



## HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018  
Ph. No.: 022-2496 0707, Fax: 022-2497 4208, E-mail id: investor.relations@teamhgs.com  
Website: www.teamhgs.com

# NOTICE

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Wednesday, September 30, 2020 at 11:00 A.M. **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, 2020 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, 2020 along with the report of the Auditors thereon.
2. To confirm three interim dividends aggregating to ₹ 20/-, already paid, per equity share of ₹ 10/- each for the financial year ended March 31, 2020.
3. To consider appointment of a Director in place of Mr. Partha DeSarkar (DIN: 00761144), 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. Partha DeSarkar (DIN: 00761144), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

### SPECIAL BUSINESS

4. **Appointment of Mr. Sudhanshu Tripathi (DIN: 06431686) as a Non-Executive & Non-Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sudhanshu Tripathi (DIN:06431686) who was appointed by the Board of Directors as an Additional Director and Non-Executive & Non-Independent Director on the Board, liable to retire by rotation, with effect from September 30, 2019 in terms of section 161(1) of the Act, and pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, and that of the Board, and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Non-Executive Non-Independent Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.”

5. **Appointment of Dr. Ganesh Natarajan (DIN:00176393) as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 161 (1) of the Companies Act, 2013

("the Act") read with Rules 8, 9 and 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Dr. Ganesh Natarajan (DIN: 00176393), who was appointed as an Additional Director of the Company with effect from September 30, 2019, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules 2014 and other applicable provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, and that of the Board, Dr. Ganesh Natarajan (DIN:00176393), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from September 30, 2019 up to September 29, 2024 (both days inclusive) AND THAT Dr. Ganesh Natarajan shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution."

**6. Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, and that of the Board, Mr. Anil Harish (DIN: 00001685), who was appointed as an Independent Director of the Company for a period of consecutive five (5) years from September 29, 2015 to September 28, 2020 (both days inclusive) and being eligible, be and is hereby re-appointed 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), and that he shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution."

**7. 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, in addition to sitting fees being paid for attending the meetings of the Board or Committees of the Board thereof.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for payment to its Directors, in addition to the sitting fees being paid

for attending the meetings of the Board or its Committees of the Board thereof, such commission from the Financial Year 2020-21 and onwards, as the Nomination and Remuneration Committee (“**NRC**”)/ the Board of Directors (“**the Board**”) may from time to time determine (to be divided amongst them as may be determined by the NRC/ the Board from time to time), provided that the total commission payable to its Directors per annum, shall not exceed 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”.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.”

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

**S. Mahadevan  
EVP- Legal, Compliance and  
Company Secretary**

Date : September 5, 2020

Place : Bangalore

#### **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 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (“AGM”) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Twenty Fifth AGM of the Company is being convened and conducted through VC.
2. The Company has enabled the Members to participate at the Twenty Fifth AGM through the VC facility provided by KFin Technologies Private Limited (Formerly Known as “Karvy Fintech Private Limited”), Registrar and Share Transfer Agents 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-served basis.
3. As per the provisions under the MCA Circulars, Members attending the Twenty Fifth AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 of remote e-voting with necessary user id and password is Annexed to this Notice. Such remote e-voting facility is in addition to evoting that will take place at the Twenty Fifth AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have 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.
6. The Company has appointed Ms. Rupal D. Jhaveri, Practicing Company Secretary (Membership No.: FCS No. 5441 and C.P. No. 4225), to act as the Scrutinizer, to scrutinize the remote e-voting and e-voting during the Twenty Fifth AGM through VC in a fair and transparent manner.
7. As per the Companies Act, 2013, 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 Twenty Fifth AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment

of proxies by the Members will not be made available for the Twenty Fifth AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. Corporate Members are required to access the link <https://evoting.kfintech.com> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Members and Share Transfer books of the Company will remain closed from Tuesday, September 29, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of AGM.
11. 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.
12. In line with the MCA Circulars, the notice of the Twenty Fifth AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website at <https://www.teamhgs.com/investors/annual-reports>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.
13. 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 Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
14. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's Annual report and notice for the AGM (including remote e-voting instructions) electronically.
15. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the Twenty Fifth AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [investor.relations@teamhgs.com](mailto:investor.relations@teamhgs.com).
16. The details of the Directors seeking appointment/re-appointment at the Twenty Fifth AGM are provided in Annexure A of this Notice. The Company has received the requisite consents / declarations for such appointment/re-appointment under the Companies Act, 2013, and the rules made thereunder and other applicable laws. Further, the relevant details pursuant to Regulations 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Item No. 3, 4, 5 and 6 are set out as an Annexure to the Notice.
17. 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 Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. 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, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
18. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer

Agent, i.e., KFin Technologies Private 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.
19. 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 Registrar and Share Transfer Agent.
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 Registrar and Share Transfer Agent 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. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company cannot be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer

Agent or the concerned Depository Participant, 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.
23. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (i.e., KFin Technologies Private Limited) for revalidation and encashment before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.teamhgs.com](http://www.teamhgs.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven 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 paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
- 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.
24. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on September 28, 2019 (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.
25. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.
  26. The following documents will be available for inspection by the Members electronically during the Twenty Fifth AGM. Members seeking to inspect such documents can send an email to [investor.relations@teamhgs.com](mailto:investor.relations@teamhgs.com).
    - a) Certificate from the Statutory Auditors relating to the Company's Stock Options/ Restricted Stock Units Plans under SEBI (Share Based Employee Benefits) Regulations, 2014.
    - 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 Companies Act, 2013.
  27. As per SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD- NRO/GN/2018/49 dated November 30, 2018 effective April 01, 2019, except in case of transmission or transposition of shares, requests for effecting transfer of shares in physical form shall not be processed unless the shares are held in the dematerialized form with depositories. Therefore, shareholders are requested to take prompt action for dematerialization of equity shares of the Company, communication in this regard has been sent to the shareholders by the Company's R & T Agent.
  28. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Company's Registrar and Share Transfer Agent.
  29. In case of any queries regarding the Annual Report, the Members may write to [investor.relations@teamhgs.com](mailto:investor.relations@teamhgs.com) to receive an email response.
  30. As the Twenty Fifth AGM is being held through VC, the route map is not annexed to this Notice.
  31. 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 23, 2020 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 Annual General Meeting 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 23, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting during the Twenty Fifth AGM through VC.
  32. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
  33. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
  34. No restrictions on account of FIFO entry into e-AGM in respect of 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.
  - 35. Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s KFin Technologies Private Limited.  
**Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided at the venue by M/s KFin Technologies Private Limited.

**ANNEXURE 'A' TO THE NOTICE**

Information pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking Appointment / Re-appointment.				
(Item Nos. 3, 4, 5 and 6 of the Notice)				
Name of the Director	Partha DeSarkar	Sudhanshu Tripathi	Ganesh Natarajan	Anil Harish
Date of Birth / Age.	May 17, 1963 - 57 years.	June 07, 1959 – 61 years	January 18, 1957 - 63 years	March 19, 1954 - 66 years
Date of Appointment / re-appointment on the Board of Hinduja Global Solutions Limited ("the Company" or "HGS")	Director liable to retire by rotation and seeking re-appointment. Appointed as Executive Director (Whole-time Director) effective September 04, 2019.	September 30, 2019 as an Additional Director and Non-Executive & Non-Independent Director.	September 30, 2019 as an Additional Director and Independent Director.	September 29, 2015 as an Independent Director.
Brief resume and nature of expertise in functional areas.	<p>Mr. Partha DeSarkar, is an Executive Director (Whole-time Director), of Hinduja Global Solutions Limited ("the Company") for a period of five (5) years with effect from September 04, 2019 up to September 03, 2024 (both days inclusive). He joined the Company in 2003 and was Manager of the Company from April 2007 to September 03, 2019. He has been a part of the growth story of the Company. He has around 30 years of experience in customer service and operations across industries like Banking, Financial Services, Healthcare and Insurance.</p> <p>Prior to joining the Company, Mr. Partha DeSarkar has set up complex outsourcing projects in organizations like Deloitte Consulting, GE Capital International Services and Bank of America. He has set up and run operations for large remote processing centers in India to service international clients. He holds a postgraduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Master's Degree in Technology from the Indian Institute of Technology (IIT), Chennai. He has a PhD in Management from the Indian Institute of Technology (IIT), Delhi. Mr. Partha DeSarkar has recently been appointed as the NASSCOM BPM Council Chairperson for the period 2019-21. He has been associated with NASSCOM D&amp;I Council for many years.</p>	<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"> <li>i) Board Governance, effectiveness and assessment process</li> <li>ii) Group Human Capital Strategy &amp; Execution</li> <li>iii) Group leadership lifecycle</li> </ul> <p>He is Director on Board of Hinduja Leyland Finance Limited, Hinduja Ventures Limited and Ashley Aviation Ltd. He is a seasoned HR professional with over 36 years 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. He also serves as a Member of Board of Directors of many Hinduja Group Companies.</p>	<p>Dr. Ganesh Natarajan is Executive Chairman and Founder of 5F World, a platform for Digital Start-ups, Skills and Social Ventures in the country. He is also Founder of Global Talent Track and Skills Alpha and co-founder of two Indo-US Joint Ventures – Kalzoom Advisors and the Center for AI and Advanced Analytics.</p> <p>Ganesh has a Masters' in Industrial Engineering from NITIE Mumbai, PhD from IIT Bombay and AMP from Harvard Business School. He has received the Distinguished Alumnus Award of IIT Bombay and NITIE and has been recognized by EY and the Asia Pacific HR Forum for excellence in technology entrepreneurship and people-centric leadership. He has completed two successful CEO tenures over twenty-five years at APTECH and Zensar Technologies. Harvard Business School has written and teaches two case studies on Dr. Ganesh Natarajan and his success through Vision Communities</p> <p>Ganesh has recently been elected by the shareholders of State Bank of India to serve on its Board of Directors. He also serves on the Boards of Principal Asset Management, Hinduja Global Solutions Ltd., LHI Digital, Asian Venture Philanthropy Network, Singapore, Systech Los Angeles and Social Venture Partners (SVP) International, Seattle. He is Chairman and Board Director of Social Venture Partners India and Pune City Connect. .</p>	<p>Mr. Anil Harish has B.A., LL.B., and LL.M. (USA) degrees. He is an Advocate and a partner of D.M. Harish &amp; Co., a well-known Firm of Advocates and he possesses over thirty-five years of experience in legal practice, specializing in Corporate Law, Income-tax, FEMA and property matters.</p> <p>Mr. Anil Harish was member of the Advisory Board of All India Business Council, was Executive Vice President of the Society of Indian Law firms (SILF), and was member of the Managing Committee of Indian Merchants Chamber, ITAT Bar Association and Chamber of Income Tax Consultants. He has written several articles on Legal and Tax matters.</p>

		<p>Prior to joining Hinduja Group in 2008, he has worked with (a) Essar Group - Leading HR function as Chairman of Group HR Council, (b) Reliance Communications as a member of the top leadership team responsible for design, build up and HR process institutionalisation, (c) Usha Martin Group as Head - Corporate HR, and (d) Tata Steel, at various levels. He has received many awards, the most recent one being Business World Award for outstanding HR.</p> <p>He has been a Member of Eastern Regional Council, All India Mgmt. Association and has also been associated with FICCI, EFJ and Rotary Club. He has taught at XLRI, Indian Institute of Coal Management and other Management Schools as Visiting Faculty.</p>	<p>Ganesh has been Chairman of Industry association NASSCOM and NASSCOM Foundation and various National Committees of the Confederation of Indian Industry and the All India Management Association. He has also been President of the HBS Club of India. He chaired NASSCOM's first US event in New York in 2016. He is keenly interested in the role of digital technologies for reengineering processes in the corporate and social sector and is an author of eight books and numerous articles. He lives in Pune, India.</p>	
Relationship between Directors / KMP inter-se.	None	None	None	None
Name of the listed companies in which the person holds Directorships. (excluding HGS)	None	<p>1) NXTDIGITAL Limited</p> <p>2) GOCL Corporation Limited</p>	1) State Bank of India	<p>1) NXTDIGITAL Limited</p> <p>2) Blue Star Limited</p>
Memberships/Chairmanship of Committees of the Board of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee). (excluding HGS & its subsidiaries and Foreign entities.)	None	<p>Audit Committee:</p> <p>1) NXTDIGITAL Limited (Member)</p> <p>2) GOCL Corporation Limited (Member)</p> <p>3) IDL Explosives Limited (Member)</p> <p>Stakeholders Relationship Committee:</p> <p>1) GOCL Corporation Limited (Member)</p> <p>2) Hinduja Leyland Finance Limited (Member)</p>	<p>Audit Committee:</p> <p>None</p> <p>Stakeholders Relationship Committee:</p> <p>None</p>	<p>Audit Committee:</p> <p>1) NXTDIGITAL Limited (Chairman)</p> <p>2) Blue Star Limited (Chairman)</p> <p>Stakeholders Relationship Committee:</p> <p>None</p>
Number of meetings of the Board attended during the year 2019-20.	Attended Eleven Board Meetings	Attended Nine Board Meetings	Attended Seven Board Meetings	Attended all Sixteen Board Meetings
Details of Shareholding of Non – Executive Director	Not applicable, since he is "Executive Director" of the Company.	'Nil' shareholding in the Company.	500 equity shares of the Company.	'Nil' shareholding in the Company



## ANNEXURE ‘B’ TO THE NOTICE

### Item no. 3 (Explanatory Statement):

Mr. Partha DeSarkar (DIN: 00761144), was appointed as an Executive Director (Whole-time Director), liable to retire by rotation, effective September 04, 2019 for a period of five years at the Twenty Fourth AGM held on September 28, 2019. Mr. Partha DeSarkar has been recognised as a Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In compliance with the provisions of Section 152 of the Companies Act, 2013, it will be necessary for Mr. Partha DeSarkar, to come up for retirement by rotation at the ensuing AGM. Mr. Partha DeSarkar, being eligible has offered himself for re-appointment as a Director at the ensuing Twenty Fifth AGM to be held on September 30, 2020. Accordingly, the Notice dated September 5, 2020, at item No.3, contains a proposal for his appointment.

Your Directors recommend the resolution set out at Item No. 3 of the accompanying Notice for the approval of members.

Mr. Partha DeSarkar is not related to any other Directors of the Company. None of the Directors and /or key managerial personnel of the Company and their relatives except for Mr. Partha DeSarkar, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.3 of the accompanying Notice.

For additional / other details, such as Age, Brief profile, Directorships in listed companies, number of meetings of the board attended during the year, etc., please refer to the Annexure A to the accompanying Notice.

### **Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to Item Nos. 4, 5, 6 and 7 of the accompanying Notice.**

#### **Item No. 4:**

#### **Appointment of Mr. Sudhanshu Tripathi (DIN: 06431686) as a Non-Executive & Non-Independent Director of the Company.**

The Board of Directors of the Company had appointed Mr. Sudhanshu Tripathi as an Additional Director and Non-Executive & Non-Independent Director of the Company, with effect from September 30, 2019. In terms of the provisions of Section

161(1) of the Act, he holds office till the date of this Annual General Meeting and is eligible for appointment. As required under Section 160 of the Act, the Company has received a notice in writing dated August 31, 2020, along with a deposit of Rs. 1,00,000/- from a member proposing the candidature of Mr. Sudhanshu Tripathi for the office of Director of the Company.

Mr. Sudhanshu Tripathi 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 Director.

Your Directors recommend the resolution set out at Item No. 4 of the accompanying Notice for the approval of members.

Mr. Sudhanshu Tripathi is not related to any other Directors of the Company. None of the Directors and /or key managerial personnel of the Company and their relatives except for Mr. Sudhanshu Tripathi, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.4 of the accompanying Notice.

For additional / other details, such as Age, Brief profile, Directorships in listed companies, number of meetings of the board attended during the year, etc., please refer to the Annexure A to the accompanying Notice.

#### **Item No. 5:**

#### **Appointment of Dr. Ganesh Natarajan (DIN:00176393) as an Additional Director and Independent Director of the Company:**

The Board of Directors (“the Board”) at their meeting held on September 30, 2019, appointed Dr. Ganesh Natarajan (DIN: 00176393), as an Additional Director (Independent Director) of the Company with effect from September 30, 2019 for a period of five (5) consecutive years from September 30, 2019 to September 29, 2024 (both days inclusive) subject to the approval of the members of the Company. Dr. Ganesh Natarajan had provided his consent to act as director, if appointed, declaration under Section 164 of the Act to the effect that he is not disqualified from being appointed as Director and other requisite documents/ confirmations as required to be submitted at the time of appointment. The matter relating to appointment of Dr. Ganesh Natarajan as an Additional Director as well as his appointment as Independent Director was placed before the Nomination and Remuneration Committee (NRC) held on September 30, 2019.

In terms of the provisions of Section 161 of the Act and the Articles of Association of the Company, he holds office up to the date of the ensuing Twenty Fifth Annual General Meeting to be held on September 30, 2020.

The Company has received a Notice dated August 31, 2020 under Section 160 of the Companies Act, 2013 ("the Act") from a member of the Company, proposing the candidature of Dr. Ganesh Natarajan (DIN:00176393) for appointment as Independent Director of the Company for the first term of five (5) consecutive years at the ensuing Annual General Meeting of the Company.

In terms of Section 149 of the Act, an Independent Director can be appointed for a first term of five (5) consecutive years and is not liable to retire by rotation. Dr. Ganesh Natarajan has submitted declaration to the Board to the effect that he meets the criteria of Independence as stipulated in Section 149 (6) of the Act as well as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on declarations received from Dr. Ganesh Natarajan and based on the Board's evaluation and veracity of Independence in the opinion of the Board, Dr. Ganesh Natarajan fulfils the conditions for appointment as an Independent Director as prescribed under the Act and rules made thereunder as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and he is independent of Management.

For additional / other details, such as Age, Brief profile, Directorships in listed companies, number of meetings of the board attended during the year, etc., please refer to the Annexure A to the accompanying Notice.

The Board is of the view that considering the professional qualifications, expertise and vast experience in the corporate laws, the proposed appointment of Dr. Ganesh Natarajan as a Director and as an Independent Director would be beneficial and in the best interest of the Company.

In compliance with Section 149 of the Act read with Schedule IV of the Act, the proposal relating to appointment of Dr. Ganesh Natarajan as an Independent Director is being placed at the ensuing Twenty Fifth AGM to be held on September 30, 2020 for the approval of the members.

Draft letter of appointment to be issued to Dr. Ganesh Natarajan, as an Independent Director, setting out the terms and conditions for his appointment, would be available for inspection electronically during the 25th AGM without any fee.

Dr. Ganesh Natarajan is not related to any other Directors of the Company. None of the Directors and / or key managerial personnel of the Company and their relatives except Dr. Ganesh Natarajan, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.5 of the accompanying Notice.

Your Directors recommend the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members.

#### **Item No. 6:**

#### **Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company:**

At the Twentieth Annual General Meeting of the Members of the Company held on September 29, 2015, Mr. Anil Harish (DIN: 00001685) was appointed as an Independent Director of the Company for a period of five (5) consecutive years from September 29, 2015 to September 28, 2020 (both days inclusive) in accordance with the provisions of the Companies Act, 2013("the Act").

Under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], Independent director would retire on a date, which is earlier of the following events:

- Age: Attaining the age of 75 years; or
- Term completion: Completion of two consecutive terms of five (5) years.

Further, as per Section 149(10) and Section 149(11) of the Act, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Board of Directors ("the Board") based on the performance evaluation for the financial year 2019-20 and earlier financial years since his appointment as an Independent Director, and also

of the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on September 5, 2020 has recommended for the approval of the members, the re-appointment of Mr. Anil Harish as an Independent Director of the Company for the second term of five (5) consecutive years from September 29, 2020 to September 28, 2025 (both days inclusive) in terms of Section 149 read with Schedule IV of the Act, and Listing Regulations or any amendment thereto or modification thereof.

The Company has received from Mr. Anil Harish following documents:

- i) the consent in writing to act as a director in Form DIR 2 pursuant to Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, in the event he is re-appointed for the second term of five (5) years commencing from September 29, 2020 to September 28, 2025 (both days inclusive),
- ii) Intimation in Form DIR 8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such re-appointment, and
- iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act.

As required under section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Anil Harish as an Independent Director

In the opinion of the Board and based on the Board's evaluation and veracity of Independence of Mr. Anil Harish which was carried out, the Board concluded that, Mr. Anil Harish fulfils the conditions specified in the Act and Rules made thereunder for his re-appointment as an Independent Director of the Company and he is independent of the Management.

Mr. Anil Harish is the member of the following Committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. Your Company has benefitted immensely by the contribution, advice and guidance provided by Mr. Anil Harish, in the areas of audit, legal, finance

and other strategic areas. The Board, therefore, considers that the continued association of Mr. Anil Harish would be of immense benefit to your Company and the proposed re-appointment of Mr. Anil Harish would be in the interest and wellbeing of the Company.

Accordingly, your Directors recommend the special resolution relating to the re-appointment of Mr. Anil Harish as an Independent Director, for the approval by the members of the Company.

A copy of the draft letter to be issued by the Company on re-appointment of Mr. Anil Harish as an independent director, setting out the terms and conditions thereof would be available for inspection without any fee by the Members electronically during the 25th AGM.

For additional / other details, such as Age, Brief profile, Directorships in listed companies, number of meetings of the board attended during the year, etc., please refer to the Annexure A to the accompanying Notice.

Approval of the members of the Company to the Special Resolution set out at Item No. 6 of the accompanying Notice is being sought pursuant to Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the SEBI Listing Regulations, as applicable.

Mr. Anil Harish is not related to any other Directors of the Company. None of the Directors and / or key managerial personnel of the Company and their relatives except Mr. Anil Harish, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.6 of the accompanying Notice.

#### **Item No. 7:**

**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, in addition to sitting fees being paid for attending the meetings of the Board or committees of the Board thereof.**

The shareholders at the Annual General Meeting ("AGM") of the Company held on September 29, 2015, approved payment of commission not exceeding one percent of the net profits of the Company, in any financial year, for a period of 5 (five) years commencing from the Financial Year April 1, 2015.

The Directors of the Company are being paid Rupees One Lakh per Meeting as sitting fees for attending each of the meetings of the Board of Directors and Audit Committee; and Rupees Fifty Thousand for each of the meetings of the Stakeholders Relationship and Share Allotment Committee and the Nomination and Remuneration Committee ("NRC"). The competitive business environment, the stringent corporate governance norms, complex Regulations and laws applicable to the business and operations of the Company, requires increased level of commitment and involvement of the Directors in the deliberations at the Board and decision making process of the Company. The enhanced responsibility of the Directors requires them to devote substantial time, effort and energy in discharging their duties and responsibilities.

In view of the above, it is proposed to continue the payment of commission to the Directors of the Company, 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 Companies Act 2013.

The NRC / the Board of Directors may from time to time determine division of the Commission to be paid to each of the Directors.

Except Executive Director (Whole-time Director), all the Directors of the Company and their relatives are interested in the Resolution, since it relates to their respective remuneration. None of the Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying Notice.

Your Directors recommend the resolution set out at Item No. 7 of the accompanying Notice for the approval of the members.

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

**S. Mahadevan**  
EVP- Legal, Compliance and  
Company Secretary

Date : September 5, 2020  
Place : Bangalore

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE:**

#### **Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- a Those shareholders who have not registered their mail address and mobile nos, including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, KFin Tech Private Limited in case the shares held in physical form.
- b Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin Tech Private Limited, by clicking the link: <https://ris.kfintech.com/emailreg> for sending the same. Shareholders 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, shareholder may write to einward.ris@kfintech.com.
- c Shareholders may also be requested to visit the website of the company [www.teamhgs.com](http://www.teamhgs.com) or the website of the Registrar and Transfer Agent [www.karisma.kfintech.com](http://www.karisma.kfintech.com) for downloading the Annual Report and Notice of the e-AGM.
- d Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto: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 e-AGM and the e-voting instructions.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE:**

1. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Tech Private Limited. Members may access the same at <https://evoting.kfintech.com> under shareholders / members login by using the remote evoting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. 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 in the notice.
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
4. Participants 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.
5. Shareholders who would like to express their views/ask questions during the meeting may log into <https://evoting.kfintech.com> may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members' questions will be answered only, if the shareholder continues to hold the shares as of cut-off date BENPOS.
6. Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.

#### **INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE e-AGM SESSION:**

1. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM.
2. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE e-VOTING:**

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from KFin Technologies [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
  - (i) Launch the internet browser by typing the following URL: <https://evoting.kfintech.com>.
  - (ii) Click on "Login"
  - (iii) Enter the login credentials with the password provided in the e-mail received from KFin Tech (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 KFin Tech for e-voting, you can use your existing User ID and password for casting your vote.
  - (iv) If you are logging in for the first time, please enter the user ID and password provided in the e-mail of KFin Technologies as initial password. Password change menu will appear on your screen wherein you are required to mandatorily change your password. Change the password with new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 not to share your password with any other person and 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 (E-Voting Event Number)” for Hinduja Global Solutions Limited.
  - (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 in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
  - (viii) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (ix) Voting has to be done for each item of this Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - (x) 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 confirm, 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 required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail at rupal@csrdj.com with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_Event No.”
- B. In case of joint holders attending the Annual General Meeting, the Member 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.
- C. 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> or contact Mr. Premkumar Nair (Unit: Hinduja Global Solutions Limited) at KFin Tech Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or via phone: 040 - 6716 2222 or call KFin Tech: toll free No. 1-800- 34-54-001 for any further clarifications.
  - D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - E. The remote e-voting period commences on Saturday, September 26, 2020, at 9:00 a.m. (IST) and ends on Tuesday, September 29, 2020, at 5.00 p.m. (IST) During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by KFin Technologies for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again.
  - F. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 23, 2020.
  - G. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of this Notice and holding shares as of the cut-off date of September 23, 2020 may obtain the login ID and password in the manner mentioned below:
    - (i) 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

Example for NSDL:

MYEPWD\*SPACE>IN12345612345678

Example for CDSL:

MYEPWD \*SPACE>

1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- (ii) 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.
- (iii) Member may call KFin Technologies toll free number 1800-3454-001.
- (iv) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com)

H. 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 48 hours 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.

I. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.teamhgs.com](http://www.teamhgs.com) and on the website of KFin Technologies at [https:// evoting.kfintech.com](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.