



HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Ph. No.: 022-2496 0707

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of **Hinduja Global Solutions Limited** will be held on Wednesday, September 28, 2022 at 11:00 a.m. (IST) **through Video Conferencing/ Other Audio-Visual Means ('VC')** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2022, 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, 2022, along with the report of the Auditors thereon.
2. To declare a 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 to confirm four interim dividends aggregating to ₹195 already paid, per equity share of ₹10/- each for the financial year ended March 31, 2022.
3. To consider appointment of a Director in place of Mr. Sudhanshu Tripathi (DIN: 06431686), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass

the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sudhanshu Tripathi (DIN: 06431686), who retires by rotation, be and is hereby re-appointed as a Director (Non-Executive) liable to retire by rotation."

4. To consider appointment of M/s. Haribhakti & Co. LLP as the Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Audit and Auditors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W/ W100048) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five

years from the conclusion of this 27th Annual General Meeting ('AGM') till the conclusion of the 32nd AGM of the Company to be held in the calendar year 2027, at a remuneration upto ₹2.25 crores to conduct the audit for the financial year 2022-23 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out of pocket expenses incurred; and the Board of Directors be and is hereby further authorized to finalize the remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office upto the conclusion of the 32nd AGM of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To appoint Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Mr. Pradeep Udhas (DIN: 02207112), who was appointed as an Additional Director (Independent Director) of the Company with effect from August 25, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to this Annual General Meeting ('AGM') of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read

with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Pradeep Udhas, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from August 25, 2022.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, Mr. Pradeep Udhas shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Independent Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. To appoint Mr. Paul Abraham (DIN: 01627449) as a Non-Executive Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment

and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Mr. Paul Abraham (DIN: 01627449), who based on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company with effect from August 25, 2022, designated as Non-Executive Non-Independent Director, and who holds office up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as the Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and other applicable

provisions of the Act and the Rules made thereunder and applicable regulations of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Paul Abraham shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-executive Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

By Order of the Board
For **Hinduja Global Solutions Limited**

Narendra Singh
Company Secretary
F4853

Place : Mumbai

Date : August 25, 2022

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide 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') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2022/62 dated May 13, 2022, and other applicable circulars issued in this regard, have permitted companies to conduct Annual General Meeting ('AGM') through video conferencing or other audio visual means ('VC') till December 31, 2022, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), the 27th AGM of the Company is being convened and conducted through VC. The deemed venue for the 27th AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 27th AGM through the VC facility provided by KFin Technologies Limited (Formerly Known as KFin Technologies Private Limited) ('KFin' or 'KFintech'), Registrar and Share Transfer Agent ('RTA') of the Company. The instructions for participation by Members is Annexed to this notice. Participation at the AGM through VC shall be allowed on a first-come-first-serve basis.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses are annexed hereto.
4. As per the provisions under the MCA Circulars, Members attending the 27th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions of remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to e-voting that will take place at the 27th AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote through e-voting that will take place at the AGM. The Members who cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The Company has appointed Ms. Amrita D. C. Nautiyal, Practicing Company Secretary, Mumbai, (Membership No.: FCS 5079 and C. P. No. 7989) of M/s. Amrita Nautiyal & Associates, to act as the Scrutinizer, to scrutinize the remote e-voting and e-voting that will take place at the 27th AGM through VC in a fair and transparent manner.
8. As per the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the 27th AGM is being held through VC as per the MCA Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Members will not be made available for the 27th AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
9. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 27th AGM through VC facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Section 113 of the Act to attend the AGM through VC or to vote through remote e-voting on their behalf, are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution.
10. In case of joint holders, the Members whose name appears as the first holder in the order of

names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. Book Closure and dividend

The Register of Members and Share Transfer books of the Company will be closed from Tuesday, September 27, 2022 to Wednesday, September 28, 2022 (both days inclusive) for the purpose of AGM and payment of final dividend.

The final dividend of ₹25 per equity share of ₹10 each (250%), if declared at the AGM, will be paid subject to the deduction of tax at source ('TDS') on or before Friday, October 14, 2022 to those Members/ beneficial owners whose names appear as per the list furnished by the National Securities Depository Limited's ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in electronic form/ Register of Members as on Monday, September 26, 2022.

12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct income tax from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (the 'IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ its RTA, i.e., KFin by sending documents at its e-mail ID investor.relations@teamhgs.com / einward.ris@kfintech.com or update the same by visiting the link: <https://ris.kfintech.com/form15/> on or before Wednesday, September 21, 2022 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax rate. No communication/ documents on the tax determination/ deduction shall be considered after Wednesday, September 21, 2022.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least 7 (seven) days before the date of the

AGM, so that, the requested information may be made available at the Meeting.

14. In line with the MCA Circulars, the notice (including remote e-voting instructions) of the 27th AGM along with the Annual Report 2021- 22 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2021-22 will also be available on the Company's website at <https://www.teamhgs.com/investors/annual-reports?period=687>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>.

Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, i.e., KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

15. The details of the Director seeking re-appointment and appointments are provided in Annexure A, Annexure B and Annexure C of this Notice. The Company has received the requisite consents/ declarations for such re-appointment and appointment under the Act, and the rules made thereunder and other applicable laws. Further, the relevant details pursuant to Regulations 30 and 36(3) of the SEBI Listing Regulations, and Secretarial Standards on General Meetings, in respect of Item Nos. 3, 5 and 6 are set out as an Annexure A, Annexure B and Annexure C respectively to the Notice.
16. Members who hold shares in dematerialized form and want to provide/ change/ correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion

of name of deceased joint holder and change in the bank account details. While making payment of dividend, RTA is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

17. Members holding shares in physical form are requested to notify/ send the following to the Company's RTA, i.e., KFin Technologies Limited (Unit: Hinduja Global Solutions Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032 to facilitate better service:
 - i) Any change in their address/ mandate/ bank details/ email address;
 - ii) Particulars of their bank account, for printing on the dividend warrants/ drafts (to help prevent fraudulent encashment), in case the same have not been sent earlier; and
 - iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
18. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
19. As per Regulations 39 and 40 of the SEBI Listing Regulations, as amended, listed companies can effect issuance of duplicate securities certificate; renewal / exchange, endorsement, sub-division/ split, consolidation of securities certificate; transfer, transmission and transposition, as applicable in Dematerialised form only with effect from January 24, 2022.

Further, SEBI vide its circular dated November 3, 2021, read with clarification dated December 14, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective January 1, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and

Nomination documents/details are updated. On or after April 1, 2023, in case of any of the above cited documents/details are not available in the folios, RTA shall be constrained to freeze such folios.

In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://www.teamhgs.com/investors/other-reports> or contact the Company's RTA - KFin Technologies Limited at einward.ris@kfintech.com for assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at <https://www.teamhgs.com/investors/other-reports>

Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or KFin.

20. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its RTA the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
21. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company and the Company's RTA of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned DP(s), as the case may be:-

- a) the change in the residential status on return to India for permanent settlement, and
- b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

24. Members who wish to claim their unclaimed dividend, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's RTA, i.e., KFin, for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at www.hgs.cx. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven (7) years from the date of transfer to the Company's Unpaid dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been claimed for seven (7) consecutive years or more shall be transferred to demat account of the IEPF Authority within a period of thirty (30) days of such shares becoming due to be transferred.

In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

25. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 23, 2021 (date of last Annual General Meeting) on its website at <https://www.teamhgs.com/investors/corporate-information/details-unclaimed-dividend> and also on the website of the Ministry of Corporate Affairs.

26. The following documents will be available for inspection by the Members electronically during the 27th AGM. Members seeking to inspect such documents can send an email to investor.relations@teamhgs.com

- a) Certificate from the Secretarial Auditors relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- b) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act.

Members may note that all documents referred to in this Notice and Explanatory Statement will be available for electronic inspection without any fee by the members from the date of dispatch of this notice up to the date of AGM based on the request being sent by the members on e-mail to investor.relations@teamhgs.com

In case of any queries regarding the Annual Report, the Members may write to investor.relations@teamhgs.com

27. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Company's RTA.

28. In accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014,

as amended from time to time, the Company has fixed Wednesday, September 21, 2022 as the cut-off date to determine the eligibility of Members to vote by electronic means (i.e., remote e-voting) or e-voting during the AGM through VC. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Wednesday, September 21, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting during the 27th AGM through VC.

The remote e-voting period commences at 9:00 a.m.(IST) on Saturday, September 24, 2022 and ends at 5:00 p.m. (IST) on Tuesday, September 27, 2022.

29. FIFO entry into e-AGM for large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. is not restricted.

30. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM, through e-Voting agency KFin Technologies Limited. The facility of casting votes by a member using remote e-Voting system as well as e-voting that will take place at the 27th AGM, will be provided by KFin.

Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system that will take place at the 27th AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Sudhanshu Tripathi (DIN: 06431686), a Non-Executive Non-Independent Director, is liable to retire by rotation at the 27th Annual General Meeting ('AGM') to be held on September 28, 2022. Mr. Sudhanshu Tripathi was appointed as a Director, at the 25th AGM held on September 30, 2020.

In compliance with the provisions of Section 152 of the Companies Act, 2013, it is necessary for Mr. Sudhanshu Tripathi, Director to come up for retirement by rotation at the ensuing AGM. Mr. Sudhanshu Tripathi, being eligible, has offered himself for re-appointment as a Director and consent of the Members would be required by way of an Ordinary Resolution at the 27th AGM to be held on September 28, 2022.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their meeting held on August 8, 2022 and August 12, 2022 respectively, have approved and recommended the re-appointment of Mr. Sudhanshu Tripathi and his continuation as Non-Executive Non-Independent Director of the Company.

Mr. Sudhanshu Tripathi is not related to any other Directors of the Company. Except for Mr. Sudhanshu Tripathi, who is being re-appointed, none of the Directors, Key Managerial Personnel and their relatives, concerned / interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the accompanying Notice.

Details of Mr. Sudhanshu Tripathi, pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in 'Annexure A' to the Notice.

Item No. 4

The Members of the Company at the 22nd Annual General Meeting ('AGM') held on September 28, 2017 approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. Deloitte Haskins & Sells will complete their present term

on the conclusion of 27th AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

In view of the above, the Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 32nd AGM to be held in the calendar year 2027. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration upto ₹ 2.25 crores for the financial year 2022-23 as set out in the Resolution relating to their appointment.

M/s. Haribhakti & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949 and applicable Rules thereunder. Besides the Audit services, the Company would also obtain certifications which are to be received from the statutory auditors under various laws/regulations. The Board of Directors and the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the remaining part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

The details required to be disclosed under the provisions of Regulation 36(5) of SEBI Listing Regulations, as amended, are as follows:

- a. **Proposed Fee:** Keeping in view the business/ operations, continuing activities and presence of the Company in different locations, it is proposed to pay upto ₹2.25 crores (excluding applicable taxes and reimbursement of out-of-

pocket expenses) for limited review and audit of financial statements for FY 2022-23. The Audit Committee and/or the Board of Directors be authorized to decide and finalize the fees for the remaining tenure of M/s. Haribhakti & Co. LLP as Statutory Auditors.

- b. **Term of appointment:** For a period of five consecutive years from conclusion of 27th AGM till conclusion of 32nd AGM to carry out the audit of Financial Statements/ Annual Financial Results and Limited Review of unaudited quarterly Financial Results of the Company. All other terms of appointment shall be as per the Letter of Engagement.
- c. **Basis of recommendation for appointment:** The Audit Committee and the Board have considered various evaluation criteria with respect to audit firms, their experience and presence, market perception, clientele in various sectors etc.
- d. **Credentials of statutory auditors to be appointed:** Haribhakti & Co. LLP, Chartered Accountants, founded in the year 1954 by Mr. V. B. Haribhakti, has been in operation for 68 years now. It has 450+ members including Partners, Directors, Associate Directors, Managers, Associates, Article Trainees, etc. It offers a whole range of assurance, accounting, advisory and consulting services, nationally and internationally, through separate service divisions viz., Audit & Assurance, Risk & Advisory, Corporate Finance Advisory, Tax & Regulatory and Global Knowledge Services. It is nationally integrated firm having own branch network in major cities namely Mumbai, Delhi, Bengaluru, Kolkata, Chennai and Ahmedabad. It serves wide variety of clientele in the various sectors namely IT & ITES, Manufacturing, Infrastructure & Real Estate, Engineering & Construction, Power & Energy, Oil & Gas, Pharmaceutical, PSBs, PSUs, NGOs, Trusts, etc.

M/s. Haribhakti & Co. LLP have also provided confirmation that they hold a valid certificate issued by the 'Peer Review Board of ICAI'.

In view of the above, the Board recommends appointment of M/s. Haribhakti & Co. LLP as Statutory Auditor, for approval of the members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is

in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the accompanying Notice.

Item No. 5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on August 25, 2022, approved the appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Additional Director, designated as an Independent Director of the Company, with effect from August 25, 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, the Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Pradeep Udhas, holds office up to the date of the ensuing Annual General Meeting ('AGM') of the Company. Further, in accordance with the provisions of the SEBI Listing Regulations, appointment of an Independent Director requires approval of members of the Company by way of Special Resolution.

Mr. Pradeep Udhas is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is also not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. Further, the Company has also received declaration from Mr. Pradeep Udhas that he meets the criteria of independence as prescribed under both Section 149(6) of the Act and the SEBI Listing Regulations. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Pradeep Udhas for the office of a Director of the Company.

In the opinion of the Board, Mr. Pradeep Udhas fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Pradeep Udhas is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Pradeep is also an Independent Director of IndusInd bank and Monde Group (USA). Earlier, Mr. Pradeep Udhas was a Senior Partner to KPMG

India which he co-founded 27 years ago. He has held various senior positions including Global roles in KPMG, incubated many new services, building up to multi-million dollar businesses. He has also been a founder of e2e Technologies, a US based Solution Architecture firm and has set up Greater Pacific Capital, a PE firm's India operations. His extensive background in global business, management consulting, technology, private equity and quality systems makes him uniquely qualified to pursue innovative global strategies.

Details of Mr. Pradeep Udhas, pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in 'Annexure B' to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of letter of appointment of Mr. Pradeep Udhas setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor.relations@teamhgs.com

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pradeep Udhas on the Board of the Company and accordingly recommends the appointment of Mr. Pradeep Udhas as an Independent Director as stated in the Item No. 5 for approval by the Members as a Special Resolution.

Except for Mr. Pradeep Udhas, who is being appointed, none of the Directors, Key Managerial Personnel and their relatives, are concerned / interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the accompanying Notice.

Item No. 6

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on August 25, 2022, approved the appointment of Mr. Paul Abraham (DIN: 01627449) as an Additional Director, designated as Non-executive Non-Independent Director of the Company, with effect from August 25, 2022, pursuant to the provisions of Section 161(1)

of the Companies Act, 2013, ('the Act') read with the Articles of Association of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, the Article of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Paul Abraham, holds office up to the date of the ensuing Annual General Meeting ('AGM') of the Company. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Paul Abraham for the office of a Director of the Company.

Mr. Paul Abraham is President of the Hinduja Foundation which is the Philanthropic arm of the Hinduja Group that directs and coordinates the CSR spends of the 14 group companies in India in key areas like Water Stewardship, Health and Education, Environment and Sports. He also sits on the Boards of the not for profit Hinduja Hospital in Mumbai and PD Hinduja Hospital, Bangalore and is an Advisor to the Hinduja College.

A banker with over 38 years of experience, Mr. Paul was COO at IndusInd Bank. Prior to that he has had senior management stints across multiple functions with multinational Banks ABN AMRO and ANZ Grindlays and worked in multiple geographies like India, Dubai and Singapore.

Mr. Paul Abraham is also an Advisor to the Indian Sanitation Council hosted by FICCI and is a Member of FICCI's Water mission.

Mr. Paul has a Post Graduate Degree in Business Management from IIM Ahmedabad and a Bachelor's Degree in Economics (Hons) from St. Stephen's College, Delhi.

Mr. Paul Abraham is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Details of Mr. Paul Abraham, pursuant to the provisions of (i) the SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, are provided in 'Annexure C' to the Notice. He shall be paid remuneration by

way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Paul Abraham on the Board of the Company and accordingly recommends the appointment of Mr. Paul Abraham as Non-Executive Non-Independent Director as stated in the Item No. 6 for approval by the Members as an Ordinary Resolution.

Except for Mr. Paul Abraham, who is being appointed, none of the Directors, Key Managerial Personnel and their relatives, are concerned / interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the accompanying Notice.

By Order of the Board
For **Hinduja Global Solutions Limited**

Narendra Singh
Company Secretary
F4853

Place : Mumbai
Date : August 25, 2022

ANNEXURE 'A' TO THE NOTICE

Information pursuant to the Regulation 30 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of Director seeking Reappointment

(Item No. 3 of the Notice)

| | |
|---|--|
| Name of the Director | Mr. Sudhanshu Tripathi |
| DIN | 06431686 |
| Date of Birth/ Age | June 7, 1959 – 63 years |
| Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS') | September 30, 2019 |
| Qualification | B.E., MBA |
| Brief resume and nature of expertise in functional areas. | <p>Mr. Sudhanshu Tripathi is a member of Hinduja Group's apex Global Leadership. Apart from collective leadership responsibilities, he oversees:</p> <ul style="list-style-type: none"> i) Board Governance, effectiveness and assessment process ii) Group Human Capital Strategy & Execution iii) Group leadership lifecycle <p>He is Director on Board of GOCL Corporation Ltd., NXTDigital Ltd., Hinduja Leyland Finance Ltd. and IDL Explosive Ltd. He is a seasoned HR professional with over 36 years of work experience; 23 of them at leadership level. He has had direct exposure of Telecom, IT, Engineering, Metal, Power, Financial Sources, Media and other diversified domains and brings a strong business perspective to his work. He has worked as a shop floor Engineer, IT Specialist, Management Development Professional before choosing HR as career. He specialises in very large and diversified multi location conglomerates.</p> |
| Relationship between Directors/ KMP inter-se. | None |
| Name of the listed companies in which the person holds Directorships (excluding HGSL). | GOCL Corporation Limited NXTDigital Limited |
| Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities). | <p>GOCL Corporation Limited</p> <p>Audit Committee - Member</p> <p>Stakeholder Relationship Committee - Chairman</p> <p>NXTDigital Limited</p> <p>Audit Committee – Member</p> <p>Stakeholder Relationship Committee - Member</p> |
| Name of the listed entities from which the person has resigned in past three years. | None |
| Number of meetings of the Board attended during the year 2021-22. | Attended all the 15 Board Meetings of the Company. |
| Details of Shareholding of Non - Executive Director, including shareholding as a beneficial owner | NIL |
| Terms and conditions of appointment | Non-Executive Director, liable to retire by rotation. |
| Details of remuneration last drawn (for FY 2021-22) | Refer Report on Corporate Governance FY 2021-22 |
| Details of remuneration sought to be paid in 2021-22 | Sitting Fees and Commission as recommended by the Nomination and Remuneration Committee and approved by the Board. |

ANNEXURE 'B' TO THE NOTICE

[Item No. 5 of the Notice]

| | |
|---|--|
| Name of the Director | Mr. Pradeep Udhas |
| DIN | 02207112 |
| Date of Birth/ Age | October 13, 1958 - 64 years |
| Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS') | August 25, 2022 |
| Qualification | MBA in Management Information Systems from Union College, New York |
| Brief resume and nature of expertise in functional areas. | Kindly refer the details in the explanatory statement. |
| Relationship between Directors/ KMP inter-se. | None |
| Name of the listed companies in which the person holds Directorships (excluding HGSL). | IndusInd Bank Mondee Group (USA), listed in NASDAQ |
| Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities). | Member of Audit Committee – IndusInd Bank Chairman of Audit Committee – Mondee Group |
| Name of the listed entities from which the person has resigned in past three years. | None |
| Number of meetings of the Board attended during the year 2021-22. | N.A. |
| Details of Shareholding of Non - Executive Director, including shareholding as a beneficial owner | N.A. |
| Terms and conditions of appointment | Appointed as an Independent Director for a period of 5 years with effect from August 25, 2022. |
| Details of remuneration last drawn (for FY 2021-22) | N.A. |
| Details of remuneration sought to be paid in 2021-22 | N.A. |

ANNEXURE 'C' TO THE NOTICE

Information pursuant to the Regulation 30 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in respect of Director seeking Reappointment

[Item No. 6 of the Notice]

| | |
|---|---|
| Name of the Director | Mr. Paul Abraham |
| DIN | 01627449 |
| Date of Birth/ Age | May 4, 1960 - 62 years |
| Date of first Appointment on the Board of Hinduja Global Solutions Limited (the 'Company' or 'HGS') | August 25, 2022 |
| Qualification | Post Graduate Degree in Business Management from IIM Ahmedabad and a bachelor's degree in Economics (Hons) from St. Stephen's College, Delhi. |
| Brief resume and nature of expertise in functional areas. | Kindly refer the details in the explanatory statement. |
| Relationship between Directors/ KMP inter-se. | None |
| Name of the listed companies in which the person holds Directorships (excluding HGSL). | None |
| Memberships/ Chairmanship of Committees of the Board of Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee) (excluding HGS & its subsidiaries and Foreign entities). | None |
| Name of the listed entities from which the person has resigned in past three years. | None |
| Number of meetings of the Board attended during the year 2021-22. | N.A. |
| Details of Shareholding of Non - Executive Director, including shareholding as a beneficial owner | N.A. |
| Terms and conditions of appointment | Appointed as a Non-Executive Director, liable to retire by rotation |
| Details of remuneration last drawn (for FY 2021-22) | N.A. |
| Details of remuneration sought to be paid in 2021-22 | N.A. |

PROCEDURE FOR REMOTE E-VOTING

- i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited ('KFin'), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies",

e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their Mobile No. and e-mail ID with their DPs to access e-Voting facility.

- iii) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

A. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| MODE of e-Voting | Through Depositories (Login Method) | | Through Depository Participant (s) |
|--|---|--|---|
| | NSDL | CDSL | |
| Individual Shareholders holding securities in demat mode | 1) User already registered for ideaS facility: i) Visit URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under "Log-in" under 'IDeAS' section. iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. | 1) Existing members who have opted for easi/ easiest i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi iii) Login with your registered user id and password. iv) The Members will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin-tech e-Voting portal. v) Click on e-Voting service provider name to cast your vote. | i) You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility. ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e - V o t i n g feature. iii) Click on options available against company name or e-Voting service provider – Kfintech and you will be re-directed to e-Voting website of KFin-tech for casting your vote during the remote e-Voting period without any further authentication. |
| | 2) Members not registered for ideaS e-Services i) To register click on link : https://eservices.nsdl.com ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in points 1 | 2) Members not registered for easi/ easiest i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in point 1 | |
| | 3) Alternatively by directly accessing the e-Voting website of NSDL i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon "Login" which is available under 'Shareholder/ Member' section. iii) A new screen will open. You will have to enter your User ID (i.e., your sixteen digit Demat Account No. held with NSDL), Password/OTP and verification code shown on the screen. iv) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFin-tech. v) On successful selection, you will be redirected to KFin-tech e-Voting page for casting your vote during the remote e-Voting period. | 3) Alternatively, by directly accessing the e-Voting website of CDSL i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN No. iii) System will authenticate Members by sending OTP on the registered Mobile & Email as recorded in the demat Account. After successful authentication, Members will be provided links for the respective ESP, i.e. KFin-tech where the e-Voting is in progress. | |
| | 4) For any technical assistance: members may contact NSDL helpdesk by writing to evoting@nsdl.co.in or calling the toll free no.: 18001020990 or 1800224430. | 4) For any technical assistance, members may contact CDSL helpdesk by writing to helpdesk.evoting@cdslindia.com or calling at 022-23058738 or 022- 23058542-43. | |

B. Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

a) Members whose email IDs are registered with the Company/ depository Participants(s), will receive an email from KFintech which will include details of e-Voting event number (EVEN), User ID and password they will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVEN" i.e., "6965" and click on "Submit".
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and click on "Submit".

xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at amrita.nautiyal@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

b) Members whose email IDs are not registered with the Company/ depository Participants(s), and consequently the annual Report, notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:

i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

Instructions for all the Members, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC and e-Voting during the meeting.

- i) The remote e-Voting period commences on Saturday, September 24, 2022 at 9:00 a.m. (IST) and ends on Tuesday, September 27, 2022 at 5:00 p.m. (IST). During this period, Members/ Beneficial Owners of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Wednesday, September 21, 2022, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- ii) Member will be provided with a facility to attend the AGM through VC platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- iii) Facility for joining AGM though VC shall open atleast 15 minutes before the commencement of the Meeting.

- iv) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- v) Members will be required to grant access to the webcam to enable VC. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi) As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members may express their views/ send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at: investor.relations@teamhgs.com. Questions/ queries received by the Company till September 24, 2022 shall only be considered and responded during the AGM.
- vii) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- viii) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- ix) Facility of joining the AGM through VC shall be available for at least 2000 members on first come first served basis.

GENERAL INSTRUCTIONS

- i) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user ID and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 24, 2022 to September 27, 2022. Those Members who have registered themselves as a speaker will only be allowed to speak/ express their view/ ask questions during the AGM provided they hold shares as on the cut-off date. The Company reserves the right to restrict the number of speakers, depending on the speakers availability of time for the AGM.
- ii) In case of any query and/ or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at investor.relations@teamhgs.com, or Mr. Prem Kumar Nair KV, Manager – Corporate Registry, KFIN Technologies Limited Selenium, Tower B, Plot No. 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at email id evoting@kfintech.com or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- iii) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- iv) In case a person (a person holding shares in physical mode and non-individual holders) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him who shall counter sign the same.
- vi) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hgs.cx and on the website of KFin at <https://evoting.kfintech.com> immediately after the Result is declared by the Chairman or any other person authorized by him and shall be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed. The Results shall also be displayed on the Notice Board at the Registered Office and Corporate Office of the Company.