

(b) (Income)/Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in statement of profit and loss as part of employee benefit (income)/expense were as follows:

Particulars	March 31, 2024	March 31, 2023
Employee share based payment expenses	-	1.00
Employee share based payment Income	-	-
Total	**-**	**1.00**

35 Contingent Liabilities

a) Contingent Liabilities

A) Claims against the Company not acknowledged as debts:

Particulars	March 31, 2024	March 31, 2023
1. Income Tax demand		
(i) Prior AY 2007-08 (Refer note 1& 2 below)	16,786.40	16,786.40
(ii) From AY 2007-08 (Refer note 2 below)	10,611.02	10,611.01
(iii) Others	15,918.49	13,840.96
2. Claims against the company not acknowledged as debts relating to:		
Entertainment tax (refer note 3 below)	2,192.55	2,192.55
Cable Television Related Cases	234.16	234.16
Service tax	12,794.21	12,794.00
Sales Tax and Value Added Tax	3,899.17	3,899.17
Custom Duty	1,961.33	1,961.33
Local Body Tax	73.42	73.42
License fee (Department of Telecommunication) (refer note 6 below)	58,711.82	58,711.82
Goods and Service Tax	1,148.99	99.94
Others	2,426.32	-
3. Guarantees/counter guarantees given by the company to:		
Bank guarantees given to various authorities	50,038.65	198.00
Custom authorities	347.00	347.00
4. Other commitments		
Provident fund	409.00	409.00

Notes:

1. NDL Ventures Limited (Formerly known as NXTDIGITAL Limited) has received income tax demand pertaining to IT/ ITES business aggregating ₹ 7,144.66 Lakhs in respect of period prior to October 1, 2006 which is reimbursable by the Company pursuant to the Scheme of Arrangement and Reconstruction for demerger of IT/ITES business into the Company sanctioned by High Court of Judicature of Bombay and made effective on March 7, 2007. In this regard, the Company had paid ₹ 5,550 Lakhs to NDL Ventures Limited to discharge part payment of disputed income tax dues pertaining to IT/ITES business. Out of this amount, the Company has received refund of ₹ Nil including interest of ₹ Nil during the year (March 31, 2022- ₹ Nil including interest of ₹ Nil).

NDL Ventures Limited (Formerly known as NXTDIGITAL Limited) also received income tax demand pertaining to IT/ ITES business in respect of the same issue for the A.Y. 2002-03 to A.Y 2007-08. Pursuant to the Scheme of Arrangement and Reconstruction for merger of Digital, Media & Communications Business into the Company sanctioned by High Court of Judicature of Bombay and made effective on February 1, 2022, all liabilites of the demerged undertaking stand transferred to Resulting Company. The aggregate demand is ₹ 16,786.40 Lakhs including interest ₹ 7,985.72 Lakhs (March 31, 2023 - ₹ 16,786.40 Lakhs, ₹ 7,985.72 Lakhs respectively).

2. The Company has received Income Tax Demand orders for the A.Y. (Assessment Year) 2007-08 to A.Y. 2011-12. In all the above assessment orders, demand has been raised mainly on account of denial of section 10A benefit as per the Income Tax Act 1961 in respect of profit earned by the Company's undertaking in Software Technology Parks. The aggregate demand is ₹ 10,611.02 Lakhs including interest ₹ 1,925.02 Lakhs (March 31, 2023 - ₹ 10,611.01 Lakhs, ₹1,925.01 Lakhs respectively).

   Against the above demands, the respective companies have made various appeals before the relevant Appellate Authority; NDL Ventures Limited received a favourable order from Honourable High Court of Bombay in respect of year 2005-06 dated July 26, 2017. The Honourable Supreme Court of India has admitted a Special Leave Petition (SLP) in respect of the same matter for the years A.Y. 2002-03 to A.Y 2005-06. Future cash outflow in respect of above, if any, is determinable only on receipt of judgements/ decisions pending with relevant authorities and accordingly the amounts are disclosed as a contingent liability. In view of legal advice obtained the Management considers these disallowances as not tenable against us, and therefore no provision for this tax contingency has been recognised.

3. **Entertainment tax ('ET') material disputes are given below:**

   Entertainment tax on Local cable operator (LCO) Points (Maharashtra)

   The Government of Maharashtra issued Resolution No. - ENT2013/PK59/T-1 ('GR') dated 7 March 2013 for payment of ET on franchisee points by Multi System Operator (MSO). Accordingly, the ET authorities issued demand notices of Rs 1,809.49 lakhs relating to Mumbai, Nagpur and Nashik as under:

S. No.	Period	Notice Issued by	City	March 31, 2024	March 31, 2023
a.	April 2013 – September 2013	District Collector/ Tahsildar	Mumbai	507.08	507.08
b.	April 2013 – June 2013	Office of District Collector	Nagpur	181.14	181.14
c.	April 2013 - July 2013	Office of District Collector	Nashik	41.35	41.35
d.	July 2013 – October 2014	Office of District Collector	Nagpur	1,079.92	1,079.92
				1,809.49	**1,809.49**

In response to the demand notice issued by the ET authorities in Nagpur, the Company has filed a writ petition with Hon'ble High Court of Bombay (Nagpur Bench) challenging the order of Collector and the validity of GR. The matter shifted to Bombay Bench for Consolidation with writ filed by other MSO's and local cable operator ('LCO') associations in Mumbai and Nashik for similar demand order issued. In the interim, for writ filed by the Company before Nagpur Bench, the Hon'ble High Court of Bombay has stayed any recovery proceeding against the Company and in all writ petitions, Hon'ble High Court of Bombay has directed the LCOs to deposit the ET directly to the Entertainment tax authorities or through the Hon'ble High Court of Bombay. Based on the Orders of the Court, collectors in Mumbai have started to collect the Entertainment tax from the LCO's.

The Government of Maharashtra has vide an Ordinance dated 10 February 2014 amended the Maharashtra Entertainment Duty Act, 1923 and the said ordinance was replaced with an Act and amendments passed by the ordinance become part of the Maharashtra Entertainment Duty Act, 1923 vide amendment dated 25 July 2014. The constitutional validity of the Ordinance and the Amendments has been challenged by another MSO and a LCO federation in Maharashtra before the Hon'ble High Court of Bombay. The Company has amended its writ petitions filed before Hon'ble High Court of Bombay.

Based on the above facts, the Company is of the opinion that liability for payment of ET on LCO points for the period April 2013 to June 2017 is not required to be provided in its books as the amount of entertainment tax payable is not ascertainable by the company at this stage and it is not payable by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

4 Order from Service tax authorities for reversal of Cenvat Credit on Counter-veiling duty ('CVD') paid on import of Set-top boxes ('STB')

Effective November 2012, Digital Access System (DAS) was introduced in the broadcasting industry in India, in a phased manner, pursuant to which the Company had paid CVD on imported STB's. The Company issues STBs to end subscribers through LCOs (in some cases directly to subscribers) on payment of activation charges. These STBs are not sold to customers and continue to be asset of the Company. STB's are used for providing output service i.e. Cable operator service. The Company has claimed input credit of CVD paid on import against the output liability on Cable operator services under Rule 3 of CENVAT Credit Rules, 2004. The Service Tax Authorities had issued two show cause notice for the period April 2010 to December 2014 and January 2015 to June 2017, denying the claim of the Company for providing Cable operator services for LCO Points, contending STBs are not necessary for providing said services, thus CVD paid on such STBs cannot be availed as input credit under Cenvat Credit Rules, 2004. The matter was heard by Commissioner of the Service Tax during the current year and an Order was passed confirming the demand in both the show cause notices along with penalty amounting to Rs 12,653 lakhs. In response to the Order, the Company has filed an appeal with the Central Excise and Appellate Tribunal (CESTAT) in April 2019. Based on the above facts, the Company is of the opinion that it still remains the owner of STBs and such STBs have direct nexus with providing of Cable operator services and is thus eligible for input credit and accordingly does not require to make any provisions in the books.

5 Value added tax (VAT) material disputes are given below :

The Company had paid service tax on the activation fees of set top boxes (STB). The VAT authorities in the state of Telangana, Uttar Pradesh, Andhra Pradesh, Karnataka and Chattisgarh passed orders respectively treating the transaction as transfer of Right to use/ Deemed sale and levied VAT. The Company has filed appeal with respective Appellate authorities.

The Company is of the opinion that it still remains the owner of STBs. Though physical control of STB is passed on to the end subscriber effective control remains with the Company hence the transaction is not required to be taxed as transfer of Right to use/ Deemed sale. Accordingly the Company is of the opinion that it does not require to make any provisions in the books for the said demand.

6 License fee demand notice from Department of Telecommunication :

The Company received notices during the financial year 2017-2018 from the Department of Telecommunication (DOT) towards alleged revenue loss due to license fees payable along with interest and penalty thereon, for the period 2010-2011 to 2014-2015, aggregating to ₹ 50,775.24 lakhs, under the License No. 820-5/2002-LR dated 16 May 2002 (hereinafter referred to as ISP License) and Unified License bearing No. 821-52/2013-DS for ISP Category A for PAN India. During the said period i.e from 2010-15, the ISP license was in the name of IndusInd Media and Communications Limited (IMCL) which was subsequently transferred to ONEOTT Intertainment Limited (OIL) with effect from 1 April 2015. DOT demand on the Company was stayed by TDSAT vide its order dated 20 December 2017 and the said stay has not been vacated as on the date of balance sheet.

Although the above referred license has been transferred by IMCL to OIL, the amounts mentioned above have been reported under contingent liability in view of the counter indemnity given by IMCL in favour of OIL, against the indemnity given by OIL to DOT to service any past liability in connection with the said license.

Further, in connection with Network Operations Services availed by the Company from OIL, for the periods starting from Mar 2018 onwards, the Company has given an indemnity to reimburse a sum of ₹940.17 lakhs (as at 31st Mar 2023: ₹ 940.17 lakhs) along with applicable interest, penalty and interest on penalty towards license fees payable on the adjusted gross revenues thereon, in the event the same becomes a crystallized liability in the hands of OIL.

In light of the Hon'ble Supreme Court's judgement in FY 20, DOT decided to re-examine all demand orders raised and asked all license holders to submit comprehensive representations of the issues involved. The Company have filed representations at appropriate authorities denying the alleged liabilities.

TDSAT vide its order dated 12 June 2020 has set aside the impugned demands and directed DOT to issue directives for maintaining level playing field for all operators.

Relying on an independent legal expert's opinion, the Company and OIL continue to believe that the demands will not be upheld and therefore has disclosed these as Contingent Liabilities.

The Company has received revised demand for F.Y.2014-15, the earlier demand was ₹ 9,017.85 lakhs, which got revised to ₹ 16,014.27 lakhs.

7 Custom Duty on Activation Fee

The Company had received Show cause notice from the Directorate of Revenue Intelligence (DRI), Mumbai for evasion of Custom Duty on payment of activation fees to Nagra Vision SA and inadvertent claim of Exemption for payment of Special Additional Duty pursuant to Notification No. 21/2012 dated 17 March 2012. The Additional Director General DRI (Adjudication) vide its order dated 28 February 2018 rejected the submissions made by the Company and passed the order confirming a demand of Rs 927 Lakhs (including penalty and redemption fine). The Company has filed an Appeal before the CESTAT, Mumbai in June 2018. Based on the contention that the amount paid to Nagra Vision SA is towards activation fees and not licence fees, the Company expects that the outcome of the matter will be favorable to the Company on the basis of the Appeal and hence has included the demand as above under contingent liabilities. In addition to above order, during the Previous Year, Company had received a new Show Cause Notice on similar issue for Cable and HITS Division. The reply has already been filed by the Company and the matter got heared before the Adjudicating Authority in the previous year. Company has received a lettter dated 26th March, 2021, intimating that the adjudication proceeding to be kept pending under the relevant provision of the Custom Act, 1962. The decision to keep the procedings on hold is on account of the Hon'ble Supreme Court Judgment dated 09/03/2021 in the case of M/s. Canon India Private Limited V/s. Commissioner of Customs.

8 Provident Fund

The Company has proceedings pending with the Income tax, Service tax authorities, Customs tax authorities, Sales tax authorities and Local body tax authorities. The Company has reviewed all its pending proceedings and has adequately provided where provisions are required and disclosed as contingent liabilities where applicable and quantifiable, in these standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on these standalone financial statements.

9 The Company has proceedings pending with the Income tax, Service tax authorities, Customs tax authorities, Sales tax authorities and Local body tax authorities. The Company has reviewed all its pending proceedings and has adequately provided where provisions are required and disclosed as contingent liabilities where applicable and quantifiable, in these standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on these standalone financial statements.

10 The Company has given an undertaking to three banks (i.e. Yes Bank Ltd., Axis Bank Ltd. and RBL Bank Ltd.) to retain shareholding to the extent of 51% in the subsidiary viz. IndusInd Media & Communications Limited (IMCL) until all the amounts outstanding under various Facility Agreements entered into by IMCL with the said banks are repaid in full by IMCL. As at the balance sheet date there are no outstanding amounts payable to RBL Bank Limited.

b) Capital and other commitments:

(i) Estimated Amount of Contracts (net of capital advances) remaining to be executed on capital account ₹ 10,065.94 Lakhs (March 31, 2023: ₹ 2,734.09 Lakhs).

(ii) The Company has issued an Undertaking to the following step-down subsidiaries to provide need based financial support and is committed, if needed, to continue such support to meet the ongoing obligations.

i. HGS Mena FZ LLC

ii. C-Cubed B.V

iii. C-Cubed N.V

iv. HGS St. Lucia

v. HGS CX Technologies Inc.(including subsidiaries)

There has been no payments during the year against these undertakings.(Previous year- Nil)

(iii) The Company has given letter of comfort to banks for credit facilities availed by its subsidiary IndusInd Media & Communications Ltd.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

36 Earnings per share (EPS)

	March 31, 2024	March 31, 2023
Numerator for Basic and Diluted EPS		
Profit attributable to the equity holders of the company (₹ in Lakhs) (both continuing and discontinued operations)	(2,900.97)	33,004.92
Profit attributable to the equity holders of the company (₹ in Lakhs) (continuing operations)	(2,900.97)	24,154.53
Profit attributable to the equity holders of the company (₹ in Lakhs) (discontinued operations)	-	8,850.39
Weighted average number of equity shares (Nos.) for calculating basic earnings per share	47,667,826	52,520,285
Number of equity shares (Nos.) for calculating diluted earnings per share	47,667,826	52,520,285
Basic EPS attributable to the equity holders of the Company (₹) (both continuing and discontinued operations)	(6.09)	62.84
Diluted EPS attributable to the equity holders of the Company (₹) (both continuing and discontinued operations)	(6.09)	62.84
Basic EPS attributable to the equity holders of the Company (₹) (continuing operations)	(6.09)	45.99
Diluted EPS attributable to the equity holders of the Company (₹) (continuing operations)	(6.09)	45.99
Basic EPS attributable to the equity holders of the Company (₹) (discontinued operations)	-	16.85
Diluted EPS attributable to the equity holders of the Company (₹) (discontinued operations)	-	16.85
Nominal value of shares (₹)	10.00	10.00

Number of shares considered for basic EPS (Nos.) (Refer note 17(v)& (vi))	47,667,826	52,520,285
Add: Shares deemed to be issued for no consideration in respect of Employee stock options (Nos.)	-	-
Number of shares considered for diluted EPS (Nos.)	47,667,826	52,520,285

37 Assets pledged as security (Refer note 18 & 49)

The Company had pledged certain assets as security for its current and non current borrowings. The carrying amounts of such assets pledged as security are:

Notes	March 31, 2024	March 31, 2023
Current		
Financial Assets	-	-
First Charge	-	-
Current Assets	155,305.40	290,033.67
Total current assets pledged as security	**155,305.40**	**290,033.67**
Non-Current		
Exclusive charge	-	-
Movable fixed assets (Refer note below)	18,238.29	38,960.24
Total non-current assets pledged as security	**18,238.29**	**38,960.24**
Total assets pledged as security	**173,543.69**	**328,993.91**

(All amounts are in ₹ Lakhs)

Particulars	**Net carrying amount as at March 31, 2024**	**Net carrying amount as at March 31, 2023**
Furniture and Fixtures (Refer note 2)	160.05	176.58
Vehicles (Refer note 2)	202.84	117.11
Office Equipment (Refer note 2)	246.55	148.26
Plant and equipment (Refer note 2)	9,337.94	28,114.09
Set top boxes (STB) (Refer note 2)	5,053.45	6,161.27
Computers (Refer note 2)	3,237.46	4,242.93
Total	**18,238.29**	**38,960.24**

38 Impairment

Goodwill movement:

	March 31, 2024	**March 31, 2023**
Opening Balance	**3,032.83**	**2,504.26**
Add: Additions (Refer note 48 (ii))	-	528.57
Closing Balance	**3,032.83**	**3,032.83**

Goodwill is tested for impairment at each reporting date. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company Cash Generating Unit (“CGU”) or groups of CGUs expected to benefit from the synergies arising from the business combinations. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment occurs when the carrying amount of a CGU, including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of CGU is higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of the future cash flows expected to be derived from the CGU.

The carrying value of goodwill is allocated to the following CGU’s:

	March 31, 2024	**March 31, 2023**
Business process management - India Human resource operations	2,493.11	2,493.11
Business process management - Digital	11.15	11.15
Business process management - financial planning and analytics services business	528.57	528.57
Total	**3,032.83**	**3,032.83**

The recoverable amount was computed based on value-in-use calculations. Value-in-use is calculated using the pre -tax discount rates.

The future cash flows are based on the medium and long-term business plans approved by the Management and reviewed by the board of directors.

The average range of key assumptions used for the calculations are as follows:

(in %)

	March 31, 2024	**March 31, 2023**
Growth rate	5% to 15%	6.1% to 15%
Post-tax discount rate	13.1% to 17%	13% to 17%
Terminal growth rate	2%-3%	2%-5%

Based on the above no impairment was identified as of March 31, 2024 and March 31, 2023 as the recoverable value of CGU’s exceeded their carrying value. An analysis of the calculation’s sensitivity to a change in the key parameters (revenue growth, operating margin, discount rate and long-term growth rate) based on reasonably probable assumptions, did not identify any probable scenarios where the recoverable amount of the CGU would fall below their respective carrying amounts.

Reasonable sensitivities in the key assumptions consequent to the change in estimated future economic conditions is unlikely to cause the carrying amount of any of the cash generating units to exceed the recoverable amount.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

39 Income tax expense

	Year ended March 31, 2024			Year ended March 31, 2023		
	Continuing Operations	Discontinued Operations	Total	Continuing Operations	Discontinued Operations	Total
a) Income tax expense						
Current tax						
Current tax on profits for the year	505.84	-	505.84	1,075.98	2,599.79	3,675.77
Adjustments for current tax relating to prior years	(22.68)	-	(22.68)	(35,791.66)	-	(35,791.66)
Total current tax expense	**483.16**	**-**	**483.16**	**(34,715.68)**	**2,599.79**	**(32,115.89)**
Deferred Tax						
Decrease/ (Increase) in Deferred tax assets	(2,282.22)	-	(2,282.22)	(5,639.12)	-	(5,639.12)
Adjustments for Deferred tax relating to prior years	-	-	-	26,497.10	-	26,497.10
Total Deferred tax expense/(benefit)	**(2,282.22)**	**-**	**(2,282.22)**	**20,857.98**	**-**	**20,857.98**
Income tax expense	**(1,799.06)**	**-**	**(1,799.06)**	**(13,857.70)**	**2,599.79**	**(11,257.91)**

b) Reconciliation of tax expense and the accounting profit multiplied by the Indian statutory tax rate

	Year ended March 31, 2024	Year ended March 31, 2023
Profit before income tax expense	(4,700.03)	21,747.01
Tax at Indian tax rate of 25.168% (2022-23 - 25.168%)	**(1,182.90)**	**5,473.29**
Tax effects of amounts which are not deductible (taxable) in calculating taxable income		
Expenses towards corporate social responsibility disallowed	522.31	168.63
Difference in overseas tax rate for foreign operation	3.93	8.95
Adjustments for current tax of prior periods	(22.68)	(9,294.56)
Difference in tax rate for profit on sale of Operations	-	(283.51)
Deferred Tax Assets recognised prior years	-	(6,876.88)
Other adjustments [mainly on account of non-recognition of deferred tax on unabsorbed business loss on prudence basis)	(1,119.72)	(453.83)
Total Income Tax expense /(Income)	**(1,799.06)**	**(11,257.91)**
Tax on Continuing Operations	(1,799.06)	(13,857.70)
Tax on Discontinued Operations	-	2,599.79

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

40 Deferred tax liabilities & Deferred tax assets

The balance comprises temporary differences attributable to:

The components of deferred tax assets/ liabilities are follows:

	March 31, 2024	March 31, 2023
Property, plant and equipment including Intangible assets	2,576.54	3,219.06
Leases	2,018.87	-
Total Deferred tax liabilities	**4,595.41**	**3,219.06**
Provision for gratuity/ pension	1,874.00	727.97
Provision for compensated absences	168.90	259.42
Derivatives	75.41	69.55
Allowances for doubtful debts	1,472.10	601.27
Leases	-	681.78
Deferred tax asset on Brought forward Losses and Loss for the year (Refer note 1)	8,292.60	6,876.88
Others	2,233.57	1,318.23
Total Deferred Tax Assets	**14,116.58**	**10,535.09**
Net deferred tax assets/ (liabilities)	**9,521.17**	**7,316.02**

Movement in Deferred Tax Assets/ Liabilities:

	April 1, 2023	Credit/ (Charge) in the Retained earnings	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the other comprehensive income	Effect of Foreign currency differences	March 31, 2024
Property, Plant & Equipment including Intangible assets	(3,219.06)	-	642.52	-	-	(2,576.54)
Provision for Gratuity / Pension	727.97	-	1,021.82	124.21	-	1,874.00
Provision for Compensated Absences	259.42	-	(90.52)	-	-	168.90
Derivatives	69.55	-	-	5.86	-	75.41
Allowance for Doubtful Debts	601.27	-	870.83	-	-	1,472.10
Deferred tax on monetary assets	-	-	31.67	(31.67)	-	-
Leases	681.78	-	(2,700.65)	-	-	(2,018.87)
Deferred tax asset on Brought forward Losses (Refer Note 1)	6,876.88	-	1,415.72	-	-	8,292.60
Others	1,318.23	-	1,090.83	-	(175.49)	2,233.57
Total	**7,316.02**	**-**	**2,282.22**	**98.40**	**(175.49)**	**9,521.17**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	April 1, 2022	Credit/ (Charge) in the statement of profit and loss	Credit/ (Charge) in the Retained earnings	Credit/ (Charge) in the other comprehensive income	Effect of Foreign currency differences	March 31, 2023
Property, Plant & Equipment including Intangible assets	(2,815.72)	(403.34)	-	-	-	(3,219.06)
Provision for Gratuity / Pension	116.88	573.74	-	37.35	-	727.97
Provision for Compensated Absences	180.63	78.79	-	-	-	259.42
Derivatives	109.16	-	-	(39.61)		69.55
Allowance for Doubtful Debts	519.07	82.20	-	-	-	601.27
Deferred tax on monetary assets	-	590.00		(590.00)	-	-
Leases	828.77	(146.99)	-	-	-	681.78
Deferred performance Incentive	2,284.04	(2,284.04)	-	-	-	-
Deferred tax asset on Brought forward Losses (Refer Note 1)	26,529.08	(19,652.20)	-	-		6,876.88
Others	891.19	303.86	-	52.34	70.84	1,318.23
Total	**28,643.09**	**(20,857.98)**	**-**	**(539.92)**	**70.84**	**7,316.02**

Note:

1. During the year ended March 31, 2024, the Company has recognised deferred tax assets amounting to ₹8,292.60 lakhs (Previous year ended March 31, 2023 ₹6,876.88 lakhs), mainly on account of carried forward unused tax losses, on the basis of expected availability of future taxable profits for utilization of such deferred tax assets. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future.

41 Employee benefit obligations

(i) Compensated Absences

The leave obligations cover the Company's liability for earned leaves of employees.

The amount of the provision of ₹ 2,043.64 Lakhs (As at March 31, 2023: ₹ 1,883.69 Lakhs) out of which, ₹ 685.07 Lakhs (As at March 31, 2023: ₹ 621.39 Lakhs) has been disclosed as current and ₹1,358.57 Lakhs (As at March 31, 2023: ₹ 1,262.30 Lakhs) is disclosed as non-current. Based on past experience, the Company does not expect all employees to take the full amount of accrued leaves to make payments in lieu of accrued leaves within the next 12 months.

(ii) Deferred Performance Incentive

The Board of Directors at their meeting held on March 28, 2019 approved an employee defined benefit plan called as "Deferred Payment Incentive" Plan (DPI 2019). The Scheme is applicable to eligible employees of the Company and its subsidiaries including eligible employees transferred pursuant to the sale of healthcare business and in the manner specifically provided for in the Scheme.

(iii) Post-employment obligations

a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Life Insurance Corporation of India (LIC) as per Investment Pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority Regulations. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

b) **Pension benefits**

The Branch has a non-contributory and actuarially computed defined benefit pension plan covering substantially all of its employees. The benefits are based on years of service and compensation at the date of retirement, as defined in the policies of the Company.

The plan provides lump sum benefits upon retirement, death, total and permanent disability and separation from service from completion of at least five years of service. Under the provisions of the retirement plan, the normal retirement age is 60 with at least 5 years of credited service, but early retirement is possible for employees reaching age 50 with at least 10 years of credited service. Normal retirement is entitled to 1.5 months basic salary per year of service while early retirement with 10 to 15 years' service is entitled to 1 month basic salary per year of service or 1.5 months per year of service if tenure is beyond 15 years. Employees below 50 years old with at least 10 years of service are entitled to the retirement benefit in case of voluntary separation. 10 to 15 years of service is eligible for 50% of monthly basic pay per year of service, 75% for 15 to 20 years, and 100% of monthly basic pay for 20 years tenure or more.

Plan assets are held in trust by a trustee bank, which is governed by local regulations and practice in the Philippines.

Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. The largest proportion of assets is invested in debt securities. The Branch believes that debt securities offer the best returns over long term with an acceptable level of risk.

(iv) **Defined contribution plans**

The Company has classified various benefits provided to employees as under:

a) Provident Fund

b) Superannuation Fund

c) State Defined Contribution Plans:

   i. Employers' Contribution to Employee's State Insurance

d) Other Statutory contribution schemes

Amounts recognized in the Statement of Profit and Loss pertaining to the contribution to the above contribution plans are as follows:

	Year ended March 31, 2024	Year ended March 31, 2023
Employers' Contribution to Provident Fund	2,679.52	2,569.82
Employers' Contribution to Employee's State Insurance	276.12	260.21
Employer's Contribution to Other Employees' contribution Scheme	882.01	704.06
Total	**3,837.65**	**3,534.09**

(v) **Defined Benefit plan**

Balance sheet amounts - Pension plan

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation are as follows:

	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**2,475.50**	**(499.71)**	**1,975.79**
Current service cost	273.31	-	273.31
Net Interest cost	138.61	(27.98)	110.63
Total amount recognised in statement of profit and loss	**411.92**	**(27.98)**	**383.94**
Remeasurements			
- Return on plan assets, excluding amounts included in interest expense/(income)	-	27.92	27.92

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
- Actuarial (gain)/loss arising from change in demographic assumptions	-	-	-
- Actuarial (gain)/loss arising from change in financial assumptions	(174.42)	-	(174.42)
- Actuarial (gain)/loss arising from experience adjustments	796.42	-	796.42
Total amount recognised in other comprehensive income	**622.00**	**27.92**	**649.92**
Exchange differences (recognised in Foreign Currency translation reserve)	98.65	(8.37)	90.28
Contributions:			
- Employers	-	(176.77)	(176.77)
- Plan participants	-	-	-
Payments from plan:			
Benefit payments	(369.71)	369.71	-
March 31, 2023	**3,238.36**	**(315.20)**	**2,923.16**

	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**3,238.36**	**(315.20)**	**2,923.16**
Current service cost	314.11	-	314.11
Net Interest cost	201.49	(19.61)	181.88
Total amount recognised in statement of profit and loss	**515.60**	**(19.61)**	**495.99**
Remeasurements			
- Return on plan assets, excluding amounts included in interest expense/(income)	-	11.31	11.31
- Actuarial (gain)/loss arising from change in demographic assumptions	-	-	-
- Actuarial (gain)/loss arising from change in financial assumptions	(58.77)	-	(58.77)
- Actuarial (gain)/loss arising from experience adjustments	230.66	-	230.66
Total amount recognised in other comprehensive income	**171.88**	**11.31**	**183.20**
Exchange differences (recognised in Foreign Currency translation reserve)	(60.68)	42.29	(18.39)
Contributions:			
- Employers	-	(346.46)	(346.46)
- Plan participants	-	-	-
Payments from plan:			
Benefit payments	(412.03)	412.03	-
Settlements	-	-	-
March 31, 2024	**3,453.13**	**(215.64)**	**3,237.49**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

The Company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans based on short term expected pay-outs in line with the actuary's recommendations.

Balance sheet amounts - Gratuity

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation are as follows:

BPM Segment

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**1,288.41**	**149.00**	**1,437.41**	**(986.22)**	**451.19**
Current Service Cost	153.00	8.68	161.68	-	161.68
Interest expense/(income)	70.09	6.79	76.88	(53.65)	23.23
Total Amount recognised in statement of profit and loss	**223.09**	**15.47**	**238.56**	**(53.65)**	**184.91**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(4.35)	(4.35)
- Actuarial (gain)/loss arising from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss arising from change in financial assumptions	(64.03)	(1.07)	(65.10)	-	(65.10)
- Actuarial (gain)/loss arising from Experience adjustments	212.33	43.79	256.12	-	256.12
Total amount recognized in other comprehensive income	**148.30**	**42.72**	**191.02**	**(4.35)**	**186.67**
Employer contributions	-		-	(62.96)	(62.96)
Liability Transferred	208.73		208.73	(0.13)	208.60
Benefit payments	(181.57)	(43.73)	(225.30)	181.57	(43.73)
March 31, 2023	**1,686.96**	**163.46**	**1,850.42**	**(925.74)**	**924.68**

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**1,686.96**	**163.46**	**1,850.42**	**(925.74)**	**924.68**
Current Service Cost	212.41	7.23	219.64	-	219.64
Interest expense/(income)	121.47	11.83	133.30	(66.65)	66.66
Total amount recognised in statement of profit and loss	**333.88**	**19.06**	**352.94**	**(66.65)**	**286.30**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	9.73	9.73
- Actuarial (gain)/loss arising from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss arising from change in financial assumptions	5.28	0.19	5.47	-	5.47
- Actuarial (gain)/loss arising from Experience adjustments	180.83	86.55	267.38	-	267.38
Total amount recognised in other comprehensive income	**186.11**	**86.74**	**272.85**	**9.73**	**282.58**
Employer contributions	-	-	-	(5.81)	(5.81)
Benefit payments	(146.79)	(80.95)	(227.74)	146.79	(80.95)
March 31, 2024	**2,060.16**	**188.31**	**2,248.47**	**(841.68)**	**1,406.79**

Media Segment

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2022	**682.20**	**-**	**682.20**	**(871.71)**	**(189.51)**
Current Service Cost	64.90	-	64.90		64.90
Interest expense/(income)	47.94	-	47.94		47.94
Total Amount recognised in statement of profit and loss	**112.84**	**-**	**112.84**	**-**	**112.84**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(54.63)	(54.63)
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	-	-	-	-	-
- Actuarial (gain)/loss arising from experience adjustments	94.85	-	94.85	-	94.85
Total amount recognised in other comprehensive income	**94.85**	**-**	**94.85**	**(54.63)**	**40.22**
Employer contributions	-		-	(13.44)	(13.44)
Liability Transferred	(19.09)	-	(19.09)	-	(19.09)
Benefit payments	(205.03)		(205.03)	205.03	-
March 31, 2023	**665.77**	**-**	**665.77**	**(734.75)**	**(68.98)**

(All amounts are in ₹ Lakhs)

	Funded	Unfunded	Present Value of Defined benefit obligation	Fair value of plan assets	Net Amount
April 1, 2023	**665.77**	**-**	**665.77**	**(734.75)**	**(68.98)**
Current Service Cost	67.18	-	67.18	-	67.18
Interest expense/(income)	47.94	-	47.94	(52.90)	(4.96)
Total Amount recognised in statement of profit and loss	**115.12**	**-**	**115.12**	**(52.90)**	**62.22**
Remeasurements					
- Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-	(6.26)	(6.26)
- Actuarial (gain)/loss from change in demographic assumptions	-	-	-	-	-
- Actuarial (gain)/loss from change in financial assumptions	5.22	-	5.22	-	5.22
- Actuarial (gain)/loss arising from Experience adjustments	9.62	-	9.62	-	9.62
Total amount recognised in other comprehensive income	**14.84**	**-**	**14.84**	**(6.26)**	**8.58**
Employer contributions	-	-	-	(75.06)	(75.06)
Benefit payments	(74.67)	-	(74.67)	74.67	-
March 31, 2024	**721.06**	**-**	**721.06**	**(794.30)**	**(73.24)**

The following table shows the breakdown of the defined benefit obligation and plan assets:

	March 31, 2024			March 31, 2023		
	Gratuity	Pension	Total	Gratuity	Pension	Total
Present Value of Obligation	2,969.53	3,453.13	6,422.66	2,516.19	3,453.13	5,969.33
Fair value of plan assets	(1,635.98)	(215.64)	(1,851.62)	(1,660.49)	(315.20)	(1,975.69)
Total Liability	**1,333.55**	**3,237.49**	**4,571.04**	**855.70**	**3,137.93**	**3,993.64**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

(vi) Actuarial assumptions pension and gratuity

The significant actuarial assumptions were as follows:

	Year ended March 31, 2024		Year ended March 31, 2023	
	Pension	**Gratuity**	**Pension**	**Gratuity**
Discount Rate	6.24%	7.11%	6.36%	7.20%-7.29%
Salary growth rate	3.00%	5% - 8%	3.40%	5% - 8%
Rate of return on Plan assets	6.24%	7.11%	6.36%	7.20%
Mortality rate	1994GAMT	Indian Assured Lives Mortality 2012-14 (Urban)	1994GAMT	Indian Assured Lives Mortality 2012-14 (Urban)
Rate of Employee turnover	8% to 37% p.a.	2% to 70%	8% to 37% p.a.	2% to 70%

Assumptions regarding mortality experience are set based on advice from published statistics.

The discount rate is primarily based on the prevailing market yields of government securities for the estimated term of the obligations. The estimates of future salary increases takes into account the inflation, seniority and other relevant factors. Attrition rate considered is the Management estimate based on past experience of employee turnover. The expected return on plan assets is based on expectation of the average rate of return expected on investment of the fund.

(vii) Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on defined benefit obligation

	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
Discount Rate	1%	1%	(342.69)	(325.08)	344.79	325.15
Salary Growth rate	1%	1%	353.89	330.29	(360.85)	(337.87)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(viii) The major categories of plan assets are as follows

	March 31, 2024			March 31, 2023		
	Level-1	Level-3	Total	Level-1	Level-3	Total
Pension						
Debt Instruments						
- Government Bonds	147.70	-	147.70	284.37	-	284.37
- Corporate Bonds	3.05	-	3.05	2.92	-	2.92
Cash and cash equivalents	63.81	-	63.81	26.32	-	26.32
Others	1.09	-	1.09	1.59	-	1.59
Gratuity						
Investment funds	-	-	-	-	-	-
- Insurance Funds (LIC Pension and Group Schemes fund)	-	1,635.98	1,635.98	-	1,660.49	1,660.49
Total	**215.64**	**1,635.98**	**1,851.62**	**315.20**	**1,660.49**	**1,975.69**

(ix) Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility	The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.
Changes in bond yields	A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
Life expectancy	The pension is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

A large portion of assets in FY 2023-24 (PY 2022-23) consists of government & corporate bonds and LIC Pension. The plan asset mix is in compliance with the requirements of the respective local regulations.

(x) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plans for the year ending March 31, 2025 is ₹ 1074.92 lakhs [Gratuity ₹ 749.14 Lakhs; Pension ₹ 325.78 Lakhs]

The weighted average duration of Gratuity plan obligation is 4-10 years. The weighted average duration of Pension plan obligation is 11 years. The expected maturity analysis of undiscounted pension and gratuity is as follows:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2024					
Pension plan benefit obligation	325.78	926.74	909.43	11,620.41	**13,782.37**
Gratuity plan benefit obligation	749.14	407.09	946.37	2,169.07	**4,271.67**
Total	**1,074.92**	**1,333.83**	**1,855.80**	**13,789.49**	**18,054.04**
March 31, 2023					
Pension plan benefit obligation	280.12	321.37	1,494.18	11,648.25	**13,743.92**
Gratuity plan benefit obligation	571.71	416.02	778.59	1,938.58	**3,704.90**
Total	**851.83**	**737.39**	**2,272.77**	**13,586.83**	**17,448.82**

The company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans based on short term expected pay-outs in line with the actuary's recommendations.

42. Capital management

A) Capital Structure

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholder's and benefits for other stakeholder's, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholder's, return capital to shareholder's, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings offset by net of cash and cash equivalents)/Total 'equity' as shown in the balance sheet

The gearing ratios were as follows:

	March 31, 2024	March 31, 2023
Total borrowings (Refer Note 18)	39,814.20	30,592.41
Cash and cash equivalents (Refer Note 12 a)	(19,476.42)	(40,566.28)
Net Debt	**20,337.78**	**(9,973.87)**
Total Equity	**310,207.50**	**440,729.96**
Net Debt to Equity ratio*	7%	-

* Lease liabilities are not included for computing the gearing ratio.

Loan covenants

The Company has complied with financial covenants implied as a part of external borrowing facilities throughout the reporting year.

(All amounts are in ₹ Lakhs)

B) Dividends

	March 31, 2024	March 31, 2023
(i) Equity shares		
Final dividend (including Special Dividend) for the year ended March 31, 2023 of ₹ 2.5 (March 31, 2022 - ₹ 25) per fully paid equity share	1,163.01	10,448.78
Interim dividend (including Special Dividend) for the year ended March 31, 2024 of ₹ NIL (March 31, 2023 - ₹12.50) per fully paid equity share	-	6,027.04
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended payment of a final dividend of ₹ 7 (March 31, 2023 - ₹ 2.5) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	3,256.42	1,163.01

Note: The Parent Company has complied with u/s 123 of the Companies Act 2013.

43 Related Party Transactions and Balances

I Individual having control with his relatives and associates

1 Ashok P. Hinduja

2 Harsha Ashok Hinduja

3 Ambika Ashok Hinduja

4 Shom Ashok Hinduja

II Subsidiaries of Hinduja Global Solutions Limited (Includes step-down subsidiaries)

1 HGS International

2 Hinduja Global Solutions LLC.(Formerly known as Hinduja Global Solutions Inc.)

3 HGS Properties LLC

4 HGS Canada Holdings LLC

5 HGS Canada Inc.

6 HGS (USA) LLC

7 Affina Company

8 Hinduja Global Solutions Mena FZ LLC

9 Hinduja Global Solutions Europe Limited (Liquidated in August 30, 2022)

10 Hinduja Global Solutions UK Limited

11 C-Cubed N.V.

12 C-Cubed B.V.

13 Customer Contact Centre Inc.#

14 HGS St. Lucia Limited

15 Team HGS Limited

16 Falcon Health Solutions Puerto Rico LLC

17 Falcon Health Solutions Puerto Rico Holding LLC

18 HGS Digital, LLC

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

19 Diversify Offshore Staffing Solutions Pty Ltd.

20 Diversify Intelligent Staffing Solutions Inc.

21 Diversify ISS BGC Inc.

22 Diversify Offshore Solutions Cebu Inc.

23 HGS CX Technologies Inc.

24 HGS Colombia S.A.S (Effective on September, 2022)

25 Teklink International LLC (Formerly known as Teklink International Inc) (Effective from March 1, 2023)

26 Teklink International AG (Effective from March 1, 2023)

27 IndusInd Media & Communications Limited

28 ONEOTT Intertainment Limited

29 Ajanta Sky Darshan Private Limited

30 Apna Incable Broadband Services Private Limited

31 Bhima Riddhi Infotainment Private Limited

32 Darpita Trading Company Private Limited

33 Gold Star Noida Network Private Limited

34 Goldstar Infotainment Private Limited

35 IN Entertainment (India) Limited

36 OneMahanet Intertainment Private Limited

37 RBL Digital Cable Network Private Limited

38 Sainath In Entertainment Private Limited

39 Sangli Media Services Private Limited

40 Sunny Infotainment Private Limited

41 United Mysore Network Private Limited

42 USN Networks Private Limited

43 Vinsat Digital Private Limited

44 Vistaar Telecommunication and Infrastructure Private Limited

45. Team HGS South Africa (Pty) ltd (Effective from March 27, 2024)

Liquidated effective April 3, 2018 (While these are officially liquidated, the repatriation of funds are not yet complete and hence these are still part of the consolidated financial statements).

III Key Management Personnel

Mr. Partha DeSarkar, Whole-time Director & Chief Executive Officer

Mr.Vynsley Fernandes - WholeTime Director (w.e.f 14 November, 2022)

Non executive directors:

Mr. Ashok P Hinduja Chairperson/ Promoter - (w.e.f. 19 December 2022)

Mr. Yashodhan Madhusudan Kale, Chairman and Non-executive Director (Upto December 19, 2022)

Mr. Anil Harish

Ms. Bhumika Batra

Mr. Sudhanshu Kumar Tripathi

Dr. Ganesh Natarajan

Mr. Pradeep Udhas(w.e.f 25 August 2022)

Mr. Paul Abraham (w.e.f 25 August, 2022)

Mr. Munesh Khanna (w.e.f 19 December, 2022)

IV Enterprises where common control exists

1 Hinduja Group Limited

2 NDL Ventures Limited (Formerly known as NXTDIGITAL Limited)

3 Hinduja Healthcare Limited

4 Hinduja Realty Ventures Limited

5 Hinduja Energy (India) Ltd

6 Hinduja National Power Corporation Limited

7 Aasia Corporation LLC

8 Tabula Rasha Music LLP

9 Impeccable Imagination LLP

10 Hinduja Properties Limited

11 Hinduja Estate Private Limited

V Enterprises where Significant Influence is exercised by Directors

1 Global Talent Track Private Limited

2 5F World Private Limited

3 Skills Alpha Learning Private Limited

4 Vihur Apps Private Limited

5 Kalzoom Advisors Private Limited

6 Oerlikon Textile India Private Limited

7 Hinduja Finance Limited

8 The British Metal Corporation (India) Private Limited

VI Close Member of key management personnel including directors whether executive or otherwise

Mr. Pabitra DeSarkar (Mr. Partha DeSarkar Father)

D M Harish & Co (Firm in which Mr. Anil Harish is a Partner)

Satya A Hinduja (Daughter of Mr. Ashok P Hinduja)

P.K. DeSarkar & Co (Firm in which Mr. Partha DeSarkar is partner)

Corner Stone Ventures Partners Investment Advisers LLP (Firm in which Dr. Ganesh Natarajan is a partner)

M/s. Crawford Bayley & Co. (Firm in which Ms. Bhumika Batra is a partner)

5F World (Firm in which Dr. Ganesh Natarajan is a partner)

BSR & Co. LLP (Mr. Yashodhan Madhusudan Kale’s relative is a Partner) (Upto December 19, 2022)

Castle Media Private Limited (Mr. Vynsley Fernandes’s relative is a Director)

Cyqurex System Private Limited (Mr. Ashok Hinduja’s relative is a Director)

Spyke Technologies Private Limited (Mr. Vynsley Fernandes’s relative is a Director)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Related Party transactions and balances

The following details pertain to transactions carried out with the related parties in the ordinary course of business at an arm's length and the balances outstanding at the year-end:

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Rendering of services						
Business Process Management						
HGS USA LLC	33,424.82	26,876.18	-	-	-	-
Hinduja Global Solutions UK Limited	7,016.00	8,378.64	-	-	-	-
HGS Canada Inc	1,427.40	991.22	-	-	-	-
Team HGS Limited	200.92	116.23	-	-	-	-
HGS Digital, LLC	4,380.67	3,168.66	-	-	-	-
Teklink International LLC	6,526.24	470.48	-	-	-	-
HGS Colombia S.A.S	21.12	-	-	-	-	-
OneOTT Intertainment Limited	36.84	26.62	-	-	-	-
IndusInd Media & Communications Limited	3.17		-	-	-	-
Oerlikon Textile India Private Limited	2.18					
Others	-	-	-	31.86	10.27	19.80
Sale of Traded Goods						
OneOTT Intertainment Limited	149.94	-	-	-	-	-
Rendering of professional services						
OneOTT Intertainment Limited	261.28	-	-	-	-	-
Subscription Income						
Sangli Media Services Private Limited	6.13	10.06	-	-	-	-
Installation Income						
Bhima Riddhi Infotainment Private Limited	145.34	185.19	-	-	-	-
Vinsat Digital Private Limited	74.12	-	-	-	-	-
Lease income						
Vinsat Digital Private Limited	148.21	74.38	-	-	-	-
OneOTT Intertainment Limited	2,110.33	2,301.14	-	-	-	-
Link Charges						
Sainath In Entertainment Private Limited	150.93	150.55	-	-	-	-
Channel placement income						
In Entertainment (India) Limited	120.00	120.00	-	-	-	-
Total	**56,232.22**	**42,869.34**	**-**	**31.86**	**10.27**	**19.80**
Interest Income						
HGS International	4,019.15	1,985.83	-	-	-	-
Hinduja Group Limited		-	-	-	2,226.68	3,683.10
Hinduja Realty Ventures Limited		-	-	-	2,139.66	3,857.87
Hinduja Energy (India) Ltd		-	-	-	908.22	2,210.00
IN Entertainment (India) Limited	674.64	272.10	-	-	-	-
Indus Ind Media & Communications Limited	1,133.45	335.96	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
OneOTT Intertainment Limited	791.68	318.38	-	-	-	-
Total	**6,618.92**	**2,912.27**	**-**	**-**	**5,274.56**	**9,750.97**
Sale of Fiber						
Indus Ind Media & Communications Limited	20,803.48	-	-	-	-	-
Total	**20,803.48**	**-**	**-**	**-**	**-**	**-**
Other Income-Miscellaneous income						
HGS (USA) LLC	673.96	-	-	-	-	-
HGS Canada Inc	446.31	-	-	-	-	-
Hinduja Global Solutions UK Limited	124.18	-	-	-	-	-
Team HGS Limited	172.56	-	-	-	-	-
Total	**1,417.01**	**-**	**-**	**-**	**-**	**-**
Lease payments						
Hinduja Group limited	-	-	-	-	97.15	145.44
Hinduja Realty Ventures Limited	-	-	-	-	507.16	356.59
Satya A Hinduja	-	-	104.18	104.18	-	-
IndusInd Media & Communications Limited	238.08	234.17	-	-	-	-
ONEOTT Intertainment Limited	218.59	-	-	-	-	-
Total	**456.67**	**234.17**	**104.18**	**104.18**	**604.31**	**502.03**
Maintenance expense						
IN Entertainment (India) Limited	0.16	1.04	-	-	-	-
Cyqurex Systems Private Limited	-	-		31.50	-	-
Spyke Technologies Private Limited	-	-	26.14	23.13	-	-
Hinduja Realty Ventures Limited	-	-	-	-	29.12	-
Total	**0.16**	**1.04**	**26.14**	**54.63**	**29.12**	**-**
Freight & Insurance						
Spyke Technologies Private Limited	-	-	4.08	-	-	-
Total	**-**	**-**	**4.08**	**-**	**-**	**-**
Software Charges						
Cyqurex Systems Private Limited	-	-		30.00	-	-
Total	**-**	**-**	**-**	**30.00**	**-**	**-**
Legal & Professional charges						
Hinduja Group Limited	-	-	-	-	990.50	985.42
Crawford Bayley & Co.	-	-	-	130.61	-	-
HGS Digital, LLC	262.24	201.93	-	-	-	-
D M Harish & Co	-	-		7.50	-	-
Castle Media Private Limited	-	-	745.05	868.13	-	-
Spyke Technologies Private Limited	-	-	482.64	259.74	-	-
IN Entertainment (India) Limited	-	0.57	-	-	-	-
Hinduja Global Solutions UK Limited	81.95	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
HGS USA LLC	2.69	-	-	-	-	-
IndusInd Media & Communications Limited	51.29	-	-	-	-	-
Total	**398.17**	**202.50**	**1,227.69**	**1,265.98**	**990.50**	**985.42**
Technical Fees						
IndusInd Media & Communications Limited	899.27	547.42	-	-	-	-
Total	**899.27**	**547.42**	**-**	**-**	**-**	**-**
Internet Expenses						
ONEOTT Intertainment Limited	4.55	10.40	-	-	-	-
Total	**4.55**	**10.40**	**-**	**-**	**-**	**-**
Business promotion						
IN Entertainment (India) Limited	25.38	2.39	-	-	-	-
Total	**25.38**	**2.39**	**-**	**-**	**-**	**-**
Royalty expense						
IN Entertainment (India) Limited	215.75	201.18	-	-	-	-
Total	**215.75**	**201.18**	**-**	**-**	**-**	**-**
Sale of movie rights						
Hinduja Group Limited	-	-	-	-		385.00
Total	**-**	**-**	**-**	**-**	**-**	**385.00**
Staff Welfare						
IN Entertainment (India) Limited	15.12	13.65	-	-	-	-
Total	**15.12**	**13.65**	**-**	**-**	**-**	**-**
Interest Expense						
IndusInd Media & Communications Limited	-	131.92	-	-	-	-
IN Entertainment (India) Limited	-	332.34	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	-	-	372.62
Hinduja Group Limited	-	-	-	-	-	567.80
ONEOTT Intertainment Limited	-	534.18	-	-	-	-
Onemahanet Inentertainment Pvt Limited	-	18.57	-	-	-	-
Total	**-**	**1,017.01**	**-**	**-**	**-**	**940.42**
Miscellaneous Expenses						
HGS USA LLC	168.82	-	-	-	-	-
In Entertainment (India) Limited	-	0.10	-	-	-	-
HGS Digital, LLC	23.36	-	-	-	-	-
Hinduja Global Solutions UK Limited	1.89	-	-	-	-	-
HGS Canada Inc	3.49	-	-	-	-	-
Team HGS Limited	0.04	-	-	-	-	-
Total	**197.60**	**0.10**	**-**	**-**	**-**	**-**
Executive Remuneration*						
Mr. Partha DeSarkar #	-	-	214.53	774.59	-	-
Mr. Vynsley Fernandes	-	-	340.40	108.35	-	-
Total	**-**	**-**	**554.93**	**882.94**	**-**	**-**

Note:

* Excludes Execute remuneration paid by HGS USA LLC, a wholly owned step down subsidiary of the Company. The Executive remuneration also excludes Employers Contribution towards Provident Fund, Gratuity Fund, Superannuation Fund and Medical Insurance. The Gratuity and Compensated absences are excluded which cannot be separately identified from the composite amount advised by the actuary.

The remuneration accrued by the company along with stepdown subsidiary to its whole-time director during the year exceeds the prescribed limit of 10% of net profits laid down under section 197 and 198 of the Act. The remuneration accrued for the year 2023-24 in excess of the limit laid down under this section is ₹ 1,144.14 lakhs. The Company has obtained the necessary approvals from members through postal ballot dated March 26, 2024.

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Expenses reimbursed to other Companies						
ONEOTT Intertainment Limited	46.01	-	-	-	-	-
IndusInd Media & Communications Limited	270.95	315.87	-	-	-	-
NDL Ventures Limited	-	-	-	-	1,052.46	-
Total	**316.96**	**315.87**	**-**	**-**	**1,052.46**	**-**
Expenses reimbursed by other Companies						
HGS (USA), LLC	152.38	423.88	-	-	-	-
Team HGS Limited	23.84	218.34	-	-	-	-
Hinduja Global Solutions UK Limited	366.32	495.16	-	-	-	-
HGS Canada Inc.	248.87	538.32	-	-	-	-
HGS Digital LLC	38.10	80.28	-	-	-	-
HGS International	-	23.53	-	-	-	-
Teklink International LLC	12.08	-	-	-	-	-
HGS Colombia S.A.S	13.73	-	-	-	-	-
Diversify Offshore Staffing Solutions	13.75	-	-	-	-	-
ONEOTT Intertainment Limited	-	350.29	-	-	-	-
Darpita Trading Company Private Limited	24.60	-	-	-	-	-
IndusInd Media & Communications Limited	151.86	-	-	-	-	-
NDL Ventures Limited	-	-	-	-	239.34	-
Total	**1,045.54**	**2,129.80**	**-**	**-**	**239.34**	**-**
Commission to Directors & sitting fees paid						
Commission to Directors	-	-	-	93.10	-	-
Sitting fees paid to Director's	-	-	117.50	165.50	-	-
Total	**-**	**-**	**117.50**	**258.60**	**-**	**-**
Purchase of Fixed Assets						
Spyke Technologies Private Limited	-	-	309.00	152.21	-	-
Total	**-**	**-**	**309.00**	**152.21**	**-**	**-**
Sale of Fixed Assets						
IN Entertainment (India) Limited	-	10,063.17	-	-	-	-
IndusInd Media & Communications Limited	-	1,395.21	-	-	-	-
ONEOTT Intertainment Limited	-	5,813.39	-	-	-	-
Onemahanet Inentertainment Pvt Limited	-	389.63	-	-	-	-
Total	**-**	**17,661.40**	**-**	**-**	**-**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Purchases of stock in trade						
IN Entertainment (India) Limited	39.44	-	-	-	-	-
ONEOTT Intertainment Limited	27.50	-	-	-	-	-
Total	**66.94**	**-**	**-**	**-**	**-**	**-**
Loans Given/Inter-Corporate Deposits Given						
Hinduja Group Limited	-	-	-	-	32,650.00	50,000.00
HGS International	-	43,541.89	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	-	20,286.00	52,500.00
Hinduja Energy (India) Ltd	-	-	-	-	-	50,000.00
IndusInd Media & Communications Limited	19,973.11	15,079.00	-	-	-	-
ONEOTT Intertainment Limited	28,850.57	14,650.89	-	-	-	-
IN Entertainment (India) Limited	732.18	11,900.00	-	-	-	-
Total	**49,555.86**	**85,171.78**	**-**	**-**	**52,936.00**	**152,500.00**
Loans Repaid/Inter-Corporate Deposits Received back						
Hinduja Group Limited	-	-	-	-	56,495.00	54,250.00
Hinduja Realty Ventures Limited	-	-	-	-	41,400.00	55,000.00
Hinduja Energy (India) Ltd	-	-	-	-	50,000.00	-
IndusInd Media & Communications Limited	26,370.53	174.00	-	-	-	-
ONEOTT Intertainment Limited	36,164.83	500.00	-	-	-	-
IN Entertainment (India) Limited	6,282.18	-	-	-	-	-
Total	**68,817.54**	**674.00**	**-**	**-**	**147,895.00**	**109,250.00**
Inter-Corporate Deposits Taken	-	-	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	-	-	7,850.00
IndusInd Media & Communications Limited	-	595.00	-	-	-	-
IN Entertainment (India) Limited	-	2,241.00	-	-	-	-
ONEOTT Intertainment Limited	-	3,062.00	-	-	-	-
Hinduja Group Limited	-	-	-	-	-	7,002.00
Total	**-**	**5,898.00**	**-**	**-**	**-**	**14,852.00**
Inter-Corporate Deposits Repaid						
Hinduja Realty Ventures Limited	-	-	-	-	-	12,788.84
IndusInd Media & Communications Limited	-	2,496.00	-	-	-	-
IN Entertainment (India) Limited	-	4,920.00	-	-	-	-
Onemahanet Inentertainment Pvt Limited	-	4,730.00	-	-	-	-
ONEOTT Intertainment Limited	-	11,994.00	-	-	-	-
Hinduja Group Limited	-	-	-	-	-	24,998.21
Total	**-**	**24,140.00**	**-**	**-**	**-**	**37,787.05**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
Dividend Paid						
Hinduja Group Limited	-	-	-	-	407.99	5,671.53
Hinduja Group Limited with Hinduja Realty Ventures Limited	-	-	-	-	44.15	814.68
Aasia Corporation LLC	-	-	-	-	9.17	156.68
Hinduja Realty Ventures Limited	-	-	-	-	74.58	980.43
Harsha Ashok Hinduja	30.32	448.12	-	-	-	-
Ashok Parmanand Hinduja	35.71	520.23	-	-	-	-
Ambika Ashok Hinduja	9.63	139.26	-	-	-	-
Shom Ashok Hinduja	7.61	110.01	-	-	-	-
Hinduja Properties Ltd.	-	-	-	-	1.48	5.07
Ganesh Natarajan	-	-	0.03	0.39	-	-
Partha DeSarkar	-	-	0.62	37.81	-	-
Total	**83.28**	**1,217.61**	**0.65**	**38.20**	**537.37**	**7,628.39**
Receivable net of payable as at the year-end						
HGS (USA), LLC	20,459.57	18,509.89	-	-	-	-
HGS Canada Inc.	919.67	478.43	-	-	-	-
HGS Mena FZ LLC	-	19.21	-	-	-	-
Hinduja Global Solutions UK Limited	2,364.21	3,550.18	-	-	-	-
Team HGS Limited	47.94	214.00	-	-	-	-
HGS Digital, LLC	1,501.44	1,602.10	-	-	-	-
HGS International	-	31.33	-	-	-	-
Diversify Intelligent Staffing Solutions Inc	13.83	23.03	-	-	-	-
Teklink International LLC	1,969.66	501.86	-	-	-	-
HGS Colombia S.A.S	34.85	-	-	-	-	-
IndusInd Media & Communications Ltd.	1.46	315.75	-	-	-	-
ONEOTT Intertainment Limited	1,366.90	-	-	-	-	-
In Entertainment (India) Limited	8.38	-	-	-	-	-
Oerlikon Textile India Private Limited	0.65	-	-	-	-	-
Ajanta Sky Darshan Private Limited	-	0.43	-	-	-	-
Apna Incable Broadband Services Private Limited	0.41	0.41	-	-	-	-
Gold Star Noida Network Private Limited	1.01	1.01	-	-	-	-
Goldstar Infotainment Private Limited	0.41	0.41	-	-	-	-
RBL Digital Cable Network Private Limited	0.43	0.43	-	-	-	-
Sunny Infotainment Private Limited	0.40	0.40	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**	**March 31, 2024**	**March 31, 2023**
United Mysore Network Private Limited	55.66	55.66	-	-	-	-
USN Networks Private Limited	0.41	0.41	-	-	-	-
Vinsat Digital Private Limited	130.87	27.08	-	-	-	-
Vistaar Telecommunication and Infrastructure Private Limited	0.45	0.45	-	-	-	-
Others	-	-	-	-	0.42	3.94
Total	**28,878.62**	**25,332.46**	**-**	**-**	**0.42**	**3.94**
Payable net of receivables as at year-end						
Customer Contact Centre Inc.	3,875.89	3,818.59	-	-	-	-
Hinduja Group Limited	-	-	-	-	136.46	-
Hinduja Realty Ventures Limited	-	-	-	-	7.27	-
IndusInd Media & Communications Limited	64.08	-	-	-	-	-
In Entertainment India Limited	-	183.87	-	-	-	-
Ajanta Sky Darshan Private Limited	4.57	-	-	-	-	-
Bhima Riddhi Infotainment Private Limited	9.93	3.47	-	-	-	-
Darpita Trading Company Private Limited	56.77	32.17	-	-	-	-
Sainath In Entertainment Private Limited	3.04	3.15	-	-	-	-
Sangli Media Services Private Limited	0.77	0.58	-	-	-	-
Castle Media Private Limited	-	-	-	76.49	-	-
Spyke Technologies Private Limited	-	-	149.19	65.35	-	-
NDL Ventures Limited	-	-	-	-	78.46	-
Total	**4,015.05**	**4,041.83**	**149.19**	**141.84**	**222.19**	**-**
Loans/Inter Corporate Deposits Receivable						
HGS International	75,011.77	73,902.09	-	-	-	-
Hinduja Group Limited	-	-	-	-	22,355.00	46,200.00
Hinduja Realty Ventures Limited	-	-	-	-	29,386.00	50,500.00
Hinduja Energy (India) Ltd	-	-	-	-	-	50,000.00
In Entertainment India Limited	6,350.00	11,900.00	-	-	-	-
IndusInd Media & Communications Limited	8,507.58	14,905.00	-	-	-	-
ONEOTT Intertainment Limited	6,836.63	14,150.89	-	-	-	-
Total	**96,705.98**	**114,857.98**	**-**	**-**	**51,741.00**	**146,700.00**
Interest Receivable						
HGS International	-	542.12	-	-	-	-
Hinduja Realty Ventures Limited	-	-	-	-	14.69	-
Total	**-**	**542.12**	**-**	**-**	**14.69**	**-**
Security deposit						
Hinduja Realty Ventures Limited	-	-	-	-	115.30	80.00
Satya Hinduja	-	-	24.00	24.00	-	-
Total	**-**	**-**	**24.00**	**24.00**	**115.30**	**80.00**
Bank Guarantees given by the company on behalf of:						
HGS CX Technologies Inc.	45,542.53	-	-	-	-	-
Total	**45,542.53**	**-**	**-**	**-**	**-**	**-**

	Parties referred to in I & II above		Parties referred to in III and VI above		Parties referred to in IV and V above	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Bank Guarantees given by the company as at year-end						
HGS CX Technologies Inc.	45,840.63	-	-	-	-	-
Total	**45,840.63**	**-**	**-**	**-**	**-**	**-**
Investments in preference shares during the year						
HGS International, Mauritius (15,000,000 (March 31, 2023: NIL) 5% cumulative preference shares of USD 1 each)	12,404.98	-	-	-	-	-
Total	**12,404.98**	**-**	**-**	**-**	**-**	**-**
Investments in preference shares at the year end						
HGS International, Mauritius (15,000,000 (March 31, 2023: NIL) 5% cumulative preference shares of USD 1 each)	12,404.98	-	-	-	-	-
In Entertainment (India) Limited(7% cumulative preference shares of Rs 10 each)	446.05	401.73	-	-	-	-
Total	**12,851.03**	**401.73**	**-**	**-**	**-**	**-**
Investments in equity shares at the year end						
HGS International	38,880.28	38,880.28	-	-	-	-
IndusInd Media and Communications Limited	7,279.64	7,279.64	-	-	-	-
Oneott Intertainment Limited	27,199.49	27,199.49	-	-	-	-
Total	**73,359.41**	**73,359.41**	**-**	**-**	**-**	**-**

44 Fair value measurements

(a) Financial instruments by category

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments (Refer note 6)						
- Treasury bills	-	-	103.28	-	-	283.56
- Investments (Unquoted instruments)	446.05	-	12,404.98	401.73	-	-
Loans(Refer note 7 & 13)	-	-	148,446.98	-	-	261,557.98
Security deposits (Refer note 8 & note 14)	-	-	8,969.62	-	-	6,596.83
Bank deposits(Refer note 8)	-	-	132.31	-	-	140.86
Lease receivable (Refer note 8 & note14)	-	-	2,758.22	-	-	215.41
Trade receivables(Refer note 11)	-	-	37,498.54	-	-	37,481.11
Cash and cash equivalents(Refer note 12a)	-	-	19,476.42	-	-	40,566.28
Bank balances other than Cash and cash equivalents(Refer note 12b)	-	-	7,645.82	-	-	7,260.38
Other receivables (Refer note 14)	-	-	114.16	-	-	2,148.94
Derivative financial assets designated in a hedge relationship (Refer note 14)	-	-	-	-	52.47	-
Total Financial assets	**446.05**	**-**	**237,550.33**	**401.73**	**52.47**	**356,251.35**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial liabilities						
Borrowings(Refer note 18)	-	-	39,814.20	-	-	30,592.41
Lease liabilities(Refer note 19)	-	-	62,301.17	-	-	47,707.94
Trade payables(Refer note 22)	-	-	15,719.90	-	-	22,112.42
Derivative financial liabilities designated in a hedge relationship (Refer note 23)	-	38.69	-	-	51.81	-
Other financial liabilities(Refer note 20 & 23)	-	-	17,120.40	-	-	20,707.13
Total Financial liabilities	**-**	**38.69**	**134,955.67**	**-**	**51.81**	**121,119.90**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(i) Fair value hierarchy

Financial assets and liabilities include cash and cash equivalents, trade receivables, long and short-term loans and borrowings, finance lease payables, bank overdrafts, trade payable. This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements	Date of Valuation	Notes	Level 1	Level 2	Level 3	Total
Financial assets						
Investments (Unquoted instruments)	March 31, 2024	6	-	446.05	-	446.05
	March 31, 2023	6	-	401.73	-	401.73
Derivative financial assets						
Derivative financial assets						
Foreign exchange forward contracts*	March 31, 2024	14	-	-	-	-
	March 31, 2023		-	52.47	-	52.47
Derivative financial liabilities						
Derivatives designated as hedges						
Foreign exchange forward contracts*	March 31, 2024	23	-	38.69	-	38.69
	March 31, 2023		-	51.81	-	51.81

*The fair value of derivative financial instruments is determined based on the observable market inputs including currency spot and forward rates, yield curves, currency volatility, credit risk and discount rate etc.

Derivative financial instruments:

The fair value of loan, cash and cash equivalents, trade receivables, borrowings, trade payables, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's long-term debt has been contracted at market rates of interest. Accordingly, the carrying value of such long-term debt approximates fair value. These financial asset & liabilities have been classified as Level 2.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Valuation techniques and significant unobservable inputs

The following table show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique	Increase /decrease of 5% or so in the discount rate would result in decrease /increase in the fair value	Valuation process
Investments	Discounted cash flow approach	Increase / decrease of 5% or so in the discount rate would result in decrease / increase in the fair value $	Company has referred the fair valuation report of external valuation consultant for certain equity instruments measured at FVTPL.

$ holding all other variables constant

Changes in level 2 items - Investments (Unquoted instruments)

Particulars	Investment in Preference shares
As at April 1, 2022	**361.92**
Additions	-
Disposals	-
Profit recognised in statement of profit & loss	39.81
As at March 31, 2023	**401.73**
Additions	-
Disposals	-
Profit recognised in statement of profit & loss	44.32
As at March 31, 2024	**446.05**

45 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses derivative financial instruments - foreign currency forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk, excluding trade receivables from related parties, is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis Credit ratings	Diversification of bank deposits, credit limits for customers, party-wise and overall limits on the intercorporate deposits.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

Risk	Exposure arising from	Measurement	Management
Market risk - foreign exchange	Future commercial transactions Recognized financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts
Market risk - Interest rate risk	Borrowings and Investment in Non convertible Debentures, financial assets measured at amortized cost	Cash flow forecasting Sensitivity analysis	Interest rate swap

The Company's risk management is carried out by the finance department under direction of the Board of Directors. The company's finance department identifies, evaluates and hedges financial risks in close cooperation with the Company's operating units. The Board provides direction for overall risk management as well as policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and managing the liquidity.

A) Credit risk

Credit risk arises from trade receivables including unbilled receivables, loans and intercorporate deposits, cash and cash equivalents and deposits with banks and financial institutions.

i) Credit risk management:

Credit risk arises from the possibility that customers and borrowers may not be able to settle their obligations as agreed. A default on a financial asset arises when the counterparty fails to make contractual payments within agreed credit terms or when they fall due. Credit risk is managed on a financial asset basis. For banks and financial institutions, only high rated banks/institutions are accepted.

Company's maximum exposure to credit risk for each class of financial asset is the carrying amount of the financial assets recognized in the balance sheet.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default at the date of initial recognition. It considers available reasonable and supportive forward looking information. Especially the following indicators are incorporated:

- Historical default experience by class of financial asset
- the credit rating and financial condition of borrowers
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- Other applicable macro economic information such as regulatory changes

A default on a financial asset is when the counterparty fails to make contractual payments within agreed credit terms from the date when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The major exposure to the credit risk at the reporting date is primarily from:

a. Trade receivables and unbilled receivables amounting to ₹ 37,498.54 Lakhs (March 31, 2023 ₹37,481.11 Lakhs). Trade receivables are typically unsecured. The Company exposure to credit risk is influenced mainly by the individual characteristics of each customer. Accordingly, credit risk is managed through customer specific credit approvals, establishing credit limits and monitoring the creditworthiness of customers. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 120 days past due from agreed credit terms with customer. Historically, the company has not experienced any significant non-payment or write-offs and the provision made as at reporting date is considered to be adequate. During the year, the Company made write-offs of ₹ 121.28 Lakhs (March 31, 2023₹ 54.90 Lakhs) of trade receivables.

Exposure to credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade and other receivables. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company by continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Expected credit loss assessment for trade and other receivables from customers

The Company uses allowance matrix to measure the expected credit loss of trade and other receivables.

The following table provides information about the exposure to credit risk and expected credit loss allowance (including specific allowance) for trade and other receivables:

	Carrying amount	
	March 31, 2024	**March 31, 2023**
Gross carrying amount	43,220.34	41,657.58
Weighed average loss rate - range	13%	10%
Loss allowance	5,721.80	4,176.47

Loss rates are based on actual credit loss experience over the past three years. The movement in the allowance for impairment in respect of trade and other receivables is as follows:

Movement in excepted credit loss allowance

	March 31, 2024	March 31, 2023
Balances at beginning of the year	4,176.47	2,062.43
Movement in excepted credit loss Allowance	1,545.33	2,114.04
Balances at closing of the year	5,721.80	4,176.47

In addition to the historical pattern of credit loss, this assessment is not based on any mathematical model but an assessment considering the nature of and the financial strength of the customers in respect of whom amounts are receivable. Company closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, recognition of revenue on collection basis etc., depending on severity of each case.

b. The Company held cash and cash equivalents and Other bank balances with credit worthy banks of ₹ 27,254.55 lakhs as at March 31, 2024 (March 31, 2023: ₹47,967.52 lakhs) respectively. The credit worthiness of such banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

c. Loans receivable and Intercorporate deposits amounting to ₹ 148,446.98 Lakhs (March 31, 2023 ₹261,557.98 Lakhs). The loans and intercorporate deposits are placed with parties approved by the Audit Committee subject to the party-wise and overall limits established by the Board of Directors. The loans and intercorporate deposits are unsecured and are repayable on demand. The Company periodically assesses the credit rating and financial condition of the borrowers, historical experience of timely repayment, the current economic trends and other forward looking macroeconomic information.

d. Exposure of credit loss on security deposits given against the rented premises is considered to be low as recovery of these deposits is supported by contractual agreement. As an internal process management performs background check of counterparty before entering into contractual agreement where credit risk assessment is carried out. As at reporting date credit risk has not increased significantly since initial recognition.

a) Percentage of revenues generated from top customer and top five customers. (Both Continuing and discontinued operations)

Business Process Management

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from top customer	57.35%	33.90%
Revenue from top five customers	63.28%	64.00%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

Media and Communication business

	As at March 31, 2024	As at March 31, 2023
Revenue from top customer	11.03%	1.47%
Revenue from top five customers	28.39%	2.63%

B Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department, overseen by senior management, is responsible for liquidity and funding as well as settlement management.

Prudent Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities' to meet obligation's when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines. These limits vary by location to take into account the Liquidity of the market in which the entity operates.

The Company`s liquidity management policy involves projecting cash flows in major currencies, considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios and maintaining debt financing plans. Management monitors rolling forecasts of the Company`s net liquidity position on the basis of expected cash flows. The company invests its surplus funds in loans and intercorporate deposits with parties approved by the Board of Directors to generate better returns. These investments are subject to the party-wise and overall limits established by the Board of Directors. The limits are regularly assessed and determined based upon and analysis of the credit ratings and financial solvency reviews.

i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Ageing	March 31, 2024	March 31, 2023
Expiring within one year (Cash Credits and other facilities)	23,385.34	12,800.00
Total	**23,385.34**	**12,800.00**

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice subject to the continuance of satisfactory credit ratings.

ii) Maturities of financial liabilities

The The tables below analyse the Company`s financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities - March 31, 2024	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	33,444.40	4,116.97	2,252.83	-	39,814.20
Lease liabilities	21,214.38	19,075.65	15,115.31	6,895.83	62,301.17
Trade payables	15,719.90	-	-	-	15,719.90
Other financial liabilities	17,120.40	-	-	-	17,120.40
Total non-derivative liabilities	**87,499.08**	**23,192.62**	**17,368.14**	**6,895.83**	**134,955.67**

(All amounts are in ₹ Lakhs)

Contractual maturities of financial liabilities - March 31, 2024	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years	Total
Derivatives					
Foreign exchange forward Contracts - net settled and Interest rate swap	38.69	-	-	-	38.69
Total derivative liabilities	**38.69**	**-**	**-**	**-**	**38.69**

Contractual maturities of financial liabilities - March 31, 2023	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	21,226.49	6,274.09	3,091.83	-	30,592.41
Lease liabilities	14,877.09	10,300.03	18,145.85	4,384.97	47,707.94
Trade payables	22,112.42	-	-	-	22,112.42
Other financial liabilities	20,307.32	-	399.81	-	20,707.13
Total non-derivative liabilities	**78,523.32**	**16,574.12**	**21,637.49**	**4,384.97**	**121,119.90**
Derivatives					
Foreign exchange forward Contracts - net settled	51.81	-	-	-	51.81
Total derivative liabilities	**51.81**	**-**	**-**	**-**	**51.81**

The average credit period of trade payables is 60 days.

C) Market risk

i) Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD, GBP and CAD. Foreign exchange risk arises from highly probable forecast transactions (including inter-company transactions) and recognized assets and liabilities denominated in a currency that is not the functional currency. The risk is measured through a forecast of highly probable foreign currency cash flows. The company's risk management policy is to hedge upto 75% of forecasted foreign currency sales for the next 12 months; 40% of forecasted foreign currency sales for the next 24 months and 20% of forecasted foreign currency sales for the next 36 months. As per the risk management policy, foreign exchange forward contracts are taken to hedge the forecasted sales.

As the critical terms of the foreign exchange forward contracts and their corresponding hedged items are the same, the Company performs a qualitative assessment of effectiveness and it is expected that the value of the foreign exchange forward contracts and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying interest rates. The company monitors the aforesaid critical terms on a quarterly basis to assess if the hedging relationship remains highly effect.

In accordance with its risk management policies and procedures, the Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. When derivative is entered for the purpose of being a hedge, the Company matches the terms of the derivatives to the terms of the hedged exposure and assesses the effectiveness of the hedged item match the terms of the hedged exposure and assesses the effectiveness of the hedged item and hedging relationship based on economic relationship. The objective of the hedges is to minimise the volatility of the functional currency cash flows of highly probable forecast transactions.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

ii) Foreign currency risk exposure

a) The exposure to foreign currency risk at the end of the reporting period expressed in ₹ are as follows:

Particulars	Currency	March 31, 2024	March 31, 2023
Financial assets			
Loans	USD	75,011.77	73,902.09
Trade receivables	USD	27,537.26	25,442.92
	GBP	174.65	57.42
	CAD	174.32	-
	AED	18.52	18.76
	EURO	0.45	4.09
Cash and cash equivalents	USD	5,759.90	19,402.41
	CAD	84.10	82.91
Total		**108,760.96**	**118,910.60**
Financial liabilities			
Lease Liability	USD	10,299.69	10,961.19
Trade payable	USD	10,302.82	7,913.81
	GBP	30.08	0.88
Total		**20,632.59**	**18,875.88**
Net unhedged foreign currency exposure (a-b)		**88,128.37**	**100,034.72**

b) Foreign Exchange Earnings and Outgo (excluding foreign branch) :

The Foreign Exchange earned in terms of actual inflows and outgo during the year are as under:

For the Year	2023-24	2022-23
Total Foreign Exchange earned	32,369.41	23,489.17
Total Foreign Exchange outgo	4,401.30	4,952.09

iii) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts and Interest rate swap designated as cash flow hedges.

Particulars	Impact on profit after tax	
	March 31, 2024	March 31, 2023
USD sensitivity		
USD -Increase by 5% (March 31, 2023 - 5%)*	3,281.62	3,736.83
USD -Decrease by 5% (March 31, 2023 - 5%)*	(3,281.62)	(3,736.83)

Particulars	Impact of cash flow hedges in other comprehensive income (net of tax)	
	March 31, 2024	March 31, 2023
USD sensitivity		
USD - Increase by 5% (March 31, 2023 - 5%)*	(2.59)	(5.30)
USD - Decrease by 5% (March 31, 2023 - 5%)*	2.59	5.30

* Holding all other variables constant

iv) Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company manages it's net exposure to interest rate risk relating to borrowings by entering into interest rate swap agreements, which allows it to exchange periodic payments based on a notional amounts and agreed upon fixed and floating interest rates.

The Company's investments are primarily in short-term loans and deposits and does not have any variable rate borrowings. Hence the company is not expose to significant interest rate risk.

(a) Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

	March 31, 2024	March 31, 2023
Variable rate borrowings*	39,814.20	30,592.41
Total borrowings	**39,814.20**	**30,592.41**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on profit after tax	
	March 31, 2024	March 31, 2023
Interest rates — increase by 100 basis points (March 31, 2023 -100 bps)*	296.15	227.55
Interest rates — decrease by 100 basis points (March 31, 2023 -100 bps)*	(296.15)	(227.55)

* Holding all other variables constant

46 Financial risk management

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item.

As the critical terms of the hedging instruments and their corresponding hedged items are the same, the Company performs a qualitative assessment of effectiveness and whether it is expected that the value of the hedging instruments and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying exchange rates/interest rates. The Company monitors the aforesaid critical terms on a quarterly basis to assess if the heding relationship remains highly effective.

Hedge ineffectiveness is recognised on a cash flow hedge in the statement of profit and loss. Ineffectiveness represents remaining portion of gain or loss on the hedging instrument that cannot be offset with the change in the fair value of the hedged item. The main source of hedge ineffectiveness in these hedging relationships is the effect of the counterparty and the Company's own credit risk on the fair value of the forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in foreign exchange rates and when the underlying hedged transaction is no longer expected to occur. No other sources of ineffectiveness emerged from these hedging relationships.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

March 31, 2024

Types of hedge and risks	Foreign Currency Notional Amount (USD Mn)	Carrying amount of hedging instrument		Maximum Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognizing hedge effectiveness
		Assets	Liabilities				
Cash flow hedge							
Foreign exchange risk							
Foreign exchange forward contracts: Sell USD, buy ₹	30.45	-	(11.95)	March, 2027	1:1	(11.95)	11.95
Foreign exchange forward contracts: Sell USD, buy PHP	12.00	-	(26.74)	October, 2024	1:1	(26.74)	26.74

March 31, 2023

Types of hedge and risks	Foreign Currency Notional Amount (USD Mn)	Carrying amount of hedging instrument		Maximum Maturity date	Hedge ratio*	Changes in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognizing hedge effectiveness
		Assets	Liabilities				
Cash flow hedge							
Foreign exchange risk							
Foreign exchange forward contracts: Sell USD, buy ₹	16.32	-	(51.81)	March, 2025	1:1	(51.81)	51.81
Foreign exchange forward contracts: Sell USD, buy PHP	4.50	52.47	-	July, 2023	1:1	52.47	(52.47)

*The foreign exchange forward contracts are denominated in the same currency as the highly probable future sales therefore the hedge ratio is 1:1.

(b) Disclosure of effects of hedge accounting on financial performance

March 31, 2024

Type of hedge	Change in the value of hedging instrument recognized in Other comprehensive income	Hedge ineffectiveness recognized in statement of profit and loss*	(Gain)/ Loss reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	13.38	-	54.84	Revenue & Other Income

March 31, 2023

Type of hedge	Change in the value of hedging instrument recognized in Other comprehensive income	Hedge ineffectiveness recognized in statement of profit and loss*	(Gain)/ Loss reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash flow hedge				
Foreign exchange risk	707.68	-	799.61	Revenue & Other Income

(All amounts are in ₹ Lakhs)

47 Leases

i) Company as a lessee

The Company leases several assets including buildings, furnitures and equipments. The average lease term is 5.82 years.(March 31, 2023 - 5.82 years)

Right-of-use assets (both Continuing and discontinued operations)	Building	Office Equipment	Furniture& Fixtures	STB	Plant & Equipment	Transponder	Total
Net carrying amount							
March 31, 2023	16,039.00	-	-	24,228.97	1,180.09	7,211.03	**48,659.09**
March 31, 2024*	15,379.38	-	-	41,259.41	3,758.89	6,790.76	**67,188.44**
Depreciation expense for the year ended							
March 31, 2023	4,217.24	3.66	-	4,939.06	347.30	1,913.85	**11,421.11**
March 31, 2024	4,593.76	-	-	8,844.00	1,038.87	1,826.29	**16,302.92**

Amounts recognised in statement of profit and loss (both Continuing and discontinued operations)	Year Ended March 31, 2024	Year Ended March 31, 2023
Depreciation expense on right-of-use assets	16,302.92	11,421.11
Interest expense on lease liabilities	5,397.90	5,340.42
Expense relating to short-term leases	923.31	1,483.85
(Gain)/ Loss on termination of leases	228.36	-

Lease liabilities	March 31, 2024	March 31, 2023
Non Current	41,086.79	32,830.85
Current	21,214.38	14,877.09
Total	**62,301.17**	47,707.94

Maturity analysis of Lease payments and short term & low value leases

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	21,629.93	14,891.37
Later than 1 year and not later than 5 years	34,190.95	28,445.88
Later than 5 years	6,895.83	4,384.97

The Company does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Company's treasury function.

ii) Company as lessor

i) Operating Lease arrangement

The Company has entered into a non cancellable operating lease arrangement with its lessee.Total lease rental income (receivable on monthly basis) recognized in the statement of profit and loss for the year ended March 31, 2024 is ₹ 2,703.51 Lakhs. (March 31 2023 - ₹ 1,802.61 Lakhs).

The average lease term is 5 years. (March 31, 2023 - 5 years).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

The future minimum lease income under non cancellable operating lease in aggregate are as follows:

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	865.64	431.94
Later than 1 year and not later than 5 years	2,904.47	1,191.97
Later than 5 years	-	-

ii) Sub-lease arrangement

The Company Sub-leases several assets including buildings, furnitures and equipments. The average lease term is 12 years. (March 31, 2023- 2.19 years).

The movement on account of subleased asset during the years ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the period	215.41	616.53
Addition during the period	3,028.58	-
Interest income accrued during the period	115.09	42.80
Lease receipts	(600.85)	(443.92)
Balance at the end of the period**	**2,758.22**	**215.41**

** This excludes lease equalization reserve of ₹ 68.31 lakhs (March 31, 2023 - ₹ 44.21 lakhs)

The details of contractual maturities (undiscounted) of the subleased assets as at March 31, 2024 and March 31, 2023 are as follows :

Particulars	March 31, 2024	March 31, 2023
Not later than 1 year	996.06	223.89
Later than 1 year and not later than 5 years	1,687.27	-
Later than 5 years	611.96	-

* Note :During the year, the Company has received one time incentive of ₹ 828.58 lakhs from Intelsat who engaged in providing the "Transponder" on lease basis, in consideration of volume of business purchased by the company. As per the terms, Incentive will be adjusted with future lease payment till January 31, 2025. As per Ind AS 116, the said transaction is considered as lease modification and would be amortized over balance useful lease period.

48 Discontinued operations and Business combinations

I. Discontinued operations

A. Healthcare services business ("HS Business")

a) Disposal of healthcare services business ("HS Business")

The Board of Directors of Hinduja Global Solutions Limited (the "Company"), in its meeting held on August 9, 2021, had approved the sale of its healthcare services business ("HS Business") to wholly owned subsidiaries of Betaine BV ("Investor"), which is owned by funds affiliated with Baring Private Equity Asia. The shareholder and other regulatory approvals have been obtained and the transaction has been consummated on January 5, 2022. As a result, the Company has classified the HS Business as Discontinued Operations in its Financial Statements and related notes. Discontinued Operations include direct expenses clearly identifiable to the businesses being discontinued. The Company does not expect to incur any significant recurring expenses relating to the HS Business under Continuing Operations except for certain tax adjustments that were required upon filling of tax returns during the year. Accordingly, necessary adjustments are made in the books of accounts. Further during the previous year ended March 31, 2023, the Company has recognised one time working capital adjustment of Rs 11,356.09 lakhs on account of sale of healthcare service business. The impact of discontinued operations on income, expenses and tax is as under:

b) Analysis of profit for the year and cash flows from discontinued operations

	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations	-	-
Other Income	-	-
Total income	-	-
Employee benefit expense	-	-
Finance cost	-	-
Depreciation and amortisation expense	-	-
Other Expenses	-	-
Total expenses	-	-
Profit before tax (I)	-	-
Income Tax expense (II)	-	-
Gain on disposal (III)	-	11,356.09
Income Tax expense (IV)	-	2,599.79
Profit before tax from discontinued operations (I) + (III)	**-**	**11,356.09**
Income tax expense of discontinued operations (II) + (IV)	**-**	**2,599.79**
Profit after tax from discontinued operations (attributable to the owners of the Company)	**-**	**8,756.30**

	Year ended March 31, 2024	Year ended March 31, 2023
Cash flows from discontinued operations		
Net cash inflows from operating activities*	-	-
Net cash inflows/ (outflows) from investing activities	-	8,756.30
Net cash outflows from financing activities	-	-
Net cash inflows	**-**	**8,756.30**

* Cash from operating activities is reported after reducing the advance tax paid on capital gains.

B. Investment and Treasury segment operation of the Media & Communication segment

As on March 31, 2020 , the Investment and Treasury segment operation of the Media & Communication segment was classified as discontinued operation. During the year, the company has sold its investments classified as Fair Value through Profit & Loss and investments classified as Fair Value through OCI.

Accordingly, the profit on sale of quoted equity shares has been recognised in profit and loss and other comprehensive income during the current year.The impact of discontinued operations on income, expenses and tax is as under:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

a) Analysis of profit for the year and cash flows from discontinued operations

	Year ended March 31, 2024	**Year ended March 31, 2023**
Revenue from operations	-	-
Other Income	-	160.48
Total income	**-**	**160.48**
Employee benefit expense	-	-
Finance cost	-	-
Depreciation and amortisation expense	-	-
Other Expenses	-	66.39
Total expenses	**-**	**66.39**
Profit before tax (I)	-	94.09
Income Tax expense (II)		
a) Income Tax	-	-
b) Deferred Tax	-	-
Total Income Tax expenses(a+b)	**-**	**-**
Profit before tax from discontinued operations (I) + (III)	**-**	**94.09**
Income tax expense of discontinued operations (II) + (IV)	**-**	**-**
Profit after tax from discontinued operations (attributable to the owners of the Company)	**-**	**94.09**

<u>Other comprehensive income</u>

Net Profit / (Loss) on fair valuation of equity instruments through other comprehensive income	-	-
Income tax on above items	-	-
Other comprehensive income	**-**	**-**
Total comprehensive income	**-**	**94.09**

	Year ended March 31, 2024	**Year ended March 31, 2023**
Cash flows from discontinued operations		
Net cash inflows from operating activities	-	-
Net cash inflows/ (outflows) from investing activities	-	637.99
Net cash outflows from financing activities	-	-
Net cash inflows	**-**	**637.99**

II) Business combinations

Summary of acquisition of TekLink International India Business

Previous year, the Company acquired the financial planning and analytics services business from Teklink International Inc. effective from March 1, 2023. Details of Net assets acquired, purchase consideration and goodwill are as follows:

Details of the purchase consideration, the net assets acquired are as follows:

Purchase Consideration	**Amount**
Consideration Paid in Cash	258.00
Total Purchase Consideration	**258.00**

The assets and liabilities recognized as a result of the acquisition are as follows:

	Amount
Assets	
Fixed assets:	
- Tangible Assets	82.74
Right of Use on leases	282.19
Other assets	54.18
Liability	
Lease liability	(282.19)
Gratuity Payable	(234.36)
Leave Encashment Payable	(140.02)
Other current liabilities	(33.11)
Net identifiable liabilities acquired	**(270.57)**

Calculation of goodwill	**Amount**
Consideration Paid	258.00
Less: Net identifiable assets acquired	(270.57)
Goodwill	**528.57**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

49 Details of the outstanding principal (including unamortised borrowing cost), interest rate, security and repayment terms:

Particulars	As at March 31, 2024				As at March 31, 2023			
	Non-current	**Current**	**Interest Rate p.a.**	**Particulars of redemption / repayment**	**Non-current**	**Current**	**Interest Rate p.a.**	**Particulars of redemption / repayment**
Secured								
From Bank								
TL – 1	3,150.15	6,204.40	Between 10.75% to 10.95%	Repayable Between April 2018 to July 2025 (Refer Note 1)	9,354.31	4,112.75	Between 8.50% to 10.15%	Repayable Between April 2018 to July 2025 (Refer Note 1)
TL – 2	-	-	-	-	-	109.99	10.35% to 11.60%	Repayable between April 2021 to April 2023 (Refer note 2)
TL – 3	-	1,998.92	9.52%	Repayable in Apr-24. (Working capital demand loans) (Refer note 3)	-	2,000.00	11.20%	Repayable in Apr-23. (Working capital demand loans) (Refer note 3)
TL – 4	3,210.90	866.66	10.56%	Term loan for capital expenditure, Repayable in 18 Qty installments in multiple tranches, last being Mar-29. (Refer note 4)	-	-	-	-
TL – 5	-	5,369.97	9.50%	Repayable in Jun-24 (Working capital demand loans for Purchase Invoice Financing) (Refer note 5)	-	-	-	-
From Non-Banking Financial Institutions								
TL – 6	8.75	4.45	18.00%	Repayable quarterly up to January 2028 (Refer note 6)	11.61	3.75	-	Repayable quarterly up to January 2028 (Refer note 6)
Sub-Total	**3,219.65**	**8,240.00**			**11.61**	**2,113.74**		
Bank overdrafts-Secured								
Bank Overdrafts	-	19,000.00	7.50% to 8.40%	Repayable on Demand (Refer Note 7)	-	15,000.00	7.50% to 8.40%	Repayable on Demand
Total	**6,369.80**	**33,444.40**			**9,365.92**	**21,226.49**		

Notes:

1. TL-1- The Loan is repayable in 7 years in 28 quarterly instalments, for each tranche of disbursement. First repayment will commence from 4th month of the date of each tranche of disbursement. Interest rate 6 months MCLR and Yes Bank Limited shall reset the 6 months MCLR on 1st day of the month falling after six calendar months including the month in which drawdown has been made. First Charge on all current and movable assets (both present and future) and Escrow Account for collection of proceeds of lease rentals to be created in favour of Vistra ITCL India Ltd.

2. TL-2 - Repayable in 24 Quarterly unequal instalments starting from January 2017 after an initial moratorium of 2 years. Interest rate 6 months MCLR plus spread of 2.35%. Interest ranging from 10.35% to 11.60% between April - 2022 to March 2023 with an exclusive charge on all Hits related Fixed assets.
3. TL-3 are secured by pari passu hypothecation on all current assets, movable fixed assets (present and future) and immovable properties.
4. TL-4 are secured by first pari passu hypothication on all current assets, movable fixed assets (present and future) of the Media Division.
5 TL-5 are secured by first pari passu hypothication on all current assets, movable fixed assets (present and future) of the Media Division.
6 TL-6 - Pertains to sales and lease back transaction conducted in the year ended 31st March 2020 which is payable in 32 unequal installments starting from April 2020, as per the operating lease agreement entered.
7. First Pari-passu charge on current assets and movable Fixed Assets present and future.
8 The quarterly returns / statements of current assets filed by the Company with banks / financial institutions are in agreement with the books of accounts.

50 Details of traded goods under broad heads

Traded goods	Opening stock (A)	Purchases (B)	Sales / Consumption (C)	Closing stock (D)
Stock of network cable and equipments				
FY 2023-24	669.16	338.57	328.41	**679.32**
FY 2022-23	631.09	163.31	125.24	**669.16**
Media inventory				
FY 2023-24	477.05	82.04	-	**559.09**
FY 2022-23	158.76	318.29	-	**477.05**

51 Disclosure Under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

Particulars	March 31, 2024	March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	215.23	233.50
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3.55	2.03
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	14.00	10.45

The above information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ Lakhs)

52 Ratios

The ratios for the years ended March 31, 2024 and March 31, 2023 are as follows :

Particulars	Numerator	Denominator	Measure	March 31, 2024	March 31, 2023	Variance (in %)
(a) Current Ratio (Refer Note 1)	Current Assets	Current Liabilities	Times	1.65	3.44	-52%
(b) Debt-Equity Ratio (Refer Note 2)	Total Debt	Shareholder's Equity	Times	0.13	0.07	83%
(c) Debt Service Coverage Ratio (Note 3)	Earnings available for debt service	Interest cost, Debt and Lease payments.	Times	0.30	0.70	-56%
(d) Return on Equity Ratio (Refer Note 4)	Net Profits after taxes	Average Shareholder's Equity	percentage	-0.77%	7.63%	-110%
(e) Trade Receivables turnover ratio	Net Credit Sales	Average accounts receivable	Times	4.21	4.01	5%
(f) Trade payables turnover ratio (Refer Note 5)	Net Credit Purchases	Average accounts Payables	Times	4.07	2.71	50%
(g) Net capital turnover ratio (Refer Note 6)	Net Sales	Working Capital	Times	2.57	0.64	301%
(h) Net profit ratio (Refer Note 4)	Net Profit	Net Sales	percentage	-1.84%	24.94%	-107%
(i) Return on Capital employed (Refer Note 4)	Earning before interest and taxes	Capital Employed	percentage	1.25%	6.75%	-81%
(j) Return on investment	Interest income earned	Average investment in Debentures, Loans, ICD and Treasury bills	percentage	5.67%	6.41%	-12%

Refer Note1 : Due to Increase in borrowings and decrease in loans given

Refer Note2 : Due to Increase in borrowings and decrease in shareholders equity on buyback

Refer Note 3: Due to Increase in borrowings & Lease liabilities and decrease in Earnings available for debt service

Refer Note 4: Previous year figures are not comparable with current year due to additional consideration received during the previous year towards the sale of healthcare business.

Refer Note 5: Due to decrease in Trade payables and Increase in Net Credit Purchases

Refer Note 6: Due to Increase in Net sales and Net decrease in Working Capital mainly on account of decrease in loans given and increase in borrowings.

53 Segment reporting

In accordance with paragraph 4 of Ind AS 108 "Operating segments", the Company has presented segmental information only on the basis of the Consolidated financial statements (Refer Note 49 of the Consolidated financial statements).

54 Additional regulatory information required by Schedule III to the Companies Act, 2013

(i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.

(iii) The Company has not come across any transaction ocurred with struck-off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

(iv) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

(v) The Company does not have any charges or satisfaction of charges which is yet to be registered with the Registrar of the Companies beyond the statutory period.

(vi) Utilization of borrowed funds and share premium :

- (I) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) except in the previous year loan granted by the company to it's subsidiary for acqusition of Teklink International LLC.
  - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- (II) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(vii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account..

55. During the year ended March 31, 2024, the Income Tax Authorities ('the department') conducted survey/ search at Company's registered office, corporate office, and some of its other premises. The Officials of the Company provided the required details, clarifications, and documents to them during such survey/search. As on the date of issuance of these audited standalone financial statements, the Company has not received any written communication from the department regarding the outcome of the survey/search, as aforesaid. Therefore the consequential impact, if any, on these audited standalone financial statements is currently not ascertainable. Further, based on the records/ documents available and facts known to it, the management is of the view that no adjustments are required to these audited standalone financial statements for the year ended March 31, 2024.

56. The Board of Directors of Company at its meeting held on March 20, 2024 has approved a plan to rationalise the supply chain management function of its media division and its media subsidiaries with a view to bringing in operational efficiencies and optimise costs. The plan also includes monetization of its Optical fiber assets to Indusind Media Communication Limited ("IMCL"), a subsidiary of the Company, for a consideration of ₹ 20,803.48 lakhs. The said consideration is based on valuation report of independent valuation firm. The Company has recognised gain of ₹ 4,468.73 lakhs which is included in other income of the Standalone financial statements..

57. Previous year figures have been regrouped / rearranged wherever considered necessary, to conform to current year classification.

See accompanying notes to the financial statements.

As per our report of even date
For Haribhakti & Co. LLP
Firm registration no. 103523W / W100048
Chartered Accountants

Snehal Shah
Partner
Membership No. 048539

Place : Mumbai
Date : May 30, 2024

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Anil Harish
Director
DIN: 00001685
Place : Mumbai

Partha DeSarkar
Whole-time Director & Chief Executive Officer
DIN: 00761144
Place : Mumbai

Vynsley Fernandes
Whole-time Director
DIN: 02987818
Place : Mumbai

Srinivas Palakodeti
Chief Financial Officer
Place : Mumbai

Narendra Singh
Company Secretary
Place : Mumbai

Date : May 30, 2024

Statement pursuant to Section 129 (3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 [AOC-1].

(₹ in Lakhs, unless otherwise stated)

Sr. No.	Name of the Subsidiary	Reporting period	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after Taxation	Proposed Dividend	% of share-holding
1	HGS International	31.03.2024	USD	B/S 83.3466 P/L 82.8046	39,601.49	411,454.95	526,701.91	75,645.46	Nil	17,901.08	13,829.85	646.46	13,183.40	Nil	100
2	Hinduja Global Solutions LLC.	31.03.2024	USD	B/S 83.3466 P/L 82.8046	0.01	(41,722.37)	99,312.71	141,035.06	Nil	730.41	(9,508.37)	-	(9,508.37)	Nil	100
3	HGS Properties LLC	31.03.2024	USD	B/S 83.3466 P/L 82.8046	-	10,117.21	10,117.21	-	Nil	214.99	(620.28)	-	(620.28)	Nil	100
4	HGS Canada Holdings LLC	31.03.2024	USD	B/S 83.3466 P/L 82.8046	28,221.16	(4.17)	28,216.99	-	Nil	-	(4.13)	-	(4.13)	Nil	100
5	HGS Canada Inc.	31.03.2024	CAD	B/S 61.5466 P/L 61.3946	55,044.32	(42,576.36)	23,535.23	11,067.27	Nil	68,828.32	6,751.86	1,036.48	5,715.38	Nil	100
6	HGS (USA), LLC	31.03.2024	USD	B/S 83.3466 P/L 82.8046	4,417.37	59,328.84	95,765.54	32,019.33	Nil	88,662.28	242.10	-	242.10	Nil	100
7	Affina Company	31.03.2024	CAD	B/S 61.5466 P/L 61.3946	0.12	(2,618.01)	-	2,617.88	Nil	-	-	-	-	Nil	100
8	Hinduja Global Solutions UK Limited	31.03.2024	GBP	B/S 105.2281 104.113	57.88	128,178.13	141,721.92	13,485.91	Nil	128,282.29	55,752.15	872.72	54,879.43	Nil	100
9	C-Cubed N.V	31.03.2024	USD	B/S 83.3466 P/L 82.8046	5.00	13.34	5,383.27	5,364.93	Nil	158.90	(5.97)	-	(5.97)	Nil	100
10	C-Cubed B.V	31.03.2024	EUR	B/S 90.1038 P/L 89.7258	20.45	(3,678.71)	1,953.90	5,612.16	Nil	-	(177.38)	-	(177.38)	Nil	100
11	Customer Contact Centre Inc.	31.03.2024	PHP	B/S 1.4837 P/L 1.4796	1,483.70	2,357.97	3,882.31	40.64	Nil	129.41	129.41	-	129.41	Nil	100
12	HGS St. Lucia Limited	31.03.2024	XCD	B/S 30.3904 P/L 29.8329	0.00	(19.52)	2,510.04	2,529.56	Nil	-	-	-	-	Nil	100
13	Team HGS Limited	31.03.2024	JMD	B/S 0.5415 P/L 0.5342	0.01	72,475.49	85,236.61	12,761.12	Nil	23,859.64	4,696.59	945.19	3,751.39	Nil	100
14	HGS Mena FZ LLC	31.03.2024	AED	B/S 22.6948 P/L 22.5472	249.94	(6,856.52)	25.97	6,632.55	Nil	23.19	(34.38)	-	(34.38)	Nil	100
15	HGS Digital LLC (Formerly known as Element Solutions LLC)	31.03.2024	USD	B/S 83.3466 P/L 82.8046	6.00	13,402.53	23,193.82	9,785.29	Nil	39,997.76	3,357.42	959.90	2,397.52	Nil	100
16	Falcon Health Solutions Puerto Rico Holding LLC	31.03.2024	USD	B/S 83.3466 P/L 82.8046	0.08	-	0.08	-	Nil	-	-	-	-	Nil	100
17	Falcon Health Solutions Puerto Rico LLC	31.03.2024	USD	B/S 83.3466 P/L 82.8046	-	3.02	60.76	57.74	Nil	-	-	-	-	Nil	100
18	Diversify Offshore Staffing Solutions Pty Ltd	31.03.2024	AUD	B/S 54.3677 P/L 54.3347	585.25	(927.94)	3,266.70	3,609.39	Nil	21,446.77	1,301.54	-	1,301.54	Nil	100
19	Diversify Intelligent Staffing Solutions Inc	31.03.2024	PHP	B/S 1.4837 P/L 1.4796	0.74	(1,234.94)	1,075.11	2,309.31	Nil	4,913.77	(449.34)	36.48	(485.82)	Nil	100
20	Diversify ISS BGC Inc	31.03.2024	PHP	B/S 1.4837 P/L 1.4796	183.61	1,148.37	4,881.11	3,549.13	Nil	12,421.54	(87.89)	77.90	(165.79)	Nil	100
21	Diversify Offshore Solutions Cebu Inc	31.03.2024	PHP	B/S 1.4837 P/L 1.4796	44.51	(195.58)	493.64	644.71	Nil	2,030.27	(30.05)	187.02	(217.07)	Nil	100
22	HGS CX Technologies Inc.	31.03.2024	USD	B/S 82.1128 P/L 80.564	8.21	97,599.24	169,383.42	71,775.97	Nil	6,865.71	1,894.43	(3,464.15)	5,358.58	Nil	100
23	Teklink International LLC (Formerly known as Teklink International Inc)	31.03.2024	USD	B/S 82.1128 P/L 80.564	1,662.54	4,825.06	13,400.90	6,913.29	Nil	27,130.24	4,610.43	-	4,610.43	Nil	100
24	Teklink International AG	31.03.2024	CHF	B/S 92.4076 P/L 93.4601	92.41	753.16	1,200.76	355.20	Nil	1,814.42	624.00	-	624.00	Nil	100
25	HGS Colombia S.A.S	31.03.2024	Colombian peso(COP)	B/S 0.0216 P/L 0.0203	2,394.38	(1,064.27)	1,729.77	399.66	Nil	2,202.96	(663.73)	0.09	(663.82)	Nil	100

Statement pursuant to Section 129 (3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 [AOC-1].

(₹ in Lakhs, unless otherwise stated)

Sr. No.	Name of the Subsidiary	Reporting period	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after Taxation	Proposed Dividend	% of share-holding
26	Team HGS South Africa	31.03.2024	South African Rand(ZAR)	B/S 4.4161 P/L 4.4161	-	-	-	-	Nil	-	-	-	-	Nil	100
27	Indusind Media & Communications Limited	31.03.2024	INR	B/S 1 P/L 1	4,865.77	3,741.96	42,148.99	33,541.26	Nil	23,269.50	327.02	71.57	255.45	Nil	77.55%
28	OneOtt Inentertainment Limited	31.03.2024	INR	B/S 1 P/L 1	2,822.12	29,288.65	85,482.33	53,371.56	Nil	23,807.51	(1,716.96)	(202.56)	(1,514.40)	Nil	71.65%
29	Ajanta Sky Darshan Private Limited	31.03.2024	INR	B/S 1 P/L 1	2.00	(15.76)	71.90	85.66	Nil	-	41.71	-	41.71	Nil	100.00%
30	Sangli Media Services Private Limited	31.03.2024	INR	B/S 1 P/L 1	102.04	(58.28)	310.00	266.24	0.03	183.73	(32.16)	(0.54)	(31.62)	Nil	51.00%
31	United Mysore Network Private Limited	31.03.2024	INR	B/S 1 P/L 1	227.33	(285.95)	0.15	58.77	Nil	-	11.12	-	11.12	Nil	99.45%
32	Gold Star Infotainment Private Limited	31.03.2024	INR	B/S 1 P/L 1	92.73	(95.66)	-	2.93	Nil	-	17.78	-	17.78	Nil	98.92%
33	Sainath Inentertainment Private Limited	31.03.2024	INR	B/S 1 P/L 1	50.00	(327.07)	181.92	458.99	Nil	229.27	18.82	(0.02)	18.84	Nil	51.00%
34	Darpita Trading Company Private Limited	31.03.2024	INR	B/S 1 P/L 1	100.00	17.91	1,627.63	1,509.72	Nil	2,108.05	168.08	29.90	138.18	Nil	51.00%
35	Gold Star Noida Network Private Limited	31.03.2024	INR	B/S 1 P/L 1	262.00	(845.97)	82.49	666.46	Nil	-	17.93	-	17.93	Nil	100.00%
36	USN Networks Private Limited	31.03.2024	INR	B/S 1 P/L 1	186.97	(215.67)	5.45	34.15	Nil	-	20.25	-	20.25	Nil	100.00%
37	Bhima Riddhi Infotainment Private Limited	31.03.2024	INR	B/S 1 P/L 1	102.04	2,170.15	3,819.85	1,547.66	0.88	8,255.89	418.68	151.21	267.47	Nil	51.00%
38	Sunny Infotainment Private Limited	31.03.2024	INR	B/S 1 P/L 1	15.00	(78.06)	18.44	81.50	Nil	-	17.73	-	17.73	Nil	100.00%
39	Apna Incable Broadband Services Private Limited	31.03.2024	INR	B/S 1 P/L 1	173.50	(346.57)	-	173.07	Nil	-	17.78	(1.81)	19.59	Nil	100.00%
40	RBL Digital Cable Network Private Limited	31.03.2024	INR	B/S 1 P/L 1	10.00	2.17	13.15	0.98	Nil	-	17.78	-	17.78	Nil	100.00%
41	Vistaar Telecommunications and Infrastructure Private Limited	31.03.2024	INR	B/S 1 P/L 1	2.04	(106.10)	14.43	118.49	Nil	-	19.48	-	19.48	Nil	100.00%
42	Vinsat Digital Private Limited	31.03.2024	INR	B/S 1 P/L 1	38.18	(43.74)	1,689.16	1,694.72	Nil	3,727.38	(256.08)	(0.04)	(256.04)	Nil	51.15%
43	IN Entertainment (India) Limited	31.03.2024	INR	B/S 1 P/L 1	607.50	11,781.70	20,136.65	7,747.45	2,314.99	5,574.75	133.07	77.28	55.79	Nil	100.00%
44	Onemahanet Inentertainment Private Limited	31.03.2024	INR	B/S 1 P/L 1	101.00	(28.74)	72.77	0.51	Nil	-	0.68	-	0.68	Nil	100.00%

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A GLIMPSE OF HGS' PRESENCE GLOBALLY

Designed by HGS Interactive

CIN: L92199MH1995PLC084610

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HINDUJA GLOBAL SOLUTIONS LIMITED

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NOTICE

Notice is hereby given that 29th Annual General Meeting of the Members of **Hinduja Global Solutions Limited** will be held on **Friday, September 27, 2024 at 4.00 p.m. IST** through Video Conferencing / Other Audio-Visual Means ('VC' or 'OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a) the audited financial statements of the Company for the financial year ended March 31, 2024, along with the reports of the Board of Directors and the Auditors thereon; and
   b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2024, along with the report of the Auditors thereon.

2. To declare a final dividend of ₹ 7 per equity share (on an equity share of par value of ₹ 10/- each) for the financial year ended March 31, 2024

3. To consider the appointment of a director in place of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), who retires by rotation, be and is hereby re-appointed as a Director (Non-Executive & Non-Independent Director) liable to retire by rotation."

SPECIAL BUSINESS

4. **Seeking approval for continuation of Mr. Ashok P. Hinduja (DIN: 00123180) as Non-Executive Non-Independent Director (the Chairman) after attaining the age of 75 years**

   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 Regulation 17 (1A) and other relevant provisions of regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to Mr. Ashok P. Hinduja (DIN: 00123180) to continue to hold office as a Non-Executive Non Independent Director (designated as the Chairman) of the Company, not liable to retire by rotation, notwithstanding that on July 15, 2025 he attains the age of 75 years."

5. **Re-appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company.**

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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Bhumika Batra (DIN: 03502004), who was appointed as an Independent Director of the Company for a term of consecutive five (5) years from September 04, 2019 to September 03, 2024 (both days inclusive) and being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of consecutive five (5) years, from September 04, 2024 to September 03, 2029 (both days inclusive), AND THAT she shall not be liable to retire by rotation during her tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and / or expedient to give effect to this resolution."

6. **Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director of the Company.**

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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Ganesh Natarajan (DIN: 00176393), who was appointed as an Independent Director of the Company for a term of consecutive five (5) years from September 30, 2019 to September 29, 2024 (both days inclusive) and being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of consecutive five (5) years, from September 30, 2024 to September 29, 2029 (both days inclusive), and that he shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution."

7. **Re-appointment of Mr. Partha DeSarkar (DIN: 00761144) as Whole-time Director of the Company.**

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(51), 152, 196, 197, 203 of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Partha DeSarkar (DIN: 00761144), who was appointed as Executive Director (Whole-time Director) of the Company w.e.f. September 4, 2019, be and is hereby re-appointed as Director (Designated as Whole-time Director) of the Company, liable to retire by rotation."

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and Rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as recommended by the Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company and subject to the approval of the Central Government and on such conditions and modifications as may be prescribed or imposed, if any, whilst granting such approval, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Partha DeSarkar (DIN: 00761144) as Executive Director (Whole-time Director) of the Company for a period of 1 year with effect from September 04, 2024 to September 03, 2025 (both days inclusive) on the terms and conditions, of re-appointment including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with an authority to the Board of Directors (`the Board') of Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Partha DeSarkar during the tenure of his appointment.

RESOLVED FURTHER THAT the remuneration payable to Mr. Partha DeSarkar in each financial year during the currency 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 such other limits as may be prescribed and applicable to the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, remuneration payable to Mr. Partha DeSarkar shall be subject to the provisions of Schedule V of the Act and other applicable provisions, if any, of the Act, as amended.

RESOLVED FURTHER THAT Mr. Partha DeSarkar continues to be recognized as a Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Act, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution including for obtaining necessary approvals in relation thereto."

8. Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2025

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. ABK & Associates, Cost Accountants [Firm Registration No. 000036], Cost Auditors appointed by the Board of

Directors of the Company to conduct audit of the cost records maintained by the Company for the financial year ending March 31, 2025, be paid remuneration of ₹ 50,000/- plus applicable taxes and out-of-pocket expenses incurred by them for the purpose of Audit, and the same be and is hereby ratified.

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

By Order of the Board
For **Hinduja Global Solutions Limited**

Sd/-
Narendra Singh
Company Secretary
F4853

Place: Mumbai
Date : August 14, 2024

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as 'SEBI Circulars') and other applicable circulars issued in this regard, have permitted the holding of Annual General Meeting ('AGM') through Video conferencing or Other Audio Visual Means ('VC'), without the physical presence of the Members at a common venue till September 30, 2024, subject to compliance of various conditions mentioned therein.

2. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') read with the Circulars issued by MCA and SEBI, the 29th AGM of the Company shall be conducted through VC on Friday, September 27, 2024 at 4.00 p.m. IST. The registered office of the Company shall be the deemed venue for the AGM. KFin Technologies Limited (formerly Known as KFin Technologies Private Limited) ('KFin' or 'KFintech'), Registrar and Share Transfer Agent ('RTA') of the Company, will be providing facility for remote e-Voting, participation in the AGM through VC and e-Voting during the AGM. The Company has also published an advertisement in newspapers containing the details about the AGM i.e., the conduct of the AGM through VC, date and time of the AGM, availability of the notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the 29th AGM is being held through VC in compliance with the MCA Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 29th AGM and hence, the Proxy Form and Attendance Slip, including Route Map, are not annexed to this Notice.

4. An Explanatory Statement pursuant to Section 102 of the Act setting out details relating to Special Businesses under Item Nos. 4 to 8 of the accompanying Notice, is annexed hereto. The relevant details concerning Item Nos. 3 to 7 according to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at this AGM are annexed hereunder. Other details about the Directors seeking re-appointment are also appearing in the Report on Corporate Governance forming part of Annual Report 2023-24. Further, requisite declaration/ confirmation have been received from the Directors seeking re-appointment. The matters under Special Businesses of the AGM Notice are considered to be unavoidable by the Board of Directors of the Company and hence included.

5. Members attending 29th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e., September 20, 2024.

6. Institutional investors and Corporate Members are encouraged to attend and vote at the 29th AGM through VC. Institutional investors and Corporate Members (i.e., other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or to vote through

remote e-voting are requested to access the link https://evoting.kfintech.com and upload a certified copy of the Board resolution. The said resolutions/ authorizations can be forwarded to RTA on evoting@kfintech.com or sent to the Company by e-mail to its registered e-mail address investor.relations@teamhgs.com.

7. In case of joint holders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. **Members are requested to kindly note that with effect from October 1, 2023, the Registered Office of the Company has been shifted from "Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018" to "Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051".**

BOOK CLOSURE AND DIVIDEND

9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of AGM and determining the eligibility of Members entitled to final dividend.

   The final dividend of ₹ 7 per equity share of ₹10 each (70%), if approved at the AGM, will be paid subject to the deduction of tax at source ('TDS') within thirty days from the date of declaration by the Shareholders to those Members/ beneficial owners whose names appear as per the list furnished by the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic form/ Register of Members as on Thursday, September 19, 2024.

10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct TDS from the dividend paid to the Members at rates prescribed under the Income-tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ RTA, i.e., KFin by sending documents at its e-mail ID investor.relations@teamhgs.com/ einward.ris@kfintech.com or update the same by visiting the link: https://ris.kfintech.com/form15/ on or before Friday, September 13, 2024 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered after Friday, September 13, 2024.

11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.

12. Members who hold shares in dematerialized form and want to provide/ change/ correct the bank account details should send the same immediately to their concerned DP and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividends, RTA is obliged to use only the data provided by the Depositories, in case of dematerialized shares.

13. Members holding shares in physical form are requested to notify/ send the following to the Company's RTA, i.e., KFin Technologies Limited (Unit: Hinduja Global Solutions Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana - 500032 to facilitate better service:

i) Any change in their address/ mandate/ bank details/ email address;
ii) Particulars of their bank account, in case the same have not been sent earlier; and
iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL ID

14. In compliance with the Circulars issued by MCA and SEBI, Notice of the 29th AGM along with the Annual Report for FY 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Notice and Annual Report 2023-24 will also be available on the Company's website at https://hgs.cx/investors/annual-reports-hgsl/ , websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com/ and https://www.nseindia.com/ respectively, and on the website of KFin at https://evoting.kfintech.com.

15. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, i.e., KFin Technologies Limited, Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana - 500032.

16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their question(s) in writing to the Company Secretary at least 7 (seven) days before the date of the AGM, so that, the requested information may be made available at the Meeting.

REGISTRATION OF PAN, KYC DETAILS AND NOMINATION BY PHYSICAL SHAREHOLDERS

17. Pursuant to Regulations 39 and 40 of the SEBI Listing Regulations, as amended, listed companies can effect issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division/ split, consolidation of securities certificate; transfer, transmission and transposition, as applicable, in Dematerialised form only with effect from January 24, 2022.

    Further, SEBI vide its circular dated March 16, 2023 and November 17, 2023, as amended, read with clarification dated December 14, 2021, introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Further, SEBI has mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from **April 01, 2024.**

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

18. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with KFin or make cancellation/ changes to their nomination details through Form SH-14. Members can also opt out of nomination through Form ISR-3. In respect of shares held in dematerialised form, the

nomination form may be filed with the respective DPs and not to the Company or KFin. The relevant forms are available on the Company's website at https://hgs.cx/investors/kyc-documents/

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company and the Company's RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

20. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned DP(s), as the case may be:-
    a) the change in the residential status on return to India for permanent settlement, and
    b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION

21. Members who wish to claim their unclaimed dividend are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's RTA, i.e., KFin for encashment before the due dates. The details of unclaimed dividends are available on the Company's website at www.hgs.cx Members are requested to note that the dividend remaining unclaimed for a period of seven (7) consecutive years from the date of transfer to the Company's Unpaid dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been claimed for seven (7) consecutive years or more shall be transferred to demat account of the IEPF Authority within a period of thirty (30) days of such shares becoming due to be transferred.

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

22. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 27, 2023 (i.e. date of last Annual General Meeting) on its website at https://hgs.cx/investors/other-reports/#toggle-id-7 and also on the website of the Ministry of Corporate Affairs.

PROCEDURE FOR INSPECTION OF DOCUMENTS

23. The following documents will be available for inspection by the Members electronically during the 29th AGM. Members seeking to inspect such documents can send an email to investor.relations@teamhgs.com
    a) Certificate from the Secretarial Auditors relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
    b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act.

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

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

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

REMOTE E-VOTING AND E-VOTING DURING AGM

25. In compliance with provisions of Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.

26. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, September 20, 2024, shall only be entitled to attend and vote through remote e-voting as well as e-voting during the 29th AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

    Remote e-voting period commences on Monday, September 23, 2024 at 9:00 a.m. IST and ends on Thursday, September 26, 2024, at 5:00 p.m. IST.

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

27. The Company has appointed Mr. Virendra G Bhatt, Practicing Company Secretary, Mumbai, (Membership No.: ACS 1157 and C. P. No. 124) of Virendra G Bhatt, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the remote e-voting and e-voting that will take place at the 29th AGM through VC in a fair and transparent manner.

28. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM, through e-Voting agency KFin Technologies Limited. The facility of casting votes by a member using remote e-Voting system as well as e-voting that will take place at the 29th AGM, will be provided by KFin.

    Voting at the e-AGM: Members who are present at the 29th AGM through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

29. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during the AGM. If a Member cast votes by both modes then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.

    The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting), count the votes and shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within 2 working days from the conclusion of the Annual General Meeting to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

On the receipt of the scrutinizer report, the results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website www.hgs.cx and on the website of KFintech at https://evoting.kfintech.com immediately after the result declared by the Chairman or any other person authorised by the Chairman.

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

Item No. 3

Re-appointment of Mr. Sudhanshu Kumar Tripathi (DIN: 06431686) as director liable to retire by rotation

Mr. Sudhanshu Kumar Tripathi (DIN: 06431686), was appointed as Non-Executive Non-Independent Director, liable to retire by rotation, effective September 30, 2019 whose period of office is liable to determination by retirement of directors by rotation, will be liable to retire by rotation at the 29th Annual General Meeting ('AGM') to be held on September 27, 2024.

In compliance with the provisions of Section 152 of the Companies Act, 2013, it will be necessary for Mr. Sudhanshu Kumar Tripathi to come up for retirement by rotation at the ensuing AGM. Mr. Sudhanshu Kumar Tripathi, being eligible, has offered himself for re-appointment as a Director and consent of the Members would be required by way of an Ordinary Resolution at the ensuing 29th AGM to be held on September 27, 2024.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 14, 2024 have approved and recommended the re-appointment of Mr. Sudhanshu Kumar Tripathi and his continuation as Non-Executive Non-Independent Director of the Company.

The Company has received from Mr. Sudhanshu Kumar Tripathi following documents:

i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such re-appointment;

iii) As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Sudhanshu Kumar Tripathi; and

iv) A communication confirming that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority

Mr. Sudhanshu Kumar Tripathi is not related to any other Directors of the Company. Except Mr. Sudhanshu Kumar Tripathi who is being re-appointed, none of the Directors and/ or Key Managerial Personnel of the Company and their relatives, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the accompanying Notice.

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

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

Item No. 4

Approval of shareholders for continuation of Mr. Ashok P. Hinduja (DIN: 00123180) as Non-Executive Non-Independent Director (the Chairman) after attaining the age of 75 years

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Mr. Ashok P. Hinduja was appointed as Non-Executive Non-Independent Director (designated as the Chairman), not liable to retire by rotation, on the Board of the Company on December 19, 2022.

In view of Regulation 17(1A) of the SEBI Listing Regulations, as amended, for the continuation of Mr. Ashok P. Hinduja as a Non-Executive Non-Independent Director beyond July 15, 2025, consent of the Members would be required by way of a Special Resolution. Further, regulation 17(1D) of SEBI Listing Regulations requires to seek approval of the shareholders for continuation of directors serving on the Board of listed entity once in every five years.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 14, 2024, have approved and recommended the continuation of Mr. Ashok P. Hinduja (DIN: 00123180) as Non-Executive Non-Independent Director (designated as the Chairman), not liable to retire by rotation, after attaining the age of 75 years, in terms of regulations 17 (1A) and 17 (1D) of SEBI Listing Regulations. It is in the interest of the Company to continue to avail his valuable expertise.

The Company has received from Mr. Ashok P. Hinduja following documents:

i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such re-appointment;

iii) As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Ashok P. Hinduja; and

iv) A communication confirming that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Mr. Ashok P. Hinduja is not related to any other Directors of the Company. Except Mr. Ashok P. Hinduja, none of the Directors and/ or Key Managerial Personnel of the Company and their relatives, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the accompanying Notice.

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

The Board recommends the special resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Re-appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company.

At the 24th Annual General Meeting of the Members of the Company held on September 28, 2019, Ms. Bhumika Batra (DIN: 03502004) was appointed as an Independent Director of the Company for a term of five (5) consecutive years from September 04, 2019 to September 03, 2024 (both days inclusive) in accordance with the provisions of the Companies Act, 2013 ('the Act').

As per provisions of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Board of Directors based on the performance evaluation for the financial year 2023-24 and earlier financial years since her appointment as an Independent Director, and also on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 14, 2024 has recommended for the approval of the members, the re-appointment of Ms. Bhumika Batra as an Independent Director of the Company for the second term of five (5) consecutive years from September 4, 2024 to September 3, 2029 (both days inclusive) in terms of Section 149 read with Schedule IV of the Act, and SEBI Listing Regulations or any amendment thereto or modification thereof.

The Company has received from Ms. Bhumika Batra following documents:

i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, in the event she is re-appointed for the second term of five (5) years commencing from September 4, 2024 to September 3, 2029 (both days inclusive),

ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, confirming her eligibility for such re-appointment, and

iii) a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Act. As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Ms. Bhumika Batra as an Independent Director. In the opinion of the Board and based on the Board's evaluation and veracity of Independence of Ms. Bhumika Batra which was carried out, the Board concluded that, Ms. Bhumika Batra fulfils the conditions specified in the Act and Rules made thereunder for her re-appointment as an Independent Director of the Company and she is independent of the Management.

iv) A communication confirming that she has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Ms. Bhumika Batra is the member of the Committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship and Share Allotment Committee and Risk Management Committee. Your Company benefits immensely by the contribution, advice and guidance provided by Ms. Bhumika Batra, in the areas of legal, Corporate and International laws. The Board, therefore, considers that the continued association of Ms. Bhumika Batra would be of immense benefit to your Company and the proposed re-appointment of Ms. Bhumika Batra would be in the interest and wellbeing of the Company.

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

Approval of the members of the Company to the Special Resolution set out at Item No. 5 of the accompanying Notice is being sought pursuant to Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the SEBI Listing Regulations, as applicable.

Ms. Bhumika Batra is not related to any other Directors of the Company.

Accordingly, your directors recommend the special resolution relating to the re-appointment of Ms. Bhumika Batra as an Independent Director, for the approval by the members of the Company. A copy of the draft letter to be issued by the Company on re-appointment of Ms. Bhumika Batra as an independent director, setting out the terms and conditions thereof would be available for inspection without any fee by the Members electronically during the 29th AGM.

None of the Directors and/ or key managerial personnel of the Company and their relatives except Ms. Bhumika Batra, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.5 of the accompanying Notice.

Item No. 6

Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director of the Company.

At the 25th Annual General Meeting of the Members of the Company held on September 30, 2020, Dr. Ganesh Natarajan (DIN: 00176393) was appointed as an Independent Director of the Company for a term of five (5) consecutive years from September 30, 2019 up to September 29, 2024 (both days inclusive) in accordance with the provisions of the Companies Act, 2013('the Act').

As per provisions of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Board of Directors ('the Board') based on the performance evaluation for financial year 2023-24 and earlier financial years since his appointment as an Independent Director, and also of the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 14, 2024 has recommended for the approval of the members, the re-appointment of Dr. Ganesh Natarajan as an Independent Director of the Company for the second term of five (5) consecutive years from September 30, 2024 to September 29, 2029 (both days inclusive) in terms of Section 149 read with Schedule IV of the Act, and SEBI Listing Regulations or any amendment thereto or modification thereof.

The Company has received from Dr. Ganesh Natarajan following documents:

i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, in the event he is re-appointed for the second term of five (5) years commencing from September 30, 2024 to September 29, 2029 (both days inclusive),

ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section

164 of the Act, confirming his eligibility for such re-appointment, and

iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act. As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Dr. Ganesh Natarajan as an Independent Director. In the opinion of the Board and based on the Board's evaluation and veracity of Independence of Dr. Ganesh Natarajan, which was carried out, the Board concluded that, Dr. Ganesh Natarajan fulfils the conditions specified in the Act and Rules made thereunder for her re-appointment as an Independent Director of the Company and he is independent of the Management.

iv) A communication confirming that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Dr. Ganesh Natarajan is the member of the Committees of the Board, namely, Audit Committee, and Stakeholders Relationship and Share Allotment Committee. Your Company has benefitted immensely by the contribution, advice and guidance provided by Dr. Ganesh Natarajan, in the areas of IT and BPM Industry and other strategic areas. The Board, therefore, considers that the continued association of Dr. Ganesh Natarajan would be of immense benefit to your Company and the proposed re-appointment of Dr. Ganesh Natarajan would be in the interest and wellbeing of the Company.

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

Approval of the members of the Company to the Special Resolution set out at Item No. 6 of the accompanying Notice is being sought pursuant to Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the SEBI Listing Regulations, as applicable.

Dr. Ganesh Natarajan is not related to any other Directors of the Company.

Accordingly, your directors recommend the special resolution relating to the re-appointment of Dr. Ganesh Natarajan as an Independent Director, for the approval by the members of the Company. A copy of the draft letter to be issued by the Company on re-appointment of Dr. Ganesh Natarajan as an independent director, setting out the terms and conditions thereof would be available for inspection without any fee by the Members electronically during the 29th AGM.

None of the Directors and / or key managerial personnel of the Company and their relatives except Dr. Ganesh Natarajan, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.6 of the accompanying Notice.

Item No. 7

Approval for re-appointment of Mr. Partha De Sarkar (DIN: 00761144) as Whole-time Director of the Company

The Members of the Company at the 24th Annual General Meeting held on September 28, 2019 ('24th AGM') had appointed Mr. Partha DeSarkar as Executive Director (Whole-time Director) of the Company effective from September 04, 2019 for a period of five years i.e. up to September 03, 2024. The Nomination and Remuneration Committee ('NRC') and the Board of Directors ('the Board') at their respective meetings held on August 14, 2024 have re-appointed him as Whole-time Director for a period of 1 year w.e.f. September 4, 2024 to September 3, 2025, on the following principle terms:

i. Mr. Partha DeSarkar shall act as the Executive Director (Whole-time Director) of the Company with effect from September 04, 2024 subject to the superintendence, control and direction of the Board of Directors of the Company, having responsibility for the management of the whole or substantially the whole affairs of the Company and shall be primarily responsible for the general conduct and management of the business and affairs of the Company.

ii. Tenure: 1 year [i.e. w.e.f. September 04, 2024 to September 3, 2025 (both days inclusive)].

iii. Remuneration: Rs. 82.50 lakhs per annum (includes Gratuity, provident fund and other benefits also).

    Apart from the above, Mr. Partha DeSarkar continues to be paid US $ 900,000 per annum as remuneration as Chief Executive Officer from Hinduja Global Solutions LLC, a wholly owned subsidiary of the Company.

iv. Either of the parties shall be entitled to terminate the appointment at any time before the expiry of the term of 1 year, without assigning any reason and by giving six months advance notice in writing to the other, or six months basic salary in lieu thereof.

v. The Board shall have authority 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. Partha DeSarkar during the tenure of his appointment.

The Company has received from Mr. Partha DeSarkar following documents:

i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such re-appointment;

iii) As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Partha DeSarkar; and

iv) A communication confirming that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Mr. Partha DeSarkar is not a resident of India in terms of Part I of Schedule V to the Act and hence, the said re-appointment shall be subject to the approval of the Central Government in terms of section 196(4) read with section 201 and Schedule V to the Act.

The Company has not defaulted in payment of dues to any bank(s) or public financial institution(s) etc.

Statement containing 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 Item Nos. 7 is given below:

I. General information

1.	Nature of Industry	Business Process Management Services and Digital Media business.
2.	Date or expected date of	Existing Company in operation since 1995.

<table>
<tr><td></td><td>Commencement of commercial Production</td><td></td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable.</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators (Rs. in lacs)</td><td><u>Standalone Financial performance</u>
(Rs. in lakhs)
<table>
<tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th><th>FY 2021-22</th></tr>
<tr><td>Total revenue</td><td>1,84,912.01</td><td>172,312.93</td><td>306,416.64</td></tr>
<tr><td>Profit before tax</td><td>(4,700.03)</td><td>21,747.01</td><td>315,065.69</td></tr>
<tr><td>Profit after tax</td><td>(2,900.97)</td><td>33,004.92</td><td>234,655.85</td></tr>
</table>
<u>Consolidated Financial performance</u>
(Rs. in lakhs)
<table>
<tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th><th>FY 2021-22</th></tr>
<tr><td>Total revenue</td><td>5,08,778.11</td><td>500,829.80</td><td>713,507.68</td></tr>
<tr><td>Profit before tax</td><td>11,048.33</td><td>18,973.29</td><td>700,762.47</td></tr>
<tr><td>Profit after tax</td><td>13,116.25</td><td>33,436.61</td><td>606,143.52</td></tr>
</table>
<u>Note:</u> Above figures for FY 2021-22 include revenue and profits from healthcare business.</td></tr>
<tr><td>5.</td><td>Foreign Investments or collaborations, if any</td><td>As on June 30, 2024, Foreign Portfolio Investors holds 12.51% Equity Shares in the Company.

Apart from the above, as on June 30, 2024, Amas Mauritius Limited holds 14.04% Equity Shares in the Company and is part of Promoter Group.</td></tr>
</table>

II. Information about the appointee

1.	Background details	Mr. Partha DeSarkar has been with the Company since 2003. He is the Group Chief Executive Officer of HGS and leads the organization across all its geographies. He is also a Whole-time Director of the Company. Mr. Partha has more than 30 years of experience in customer service and operations across industries like Banking, Financial Services and Health Insurance. Prior to joining HGS, Mr. Partha has worked with Deloitte Consulting, GE Capital International Services and Bank of America. He holds a post-graduate degree in Management from the Indian Institute of Management (IIM), Bangalore, and a Master degree in Technology from the Indian Institute of Technology (IIT), Chennai. He has also done his Ph.D. in Strategic Management at IIT Delhi.

<table>
<tr><td>2.</td><td>Past remuneration</td><td>(Rs. in lakhs)
<table>
<tr><th>Particulars</th><th>FY 2023-24[$]</th><th>FY 2022-23[#]</th><th>FY 2021-22</th></tr>
<tr><td>Salary, perquisite and other allowances</td><td>84.21</td><td>206.47</td><td>305.60</td></tr>
<tr><td>Annual Performance Incentives</td><td>130.32[@]</td><td>130.32</td><td>435.60</td></tr>
<tr><td>Total remuneration</td><td>214.53</td><td>336.79</td><td>741.20</td></tr>
</table>
[#] The above excludes the remuneration of ₹3.76 crores and one time incentive of ₹ 24.87 crores paid to Mr. Partha DeSarkar from Hinduja Global Solutions LLC, USA, a wholly owned Subsidiary of the Company.
[@]Post approval of the NRC and the Board, API paid in FY 2023-24 out of provisions made up to March 31, 2023.
[$]<u>Notes about remuneration for FY 2023-24</u>
• The above excludes the remuneration of ₹7.53 crores paid to Mr. Partha DeSarkar from Hinduja Global Solutions LLC, USA, Subsidiary of the Company.
• Approval of the shareholders sought through postal ballot on March 27, 2024 for payment of Rs. 8.725 crores as balance payment for successful completion of the sale of healthcare business in FY 2021-22 in respect of which provision was made in FY 2021-22.</td></tr>
<tr><td>3.</td><td>Recognition or awards</td><td>• Recognized as the Executive of the Year by BIG Awards for Business 2022
• Member of the NASSCOM BPM Council</td></tr>
<tr><td>4.</td><td>Job Profile and his suitability</td><td>As a Global CEO of the Company, he leads the organization across all its geographies. He is also a Whole-time Director of the Company and entrusted with substantial powers of the management.</td></tr>
<tr><td>5.</td><td>Remuneration proposed</td><td>As stated in the Explanatory Statement of Item No.7 above.</td></tr>
<tr><td>6.</td><td>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</td><td>The remuneration of Mr. Partha DeSarkar 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.</td></tr>
<tr><td>7.</td><td>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Directors, if any</td><td>Apart from remuneration drawn as Whole-time Director, Mr. Partha DeSarkar does not have any pecuniary relationship with the Company.
Further, he is not related to any Directors and Key Managerial Personnel of the Company.</td></tr>
</table>

III. Other information

1.	Reasons of loss or inadequate profits	Post the sale of the healthcare business in 2022, the Company was left with significant fixed costs. The Company is in the process of growing revenue and rationalizing various costs. Profitability in FY 2023-24 has also been impacted due to volatility in foreign exchange, reduction in treasury surplus and interest income due to buyback of equity shares, taxes paid on buyback of shares

		etc. Profitability has also been impacted by increase in depreciation and other operating costs.
2.	Steps taken or proposed to be taken for improvement	Over the last two years, the Company has opened a delivery centre in Mysore for supporting the offshore business. The Company has also acquired Teklink division in India which delivers services in the fast growing analytic sector. With sales team of HGS being strengthened, the Company expects to grow its offshore business in India and Philippines which will add to the overall profitability of the Company. The media business is also expected to improve its profitability through rationalization of content costs and growth in subscriber base. The Company has also taken steps such as surrendering/ leasing out unutilised office space. Full benefits of these measures are expected to be realised FY 2024-25 onwards.
3.	Expected increase in productivity and profits in measurable terms	The Company is focusing to improve operational performance through various measures such as strengthening the sales team which is expected to grow offshore BPM business in India/ Philippines as well as grow the digital services business. The Company is also reducing costs by surrendering/ leasing out unutilised office space. For media business, focus continues to be on rationalisation of content costs and growth in subscriber base. 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.

Details about the appointee are provided in the Report on Corporate Governance forming part of Annual Report 2023-24.

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

In compliance with the provisions of Sections 152, 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, and subject to the approval of the Central Government as mentioned above, the terms and conditions of appointment of Mr. Partha DeSarkar as a Whole-time Director as specified above are now being placed before the Members of the Company for their approval by way of Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

The Board recommends this Resolution for your approval.

Except for Mr. Partha DeSarkar, 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 as set out at Item No. 7 of the accompanying Notice.

Item No. 8

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. ABK & Associates, Cost Accountants [Firm Registration No.: 000036] as the Cost Auditors of the Company for auditing the cost records of “Telecommunication activity’ pertaining to digital media business, maintained by the Company for the financial year ending on March 31, 2025, at a remuneration of ₹ 50,000/- plus out-of-pocket expenses and applicable taxes.

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

M/s. ABK & Associates, Cost Accountants, Mumbai have confirmed that they are eligible to be appointed as Cost Auditors of the Company and hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959. Accordingly, consent of the Members is sought for passing an Ordinary Resolution set out at Item No.8 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No. 8 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

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

Place: Mumbai
Date : August 14, 2024

ANNEXURE ‘A’ TO THE NOTICE

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

[Item No. 3 of the Notice]

Name of the Director	Mr. Sudhanshu Kumar Tripathi
DIN	06431686
Date of Birth/ Age	June 7,1959 - 65 years
Date of appointment/ re-appointment on the Board of Hinduja Global Solutions Limited (the ‘Company’ or ‘HGS’)	• Date of appointment: September 30, 2019 • Re-appointed in the AGM held on September 28, 2022. • Director liable to retire by rotation and seeking re-appointment
Qualification	B.E., MBA
Brief resume and nature of expertise in functional areas.	Mr. Sudhanshu Tripathi is a Seasoned Corporate Professional having exposure to multiple industries from Metals to Mining to Technology, Media, Telecom, Automotive and Financial Services, and other industries. Currently, he is Chairman of GOCL Corporation Ltd. and NDL Ventures Ltd. He is also a member of the Board of Directors of several other companies and sits on various Audit, Nomination, Risk, Investment, Divestment and other Committees. He brings with him a deep commitment towards well-governed and effective Boards.
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	• NDL Ventures Limited • GOCL Corporation Limited
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).	**Audit Committee:** NDL Ventures Ltd. - Member **Stakeholders Relationship Committee:** NDL Ventures Ltd. - Member Hinduja Leyland Finance Ltd.- Member GOCL Corporation Ltd. - Chairman
Name of the listed entities from which the person has resigned in past three years.	None
Number of meetings of the Board attended during the year 2023-24.	7 Meeting attended during the year 2023-24.
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	N.A.
Terms and conditions of appointment	Appointed as a Non-Executive Director, liable to retire by rotation
Details of remuneration last drawn (for FY 2023-24)	Refer Report on Corporate Governance FY 2023-24
Details of remuneration sought to be paid in 2024-25	Sitting Fees and Commission, if any, as recommended by the NRC and approved by the Board.

ANNEXURE 'B' TO THE NOTICE

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

[Item No. 4 of the Notice]

Name of the Director	Mr. Ashok P. Hinduja
DIN	00123180
Date of Birth/ Age	July 15, 1950 - 74 years
Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS')	December 19, 2022
Qualification	Graduate in Commerce from the University of Mumbai, Honorary Doctorates in Law and Economics respectively, by the University of Westminster, UK and Richmond College, UK, and an Honorary Doctorate by European University, Geneva.
Brief resume and nature of expertise in functional areas.	Known affectionately as 'AP' among his business associates and friends, Ashok P. Hinduja is the youngest son of P. D. Hinduja, Founder of Hinduja Group and Hinduja Foundation. AP and his two brothers, Gopichand (GP), and Prakash (PP) Hinduja, supported by the third generation, have been guiding the diversified global growth of one of India's foremost privately-owned Groups with a global footprint across 100 countries, employing about 200,000 people. The Hinduja Family was estimated to be the richest in the UK per the latest Sunday Times Rich List 2023, with a combined worth of 35 billion Pounds. AP joined the family's expanding business at a young age by looking after the affairs in India. As Chairman of Hinduja Group of Companies (India), AP has been driving the Group's growth and diversification since it re-entered India in the mid-eighties. AP serves as the Chairman of IIHL (Mauritius), the parent promoting company of IndusInd Bank - one of India's best-performing midsized banks. He is the Chairman of Hinduja Global Solutions- one of the leading digitally-led Customer Experience (CX) companies with a global footprint. Additionally, he is the Executive Chairman of Hinduja National Power Corporation Limited, the company that runs a 1040 MW thermal power plant. AP also oversees philanthropic activities of the Hinduja Foundation, whose primary focus is on education, water conservation, and healthcare, and chairs various other socio-cultural trusts. He is the Chairman of the National Health and Education Society, which runs the P. D. Hinduja National Hospital & Medical Research Centre, Mumbai. He is also the Managing Trustee of the KPB Hinduja College of Commerce, Mumbai. A graduate in Commerce from the University of Mumbai, AP has been conferred honorary Doctorates in Law and

	Economics respectively, by the University of Westminster, UK and Richmond College, UK, and an Honorary Doctorate by European University, Geneva. Besides reading, AP's interests include art, architecture, cinema, television, and creative media/entertainment. AP is married to Harsha and has two daughters, Ambika and Satya, and one son, Shom.
Relationship between Directors/ KMP inter-se.	Mr. Ashok P Hinduja is not related to any Directors or Key Managerial Personnel of the Company. He is Promoter of the Company.
Name of the listed companies in which the person holds Directorships (excluding HGSL).	None
Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities).	None
Name of the listed entities from which the person has resigned in past three years.	NDL Ventures Limited.
Number of meetings of the Board attended during the year 2023-24.	5 meetings attended during the year 2023-24
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	14,28,345 equity shares of the Company
Terms and conditions of appointment	Appointed as Non-Executive Non-Independent Director (designated as the Chairman), not liable to retire by rotation, subject to approval of Shareholders of the Company.
Details of remuneration last drawn (for FY 2023-24)	Refer Report on Corporate Governance FY 2023-24
Details of remuneration sought to be paid in 2024-25	Sitting Fees and Commission, if any, as recommended by the NRC and approved by the Board.

ANNEXURE ‘C’ TO THE NOTICE

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

(Item No. 5 of the Notice)

Name of the Director	Ms. Bhumika Batra
DIN	03502004
Date of Birth/ Age	August 11, 1981 - 43 years
Date of first Appointment on the Board of Hinduja Global Solutions Limited (the ‘Company’ or ‘HGS’)	September 04, 2019
Qualification	Lawyer, Company Secretary and a management graduate from Cornell University, USA.
Brief resume and nature of expertise in functional areas.	Ms. Bhumika Batra is a Partner of Crawford Bayley & Co., one of the oldest law firms in India. She possesses over 20 years of experience in regulatory and legal practice, specializing in corporate laws. She is a qualified Company Secretary, lawyer and a management graduate from Cornell University, USA. She has co-authored the book "Treatise on Company Law" in 2014. She is a regular feature writer in India Business Law Journal. She has also contributed in various other writings, like Company Law Ready Reckoner, Transfer and Transmission of Shares - A treatise, Asia Business Law Journal etc.
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	Jyothy Laboratories Limited. Sharp India Limited. Repro India Limited. Sanghvi Movers Limited NDL Ventures Limited Finolex Industries Limited
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).	**Audit Committee** Jyothy Laboratories Limited- Chairperson Finolex Industries Limited - Member Sharp India Limited - Chairperson NDL Ventures Limited - Member **Stakeholder Relationship Committee** Finolex Industries Limited - Member Sharp India Limited - Member Repro India Limited - Chairperson NDL Ventures Limited - Chairperson
Name of the listed entities from which the person has resigned in past three years.	None
Number of meetings of the Board attended during the year 2023-24.	7 meetings attended during the year 2023-24.
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	None

Terms and conditions of appointment	Re-appointment as Independent Director, not be liable to retire by rotation, for 2nd term of 5 years.
Details of remuneration last drawn (for FY 2023-24)	Refer Report on Corporate Governance FY 2023-24
Details of remuneration sought to be paid in 2024-25	Sitting Fees and Commission, if any, as recommended by the NRC and approved by the Board.

ANNEXURE 'D' TO THE NOTICE

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

(Item No. 6 of the Notice)

Name of the Director	Dr. Ganesh Natarajan
DIN	00176393
Date of Birth/ Age	January 18, 1957 - 67 years
Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS')	September 30, 2019
Qualification	Masters' in Industrial Engineering from NITIE Mumbai, PhD from IIT Bombay and AMP from Harvard Business School.
Brief resume and nature of expertise in functional areas.	Dr. Ganesh Natarajan is Executive Chairman and Founder of 5F World, a platform for Digital Start-ups, Skills and Social Ventures in the country. He is also Co-Founder of Global Talent Track, Skills Alpha and Lighthouse Communities Foundation. He is Chairman of the Board of Honeywell Automation India Limited and an Independent member of the Board of Directors of Educate Girls, Hinduja Global Solutions, SBI DFHI and Payments Ltd. Dr. Natarajan has a Bachelor's Degree in Mechanical Engineering from BIT Mesra, Ranchi, a Masters' in Industrial Engineering from NITIE Mumbai, PhD from IIT Bombay and Advanced Management from Harvard Business School. He has received the Distinguished Alumnus Award of IIT Bombay and NITIE and has been recognized by EY and the Asia Pacific HR Forum for excellence in technology entrepreneurship and people-centric leadership. He has completed two successful CEO tenures over twenty-five years at APTECH and Zensar Technologies. Harvard Business School has written and teaches two case studies on Dr. Ganesh Natarajan and his success through Vision Communities and Innovation. Dr. Ganesh Natarajan has been Chairman of Industry association NASSCOM and NASSCOM Foundation and various National Committees of the Confederation of Indian Industry and the All India Management Association. He has also been President of the HBS Club of India and a Charter member of The Indus Entrepreneurs (TiE) and a Co-Chair for the Sustainability & Social Special Interest Group of The IndUS Entrepreneurs Global. Ganesh is the author of fourteen books and a regular writer and speaker at national and international forums. Ganesh's primary interests are in Digital Success and Leadership in the social sector.

	Ganesh lives in Pune, India with his wife Dr. Uma Ganesh, Executive Chairperson of Global Talent Track. Their daughter Dr. Karuna Ganesh is a physician scientist at the Memorial Sloan Kettering Cancer Center in New York.
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	Honeywell Automation India Limited Cinerad Communications Limited
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).	**Audit Committee** Honeywell Automation India Limited - Chairperson Cinerad Communications Limited - Member **Stakeholders Relationship Committee** Honeywell Automation India Limited - Member
Name of the listed entities from which the person has resigned in past three years.	Completed his tenure as an Independent of State Bank of India
Number of meetings of the Board attended during the year 2023-24.	7 meetings attended during the year 2023-24.
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	1,158 equity shares of Hinduja Global Solutions Limited.
Terms and conditions of appointment	Re-appointment as Independent Director, not be liable to retire by rotation, for 2nd term of 5 years.
Details of remuneration last drawn (for FY 2023-24)	Refer Report on Corporate Governance FY 2023-24
Details of remuneration sought to be paid in 2024-25	Sitting Fees and Commission, if any, as recommended by the NRC and approved by the Board.

ANNEXURE 'E' TO THE NOTICE

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

[Item No. 7 of the Notice]

Name of the Director	Mr. Partha DeSarkar
DIN	00761144
Date of Birth/ Age	May 17, 1963 - 61 years.
Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS')	W.e.f. September 3, 2019 as a Whole-time Director, liable to retire by rotation
Qualification	PGDM, M.Sc. IT & PhD in Management.
Brief resume and nature of expertise in functional areas.	Mr. Partha DeSarkar, is an Executive Director (Whole-time Director), of Hinduja Global Solutions Limited ("the Company") for a period of five (5) years with effect from September 04, 2019, up to September 03, 2024 (both days inclusive). He joined the Company in 2003 and was Manager of the Company from April 2007 to September 03, 2019. He has been a part of the growth story of the Company. He has around 30 years of experience in customer service and operations across industries like Banking, Financial Services, Healthcare and Insurance. Other details are provided under the heading "Information about the appointee' in Explanatory Statement to Item No. 7.
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	None
Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities).	None
Name of the listed entities from which the person has resigned in past three years.	None
Number of meetings of the Board attended during the year 2023-24.	Attended all the 7 Board Meetings of the Company.
Details of Shareholding of Non-Executive Director, including shareholding as a beneficial owner	Not applicable, since he is "Executive Director" of the Company. However, Mr. Partha DeSarkar holds 609 equity shares of the Company.
Terms and conditions of appointment	Re-appointed as Whole-time Director for a period of 1 year.
Details of remuneration last drawn (for FY 2023-24)	Refer Report on Corporate Governance FY 2023-24
Details of remuneration sought to be paid in 2024-25	Provided in the Explanatory Statement to Item No. 7.

PROCEDURE FOR REMOTE E-VOTING

i) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is providing e-voting facility through KFin Technologies Limited ('KFintech') on all resolutions set forth in this Notice, from a place other than the venue of the Meeting, to Members holding shares as on September 20, 2024, being the cut-off date fixed to determine eligible Members to participate in the remote e-voting process. The instructions for e-Voting are given below.

ii) As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

iii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com However, if he / she is already registered with KFintech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

v) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

vi) The details of the process and manner for remote e-Voting and joining virtual AGM are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

Individual shareholders holding securities in demat mode with NSDL	Individual shareholders holding securities in demat mode with CDSL
1. User already registered for IDeAS facility: 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 (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	**1. Existing user who have opted for Easi / Easiest:** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login/ or www.cdslindia.com II. Click on Myeasi. III. Login with your registered user id and password. IV. 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.

2. User not registered for IDeAS e-Services: 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.	**2. User not registered for Easi/Easiest**: I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.
3. Alternatively by directly accessing the e-Voting website of NSDL: 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 redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period.	**3. Alternatively, by directly accessing the e-Voting website of CDSL:** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No 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. V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

I. You can also login using the login credentials of your demat account through your demat accounts/ websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.

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.

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.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

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

Members facing any technical issue - NSDL	**Members facing any technical issue - CDSL**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 18001020990 or 1800224430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call the toll free number 022-23058738 or 022-23058542-43

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. **Members whose email IDs are registered with the Company/ Depository Participants (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) '8320' 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. '8320' 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 attend the AGM through VC on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at bhattvirendra1945@yahoo.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_Even No.”

B. **Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

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 of Nomination	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	

ii. 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 Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow steps given to cast your vote by electronic means.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

i) Member will be provided with a facility to attend the AGM on Friday, September 27, 2024 at 4.00 p.m. IST through VC/ OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFintech.

After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii) Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.

Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Members will be required to grant access to the webcam to enable VC/ OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

iii) As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, Members may express their views/ send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at: investor.relations@teamhgs.com. Questions/ queries received by the Company till September 25, 2024 shall be considered and responded during the AGM.

iv) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/ OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

v) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

vi) Facility of joining the AGM through VC/ OAVM shall be available for at least 2000 members on first come first served basis. However, FIFO entry into AGM for large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. is not restricted.

Members who need assistance before or during the AGM, can contact Fintech on meetings@kfintech.com or call on toll free number 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio No. and e-voting Event Number in all your communications.

GENERAL INSTRUCTIONS

i) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 23, 2024 to September 25, 2024. Those Members who have registered themselves as a speaker will only be allowed to speak/ express their view/ ask questions during the AGM provided they hold shares as on the cut-off date. The Company reserves the right to restrict the number of speaker, depending on the availability of time for the AGM.

ii) In case of any query and/ or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com OR contact at investor.relations@teamhgs.com, or Mr. Prem Kumar Nair KV, Senior Manager – Corporate Registry, KFIN Technologies Limited Selenium, Tower B, Plot No. 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana - 500 032 or at email id evoting@kfintech.com or call KFin's toll free No. 1-800-309-4001 for any further clarifications.

iii) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

iv) In case a person (a person holding shares in physical mode and non-individual holders) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., September 19, 2024, he/she may obtain the User ID and Password in the manner as mentioned below:

   a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

   Example for NSDL:

   1. MYEPWD <SPACE> IN12345612345678

   Example for CDSL:

   2. MYEPWD <SPACE> 1402345612345678

   Example for Physical:

   3. MYEPWD <SPACE> XXXX1234567890

   b) If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

   c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com

v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him who shall counter sign the same.

vi) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hgs.cx and on the website of KFin at https://evoting.kfintech.com immediately after the Result is declared by the Chairman or any other person authorized by him and shall be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company.

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