

February 21, 2025

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai - 400 001.
Scrip Code: 532859

National Stock Exchange of India Ltd.
“Exchange Plaza”,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Symbol: HGS

Dear Sir/ Madam,

Sub: Postal Ballot Notice

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

In terms of Regulation 30 of the SEBI Listing Regulations read with applicable circulars, if any, issued by SEBI, please find enclosed herewith the copy of Postal Ballot Notice dated February 14, 2025 being sent to the Shareholders of the Company.

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

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

The Board of Directors have appointed Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124), who has given the consent to act as the scrutinizer, for conducting the postal ballot process. The e-voting period commences on Monday, February 24, 2025, at 09.00 A.M. (IST) and end on Tuesday, March 25, 2025, at 5:00 P.M. (IST). Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date (i.e., Friday, February 14, 2025) are eligible to participate in the Postal Ballot. The said Postal Ballot Notice is available on the website of the Company www.hgs.cx

The result of voting will be announced on or before Thursday, March 27, 2025.

We request you to take the above information on record.

Thanking you,

For Hinduja Global Solutions Limited

NARENDRA SINGH
RA SINGH
Digitally signed by NARENDRA SINGH
Date: 2025.02.21 16:15:31 +0530'

Narendra Singh
Company Secretary
F4853

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED.



Hinduja Global Solutions Limited

CIN: L92199MH1995PLC084610

Registered Office: Tower C (1st floor), Plot C-21, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Phone No.: 022-6136 0407 | E-mail ID: investor.relations@teamhgs.com | Website: www.hgs.cx

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘**Act**’) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the ‘**Rules**’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘**MCA**’) for, *inter-alia*, conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 05, 2022, the General Circular No. 11/2022 dated December 28, 2022, the General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as ‘**MCA Circulars**’), pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’) as amended, Secretarial Standard on General Meetings (‘**SS - 2**’) issued by the Institute of Company Secretaries of India and pursuant to all other applicable laws and regulations, to the Shareholders / Members (‘**Members**’) of Hinduja Global Solutions Limited (the “**Company**”), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot, by voting through electronic means only (‘**remote e-voting**’).

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

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

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

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



Please refer to the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Monday, February 24, 2025, from 9:00 a.m. (IST) and ends on Tuesday, March 25, 2025 at 5:00 p.m. (IST) (both days inclusive). Members are requested to carefully read the instructions while recording their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Tuesday, March 25, 2025. The remote e-voting facility will be disabled by KFin immediately thereafter.

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

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

Key details regarding the Postal Ballot by remote e-voting

Sl. No.	Particulars	Details
1.	Link for remote e-voting	https://evoting.kfintech.com/ <i>For physical and non-individual folios</i> https://eservices.nsdl.com <i>For Individual shareholders having NSDL Demat account</i> https://web.cdslindia.com/myeasitoken/Home/Login <i>For individual holders having CDSL account</i>
2.	Scrutinizer details	Mr. Virendra Bhatt, Practicing Company Secretary Membership No.: ACS No. 1157, CP No. 124 Tel: 022 2652 9368 Mobile: +91 9820048670 E-mail: bhattvirendra1945@yahoo.co.in
3.	Cut-off date for eligibility for e-voting	Friday, February 14, 2025
4.	Time period for e-voting	<ul style="list-style-type: none">Starts on Monday, February 24, 2025, from 9:00 a.m. (IST).Ends on Tuesday, March 25, 2025, at 5:00 p.m. (IST).
5.	Last date for publishing results of the e-voting	On or before Thursday, March 27, 2025
6.	In case of any grievances or queries contact	Mr. Premkumar Nair, Sr. Manager - Corporate Registry KFin Technologies Limited E-mail : einward.ris@kfintech.com Phone : 1800 309 4001 (Toll free)



SPECIAL BUSINESSES

1. 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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and in furtherance of the ordinary resolution passed through postal ballot notice on January 25, 2023 and subject to such other approvals as may be necessary and pursuant to the recommendation made by the Nomination & Remuneration Committee and Board of Directors, approval of the Members be and is hereby accorded for payment of remuneration (in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Act) to Mr. Vynsley Fernandes, (DIN: 02987818), Whole-time Director, as set out in the Explanatory Statement, which may exceed the limits specified under Section 197 and Schedule V of the Act for the Financial Year 2024-25 and onwards.”

“**RESOLVED FURTHER THAT** save and except as aforesaid, all other terms and conditions of appointment of Mr. Vynsley Fernandes passed through postal ballot on January 25, 2023, shall continue to remain in full force and effect.”

“**RESOLVED FURTHER THAT** the Board of Directors (which includes its Committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents as may be required to give effect to this resolution.”

By Order of the Board
For Hinduja Global Solutions Limited

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

Place: Mumbai

Date : 14-02-2025

NOTES

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (‘Act’) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts and reasons in respect of the special business under the Resolution as set out above is annexed hereunder and forms part of the Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA/ Depository Participants and whose names appear in the register of members/list of beneficial owners as at close of business hours on Friday, February 14, 2025 (‘Cut-off Date’). It is however, clarified that all the persons who are Members of the Company as on the Cut-off Date (including those members who may not have received this notice due to non-registration of their e-mail addresses with the Company or the Depositories) shall be entitled to vote in the resolution specified in this notice. A person who is not a Member as on the Cut-off date and happens to receive this Notice, should treat this Notice for information purpose only.



3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.hgs.cx, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
4. Members who are holding the shares in physical mode are requested to forward the request in ISR1/ ISR2/ SH13 format to register the KYC details. The format can be downloaded through URL <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Members holding shares in dematerialized mode are requested to register/ update their email addresses with their respective Depository Participants.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of KFin Technologies Limited ('KFin') for facilitating voting through electronic means i.e., remote e-voting.
6. Remote e-voting period shall commence on Monday, February 24, 2025, from 9:00 A.M. (IST) and end on Tuesday, March 25, 2025, at 5:00 P.M. (IST) (both days inclusive). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting facility will be disabled by KFin immediately thereafter.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut-off Date fixed for the purpose and only those Members whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
8. Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e-voting.
9. The relevant documents referred to in the proposed resolution and explanatory statement are available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of Postal Ballot Notice till the last date for receipt of votes by remote e-voting. Further, during this period, such documents will also be available for electronic inspection without any fee by the Members basis the request being sent by the Members on e-mail to investor.relations@teamhgs.com mentioning their name, Folio No, Client ID and DPID.

VOTING THROUGH ELECTRONIC MEANS

10. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote by electronic means and the business may be transacted by Postal Ballot by remote e-Voting facility provided by KFinTech. The detailed procedure for e-voting is also provided in this Postal Ballot Notice.
11. The e-voting period commences on Monday, February 24, 2025, from 9:00 A.M. (IST) and end on Tuesday, March 25, 2025, at 5:00 P.M. (IST). Remote E-voting shall not be allowed beyond said time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. For all queries or issues regarding remote e-voting, please visit Help and FAQs session for Members and e-voting user manual available at 'download' section of <https://evoting.kfintech.com> or call KFinTech on 1800-309-4001 (Toll free) or contact Mr. Premkumar Nair, Sr. Manager – Corporate Registry, KFin Technologies Limited, Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com



12. Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) or in his absence Ms. I. Javeri (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizer (the ‘Scrutinizer’) for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
13. The Scrutinizer’s decision on the validity of e-voting shall be final. The scrutinizer shall immediately after the conclusion of the remote e-voting period, unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 2 (two) working days from the conclusion of the e-voting period make a Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any Director or the Company Secretary authorized by the Chairman in writing who shall counter sign the same.
14. Special Resolution will be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

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

15. The Results shall be declared either by the Chairman or any Director or the Company Secretary authorized by the Chairman and the resolution(s) will be deemed to have been passed on the last date of the e-voting period i.e., Tuesday, March 25, 2025, subject to receipt of the requisite number of votes in favour of the Resolution(s). The Results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchanges where the Company’s shares are listed immediately after the result is declared. Additionally, the same will also be uploaded on the Company’s website www.hgs.cx and on KFin’s website at <https://evoting.kfintech.com>



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

Item No. 1

Approval for payment of remuneration to Mr. Vynsley Fernandes (DIN: 02987818), Whole-time Director of the Company in case of inadequacy or absence of profits of the Company

The Members of the Company through postal ballot notice dated December 26, 2022, had appointed Mr. Vynsley Fernandes as the Whole-time Director of the Company effective from November 14, 2022, for a period of three years i.e. up to November 13, 2025.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 ('the Act') read with Schedule V, a company having inadequate or no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors ('the Board') on the recommendation of the Nomination and Remuneration Committee.

For the financial year ending March 31, 2025, the profits of the Company may be inadequate for payment of remuneration to the Whole-time Director, hence, such payment would exceed the limits prescribed under the relevant provisions of the Act.

The details of remuneration payable to Mr. Vynsley Fernandes, Whole-time Director for the Financial Year 2024-25 and onwards despite inadequacy or absence of profits is as under:

- i. **Remuneration:** Fixed remuneration all inclusive of ₹ 240 Lakhs per annum. The Fixed remuneration excludes performance linked pay.
- ii. **Performance linked variable remuneration:** Performance linked variable pay of ₹ 60 lakhs per annum payable on assessment of performance and 100% achievement of pre-determined targets at the discretion of the Company and its Board. Performance pay shall be paid on completion of appraisal period.
- iii. Gratuity as per the Gratuity Act.
- iv. Other benefits, amenities, facilities, and perquisites as per the rules of the Company.

Statement as required under Section II, Part II of the Schedule V of the Act with reference to Special Resolution as set out in Item No. 1 is annexed hereto.

Information about the appointee

1. Background details	<p>Mr. Vynsley Fernandes was the Managing Director & Chief Executive Officer of NXTDIGITAL Limited (now known as NDV Ventures Limited), the media vertical of the global Hinduja Group. The media vertical comprises digital content distribution platforms via digital cable and satellite (HITS); India's 4th largest private ISP (ONEOTT Entertainment Ltd.), a technology services arm (IndusInd Media & Communications Limited) and a teleshopping & content syndication arm [IN Entertainment (India) Ltd].</p> <p>Mr. Vynsley is a veteran media executive and one of India's foremost technocrats - with over three decades of experience in delivering & managing global assignments - including DTH & HITS platforms; digital cable networks; and news & entertainment channels. He joined the media business of the Hinduja Group in August 2018. Since then, he has been instrumental in driving a new vision for the media business and transforming it into a technology-driven group-</p>
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		<p>focusing not only on turning around the digital businesses but also on building solutions for the future, including the launch of CelerityX – driving a new segment of enterprise business, broadband-over-satellite solution NXTSkyFi, India’s first digital integrated solution ONEDigital; and the award-winning NXTHUB concept. Mr. Vynsley has been associated with the Group since 2013, first consulting to launch India’s only HITS platform.</p> <p>Prior to joining NXTDIGITAL, Mr. Vynsley was the Executive Director at CastleMedia; a leading technology, media & entertainment consulting-to-delivery firm which he co-founded. Prior to that, Mr. Vynsley had managed high profile assignments for leading blue-chip media organisations including 21st Century Fox (then News Corporation), TATA SKY, ABP News and the 9X Network.</p>												
2.	Past remuneration	<p style="text-align: right;">(Rs. in lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-24</th> <th>FY 2022-23[#] (i.e. from November 14, 2022 to March 31, 2023)</th> </tr> </thead> <tbody> <tr> <td>Remuneration and Perquisites</td> <td>240.40</td> <td>91.48</td> </tr> <tr> <td>Performance linked variable pay</td> <td>100*</td> <td>22.50</td> </tr> <tr> <td>Total remuneration</td> <td>340.40</td> <td>113.98</td> </tr> </tbody> </table> <p>*Performance linked variable pay for FY 2022-23 and 2023-24</p> <p>[#]Mr. Vynsley Fernandes was appointed as Whole-time Director of the Company w.e.f. November 14, 2022. Accordingly, remuneration paid to him for the period from November 14, 2022 to March 31, 2023 has also been provided.</p> <p>Earlier, Mr. Vynsley Fernandes was Whole-time Director of NXTDIGITAL Limited (now known as NDL Ventures Limited) whose digital, media and communication business got merged with the Company pursuant to Order dated November 11, 2022, of Hon’ble National Company Law Tribunal, Mumbai Bench.</p>	Particulars	FY 2023-24	FY 2022-23 [#] (i.e. from November 14, 2022 to March 31, 2023)	Remuneration and Perquisites	240.40	91.48	Performance linked variable pay	100*	22.50	Total remuneration	340.40	113.98
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3.	Recognition or awards	<p>“CEO of the Year” award presented by World Leadership Congress in 2021 for managing the business effectively through a challenging period of Covid driven lockdown.</p>												
4.	Job Profile and his suitability	<p>Given his experience and contributions to date to build the media business into a robust and respected brand and keeping in mind the ongoing mission to continue on the growth trajectory; it desirable and in the interest of the Company to seek shareholders’ approval to make payment of remuneration, in case of inadequacy of profits of the Company.</p>												
5.	Remuneration proposed	As stated in the Explanatory Statement of Item No. 1												
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Vynsley Fernandes is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.												
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Directors if any	Mr. Vynsley Fernandes is not related to any Directors and Key Managerial Personnel of the Company.												



The Nomination and Remuneration Committee and Board of Directors of the Company at its meeting held on February 14, 2025, have approved payment of remuneration, as above, to Mr. Vynsley Fernandes, in case of inadequacy or absence of profits of the Company, subject to the approval of the Members of the Company.

In view of the above and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations, approval of Members is being sought, by way of Special Resolution, for payment of remuneration to Mr. Vynsley Fernandes, detailed above, in case of inadequacy or absence of profits of the Company, through this Postal Ballot.

The Board recommends this Resolution for your approval.

Except for Mr. Vynsley Fernandes, none of the Directors, Key Managerial Personnel and their relatives, are concerned / interested, financially or otherwise except to the extent of their respective interest as shareholders of the Company, in the Resolution as set out at Item No. 1 of the accompanying Notice.

Additional information for Item No. 1

Statement containing additional information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution as set out in Item Nos. 1 is given below:

I. General information

1.	Nature of Industry	Business Process Management Services and Digital Media business.																																								
2.	Date or expected date of Commencement of commercial production	Existing Company in operation since 1995.																																								
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.																																								
4.	Financial performance based on given indicators (Rs. in lacs)	<p><u>Standalone Financial performance</u> (Rs. in crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25[#]</th> <th>FY 2023-24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>1,408.53</td> <td>1,849.12</td> <td>1,721.52</td> <td>5,273.69</td> </tr> <tr> <td>Profit/ (loss) before tax</td> <td>-193.76</td> <td>-47</td> <td>217.47</td> <td>3,150.67</td> </tr> <tr> <td>Profit / (loss) after tax</td> <td>(215.86)</td> <td>-29.01</td> <td>330.05</td> <td>2,346.56</td> </tr> </tbody> </table> <p>[#] for 9 months ended December 31, 2024.</p> <p><u>Consolidated Financial performance</u> (Rs. in crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25[#]</th> <th>FY 2023-24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>3661.04</td> <td>5,087.78</td> <td>5,006.69</td> <td>12,638.62</td> </tr> <tr> <td>Profit / (loss) before tax</td> <td>174.93</td> <td>110.48</td> <td>189.73</td> <td>7,007.63</td> </tr> <tr> <td>Profit / (loss) after tax</td> <td>102.41</td> <td>131.16</td> <td>334.37</td> <td>6,061.44</td> </tr> </tbody> </table> <p>[#] for 9 months ended December 31, 2024.</p>	Particulars	FY 2024-25 [#]	FY 2023-24	FY 2022-23	FY 2021-22	Total Income	1,408.53	1,849.12	1,721.52	5,273.69	Profit/ (loss) before tax	-193.76	-47	217.47	3,150.67	Profit / (loss) after tax	(215.86)	-29.01	330.05	2,346.56	Particulars	FY 2024-25 [#]	FY 2023-24	FY 2022-23	FY 2021-22	Total Income	3661.04	5,087.78	5,006.69	12,638.62	Profit / (loss) before tax	174.93	110.48	189.73	7,007.63	Profit / (loss) after tax	102.41	131.16	334.37	6,061.44
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5.	Foreign Investments or collaborations, if any	<p>As on December 31, 2024, Foreign Portfolio Investors holds 11.98% Equity Shares in the Company.</p> <p>Apart from the above, as on December 31, 2024, Amas Mauritius Limited holds 14.04% Equity Shares in the Company and is part of Promoter Group.</p>																																								



II. 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. Further during FY 2024, there was a reduction in Other Income due to foreign exchange variations and drop in Interest Income post completion of the share buyback. Profitability has also been impacted by increase in depreciation and other operating costs. Further, compared to FY 2023, there was a reduction in tax credit pertaining to the prior year.
2.	Steps taken or proposed to be taken for improvement	<p>The Company has opened a delivery centre in Mysore for supporting the offshore business. The Company earlier acquired Teklink division in India which delivers services in the fast-growing analytic sector. The Company has also won a contract for IT Services for which it has opened an additional delivery centre in Bangalore.</p> <p>With sales team of HGS being strengthened, the Company has recently won new contracts expects to grow its offshore business in Philippines which will add to the overall profitability of the Company. The Company has also initiated appropriate cost management measures.</p> <p>The media business is also expected to improve its profitability through rationalization of content costs and growth in subscriber base. In addition, the media business' increased offerings of a combination of TV channels, OTT platforms and internet services in the cities is further expected to drive up ARPUs thereby improving profitability.</p> <p>The Company has also surrendered/ leased out unutilised office space. Full benefits of these measures are expected to be realised in FY 2025-26 and onwards.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company continues to focus to improve operational performance through various measures such as 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.</p> <p>The aforesaid steps taken / to be taken by the Company as mentioned in point no. 2 of 'Other Information' is expected to improve the Company's performance and profitability. However, at this point of time, the Company cannot specify/ give guidance on future profits.</p>

By Order of the Board
For Hinduja Global Solutions Limited

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

Place: Mumbai
Date: 14-02-2025



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

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

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

Details on Step 1 are mentioned below:

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links) ii. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com). iii. Login with your registered user id and password. Without any further authentication, the e-voting page will be made available. i. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email

	<p>as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>iii. Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
<p>Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e. '8681', 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., '8681' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id bhattivirendra1945@yahoo.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name - EVENT No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process for registration of email ID to obtain the report and updation of other details:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Hinduja Global Solutions Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

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

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

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

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