

September 28, 2022

**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 the 27<sup>th</sup> Annual General Meeting held on September 28, 2022**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to enclose herewith the proceedings of 27<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Wednesday, September 28, 2022 through Video Conferencing / Other Audio Video Means. The AGM commenced at 11:00 a.m. and concluded at 12.33 p.m.

Kindly take the above on records.

Thanking you,

For **Hinduja Global Solutions Limited**

**Narendra Singh**  
**Company Secretary**

Encl.: As above

**SUMMARY OF THE PROCEEDINGS OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED HELD ON WEDNESDAY, SEPTEMBER 28, 2022 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS**

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27<sup>th</sup> Annual General Meeting ('AGM') of the Members of Hinduja Global Solutions Limited (the 'Company') was held on Wednesday, September 28, 2022 at 11:00 a.m. (IST) through video conferencing / other audio visual means ("VC") 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 and General Circular No. 2/2022 dated May 5, 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/CMD1/CIRP/2022/62 dated May 13, 2022, and other applicable circulars issued in this regard.

Mr. Narendra Singh, Company Secretary requested Mr. Y. M. Kale, Chairman of the Board to Chair the Meeting.

Mr. Y.M. Kale, Chairman of the Board took the Chair and conducted the proceedings of the AGM. He informed the Members that it was 11:00 a.m. (IST) and welcomed the Members to the 27<sup>th</sup> AGM of the Company. Since the requisite quorum was present, the Chairman called the Meeting to order. He informed the Members that the AGM was being held through VC in accordance with the MCA Circulars and SEBI Circulars.

Thereafter, the Chairman introduced all the Board Members, the CFO and the Company Secretary who had joined the Meeting. He also informed the Members about the presence of Mr. Vikas Bagaria, Partner of M/s. Deloitte Haskins & Sells LLP; Mr. Gaurav Poddar and Mr. Snehal Shah, Partners of M/s. Haribhakti & Co LLP, the new Statutory Auditors of the Company and also Ms. Amrita Nautiyal, Practicing Company Secretary, Secretarial Auditor of the Company and Scrutinizer to conduct the process of e-voting.

The Chairman then informed that the Statutory Registers and documents referred to in the AGM Notice dated August 25, 2022 convening AGM have been made available to the Members electronically for inspection during the continuance of the Meeting.

He then gave details relating to representation of Corporate Entities received by the Company and stated that requirement of appointing proxies was not applicable as there was no physical attendance of the Members.

With the permission of the Members, the AGM Notice dated August 25, 2022 convening 27<sup>th</sup> AGM, together with the Annual Report 2021-22, including message of the Chairman of the Board and CEO's message, circulated electronically, were taken as read.

The Chairman said that Notice convening the AGM included 6 items (Ordinary and Special Businesses) and read out the title of such businesses and stated as follows:

- Explanatory Statement in respect of each of the Special business contained complete material facts of each of the resolution.
- 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 Chairman confirmed that Auditor's Report on Financial Statements for the financial year ended March 31, 2022 does not contain any qualifications or adverse remarks. He also informed that the Secretarial Audit Report for the Financial Year ended March 31, 2022, does not contain any qualifications, reservations or adverse remarks.

Thereafter, Mr. Y. M. Kale briefed the Members about all items of the AGM Notice. Mr. Y. M. Kale then requested Mr. Partha DeSarkar to make a presentation on the Company's operation. Accordingly, Mr. Partha DeSarkar, Whole-time Director made a presentation which covered FY 2021-22: An extraordinary eventful year, HGS's new brand identity, HGS' Five New Values, HGS at a Glance, performance Snapshot (Revenue performance, EBITDA performance, PAT performance, Revenue by Delivery Location & Origination, Channel mix and Client concentration), Business highlights (Key business update – Acquisition of Diversify, NXTDigital Transaction, HGS is a responsible corporate citizen) and What lies ahead (Great Start to FY 2023 and What Next – Building HGS as a new kind of digital CX company). The Chairman then invited Members 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 provided suggestions.

The Chairman then requested the Whole-time Director, the CFO, and the Company Secretary to respond to questions. The CFO and the Company Secretary adequately responded to the questions. The Members were informed that in case any question remained unanswered, the Members could send their queries by email to the Company.

The Chairman briefed about the process of e-voting as follows:

- The Company had provided to the Members the facility to cast their votes through remote e-voting system administered by KFin Technologies Limited ('KFin'), Registrar and Share Transfer Agents of the Company;
- Remote e-voting period commenced on Saturday , September 24, 2022 at 9:00 a.m.(IST) and ended on Tuesday , September 27, 2022 at 5:00 p.m. (IST); 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 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 from 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 12.33 p.m.

The following items of business, as per the Notice of the 27<sup>th</sup> AGM dated August 25, 2022 were transacted at the Meeting:

S. No	Resolutions description
1.	Adoption of: a. Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2022 and the Reports of the Directors and Auditors thereon; and b. Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon. <b>(Ordinary resolution)</b>
2	Declaration of final dividend of ₹25 per equity share (on an equity share of par value of ₹10/- each) for the financial year ended March 31, 2022; and confirmation of four interim dividends aggregating to ₹195, already paid, per equity share of ₹10/- each for the financial year ended March 31, 2022. <b>(Ordinary resolution)</b>
3	Appointment of Mr. Sudhanshu Tripathi (DIN: 06431686), who retires by rotation and being eligible, offered himself for re-appointment. <b>(Ordinary resolution)</b>
4	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W/ W100048) as the Statutory Auditors of the Company. <b>(Ordinary resolution)</b>
5	Appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director <b>(Special resolution)</b>
6.	Appointment of Mr. Paul Abraham (DIN: 01627449) as a Non-Executive Director <b>(Ordinary resolution)</b>

All the above resolutions have been passed with the requisite majority.

For **Hinduja Global Solutions Limited**

**Narendra Singh**  
Company Secretary

Membership No.: F4853

Place: Mumbai  
Date: September 28, 2022