

# *Amrita Nautiyal & Associates*

*Practising Company Secretary*

1, Bina Shopping Centre,

M.V. Road,

Andheri East,

Mumbai 400 069.

Tel-Fax: 022 26830079/80

## **SCRUTINIZER'S REPORT**

To,  
The Chairman  
**Hinduja Global Solutions Limited,**  
CIN: L92199MH1995PLC084610  
Hinduja House,  
171, Dr. Annie Besant Road,  
Worli,  
Mumbai - 400 018

**Sub : Result of Postal Ballot by remote e-voting**

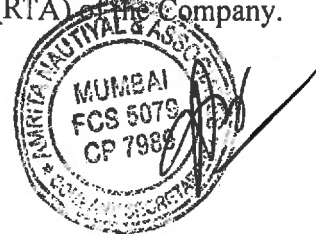
I, Amrita Nautiyal, Practicing Company Secretary (FCS: 5079, CP No.: 7989), have been appointed as Scrutinizer by the Board of Directors of **Hinduja Global Solutions Limited** ('HGSL' or 'the Company') for the purpose of scrutinizing the remote e-voting process conducted in respect of the resolutions stated in the Postal Ballot Notice dated January 6, 2022, circulated through electronic mode.

My responsibility as a Scrutinizer was to ensure that the entire remote e-voting process was conducted in a fair and transparent manner and ascertaining the requisite majority on the voting carried out on the resolutions as set out in the Postal Ballot Notice, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").



1. I submit my report as under:

- 1.1. The Company has sent Postal Ballot Notice dated January 6, 2022("Postal Ballot Notice) in electronic mode only, to all the Members on January 12, 2022, who have registered their e-mail addresses with the Company and/or with the Depositories and whose name appeared on the Register of members/List of beneficial owners as received from KFin Technologies Private Limited ("KFintech") as on Friday, January 7, 2022("cut-off date").
- 1.2. In accordance with the MCA Circulars, no physical copy of the **Postal Ballot Notice**, Postal Ballot Form and pre-paid business reply envelope have been sent. Therefore, the voting through Postal Ballot Form was **"Not Applicable"**.
- 1.3. The Company published an advertisement in Business Standard (English) and Prahar (Marathi) on **January 13, 2022**. The advertisement contained all the required information as specified in Sub-Rule 4(v) of the said Rule 20 and Sub-Rule 3 of the Rule 22 of the Companies (Management and Administration) Rules, 2014.
- 1.4. The Members of the Company holding shares as on cut-off date i.e., January 07,2022were entitled to vote on all the resolutions as set out in Postal Ballot Notice and have voted through remote e-voting facility only as per the MCA Circulars. Members have cast their votes on the designated platform viz.,<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- 1.5. The Company has engaged the services of KFintech for providing the facility of remote e-voting to enable the Members to cast their votes electronically. KFintech had provided a system for recording the votes of the Members electronically on the resolutions as stated in the Postal Ballot Notice.
- 1.6. KFintech is the Registrar and Share Transfer Agents (RTA) of the Company.



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- 1.7. The remote e-voting period commenced at 9:00 a.m. on Thursday, January 13, 2022 and ended at 05:00 p.m. on Friday, February 11, 2022. At the end of the remote e-voting period, the voting portal provided by KFintech was blocked forthwith.
- 1.8. The particulars of remote e-voting report generated from electronic registry of KFintech have been entered in a separate register maintained for this purpose.
- 1.9. The votes cast through remote e-voting during the voting period as mentioned at clause 1.7 above were unblocked by me on Friday February 11, 2022 after 5:00 p.m., i.e., after the end of the remote e-voting period in the presence of Mr. Deepak Nautiyal and Ms. Sakshe Nehru who are not the employees of the Company, and who acted as witnesses to the unblocking of votes.
- 1.10. Votes cast through remote e-voting from 9:00 a.m. on Thursday, January 13, 2022 to 05:00 p.m. on Friday, February 11, 2022, being the period fixed by the Company for remote e voting were considered for the purpose of this report.
- 1.11. The votes cast electronically were duly scrutinized and the shareholding was matched /confirmed with the records maintained by the RTA of the Company as on the cut-off date, i.e. January 7, 2022.



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2. The results of the remote e-voting for resolutions as set out in the Postal Ballot Notice is as under:

## Resolution No. 1: Ordinary Resolution

To approve the increase in the Authorized Share Capital and consequent alteration of Clause V i.e., Capital Clause of the Memorandum of Association of the Company

	No. of Ballots cast through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Invalid Ballots (C)	No. of Invalid votes (D)	Total valid Ballots (A-C)	Total valid votes cast (B-D)	Percentage of total valid votes cast (%)
Votes cast in favor of the resolution	267	1,28,88,542	0	0	267	1,28,88,542	99.9462
Votes cast against the resolution	13	6,944	0	0	13	6,944	0.0538
<b>Total</b>	<b>280</b>	<b>1,28,95,486</b>	<b>0</b>	<b>0</b>	<b>280</b>	<b>1,28,95,486</b>	<b>100.0000</b>

Number of votes abstained/less voted: 71

Above Ordinary Resolution has been passed with requisite majority.



**Resolution No 2 : Ordinary Resolution**

**To approve the issue of Bonus Shares.**

	No. of Ballots cast through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Invalid Ballots (C)	No. of Invalid votes (D)	Total valid Ballots (A-C)	Total valid votes cast (B-D)	Percentage of total valid votes cast (%)
Votes cast in favor of the resolution	276	1,28,94,813	0	0	276	1,28,94,813	99.9946
Votes cast against the resolution	7	695	0	0	7	695	0.0054
<b>Total</b>	<b>283</b>	<b>1,28,95,508</b>	<b>0</b>	<b>0</b>	<b>283</b>	<b>1,28,95,508</b>	<b>100.0000</b>

Number of votes abstained/less voted: 49

Above Ordinary Resolution has been passed with requisite majority.



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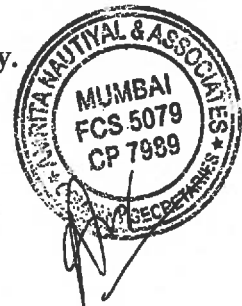
## **Resolution No 3: Special Resolution**

**To enhance the limits for extending loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013**

	No. of Ballots cast through remote e-voting (A)	No. of votes cast through remote e-voting (B)	No. of Invalid Ballots (C)	No. of Invalid votes (D)	Total valid Ballots (A-C)	Total valid votes cast (B-D)	Percentage of total valid votes cast (%)
Votes cast in favor of the resolution	171	1,15,74,625	0	0	171	1,15,74,625	89.7580
Votes cast against the resolution	108	13,20,749	0	0	108	1,32,0749	10.2420
<b>Total</b>	<b>279</b>	<b>1,28,95,374</b>	<b>0</b>	<b>0</b>	<b>279</b>	<b>1,28,95,374</b>	<b>100.0000</b>

Number of votes abstained/less voted: 183

Above resolution has been passed as a **Special Resolution** with requisite majority.



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All the three (3) resolutions as set out in the in the Postal Ballot Notice dated January 6, 2022 as per the details above stand **PASSED** with the requisite majority and hence deemed to have been passed on February 11, 2022, i.e., the last date of casting of votes through the remote e-voting by the Members of the Company.

Place: Mumbai

Date: 12<sup>th</sup> February, 2022

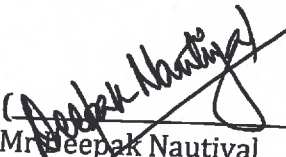
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For Amrita Nautiyal & Associates



CS Amrita Nautiyal  
Proprietor  
FCS No. 5079  
COP No. 7989  
PR No.1332/2021

The following were the witnesses to the unblocking of the votes cast through remote e-voting.

()  
Mr. Deepak Nautiyal

()  
Ms. Sakshe Nehru

Received and countersigned

Received.

For Hinduja Global Solutions Limited

()

NARENDRA SINGH - COMPANY SECRETARY  
Authorised Signatory

Place: Mumbai

Date: February 12, 2022