



September 3, 2024

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: Notice of 29th Annual General Meeting to be held on Friday, September 27, 2024

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of 29th Annual General Meeting ('AGM') of Hinduja Global Solutions Limited ('the Company') to be held on Friday, September 27, 2024 at 4.00 pm IST which is being dispatched along with Annual Report 2023-24 through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Transfer Agent or Depositories. Shareholders are requested to kindly refer the Notice of the AGM for detailed procedure of casting the votes through e-voting.

Notice of the 29th AGM is also available on the website of the Company at www.hgs.cx

Brief details of businesses proposed to be transacted at the 29th AGM are provided in Annexure A.

You are requested to kindly take the above on record.

Thanking you,

For **Hinduja Global Solutions Limited**

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

Annexure A

Sr. No	Resolutions Description	Type of Resolution (Ordinary/Special)
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.	Ordinary
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	Ordinary
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	Ordinary
4	To consider and approve continuation of Mr. Ashok P Hinduja (DIN: 00123180) as Non-Executive Non Independent Director (the Chairman) after attaining the age of 75 years	Special
5	Re-appointment of Ms. Bhumika Batra (DIN: 03502004) for a 2 nd term as an Independent Director of the Company.	Special
6	Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393) for a 2 nd term as an Independent Director of the Company.	Special
7	Re-appointment of Mr. Partha DeSarkar (DIN: 00761144) as Whole-time Director of the Company.	Special
8	Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2025	Ordinary

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Bandra (East), Mumbai – 400 051

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

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.

	Commencement of commercial Production																																	
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 lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <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> </tbody> </table> <p><u>Consolidated Financial performance</u> (Rs. in lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-24</th> <th>FY 2022-23</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <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> </tbody> </table> <p><u>Note:</u> Above figures for FY 2021-22 include revenue and profits from healthcare business.</p>	Particulars	FY 2023-24	FY 2022-23	FY 2021-22	Total revenue	1,84,912.01	172,312.93	306,416.64	Profit before tax	(4,700.03)	21,747.01	315,065.69	Profit after tax	(2,900.97)	33,004.92	234,655.85	Particulars	FY 2023-24	FY 2022-23	FY 2021-22	Total revenue	5,08,778.11	500,829.80	713,507.68	Profit before tax	11,048.33	18,973.29	700,762.47	Profit after tax	13,116.25	33,436.61	606,143.52
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5.	Foreign Investments or collaborations, if any	<p>As on June 30, 2024, Foreign Portfolio Investors holds 12.51% Equity Shares in the Company.</p> <p>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.</p>																																

II. Information about the appointee

1.	Background details	<p>Mr. Partha DeSarkar has been with the Company since 2003.</p> <p>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.</p> <p>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.</p> <p>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.</p>
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2.	Past remuneration	(Rs. in lakhs)			
		Particulars	FY 2023-24[§]	FY 2022-23[#]	FY 2021-22
		Salary, perquisite and other allowances	84.21	206.47	305.60
		Annual Performance Incentives	130.32 [@]	130.32	435.60
		Total remuneration	214.53	336.79	741.20
<p>[#]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.</p> <p>[@]Post approval of the NRC and the Board, API paid in FY 2023-24 out of provisions made up to March 31, 2023.</p> <p>[§]<u>Notes about remuneration for FY 2023-24</u></p> <ul style="list-style-type: none"> • 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. 					
3.	Recognition or awards	<ul style="list-style-type: none"> • Recognized as the Executive of the Year by BIG Awards for Business 2022 • Member of the NASSCOM BPM Council 			
4.	Job Profile and his suitability	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.			
5.	Remuneration proposed	As stated in the Explanatory Statement of Item No.7 above.			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	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.			
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Directors, if any	<p>Apart from remuneration drawn as Whole-time Director, Mr. Partha DeSarkar does not have any pecuniary relationship with the Company.</p> <p>Further, he is not related to any Directors and Key Managerial Personnel of the Company.</p>			

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
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		etc. Profitability has also been impacted by increase in depreciation and other operating costs.
2.	Steps taken or proposed to be taken for improvement	<p>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.</p> <p>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.</p> <p>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.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>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.</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>

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')	<ul style="list-style-type: none"> • 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.	<p>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.</p> <p>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.</p> <p>He brings with him a deep commitment towards well-governed and effective Boards.</p>
Relationship between Directors/ KMP inter-se.	None
Name of the listed companies in which the person holds Directorships (excluding HGSL).	<ul style="list-style-type: none"> • 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).	<p>Audit Committee: NDL Ventures Ltd. - Member</p> <p>Stakeholders Relationship Committee: NDL Ventures Ltd. - Member Hinduja Leyland Finance Ltd.- Member GOCL Corporation Ltd. - Chairman</p>
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.	<p>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.</p> <p>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.</p> <p>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 mid-sized 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.</p> <p>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.</p> <p>A graduate in Commerce from the University of Mumbai, AP has been conferred honorary Doctorates in Law and</p>

	<p>Economics respectively, by the University of Westminster, UK and Richmond College, UK, and an Honorary Doctorate by European University, Geneva.</p> <p>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.</p>
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 2 nd 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.	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

	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 2 nd 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.	<p>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.</p> <p>Other details are provided under the heading "Information about the appointee" in Explanatory Statement to Item No. 7.</p>
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
<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" Under 'IDeAS' section.</p> <p>III On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>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.</p>	<p>1. Existing user who have opted for Easi / Easiest:</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login/ or www.cdslindia.com</p> <p>II. Click on Myeasi.</p> <p>III. Login with your registered user id and password.</p> <p>IV. User will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>

<p>2. User not registered for IDeAS e-Services:</p> <p>I. To register click on link: https://eservices.nSDL.com.</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p>	<p>2. User not registered for Easi/Easiest:</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow the steps given in point 1.</p>
<p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>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.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email 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> <p>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.</p>

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 bhattivirendra1945@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.
