

September 24, 2021

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

Dear Sirs,

Sub: 26th Annual General Meeting ("AGM") of the Members of the Company held on Thursday, September 23, 2021 through Video Conferencing/ Other Audio Video Means - Report of the Scrutinizer and Voting Results

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

- Report of Scrutinizer dated September 24, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.
- Voting results (Remote E-voting and voting at AGM) as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you,

For **Hinduja Global Solutions Limited**



Narendra Singh
Company Secretary

Encl : As above

RUPAL D. JHAVERI

COMPANY SECRETARY

207, 2ND Floor, Regent Chambers, 208, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400 021. Tel.: 022 4344 0103

Form No. MGT-13

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted at the 26th AGM of
Hinduja Global Solutions Limited held on Thursday, September 23, 2021**

To,
Mr. Y.M. Kale
Chairman
Hinduja Global Solutions Limited
Hinduja House, 171, Dr. Annie Besant Road,
Worli, Mumbai- 400 018.

26th Annual General Meeting (the 'AGM') of the Equity Shareholders of Hinduja Global Solutions Limited (the 'Company') held on Thursday, September 23, 2021 by means of Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') commenced at 11:00 AM (IST).

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular 20/ 2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs('MCA') (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/P/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI') commonly referred to as 'Applicable Circulars'

Dear Sir,

I, Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No. 5441 and Certificate of Practice No. 4225), have been appointed as Scrutinizer by Hinduja Global Solutions Limited at its Board Meeting held on August 9, 2021 to scrutinize the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations') read with the "**Applicable Circulars**" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the continuation of COVID -19 (Coronavirus) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars. I submit my report as under:

1. The Company had appointed KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) as the 'Service Provider', for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the AGM.
2. Service Provider is also the Registrar and Share Transfer Agents ('RTA') of the Company.
3. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the AGM, on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Thursday, September 23, 2021.
4. The Service Provider had set up electronic voting facility on their website <https://evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchanges Viz. BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
5. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
6. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast on the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by the service provider.
7. The Company has provided remote e-voting facility on all items of the business sought to be transacted at the AGM held on September 23, 2021. The same commenced on Sunday, September 19, 2021 (9:00 a.m. IST) onwards and concluded on September 22, 2021 (5:00 p.m. IST). The remote e-voting services were provided by the Service Provider.
8. The voting rights were reckoned as on Wednesday, September 15, 2021, being the Cut-off date for the purpose of determining the eligibility of members to vote by Remote e-voting or e-voting at the AGM.
9. Further, during the AGM, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC / OAVM but did not participate in the Remote E-voting to record their votes.
10. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, Service Provider provided me with the names, DP ID / Client ID / Folio nos. and shareholding of the members who had cast their votes through remote e-voting.

11. Subsequently, the votes cast through remote e-voting and voting at meeting were unblocked at around 12.45 p.m. on September 23, 2021 in the presence of two witnesses and the voting summary statement was downloaded from Service Provider (<https://evoting.kfintech.com>).
12. The summary of the results of the remote e-voting and voting through electronic means are as under:

Resolution No. 1a: Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the Reports of the Board of Directors' and the Auditor's thereon; and (Ordinary Resolution)

Resolution No. 1b: Adoption of Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2021 along with the report of the Auditor's thereon. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	212	1,16,89,067	99.9991
Voting through electronic means	7	670	100.0000
Total	219	1,16,89,737	99.9991

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	6	110	0.0009
Voting through electronic means	0	0	0.0000
Total	6	110	0.0009

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	2	2,52,884
Voting through electronic means	0	0
Total	2	2,52,884

The Resolution is passed with requisite majority.

Resolution No. 2: Declaration of final dividend of Rs. 22 per equity share which includes a special dividend of Rs. 15 per equity share (on an equity share of par value of Rs. 10/- each) for the financial year ended March 31, 2021 and Confirmation of three interim dividends aggregating to Rs. 18/-, already paid, per equity share of Rs. 10/- each for the financial year ended March 31, 2021. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	215	1,17,03,569	99.9999
Voting through electronic means	7	670	100.0000
Total	222	1,17,04,239	99.9999

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	4	6	0.0001
Voting through electronic means	0	0	0.0000
Total	4	6	0.0001

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	2	2,52,884
Voting through electronic means	0	0
Total	2	2,52,884

The Resolution is passed with requisite majority.

Resolution No. 3: Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN:00013782), who retires by rotation and being eligible, offered himself for re-appointment. (Ordinary Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	179	1,13,65,630	97.1128
Voting through electronic means	7	670	100.0000
Total	186	1,13,66,300	97.1130

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	39	3,37,904	2.8872
Voting through electronic means	0	0	0.0000
Total	39	3,37,904	2.8870

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	2	2,52,884
Voting through electronic means	0	0
Total	2	2,52,884

The Resolution is passed with requisite majority.

Resolution No. 4: Continuation of Mr. Yashodhan Madhusudan Kale (DIN:00013782) as a Non-Executive Non- Independent Director of the Company after attaining the age of 75 years on November 4, 2022. (Special Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	176	1,13,65,325	97.1121
Voting through electronic means	7	670	100.0000
Total	183	1,13,65,995	97.1122

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	41	3,37,984	2.8879
Voting through electronic means	0	0	0.0000
Total	41	3,37,984	2.8878

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	2	2,52,884
Voting through electronic means	0	0
Total	2	2,52,884

The Resolution is passed with requisite majority.

Resolution No. 5: Approval for sale/ transfer/ hive-off / disposal of the healthcare services business conducted by the Company, its branch office and its subsidiaries (including employees / contracts etc. pertaining to such business, as may be required) as a going concern for an aggregate consideration of USD 1,200,000,000 (United States Dollars One Billion Two Hundred Million) in accordance with the provision of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'). (Special Resolution)

(i) Voted for the Resolution:

Mode	Number of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
Remote e-voting	200	1,15,30,677	98.5366
Voting through electronic means	7	670	100.0000
Total	207	1,15,31,347	98.5367

(ii) Voted against the Resolution:

Mode	Number of members voted	Number of votes cast against the resolution	% of total number of valid votes cast
Remote e-voting	17	1,71,248	1.4634
Voting through electronic means	0	0	0.0000
Total	17	1,71,248	1.4633

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	1	2,52,770
Voting through electronic means	0	0
Total	1	2,52,770

The Resolution is passed with requisite majority.

All the Resolutions mentioned in the Notice convening the 26th AGM as per the details stated above stand passed under remote e-voting and voting conducted at the AGM, with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers from the service provider in respect of the votes cast through remote e-voting and voting conducted at the AGM by the members of the Company. The other relevant records relating to remote e-voting and voting conducted at the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping after the Chairman considers, approves and signs the minutes.

Rupal
Dhiren
Jhaveri

Digitally signed by Rupal Dhiren Jhaveri
DN: cn=Rupal Dhiren Jhaveri,
c=IN, o=Hinduja Global Solutions Limited,
ou=Hinduja Global Solutions Limited,
email=Rupal.Dhiren.Jhaveri@hinduja.com,
serial=1001, date=2021.09.24 12:28:44 +05'30'

Rupal D. Jhaveri
Practicing Company Secretary
F.C.S No.: 5441
CP No.: 4225

Place: Mumbai

Date: September 24, 2021

Countersigned by:



 **Hinduja Global Solutions Limited**

Place: Mumbai

Date: September 24, 2021

	HINDUJA GLOBAL SOLUTIONS LTD.
Date of the AGM/EGM	23-09-2021
Total number of shareholders on record date	26427
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	55

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - 1(a) Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021 along with the Reports of the Board of Directors' and the Auditor's thereon; and 1(b) Adoption of Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2021 along with the report of the Auditor's thereon.							
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	140,29,452	112,06,005	79.8749	112,06,005	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		112,06,005	79.8749	112,06,005	0	100.0000	0.0000
Public- Institutions	E-Voting	14,65,346	3,24,555	22.1487	3,24,555	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,24,555	22.1487	3,24,555	0	100.0000	0.0000
Public- Non Institutions	E-Voting	53,86,118	1,58,617	2.9449	1,58,507	110	99.9306	0.0694
	Poll		670	0.0124	670	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,59,287	2.9573	1,59,177	110	99.9309	0.0691
Total		208,80,916	116,89,847	55.9834	116,89,737	110	99.9991	0.0009

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of final dividend of Rs. 22 per equity share which includes a special dividend of Rs. 15 per equity share (on an equity share of par value of Rs. 10/- each) for the financial year ended March 31, 2021 and Confirmation of three interim dividends aggregating to Rs. 18/-, already paid, per equity share of Rs. 10/- each for the financial year ended March 31, 2021.							
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	140,29,452	112,06,005	79.8749	112,06,005	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		112,06,005	79.8749	112,06,005	0	100.0000	0.0000
Public- Institutions	E-Voting	14,65,346	3,38,953	23.1313	3,38,953	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,953	23.1313	3,38,953	0	100.0000	0.0000
Public- Non Institutions	E-Voting	53,86,118	1,58,617	2.9449	1,58,611	6	99.9962	0.0038
	Poll		670	0.0124	670	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,59,287	2.9573	1,59,281	6	99.9962	0.0038
Total		208,80,916	117,04,245	56.0524	117,04,239	6	99.9999	0.0001

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - : Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN:00013782), who retires by rotation and being eligible, offered himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	140,29,452	112,06,005	79.8749	112,06,005	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		112,06,005	79.8749	112,06,005	0	100.0000	0.0000
Public- Institutions	E-Voting	14,65,346	3,38,953	23.1313	3,306	3,35,647	0.9753	99.0247
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,953	23.1313	3,306	3,35,647	0.9754	99.0246
Public- Non Institutions	E-Voting	53,86,118	1,58,576	2.9442	1,56,319	2,257	98.5767	1.4233
	Poll		670	0.0124	670	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,59,246	2.9566	1,56,989	2,257	98.5827	1.4173
	Total	208,80,916	117,04,204	56.0522	113,66,300	3,37,904	97.1130	2.8870

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of Mr. Yashodhan Madhusudan Kale (DIN:00013782) as a Non-Executive Non- Independent Director of the Company after attaining the age of 75 years on November 4, 2022.							
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	140,29,452	112,06,005	79.8749	112,06,005	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		112,06,005	79.8749	112,06,005	0	100.0000	0.0000
Public- Institutions	E-Voting	14,65,346	3,38,953	23.1313	3,306	3,35,647	0.9753	99.0247
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,38,953	23.1313	3,306	3,35,647	0.9754	99.0246
Public- Non Institutions	E-Voting	53,86,118	1,58,351	2.9400	1,56,014	2,337	98.5241	1.4759
	Poll		670	0.0124	670	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,59,021	2.9524	1,56,684	2,337	98.5304	1.4696
Total		208,80,916	117,03,979	56.0511	113,65,995	3,37,984	97.1122	2.8878

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for sale/ transfer/ hive-off / disposal of the healthcare services business conducted by the Company, its branch office and its subsidiaries (including employees / contracts etc. pertaining to such business, as may be required) as a going concern for an aggregate consideration of USD 1,200,000,000 (United States Dollars One Billion Two Hundred Million) in accordance with the provision of section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations').							
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	140,29,452	112,06,005	79.8749	112,06,005	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		112,06,005	79.8749	112,06,005	0	100.0000	0.0000
Public- Institutions	E-Voting	14,65,346	3,37,303	23.0187	1,68,411	1,68,892	49.9286	50.0714
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,37,303	23.0187	1,68,411	1,68,892	49.9287	50.0713
Public- Non Institutions	E-Voting	53,86,118	1,58,617	2.9449	1,56,261	2,356	98.5146	1.4854
	Poll		670	0.0124	670	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,59,287	2.9573	1,56,931	2,356	98.5209	1.4791
Total		208,80,916	117,02,595	56.0445	115,31,347	1,71,248	98.5367	1.4633