

January 27, 2023

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

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

Sub: Voting Results and Scrutinizer's Report on Postal Ballot - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

This is in continuation to our earlier letter dated December 26, 2022 enclosing the copy of Postal Ballot Notice seeking approval of the Members/ Shareholders of the Company for the Resolutions as contained in the Notice.

We wish to inform you that the Postal Ballot was conducted by the Company for seeking the approval of the Shareholders of the Company for the following resolutions:

Sl. No.	Type of Resolution(s)	Descriptions of Resolution(s)
1.	Special	Approval for Buyback of Equity Shares through tender offer route
2.	Ordinary	Appointment of Mr. Ashok P. Hinduja (DIN: 00123180) as a Non-Executive Director (Chairman)
3.	Special	Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director
4.	Ordinary	Appointment of Mr. Vynsley Fernandes (DIN: 02987818) as a Whole-time Director of the Company and fixation of remuneration
5.	Special	Approval for managerial remuneration payable to Mr. Partha Desarkar (DIN: 00761144), Whole-time Director

The above resolutions have been approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on the last date of e-voting i.e. on January 25, 2023.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results of the said Postal Ballot in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith in Annexure. The same will also be made available on the Company's website at www.hgs.cx and on the website of the Company's Registrar and Transfer Agent (RTA) i.e. KFin Technologies Limited at <https://evoting.kfintech.com>

Kindly take the above information on record.

Thanking You,

For **Hinduja Global Solutions Limited**

Narendra
a Singh

Digitally signed by
Narendra Singh
Date: 2023.01.27
12:53:28 +05'30'

Narendra Singh
Company Secretary
F4853

Encl: As above

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018. India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208, Website: www.teamhgs.com
Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068. India. Telephone: 91-80-4643 1000 / 4643 1222
Corporate Identity Number: L92199MH1995PLC084610

Company Name	HINDUJA GLOBAL SOLUTIONS LTD.
Date of the AGM/EGM/Postal Ballot	25-Jan-23
Total number of shareholders on record date	68589
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Buy Back of Equity Shares through Tender Offer Route							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34971750	28164128	80.5339	28164128	0	100.0000	0.0000
	Poll	34971750	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34971750	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	7191104	936363	13.0211	936363	0	100.0000	0.0000
	Poll	7191104	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7191104	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10321681	1856410	17.9855	1856091	319	99.9828	0.0171
	Poll	10321681	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10321681	0	0.0000	00	0	0.0000	0.0000
Total		52484535	30956901	58.9829	30956582	319	99.9990	0.0010



Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ashok P. Hinduja (DIN: 00123180) as a Non-Executive Director (Chairman)							
Whether promoter/ promoter group are interested in the agenda/resolution? #	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34971750	28164128	80.5339	28164128	0	100.0000	0.0000
	Poll	34971750	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34971750	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	7191104	936363	13.0211	443406	492957	47.3540	52.6459
	Poll	7191104	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7191104	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10321681	1856052	17.9821	1850640	5412	99.7084	0.2915
	Poll	10321681	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10321681	0	0.0000	00	0	0.0000	0.0000
	Total	52484535	30956543	58.9822	30458174	498369	98.3901	1.6099

Mr. Ashok P. Hinduja, being a Promoter, interested in this resolution to the extent of his shareholding in the Company



Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34971750	28164128	80.5339	28164128	0	100.0000	0.0000
	Poll	34971750	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34971750	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	7191104	936363	13.0211	928314	8049	99.1403	0.8596
	Poll	7191104	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7191104	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10321681	1856051	17.9821	1850861	5190	99.7203	0.2796
	Poll	10321681	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10321681	0	0.0000	00	0	0.0000	0.0000
	Total	52484535	30956542	58.9822	30943303	13239	99.9572	0.0428



Munesh Khanna

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vynsley Fernandes (DIN: 02987818) as a Whole Time Director of the Company and fixation of remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34971750	28164128	80.5339	28164128	0	100.0000	0.0000
	Poll	34971750	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34971750	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	7191104	936363	13.0211	548628	387735	58.5913	41.4086
	Poll	7191104	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7191104	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10321681	1856049	17.9820	1850422	5627	99.6968	0.3031
	Poll	10321681	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10321681	0	0.0000	00	0	0.0000	0.0000
Total		52484535	30956540	58.9822	30563178	393362	98.7293	1.2707



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Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Managerial Remuneration payable to Mr. Partha Desarkar (DIN: 00761144), Whole-Time Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34971750	28164128	80.5339	28164128	0	100.0000	0.0000
	Poll	34971750	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	34971750	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	7191104	936363	13.0211	33529	902834	3.5807	96.4192
	Poll	7191104	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7191104	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10321681	1855876	17.9804	1850145	5731	99.6911	0.3088
	Poll	10321681	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10321681	0	0.0000	00	0	0.0000	0.0000
Total		52484535	30956367	58.9819	30047802	908565	97.0650	2.9350



For Hinduja Global Solutions Limited

Narendra Singh
Company Secretary
F4853

Amrita Nautiyal & Associates
Practising Company Secretary

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

SCRUTINIZER'S REPORT

To,
The Chairman
HINDUJA GLOBAL SOLUTIONS LIMITED
CIN: L92199MH1995PLC084610
HINDUJA HOUSE, 171, Dr. ANNIE BESANT ROAD
WORLI, MUMBAI 400018 -

Sub : Scrutinizer's Report on Postal Ballot by way of remote e-voting

I, Amrita Nautiyal, Proprietor of Amrita Nautiyal & Associates, Practising Company Secretary (FCS: 5079, CP No.: 7989), was appointed as Scrutinizer by the Board of Directors of the Company in the meeting held on December 19, 2022, for the purpose of scrutinizing the remote e-voting process conducted in respect of the resolutions stated in the Postal Ballot Notice dated December 26, 2022 circulated through electronic mode.

My responsibility as a Scrutinizer was to ensure that the entire voting process was conducted in a fair and transparent manner and ascertaining the requisite majority on the voting carried out on the resolutions as set out in the Postal Ballot Notice, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the General Circular Numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 other Circulars issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

1. I submit my report as under:

- 1.1 The Company has engaged the services of KFin Technologies Limited ('Kfin or Kfintech') for providing the facility of remote e-voting to enable the Members to cast their votes electronically. Kfintech had provided a system for recording the votes of the Members electronically on the resolutions as stated in the Postal Ballot Notice.
- 1.2 KFin Technologies Limited (previously known as KFin Technologies Private Limited) is the Registrar and Share Transfer Agents (RTA) of the Company.



Amrita Nautiyal & Associates

Practising Company Secretary

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

- 1.3 The Company has sent Postal Ballot Notice dated December 26, 2022 ("Postal Ballot Notice") in electronic mode only, to all the Members who have registered their e-mail addresses with the Company and/or with the Depositories and whose name appeared on the Register of members/List of beneficial owners as received from KFin as on December 23, 2022 ("cut-off date").
- 1.4 The Company published an advertisement in Business Standard (English) and Nayshakti (Marathi) - Mumbai Edition on December 27, 2022. The advertisement contained all the required information as specified in Sub-Rule 4(v) of the said Rule 20 and Sub-Rule 3 of the Rule 22 of the Companies (Management and Administration) Rules, 2014.
- 1.5 The Members of the Company holding shares as on cut-off date i.e., December 23, 2022 were entitled to vote on the resolutions as set out in Postal Ballot Notice. The Members have cast their votes through remote e-voting on the designated platform viz., <https://evoting.kfintech.com/>
- 1.6 The remote e-voting period commenced at 9:00 a.m. on Tuesday, December 27, 2022 and ended at 05:00 p.m. on Wednesday, January 25, 2023. At the end of remote e-voting period, the voting portal provided by Kfintech was blocked forthwith.
- 1.7 The votes cast through remote e-voting during the voting period as mentioned at clause 1.6 above were unblocked by me on January 25, 2023 after 5:00 p.m., i.e., after the end of the remote e-voting period in the presence of Ms Amita Jadav and Ms Kavita Shah who are not the employees of the Company, and who acted as witnesses to the unblocking of votes.
- 1.8 Votes cast through remote e-voting from 9:00 a.m. on Tuesday, December 27, 2022 to 05:00 p.m. on Wednesday, January 25, 2023 being the period fixed by the Company for voting were considered for the purpose of this report.
- 1.9 The votes cast electronically were duly scrutinized and the shareholding was matched/confirmed with the records maintained by the RTA of the Company as on the cut-off date, i.e., December 23, 2022.
2. The result of the voting through remote e-voting for the resolutions as set out in the Postal Ballot Notice is as under:



Amrita Nautiyal & Associates
Practising Company Secretary

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

(1) Resolution No. 1-Special Resolution

Approval for Buy Back of Equity Shares through Tender Offer Route:

	No. of valid Ballots who cast their votes through remote e-voting (A)	No. of valid votes cast through remote e-voting (B)	Percentage of total valid votes cast (%)
Votes cast in favour of the resolution	391	3,09,56,582	99.9990
Votes cast against the resolution	11	319	0.0010
Total	402	3,09,56,901	100.0000

Number of invalid votes: 0

Number of votes abstained/less voted: 1

Above resolution has been passed as special resolution with requisite majority.



Resolution No. 2-Ordinary Resolution

Appointment of Mr. Ashok P. Hinduja (DIN: 00123180) as a Non-Executive Director
(Chairman):

	No. of valid Ballots who cast their votes through remote e-voting (A)	No. of valid votes cast through remote e-voting (B)	Percentage of total valid votes cast (%)
Votes cast in favour of the resolution	347	3,04,58,174	98.3901
Votes cast against the resolution	49	4,98,369	1.6099
Total	396	3,09,56,543	100.0000

Number of invalid votes: 0

Number of votes abstained/less voted: 359

Above resolution has been passed as ordinary resolution with requisite majority.



Resolution No. 3-Special Resolution

Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director:

	No. of valid Ballots who cast their votes through remote e-voting (A)	No. of valid votes cast through remote e-voting (B)	Percentage of total valid votes cast (%)
Votes cast in favour of the resolution	375	3,09,43,303	99.9572
Votes cast against the resolution	21	13,239	0.0428
Total	396	3,09,56,542	100.0000

Number of invalid votes: 0

Number of votes abstained/less voted: 360

Above resolution has been passed as special resolution with requisite majority.



Amrita Nautiyal & Associates
Practising Company Secretary

1, Bina Shopping Centre,
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Resolution No. 4 – Ordinary Resolution

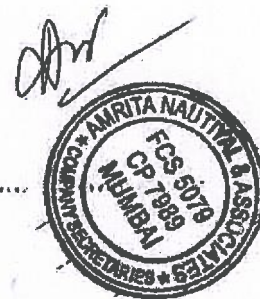
Appointment of Mr. Vynsley Fernandes (DIN: 02987818) as a Whole-Time Director of the Company and Fixation of remuneration:

	No. of valid Ballots who cast their votes through remote e-voting	No. of valid votes cast through remote e-voting	Percentage of total valid votes cast (%)
	(A)	(B)	
Votes cast in favour of the resolution	348	3,05,63,178	98.7293
Votes cast against the resolution	49	3,93,362	1.2707
Total	397	3,09,56,540	100.0000

Number of invalid votes: 0

Number of votes abstained/less voted: 362

Above resolution has been passed as ordinary resolution with requisite majority.



Amrita Nautiyal & Associates
Practising Company Secretary

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

Resolution No. 5 - Special Resolution

Approval for managerial remuneration payable to Mr. Partha Desarkar (DIN: 00761144), Whole-Time Director:

	No. of valid Ballots who cast their votes through remote e-voting (A)	No. of valid votes cast through remote e-voting (B)	Percentage of total valid votes cast (%)
Votes cast in favour of the resolution	334	3,00,47,802	97.0650
Votes cast against the resolution	59	9,08,565	2.9350
Total	393	3,09,56,367	100.0000

Number of invalid votes: 0

Number of votes abstained/less voted: 535

Above resolution has been passed as special resolution with requisite majority.



Amrita Nautiyal & Associates

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
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Tel-Fax: 022 26830079/80

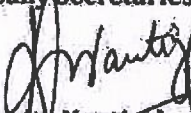
Above resolutions as set out in the Postal Ballot Notice dated December 26, 2022 as per the details above stand PASSED with the requisite majority and hence deemed to have been passed on January 25, 2023, i.e., the last date of casting of votes by the Members of the Company.

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

Thanking You

Yours Faithfully

For Amrita Nautiyal & Associates
Company Secretaries



CS Amrita Nautiyal
(Proprietor)
(PR: 1332/20-21)
(FCS No. 5079 | COP No. 7989)
UDIN: F005079D003054455




Place: Mumbai
Date: January 27, 2023

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


Ms Amita Jadav


Ms. Kavita Shah

Received and countersigned
For Hinduja Global Solutions Limited


Narendra Singh
Company Secretary
F4853

Place: Mumbai
Date: January 27, 2023