October 1, 2020

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street,
Mumbai - 400 001.
Scrip code: 532859

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.
Symbol : HGS

Dear Sirs,

Sub: Proceedings of the 25th Annual General Meeting held on September 30, 2020

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to enclose herewith the proceedings of 25th Annual General Meeting (‘AGM’) of the Company held on Wednesday, September 30, 2020 through Video Conferencing / Other Audio Video Means. The AGM commenced at 11:00 a.m. and concluded at 12.06 p.m.

Kindly take the above on records.

Thanking you,

For Hinduja Global Solutions Limited

Narendra Singh
Company Secretary
SUMMARY OF THE PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HINDUJA GLOBAL SOLUTIONS LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (“VC”)  

The Twenty Fifth Annual General Meeting (“AGM”) of the Members of Hinduja Global Solutions Limited (“the Company”) was held on Wednesday, September 30, 2020 at 11:00 a.m. through video conferencing / other audio visual means (“VC”) in compliance with the applicable provisions of the Companies Act, 2013, the 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 issued by the Ministry of Corporate Affairs (“MCA”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Mr. S. Mahadevan, Company Secretary requested Mr. Y. M. Kale, Chairman of the Board to Chair the meeting.

Mr. Y.M. Kale, Chairman of the Board took the Chair and conducted the proceedings of the AGM. He informed the members that it was 11:00 a.m. and welcomed the Members to the Twenty Fifth AGM of the Company. Since the requisite quorum was present, the Chairman called the meeting to order. He informed the Members that the AGM was being held through VC in accordance with the circulars and guidelines issued by the MCA and SEBI and to ensure social distancing norms.

Thereafter, the Chairman introduced all the Board members, the CFO and the Company Secretary who had joined the meeting through VC. He also informed the members about the presence of Mr. Vikas Bagaria, Partner of Deloitte Haskins & Sells LLP the Statutory Auditors and also of Ms. Rupal Jhaveri, Practicing Company Secretary, Secretarial Auditor and Scrutinizer to conduct the process of e-voting.

The Chairman then indicated that the Statutory Registers and documents referred to in the AGM Notice dated September 5, 2020 convening AGM have been made available to the Members electronically for inspection during the continuance of the Meeting.

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

With the permission of the Members, the AGM Notice dated September 5, 2020 convening the Twenty Fifth AGM, together with the Annual Report 2019-20, including message of the Chairman of the Board and CEO’s message, circulated electronically, were taken as read.
The Chairman said that notice convening the AGM included 7 items (Ordinary and Special Businesses) and read out the title of such businesses and stated as follows:

- Explanatory Statement in respect of each of the Special business contained complete material facts of each of the resolution.
- There would be no proposing and seconding of resolutions / no voting by show of hands as resolutions mentioned in the Notice of AGM as have been already put to vote through e-voting.
- Facility for voting at the AGM is being provided electronically to the Members who joined AGM through VC and did not vote through remote e-voting.

The Chairman confirmed that Auditor’s Report on Financial Statements for the financial year ended March 31, 2020 do not contain any qualifications or adverse remarks. He informed that the Secretarial Audit Report for the Financial Year ended March 31, 2020, does not contain any qualifications, reservations or adverse remarks except an observation.

The response to the observation relating to appointment of an independent director on an unlisted material subsidiary given in Secretarial Audit Report read out at the meeting was as under:

“In terms of the requirement stipulated in regulation 24(1) of the SEBI (LODR) Regulations, an independent director of the Company is required to be on the Board of Hinduja Global Solutions UK Limited (‘HGS UK’), an unlisted material subsidiary. In this regard, the Board of Directors of the Company, on September 5, 2020, has nominated an independent director of the Company on the Board of HGS UK. It may be noted that an independent director of the Company has been attending the Board meetings of HGS UK as an invitee from January 2020 onwards.”

The Chairman then invited Members to ask questions, seek clarifications and give comments and suggestions on the Financial Results and operations of the Company. Certain Members (Speakers) asked questions, made suggestions, etc.

The Chairman then responded to certain queries and requested the Executive Director and the CFO to respond to certain questions. The Executive Director and the CFO adequately responded to the questions. It was informed that in case any question remained unanswered, members can send email to the Company.

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

- The Company had provided to the Members the facility to cast vote through remote e-voting system administered by KFIN Technologies Private Limited (“KFin”), Registrar and Share Transfer Agents of the Company;
Remote e-voting period commenced on September 26, 2020 at 9.00 a.m. (IST) and ended on September 29, 2020 at 5.00 p.m. (IST); and

Members who had already exercised their vote through remote e-voting were not eligible to vote again.

The Chairman informed that the Board had appointed Ms. Rupal Jhaveri, Practicing Company Secretary, as Scrutinizer to scrutinize the voting through remote e-voting process in a fair and transparent manner and that e-voting facility would remain open for next 15 minutes to enable the Members to cast their votes. After completion of e-voting at the AGM, the Scrutinizer would submit a consolidated Scrutinizer’s Report (on remote e-voting and on voting at the AGM through e-voting) and results would be announced within 48 hours of the conclusion of the AGM. The results would also be intimated to the Stock Exchanges and uploaded on the website of the Company and KFin. Thereafter, the Chairman requested Ms. Rupal Jhaveri to supervise the voting through e-voting.

The Chairman, on behalf of the Board, thanked each of the Members for attending the AGM. He also thanked the Directors for joining the meeting remotely.

With the consent of the Members, the Chairman and the other Board members left the meeting and requested the Company Secretary to conclude the meeting after the completion of e-voting in the next 15 minutes.

E-voting at the AGM continued for 15 minutes, thereafter the meeting was concluded.

The following items of business, as per the Notice of the AGM dated September 5, 2020 were transacted at the Meeting:

<table>
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<tr>
<th>S. No</th>
<th>Resolutions description</th>
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<tbody>
<tr>
<td>1</td>
<td>Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2020 and the Reports of the Directors and Auditors thereon <strong>(Ordinary resolution)</strong></td>
</tr>
<tr>
<td>2</td>
<td>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 <strong>(Ordinary resolution)</strong></td>
</tr>
<tr>
<td>3</td>
<td>Appointment of Mr. Partha DeSarkar (DIN: 00761144), who retires by rotation and being eligible, offered himself for re-appointment <strong>(Ordinary resolution)</strong></td>
</tr>
<tr>
<td>4</td>
<td>Appointment of Mr. Sudhanshu Tripathi (DIN: 06431686) as a Non-Executive &amp; Non-Independent Director of the Company <strong>(Ordinary resolution)</strong></td>
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<td>5</td>
<td>Appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director of the Company <em>(Ordinary resolution)</em></td>
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<td>6</td>
<td>Re-appointment of Mr. Anil Harish (DIN: 00001685) as an Independent Director of the Company <em>(Special resolution)</em></td>
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<td>7</td>
<td>Payment of Commission to Directors from the financial year 2020-21 and onwards of such amount not exceeding 1% of the net profits of the Company in any financial year or such amount as may be permitted under the law. <em>(Special resolution)</em></td>
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For Hinduja Global Solutions Limited

Narendra Singh
Company Secretary
F4853

Date: October 1, 2020