

September 27, 2023

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street,
Mumbai - 400 001.
Scrip code: 532859

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

Dear Sirs,

Sub: Proceedings of 28th Annual General Meeting of the Company held on Wednesday, September 27, 2023 at 4.00 p.m. IST

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to enclose herewith the proceedings of 28th Annual General Meeting ('AGM') of the Company held on Wednesday, September 27, 2023 through Video Conferencing / Other Audio Video Means. The AGM commenced at 4:00 p.m. IST and concluded at 5.45 p.m. IST.

The results of voting will be intimated to you separately.

Kindly take the above on records.

Thanking you,

For **Hinduja Global Solutions Limited**

Narendra Singh
Company Secretary
Membership No.: F4853

Encl.: As above

SUMMARY OF THE PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 4:00 P.M. IST THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

28th Annual General Meeting ('AGM') of the Members of Hinduja Global Solutions Limited (the 'Company') was held on Wednesday, September 27, 2023 at 4:00 p.m. IST through video conferencing / other audio visual means ('VC'/OAVM') in compliance with the applicable provisions of the Companies Act, 2013, 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. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other applicable circulars issued in this regard.

Moderator from KFin Technologies Ltd. (KFin) confirmed that sufficient Members to constitute quorum have joined the AGM.

Shri Ashok P. Hinduja, Chairman of the Board took the Chair and conducted the proceedings of the AGM. As the requisite quorum was present, the AGM was commenced at 4.00 p.m. IST.

Mr. Narendra Singh, Company Secretary welcomed the Board Members and the Shareholders to the 28th AGM of the Company. Thereafter, he introduced all the Board Members and the CFO who had joined the Meeting. It was informed that Mr. Munesh Khanna, Independent Director could not join the meeting due to other pre-occupations. He also informed the Members about the presence of Mr. Manoj Daga, Mr. Purushottam Nyati, Mr. Snehal Shah, Mr. Deepak Morolia from Haribhakti & Co LLP, Statutory Auditors of the Company and also of Ms. Amrita Nautiyal, Practicing Company Secretary, Secretarial Auditor of the Company and Scrutinizer to conduct the process of e-voting.

The Members were informed the following:

- AGM was being held through VC in accordance with the MCA Circulars and SEBI Circulars.
- There would be no proposing and seconding of resolutions / no voting by show of hands as resolutions mentioned in the Notice of AGM as have been already put to vote through e-voting.
- Facility for e-voting at the AGM is being provided electronically to the Members who joined AGM through VC and did not vote through remote e-voting.
- The Company had provided remote e-voting facility to the Members to cast their vote on the Items of AGM Notice from 9:00 am IST on September 23, 2023 to 5:00 pm IST on September 26, 2023 .
- Members present at the meeting but who have not cast their votes by availing of the remote e-voting facility, can cast vote using e-voting platform of KFin, which would be closed 15 minutes after the closure of the Meeting.

- the Statutory Registers and documents referred to in the AGM Notice dated August 29, 2023 convening AGM have been made available to the Members electronically for inspection during the continuance of the Meeting.

Shri Ashok P. Hinduja, Chairman of the Board then requested the Members to observe a minute silence to honour the life of our beloved Group Chairman Late Shri Srichand P. Hinduja who left behind institutions and memories to cherish and values to guide. Silence was observed for one minute.

Thereafter, with the permission of the Members, the AGM Notice dated August 29, 2023 convening 28th AGM, together with the Annual Report 2022-23, including message of the Chairman of the Board and CEOs' message, circulated electronically, were taken as read.

The Chairman said that Notice convening the AGM included 4 items (Ordinary and Special Businesses) and read out the title of such businesses and stated that Explanatory Statement contained complete material facts of the required resolutions.

The Chairman confirmed that Auditor's Report on Financial Statements for the financial year ended March 31, 2023 does not contain any qualifications or adverse remarks. He also informed that the Secretarial Audit Report for the Financial Year ended March 31, 2023, does not contain any qualifications, reservations or adverse remarks. These reports were taken as read.

Thereafter, the Chairman briefed the Members about all the items of the AGM Notice. The Chairman then requested Mr. Partha DeSarkar to make a presentation on the Company's BPM operation and Mr. Vynsley Fernandes on Digital media business. Accordingly, Mr. Partha DeSarkar, Whole-time Director made a presentation which covered FY 2023 - A year of continued change and adapting to an evolving industry, HGS at a Glance, HGS today, Financial summary of FY 2023 (continuing operations), Operating revenue composition, Shareholder Return (September 30, 2020 to September 25, 2023), M & A update, HGS is a responsible corporate citizen, Taking forward our HGS 2.0 strategy, Our Growth plan, HGS is evolving from managing client's CS to championing CX, Current state, Future state, HGS will deliver frictionless experience @ scale, New developments in the industry, Focus on generative AI @ HGS, Generative AI@HGS-current state, Since the sale of healthcare business.

Thereafter, Mr. Vynsley Fernandes, Whole-time Director and head of Digital Media Business made a presentation which covered NXTDIGITAL's Digital Media Business is now part of HGS, Broadband over-satellite takes off, NXT continues to drive innovation, NXT Conclave 2022: Connect.Converge.Collaborate, NLD Roll-Out: Connecting Tier II & Tier III towns, OTT Aggregator App, Foray into the Enterprise Solutions segment in India.

The Chairman then advised Moderator to invite the Members, one by one, to ask questions, seek clarifications and give comments and suggestions on the Financial Results, Operations of the Company. Certain Members (Speakers) asked questions, made comments and suggestions.

Thereafter, the Chairman have elaborately responded to the questions of the Members. He then asked Mr. Partha DeSarkar and Mr. Vynsley Fernandes to respond few queries of the Members which were responded by them and the CFO. The Members were informed that in case any question remained unanswered, the Members could send their queries by email to the Company Secretary.

The Members were also briefed the following:

- The Company had provided to the Members the facility to cast their votes through remote e-voting system administered by KFin, Registrar and Share Transfer Agents of the Company; and
- Members who had already exercised their vote through remote e-voting were not eligible to vote again at the AGM.

The Chairman informed that the Board had appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer to scrutinize the voting through remote e-voting process in a fair and transparent manner and that the e-voting facility would remain open for next 15 minutes to enable the Members to cast their votes.

After completion of e-voting at the AGM, the Scrutinizer would submit a consolidated Scrutinizer's Report (on remote e-voting and on voting at the AGM through e-voting) and results would be announced within 2 working days of the conclusion of the AGM. The results would also be intimated to the Stock Exchanges and uploaded on the website of the Company and KFin. The Results would also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company. Thereafter, the Chairman requested Ms. Amrita Nautiyal to supervise the voting through e-voting. The Chairman also authorised Mr. Narendra Singh, Company Secretary to declare the results to the Stock Exchanges.

The Chairman, on behalf of the Board, thanked each of the Members for attending the AGM. He also thanked the Directors for joining the Meeting.

With the consent of the Members, the Chairman and the other Board Members left the Meeting and requested the Company Secretary to conclude the Meeting after the completion of e-voting in the next 15 minutes. E-voting at the AGM continued for 15 minutes, thereafter the Meeting was concluded at 5.45 p.m. IST.

The following items of business, as per the Notice of the 28th AGM dated August 29, 2023 were transacted at the Meeting:-

S. No	Resolutions description
Ordinary Business	
1.	Adoption of: a) the audited financial statements of the Company for the financial year ended March 31, 2023, along with the reports of the Board of Directors and the Auditors thereon; and b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2023, along with the report of the Auditors thereon. (Ordinary resolution)
2.	Declaration of a final dividend of ₹ 2.50 per equity share (on an equity share of par value of ₹ 10/- each) for the financial year ended March 31, 2023; and to confirm three interim dividends aggregating to ₹ 12.50 per equity share of ₹10/- each already paid for the financial year ended March 31, 2023. (Ordinary resolution)

3.	Appointment of a Director in place of Mr. Partha DeSarkar (DIN: 00761144), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary resolution)
Special Business	
4.	Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2024 (Ordinary resolution)

The results of voting would be announced within 2 working days.

You are requested to take the same on record.

For **Hinduja Global Solutions Limited**

Narendra Singh
Company Secretary
Membership No.: F4853

Place: Mumbai
Date: September 27, 2023