

June 19, 2023

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.
Scrip Code : HGS

Dear Sirs,

Sub: Extinguishment of 60,00,000 Equity Shares of face value of Rs. 10/- each in relation to Buyback of Hinduja Global Solutions Limited ('the Company') pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, ("Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback")

This is with reference to the captioned subject matter on Buyback of the Company and in furtherance to our earlier intimation regarding Public Announcement dated January 30, 2023 and published on January 31, 2023 ("Public Announcement"), the letter of offer dated May 10, 2023 ("Letter of Offer"), the Offer Opening Advertisement dated May 18, 2023 and published on May 19, 2023 and post buyback public announcement dated June 9, 2023 published on June 10, 2023.

In compliance with Regulation 11 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations"), this is to inform you that the Company has extinguished 60,00,000 fully paid up Equity Shares held in Dematerialized form. A copy of the letter dated June 15, 2023 of Central Depository Services (India) Limited confirming extinguishment of 60,00,000 equity shares in dematerialized form is enclosed herewith as **Annexure 'A'** and a copy of the certificate dated June 19, 2023 by Kfin Technologies Limited ("Registrar to the Buy-back") and M/s Haribhakti and Co LLP, Chartered Accountants ("Statutory Auditor of the Company") and the Company as **Annexure 'B'**.

In view of the above, please see below a table showing reconciliation of share capital of the Company (Pre and Post Extinguishment):

Sl No	Particulars	Number of Equity Shares of Face Value Rs. 10 each	Equity Share Capital (Rs.)
1	Issued Capital Before Extinguishment of Equity Shares (A)	5,25,20,285	52,52,02,850
2	Equity Shares In Demat/Electronic Form Extinguished (B)	60,00,000	6,00,00,000
3	Physical Form Equity Shares Extinguished (C)	-	-
4	Issued Capital (Post Extinguishment) (A-B-C)	4,65,20,285	46,52,02,850

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208, Website: www.teamhgs.com
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:L92199MH1995PLC084610



The number of Equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement published on June 10, 2023 and submitted for your records on June 10, 2023 is reproduced below for ease of reference:-

Category	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	% to the Equity Share capital	No. of Equity Shares	% to the Equity Share Capital
Promoters and Promoter Group	3,49,71,750	66.59	3,14,99,154	67.71
Domestic Institutional Investors	1,58,256	0.30	1,50,21,131	32.29
Foreign Investors, including Foreign Institutional Investors	67,97,846	12.94		
Non-Institutional Investors	1,05,92,433	20.17		
Total	5,25,20,285	100	4,65,20,285	100

Kindly take the same on record.

Thanking you,

For **Hinduja Global Solutions Limited**

Digitally signed
by Narendra
Singh
a Singh
Date: 2023.06.19
16:15:02 +05'30'

Narendra Singh
Company Secretary
F 4853

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED

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HINDUJA GROUP



Central Depository Services (India) Limited



June 15, 2023

CDSL/OPS/IPO-CA/2023-24/CA-523128.001

**The Company Secretary,
Hinduja Global Solutions Limited**
Hinduja House
171, Dr Annie Besant Road
Worli Mumbai,
India - 400018

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
523128.001	Debit ISIN INE170I01016	Hinduja Global Solutions Limited - Equity Shares	14-Jun-2023	1	6000000

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Sachin Kalsulkar
Deputy Manager – Operations

c.c Kfin Technologies Limited

Digitally signed by SACHIN ARVIND KALSULKAR
Date: 2023.06.15 11:43:20 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443
Website : www.cdslindia.com

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY
HINDUJA GLOBAL SOLUTIONS LIMITED (“THE COMPANY”)**

This certificate is being made in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (“**Buyback Regulations**”).

Pursuant to the Public Announcement dated January 30, 2023 published on January 31, 2023, the Letter of Offer dated May 10, 2023 (“**Letter of Offer**”) and the Offer Opening Advertisement dated May 18, 2023 published on May 19, 2023, the tendering period for the Buyback of fully paid up equity shares of the Company, having a face value of Rs. 10/- each (“**Equity Shares**”), opened on Monday, May 22, 2023 and closed on Friday, June 02, 2023 (both days inclusive) (“**Tendering Period**”). The Company bought back 60,00,000 Equity Shares from its existing shareholders, through tender offer route at Rs. 1,700/- per Equity Share.

Pursuant to Regulation 24(vi) of the Buyback Regulations, a post buyback public announcement dated June 09, 2023 was published on June 10, 2023. Settlement of all valid bids received in Buyback Offer was completed on Friday, June 09, 2023.

The following are the details of the 60,00,000 Equity Shares bought back by the Company during the Tendering Period and extinguished on June 14, 2023.

A. Particulars of extinguishment of Equity Shares bought back in dematerialized form:

Name of the Depository	DP Name and DP ID	Company's Client ID No.	Date of Extinguishment	No. of Equity Shares Extinguished
Central Depository Services (India) Limited	Motilal Oswal Financial Services Limited DP ID: 12010900	37188520	June 14, 2023	60,00,000
Total (A)				60,00,000

B. Particulars of extinguishment of Equity Shares bought back in physical form:
NIL/Not Applicable

Sr. No	Date of Extinguishment	Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished
Nil/ Not applicable					
Total (B)					-

C. Total number of Equity Shares extinguished / destroyed:

Total number of equity shares extinguished (A+B)	60,00,000
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Total number of Equity Shares extinguished/ destroyed: 60,00,000 Equity Shares

D. Reconciliation of share capital:

Sr. No	Particulars	Pre-extinguishment		Post-extinguishment	
		No. of Equity Shares	Amount (in INR)	No. of Equity Shares	Amount (in INR)
1	Authorised Share Capital	• 7,98,50,000 Equity Shares of ₹ 10/- each	79,85,00,000	• 7,98,50,000 Equity Shares of ₹ 10/- each	79,85,00,000
		• 1,50,000 1% Participatory Redeemable Non-Cumulative Preference Shares of ₹ 10/- each	15,00,000	• 1,50,000 1% Participatory Redeemable Non-Cumulative Preference Shares of ₹ 10/- each	15,00,000
		TOTAL	80,00,00,000	TOTAL	80,00,00,000
2	Issued, Subscribed and Fully Paid-Up Share Capital	5,25,20,285 Equity Shares of ₹ 10/- each	52,52,02,850	4,65,20,285 Equity Shares of ₹ 10/- each	46,52,02,850
		TOTAL	52,52,02,850	TOTAL	46,52,02,850

It is certified that the above Equity Shares of the Company were extinguished in compliance with, and in accordance with the provisions of Regulation 11 of the Buyback Regulations.

**For and on behalf of
Hinduja Global Solutions Limited**

Anil Harish

Anil Harish, Independent Director
DIN: 00001685

**For and on behalf of
Hinduja Global Solutions Limited**

Vynsley Fernandes

Vynsley Fernandes, Whole-time Director,
DIN: 02987818

**For and on behalf of
Kfin Technologies Limited**

M. Murali Krishna



M. Murali Krishna, Vice President

**For and on behalf of
M/s. Haribhakti & Co. LLP***

Purushottam Nyati



Purushottam Nyati, Partner
M.NO. 118970

Date: June 19, 2023

*This Statement is signed only for identification purposes and should be read with our Certificate thereon dated June 19, 2023.

Encl. Confirmation dated June 15, 2023 issued by CDSL for extinguishment of 60,00,000 Equity Shares effected on June 14, 2023 in dematerialized form.

HARIBHAKTI & CO. LLP

Chartered Accountants

To,
Board of Directors
Hinduja Global Solutions Limited
Hinduja House,
171 Dr. Annie Basant Road,
Worli, Mumbai - 400018.

Independent Auditor's Certificate with respect to extinguishment of 60,00,000 Equity Shares of Rs.10/- each bought back by Hinduja Global Solutions Limited

1. We, Haribhakti & Co. LLP, have been requested by Hinduja Global Solutions Limited ("the Company"), having its registered office at the above mentioned address, to examine the attached Certificate of Extinguishment of Equity Shares Bought-back by the Company ("the Statement"), prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this Certificate is issued, in connection with Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Regulations") for the purpose of onward submission to Securities and Exchange Board of India ('SEBI'). Accordingly, this certificate is issued in accordance with the terms of our engagement letter dated June 12, 2023.

Management's Responsibility

2. The preparation of the Statement is the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of presentation.
3. The Management is responsible for extinguishment of shares bought back including those held in dematerialized form under the Buy-back offer during the period from May 22, 2023 to June 02, 2023 (both day inclusive), as set out in the Statement.
4. The Management is responsible for ensuring that the Company complies with all the provisions of the Companies Act, 2013, the Regulations and other applicable regulations/circulars issued by SEBI from time to time and provides all relevant information to SEBI and Stock Exchanges, as may be required.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide a limited assurance and conclude as to whether the equity shares bought-back under the Buy-back offer, included in the statement, have been extinguished.
6. We have been represented that the buy-back had announced in the month of January 2023 and record date was March 6, 2023 and accordingly Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 dated February 7, 2023 (effective from March 9, 2023) is not applicable. We have solely relied in this regard.
7. The procedure performed in a limited assurance engagement vary in nature and timing, and are less in extent than for, a reasonable assurance. Consequently, the level of assurance obtained in a limited assurance is subsequently lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
8. The following documents have been furnished by the Company:
 - a) Certificate of extinguishment of Equity Shares bought back by the Company duly signed by the Company and other Stakeholders as per the Regulations;
 - b) Transaction Statement of the Company's depository account number 1201090037188520, opened and maintained by the Company with Motilal Oswal Financial Services Limited for the period from April 01, 2023 to June 15, 2023 for buyback, giving the details of equity shares bought-back through the tender offer process;



HARIBHAKTI & CO. LLP

Chartered Accountants

- c) Letter No. CDSL/OPS/IPO-CA/2023-24/CA-523128.001 dated June 15, 2023 issued by CDSL to the Company for extinguishment of the equity shares of the Company bought back; and
 - d) Written Management representation in this regards.
9. We have performed the following procedures on the statement:
- a) Reviewed the Transaction statement to confirm the buy back and noted that the number of shares bought-back tallies with that mentioned in the Statement/certificate; and
 - b) Traced that the number of equity shares extinguished by CDSL tallies with equity shares debited in the aforesaid depository account number 1201090037188520. We relied on the letter as made available by the Company and have performed no independent procedures in this regard.
10. We have relied on the management's representations that the Company has used only one depository account i.e. 1201090037188520 for buy-back of the equity shares.
11. We conducted our examination of the Statement in accordance with the Guidance Note on Reports and Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

13. Based on our examination, as above, and according to the information, explanations and representations given to us, nothing has come to our attention that causes to believe that the equity shares bought-back under the Buy-back offer, aggregating to 60,00,000 (Sixty lakhs) equity shares have not been extinguished.

Restriction on Use

14. The certificate is issued solely for the purpose of onward submission to the SEBI and the Stock Exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Haribhakti & Co. LLP shall not be liable to the Company, SEBI, Stock Exchanges or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. We have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.

For, Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 103523W/ W100048



Purushottam Nyati

Partner

Membership no.: 118970

UDIN: 23118970BGWTMU9088



Date: June 19, 2023

Place: Mumbai