

September 28, 2023

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

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

Scrip Code : 532859

Symbol : HGS

Dear Sirs,

Sub: Report of Scrutinizer and Voting results of the 28th Annual General Meeting (‘AGM’) of the Members of the Company held on Wednesday, September 27, 2023 through Video Conferencing/ Other Audio Video Means.

With reference to the above, we are enclosing herewith the following:-

- Report of Scrutinizer dated September 28, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
- Voting results (Remote E-voting and Ballot) as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We submit that all the items of businesses as contained in the notice, detailed below, were transacted and passed by the members with requisite majority:

S. No	Resolutions description
Ordinary Business	
1.	Adoption of: a) the audited financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, along with the report of the Auditors thereon. (Ordinary resolution)
2.	Declaration of a final dividend of ₹ 2.50 per equity share (on an equity share of par value of ₹ 10/- each) for the financial year ended March 31, 2023; and to confirm three interim dividends aggregating to ₹ 12.50 per equity share of ₹10/- each already paid for the financial year ended March 31, 2023. (Ordinary resolution)
3.	Appointment of a Director in place of Mr. Partha DeSarkar (DIN: 00761144), who retires by rotation and being eligible, offered himself for re-appointment. (Ordinary resolution)
Special Business	
4.	Ratification of the remuneration payable to Cost Auditor for the financial year ending March 31, 2024 (Ordinary resolution)

HINDUJA GLOBAL SOLUTIONS LIMITED.

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India. Telephone: 91-22-6136 0407 Fax: 91-22-2497 4208 Website: www.hgs.cx
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
Corporate Identity Number: L92199MHI995PLC084610



The above results are available on the website of the Company and KFin Technologies Limited, the Registrar and Transfer Agent ('RTA').

This is for your information and records.

Thanking you,

For **Hinduja Global Solutions Limited**

Digitally signed
by Narendra
Singh
Date: 2023.09.28
15:56:05 +05'30'

Narendra Singh
Company Secretary

Encl : As above

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HINDUJA GROUP

Amrita Nautiyal & Associates

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax: 022 26830079/80

SCRUTINIZER'S REPORT

To,
The Chairman
Hinduja Global Solutions Limited
CIN:L92199MH1995PLC084610
Hinduja House, 171, Dr. Annie-Besant Road,
Worli, Mumbai - 400 018

Ref	:	28 th Annual General Meeting of the Members of Hinduja Global Solutions Limited ("the Company") held on Wednesday, September 27, 2023 at 4.00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')
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Sub	:	Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") read with circulars dated April 8, 2020, and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/ 79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "Applicable Circulars".
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I, Amrita D. C. Nautiyal, proprietor of Amrita Nautiyal & Associates, Practicing Company Secretary (FCS: 5079, CP No.: 7989), have been appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on August 09, 2023 for the purpose of scrutinizing the remote e-voting process and e-voting conducted at the 28th Annual General Meeting (AGM) of the Company.

My responsibility as a Scrutinizer was to ensure that the entire voting process was conducted in a fair and transparent manner and ascertaining the requisite majority on the voting carried out on the resolutions as set out in the Notice of AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("SEBI LODR") Regulations, 2015, read with Applicable Circulars. The management of the Company is responsible for ensuring the compliance with the requirements of the Act, the rules made there under and the SEBI LODR.



Amrita Nautiyal & Associates

Practising Company Secretary

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1. I submit my report as under:
 - 1.1. The Company engaged the services of KFin Technologies Limited (formerly KFin Technologies Private Limited) ("KFinTech") for providing the facility of remote e-voting and e-voting conducted during the AGM. KFinTech had provided a system for recording the votes of the Members electronically on all the resolutions as set out in the Notice of AGM.
 - 1.2. KFinTech is the Registrar and Share Transfer Agents (RTA) of the Company.
 - 1.3. The cut-off date for dispatch of the Notice of AGM and the Annual Report for the financial year 2022-23 through electronic mode was August 25, 2023. The Notice of AGM and the Annual Report for the financial year 2022-23 were sent to those Members whose email addresses were registered with the Company/ Depository Participants in compliance with the Applicable Circulars. The Notice of AGM and the Annual Report were also uploaded on the website of the Company. The email sent to the Members contained the detailed procedure to be followed by the Members for casting of votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.
 - 1.4. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions as set out in the Notice of AGM for approval of the Members of the Company was September 20, 2023.
 - 1.5. Pursuant to the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, the Notice of the 28th AGM and Annual Report was sent through electronic mode only, to all those Members whose email addresses were registered with the Company / their respective Depository Participants and a physical copy to the Members who have subsequently requested for the same.
 - 1.6. As prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also published an advertisement in English in Business Standard newspaper on September 5, 2023 and in Marathi in Sakal newspaper on September 5, 2023. The advertisement contained all the required information as specified in Sub-Rule 4(v) of the said Rule 20.
 - 1.7. The remote e-voting period commenced at 9:00 a.m. (IST) on Saturday September 23, 2023 and ended at 05:00 p.m. (IST) on Tuesday, September 26, 2023. At the end of



Amrita Nautiyal & Associates

Practising Company Secretary

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remote e-voting period, the voting portal provided by KFintech was blocked forthwith.

- 1.8. The Company had also provided the facility for e-voting at the AGM to the Members present at the AGM through VC / OAVM who had not cast their vote through remote e-voting.
 - 1.9. After completion of e-voting during the AGM, the votes cast through remote e-voting and e-voting conducted at the AGM were unblocked by me on September 27, 2023 in the presence of Medha Shastry and Priyanka Jadhav who are not the employees of the Company, and who acted as witnesses to the unblocking of votes, as prescribed under Sub-Rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 1.10. The votes cast electronically were duly scrutinized and the shareholding was matched /confirmed with the records maintained by the RTA of the Company as on the cut-off date i.e. September 20, 2023.
2. The results of the remote e-voting together with the e-voting conducted during the AGM for each of the resolutions as set out in the Notice of AGM are as under:



Amrita Nautiyal & Associates
Practising Company Secretary

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(1) Resolution No. 1 - Ordinary Resolution

To receive consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, along with the report of the Auditors thereon.

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
	(A)	(B)	(C)	(D)	(A+C)	(B+D)	
Votes cast in favour of the resolution	392	2,88,15,004	24	6,97,789	416	2,95,12,793	99.9990
Votes cast against the resolution	9	277	0	0	9	277	0.0010
Total	401	2,88,15,281	24	6,97,789	425	2,95,13,070	100.00

Number of votes abstained/less voted: 19329

Above resolution has been passed with requisite majority.



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Practising Company Secretary

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(2) Resolution No. 2 - Ordinary Resolution

To declare a final dividend of Rs. 2.50 per equity share (on an equity share of par value of Rs 10/- each) for the financial year ended March 31, 2023; and to confirm three interim dividends aggregating to Rs. 12.5 per equity share of Rs 10/- each already paid for the financial year ended March 31, 2023.

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
	(A)	(B)	(C)	(D)	(A+C)	(B+D)	
Votes cast in favour of the resolution	394	2,88,34,210	24	6,97,789	418	2,95,31,999	99.9993
Votes cast against the resolution	8	207	0	0	8	207	0.0007
Total	402	2,88,34,417	24	6,97,789	426	2,95,32,206	100.00

Number of votes abstained/less voted: 193

Above resolution has been passed with requisite majority.



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(3) Resolution No. 3 - Ordinary Resolution

To consider appointment of a Director in place of Mr. Partha DeSarkar (DIN: 00761144), who retires by rotation and being eligible, offered himself for re-appointment.

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Member swho cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmatio ns of remote e-voting and e-voting at the AGM	Total votes cast	Percentag e of total votes cast (%)
	(A)	(B)	(C)	(D)	(A+C)	(B+D)	
Votes cast in favour of the resolution	384	2,88,30,813	24	6,97,789	408	2,95,28,602	99.9878
Votes cast against the resolution	21	3,600	0	0	21	3,600	0.0122
Total	405	2,88,34,413	24	6,97,789	429	2,95,32,202	100.00

Number of votes abstained/ less voted: 197

Above resolution has been passed with requisite majority.



Amrita Nautiyal & Associates

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(4) Resolution No. 4 - Ordinary Resolution - Special Business

Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024

	No. of Members who cast their votes through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Member swho cast their votes through e-voting at the AGM (C)	No. of votes cast through e-voting at the AGM (D)	Total valid confirmatio ns of remote e-voting and e-voting at the AGM (A+C)	Total votes cast (B+D)	Percentag e of total votes cast (%)
Votes cast in favour of the resolution	389	2,88,34,014	24	697789	413	2,95,31,803	99.9986
Votes cast against the resolution	12	399	0	0	12	399	0.0014
Total	401	2,88,34,413	24	6,97,789	425	2,95,32,202	100.00

Number of votes abstained/ less voted: 197

Above resolution has been passed with **requisite majority**.



Amrita Nautiyal & Associates

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All the resolutions as set out in the Notice of AGM as per the details above stand **PASSED** with the requisite majority as on the date of AGM i.e. September 27, 2023.

I hereby confirm that I am maintaining the electronic data and all other relevant records relating to remote e-voting and e-voting conducted at the AGM by the Members of the Company. All the electronic data and other relevant records are in my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the minutes of the 28th Annual General Meeting.

Thanking You

Yours Faithfully

For Amrita Nautiyal & Associates
Company Secretary




CS Amrita Nautiyal
(Proprietor)
(FCS No. 5079 | COP No. 7989)
UDIN: F005079E001094563

Place: Mumbai
Date: September 28, 2023

The following were the witnesses to the unblocking of the votes cast through remote e-voting and e-voting at the AGM.

(Medha Shastri)

(Priyanka J)

Received and countersigned

For Hinduja Global Solutions Limited




Narendra Singh
Company Secretary

	HINDUJA GLOBAL SOLUTIONS LTD
Date of the AGM/EGM	27-09-2023
Total number of shareholders on record date	71724
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	75

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt: a)the audited financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, along with the report of the Auditors										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	3,14,39,820	2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	59,11,851	37,52,210	63.4693	37,52,210	0	100.0000	0.0000	0	19,136	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		37,52,210	63.4693	37,52,210	0	100.0000	0.0000	0	19136	
Public- Non Institutions	E-Voting	91,68,614	5,59,556	6.1030	5,59,279	277	99.9504	0.0495	0	188	
	Poll		6,97,789	7.6106	6,97,789	0	100.0000	0.0000	0	5	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		12,57,345	13.7136	12,57,068	277	99.9780	0.0220	0	193	
Total		4,65,20,285	2,95,13,070	63.4413	2,95,12,793	277	99.9991	0.0009	0	19329	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a final dividend of Rs. 2.50 per equity share (on an equity share of par value of Rs. 10/- each) for the financial year ended March 31, 2023; and to confirm three interim dividends aggregating to Rs. 12.50 per equity share of Rs. 10/- each already paid for the financial year ended March 31, 2023.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,14,39,820	2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	59,11,851	37,71,346	63.7930	37,71,346	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		37,71,346	63.793	37,71,346	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	91,68,614	5,59,556	6.1030	5,59,349	207	99.9630	0.0369	0	188
	Poll		6,97,789	7.6106	6,97,789	0	100.0000	0.0000	0	5
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,57,345	13.7136	12,57,138	207	99.9835	0.0165	0	193
Total	4,65,20,285	2,95,32,206	63.4824	2,95,31,999	207	99.9993	0.0007	0	193	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider the appointment of a Director in place of Mr. Partha DeSarkar (DIN: 00761144), who retires by rotation and being eligible, offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,14,39,820	2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	59,11,851	37,71,346	63.7930	37,68,424	2,922	99.9225	0.0774	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		37,71,346	63.793	37,68,424	2,922	99.9225	0.0775	0	0
Public- Non Institutions	E-Voting	91,68,614	5,59,552	6.1029	5,58,874	678	99.8788	0.1211	0	192
	Poll		6,97,789	7.6106	6,97,789	0	100.0000	0.0000	0	5
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,57,341	13.7135	12,56,663	678	99.9461	0.0539	0	197
Total		4,65,20,285	2,95,32,202	63.4824	2,95,28,602	3,600	99.9878	0.0122	0	197

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,14,39,820	2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,03,515	77.9378	2,45,03,515	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	59,11,851	37,71,346	63.7930	37,71,346	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		37,71,346	63.793	37,71,346	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	91,68,614	5,59,552	6.1029	5,59,153	399	99.9286	0.0713	0	192
	Poll		6,97,789	7.6106	6,97,789	0	100.0000	0.0000	0	5
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,57,341	13.7135	12,56,942	399	99.9683	0.0317	0	197
Total	4,65,20,285	2,95,32,202	63.4824	2,95,31,803	399	99.9986	0.0014	0	197	

Naren
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Singh

Digitally signed
 by Narendra
 Singh
 Date:
 2023.09.28
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