

RUPAL D. JHAVERI

COMPANY SECRETARY

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

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**MGT-13**

**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 25<sup>th</sup> AGM of Hinduja Global Solutions Limited held on Wednesday, September 30, 2020**

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

**25<sup>th</sup> Annual General Meeting (the 'AGM') of the Equity Shareholders of Hinduja Global Solutions Limited held on Wednesday, September 30, 2020 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 Circulars No. 20/2020 dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (the "MCA") and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (the "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 (the "Company") in its Board Meeting held on September 5, 2020 to scrutinize the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 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 outbreak 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 Pvt. Ltd.) 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 Wednesday, September 30, 2020.
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 30, 2020. The same commenced on Saturday, September 26, 2020 (9.00 a.m. IST) onwards and concluded on September 29, 2020 (5.00 p.m. IST). The remote e-voting services were provided by the Service Provider.
8. 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.
9. 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.
10. Subsequently, the votes cast through remote e-voting and voting at meeting were unblocked at around 12:10 p.m. on September 30, 2020 in the presence of two witnesses and the voting summary statement was downloaded from Service Provider (<https://evoting.kfintech.com>).
11. 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 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors' and the Auditor's thereon. (Ordinary Resolution)**

**Resolution No. 1b: Adoption of Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31<sup>st</sup> March, 2020 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	108	1,29,48,425	99.9998
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>123</b>	<b>1,29,72,939</b>	<b>99.9998</b>

(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	9	20	0.0002
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>9</b>	<b>20</b>	<b>0.0002</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

**Resolution No. 2: Confirmation of three interim dividends aggregating to Rs. 20/-, already paid, per equity share of Rs. 10/- each for the financial year ended March 31, 2020. (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	109	1,29,59,188	99.9999
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>124</b>	<b>1,29,83,702</b>	<b>99.9999</b>

(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	8	10	0.0001
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>8</b>	<b>10</b>	<b>0.0001</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

**Resolution No. 3: Re-appointment of Mr. Partha DeSarkar (DIN: 00761144), 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	107	1,29,59,107	99.9992
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>122</b>	<b>1,29,83,621</b>	<b>99.9992</b>

(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	11	101	0.0008
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>11</b>	<b>101</b>	<b>0.0008</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

**Resolution No. 4: Appointment of Mr. Sudhanshu Tripathi (DIN: 06431686) as a Non-Executive & Non-Independent Director of the Company. (Ordinary Resolution)**

(i) Voted for the Resolution:

<b>Mode</b>	<b>Number of members voted</b>	<b>Number of votes cast in favour of the resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	104	1,29,09,510	99.6165
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>119</b>	<b>1,29,34,024</b>	<b>99.6172</b>

(ii) Voted against the Resolution:

<b>Mode</b>	<b>Number of members voted</b>	<b>Number of votes cast against the resolution</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	14	49,698	0.3835
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>14</b>	<b>49,698</b>	<b>0.3828</b>

(iii) Invalid votes:

<b>Mode</b>	<b>Number of members</b>	<b>Number of votes cast</b>
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

**Resolution No. 5: Appointment of Dr. Ganesh Natarajan (DIN:00176393) as an Independent Director of the Company for a period of five (5) consecutive years from September 30, 2019 up to September 29, 2024 (both days inclusive). (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	108	1,29,59,138	99.9995
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>123</b>	<b>1,29,83,652</b>	<b>99.9995</b>

(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	10	70	0.0005
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>10</b>	<b>70</b>	<b>0.0005</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

**Resolution No. 6: Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company for a second term of consecutive five (5) years, from September 29, 2020 to September 28, 2025 (both days inclusive). (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	102	1,16,01,546	89.5236
Voting through electronic means	15	24,514	100.0000
<b>Total</b>	<b>117</b>	<b>1,16,26,060</b>	<b>89.5434</b>

(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	16	13,57,662	10.4764
Voting through electronic means	0	0	0.0000
<b>Total</b>	<b>16</b>	<b>13,57,662</b>	<b>10.4566</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***



**Resolution No. 7: Approval for Payment of Commission to Directors from the financial year 2020-21 and onwards of such amount not exceeding one percent of the net profits of the Company in any financial year, or such amount as may be permitted under the law, from time to time, as computed in the manner specified under Section 198 of the Act in addition to sitting fees being paid for attending the meetings of the Board or Committees of the Board thereof. (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	87	1,27,46,186	98.3562
Voting through electronic means	14	24,494	99.9184
<b>Total</b>	<b>101</b>	<b>1,27,70,680</b>	<b>98.3592</b>

(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	31	2,13,022	1.6438
Voting through electronic means	1	20	0.0816
<b>Total</b>	<b>32</b>	<b>2,13,042</b>	<b>1.6408</b>

(iii) Invalid votes:

Mode	Number of members	Number of votes cast
Remote e-voting	0	0
Voting through electronic means	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

***The Resolution is passed with requisite majority.***

All the Resolutions mentioned in the Notice convening the AGM as per the details stated above stand passed under remote e-voting and voting conducted at 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 signs the minutes.

Rupal Dhiren  
Jhaveri

Digitally signed by  
Rupal Dhiren Jhaveri  
Date: 2020.10.01  
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**Rupal D. Jhaveri**  
**Practicing Company Secretary**  
**F.C.S No.: 5441**  
**CP No.: 4225**

**Place: Mumbai**  
**Date: 1<sup>st</sup> October, 2020**

Countersigned by:

NAREND  
RA SINGH

Digitally signed by  
NARENDRA SINGH  
Date: 2020.10.01  
20:52:12 +05'30'

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**Hinduja Global Solutions Limited**

**Place:**  
**Date:**