

September 2, 2022

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/ Madam,

Sub: Disclosure of Voting Results of the remote e-voting and voting at the meeting of the Equity Shareholders of Hinduja Global Solutions Limited held on September 2, 2022 at 1.00 p. m. and Scrutinizer’s Report - Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is in continuation to our earlier letter dated July 30, 2022 wherein it was informed that the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) vide its Order dated July 29, 2022, has, *inter-alia*, directed to convene the meeting of the Equity Shareholders of Hinduja Global Solutions Limited on Friday, September 2, 2022 at 1:00 p.m. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

In this regard, we have to inform you that the Notice of said meeting along with the Explanatory Statement and all other annexures was sent to the Shareholders on July 30, 2022 seeking the approval of the Shareholders of the Company for the following resolution:

Sl. No.	Descriptions of Resolution
1.	To consider, and if thought fit, approve, the Scheme of Arrangement between NXTDIGITAL Limited (“Demerged Company”) and Hinduja Global Solutions Limited (“Resulting Company”) and their respective shareholders (“Scheme of Arrangement”) under the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The Company has provided voting facility through remote e-voting to the Equity Shareholders of the Company in respect of the resolution proposed to be passed at the Meeting. The remote e-voting commenced on Monday, August 29, 2022 at 9.00 a.m. (IST) and ended on Thursday, September 1, 2022 at 5:00 p.m. (IST). The Company has also provided facility for voting through ballot at the venue of the meeting.

A person whose name appeared 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, August 26, 2022 were entitled to avail the facility of remote e-voting or voting at the Meeting.

We wish to inform you that the above resolution has been approved by the Shareholders of the Company today i.e. September 2, 2022 with requisite majority i.e. majority in number representing three-fourth in value.

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



Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of combined voting results (i.e. results of remote e-voting and voting at the venue of the meeting) for the said Resolution 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. Fin Technologies Limited at <https://evoting.kfintech.com>

Kindly take the above information on record.

Thanking You,

For **Hinduja Global Solutions Limited**

Narendra Singh
Company Secretary

Encl: As above

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HINDUJA GROUP

Amrita Nautiyal & Associates

Practising Company Secretary

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

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing of Obligations and Disclosure Requirements) Regulation, 2015 and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") vide its Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022]

To,

Ms. Bhumika Batra

Chairman appointed by the Hon'ble NCLT for the meeting of Equity Shareholders of Hinduja Global Solutions Limited.

Dear Madam,

Sub : Consolidated Scrutinizer's Report for remote e-voting and voting at the Tribunal Convened Meeting of the Equity Shareholders ("Meeting") of Hinduja Global Solutions Limited in connection with the resolution detailed in notice dated July 29, 2022 ("Notice"), convening Meeting of the Company on Friday, September 2, 2022, at 1.00 p.m.(IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 in pursuance of directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal ") vide it's Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022.

I, Amrita D.C. Nautiyal, Practising Company Secretary, proprietor at Amrita Nautiyal & Associates have been appointed as Scrutinizer by Hon'ble NCLT for the purpose of remote E-voting process ("Remote e-voting") as well as voting by use of electronic means or ballot papers at the meeting ("Voting") in respect of resolution proposed at the meeting held on Friday, September 2, 2022, at 1.00 p.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018, in accordance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and Secretarial Standard on General Meetings ("SS2") issued by the Institute of Company Secretaries of India in pursuance of directions issued by the Hon'ble NCLT, Mumbai Bench vide it's Order dated July 29, 2022 in the Company Scheme Application C.A.(CAA)/155/2022



Amrita Nautiyal & Associates

Practising Company Secretary

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Tel-Fax: 022 26830079/80

I do hereby submit my Report as under: -

- a. The Company appointed KFin Technologies Limited ("KFinTech") as the **Service Provider** for providing the facility for voting by the equity shareholders through remote e-voting. Further, the Company also provided the facility to vote by ballot papers at the venue of the meeting.
- b. KFinTech is also the Registrar and Transfer Agent ("RTA") of the Company.
- c. KFinTech had provided a system for recording the votes of the equity shareholders electronically through remote e-voting on the item of the business sought to be transacted at the meeting of the Company, which was held on Friday, September 02, 2022.
- d. KFinTech had set up remote e-voting facility at <https://evoting.kfintech.com>. The Company had uploaded Notice of the meeting, *inter-alia*, containing the item of the business to be transacted at the meeting 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 equity shareholders to cast their vote through remote e-voting.
- e. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the voting done through the remote e-voting and voting at the Meeting by ballot papers on the resolution contained in the Notice of the Meeting.
- f. My responsibility as a Scrutinizer for the voting process [through remote e-voting and voting at the Meeting by ballot papers, was restricted to scrutinize the remote e-voting and voting process at the venue of the Meeting, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by KFin Tech and ballot papers scrutinized.
- g. The **Cut-off date** was **Friday, August 26, 2022** for the purpose of deciding the equity shareholders entitled to vote through remote e-voting and voting at the Meeting on the resolution seeking their approval.
- h. The remote e-voting period commenced at **9:00 A.M. (IST) on Monday, August 29, 2022** and closed at **5:00 P.M.(IST) on Thursday, September 01, 2022.**



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- i. The Company completed the dispatch of the Notice of the meeting by electronic mode to those equity shareholders whose email IDs are registered with the KFinTech / Depositories/Company and through courier/mail, physically to those equity shareholders who have not registered their email IDs with the KFinTech / Depositories/ Company on **July 30, 2022**. The Notices contained the detailed procedure to be followed by the equity shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.
- j. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standards (Mumbai Edition) on August 1, 2022 and translation thereof in Marathi language in "Sakal" on August 1, 2022 (Mumbai Edition) respectively.
- k. KFinTech provided me the names, DPID-Client ID/Folio Numbers and shareholding of equity shareholders who had cast their votes through remote e-voting and voting through ballot papers at the meeting.
- l. After completion of voting process at the Meeting, the votes cast through voting at the Meeting and through remote e-voting prior to the date of the Meeting were unblocked and downloaded from the e-voting website of KFinTech. The remote e-voting data / results downloaded from the e-voting system of KFinTech and the ballot papers submitted by the equity shareholders were scrutinised and reviewed, votes were counted and results were prepared.
- m. The Consolidated result of the voting for the Hon'ble NCLT Convened Meeting is as under: -

To consider and approve the Scheme of Arrangement between NXTDIGITAL Limited ("Demerged Company") and Hinduja Global Solutions Limited ("Resulting Company") and their respective shareholders under Sections 230-232 and other applicable provisions, if any, of the Companies Act, 2013.



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	No. of Members who cast their votes through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Members who cast their votes through Ballot papers at Tribunal Convened Meeting (C)	No. of votes cast through Ballot papers at Tribunal Convened Meeting (D)	Total valid confirmations of remote e-voting and Ballot paper at Tribunal Convened Meeting (A+C)	Total votes cast (B+D)	Percentage of total votes cast (%)
Votes cast in favour of the resolution	255	67,94,867	171	2,61,525	426	70,56,392	94.2567
Votes cast against the resolution	41	4,29,964	0	0	41	4,29,964	5.7433
Total	296	72,24,831	171	2,61,525	467	74,86,356	100.0000

5 (Five) members representing 101 votes abstained from voting.

Based on the foregoing, the Resolution as stated in the Notice of the Meeting of the Company **Stands Passed** with the 94.2567% i.e. more than requisite majority in accordance with the requirements of section 230 of the Companies Act, 2013 on the the date of the Tribunal Convened Meeting i.e. Friday, September 2, 2022, at 1.00 p.m. (IST) held at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400018 of equity shareholders through electronic means and ballot papers.

The electronic data & ballots papers and all other relevant records relating to the voting are under my safe custody and will be handed over to the Company for preserving safely after Chairman considers, approves and signs the minutes of Tribunal Convened Meeting.

Place: Mumbai

Date: 02nd September, 2022

For Amrita Nautiyal & Associates

PR. No: 1332/2021

CS Amrita Nautiyal
Proprietor

FCS No: 5079 / C P No: 7989

UDIN: F005079D000893483



Name of the Company	HINDUJA GLOBAL SOLUTIONS LIMITED
Date of the AGM/EGM	02-09-2022
Total number of shareholders on record date	58625
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	312
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL (Majority in number representing three-fourth in value) - To consider and approve the Scheme of Arrangement between NXTDigital Limited (Demerged Company) and Hinduja Global solutions Limited (Resulting Company) and their respective shareholders under section 230-232 and other applicable provisions if any, of the Companies Act 2013.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	ö									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,80,58,904	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	64,35,275	62,15,165	96.5796	58,29,552	3,85,613	93.7956	6.2043	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		62,15,165	96.5796	58,29,552	3,85,613	93.7956	6.2044	0	0
Public- Non Institutions	E-Voting	73,00,953	10,09,666	13.8292	9,65,315	44,351	95.6073	4.3926	0	101
	Poll		2,61,525	3.5821	2,61,525	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,71,191	17.4113	12,26,840	44,351	96.5111	3.4889	0	101
Total		4,17,95,132	74,86,356	17.9120	70,56,392	4,29,964	94.2567	5.7433	0	101