



HINDUJA GLOBAL SOLUTIONS LIMITED

Corporate Identification Number (CIN): L92199MH1995PLC084610
Registered Office and Correspondence Address: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400018, Maharashtra.
Corporate Office: Gold Hill Square Software Park, 1st Floor, No. 690, Hosur Road, Bommanahalli, Bengaluru – 560068. | Tel: +91 22 6136 0407
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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF HINDUJA GLOBAL SOLUTIONS LIMITED

This post buyback public announcement (“Post Buyback Public Announcement”) is being made in compliance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (“SEBI Buyback Regulations”). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated January 30, 2023 and published on January 31, 2023 (“Public Announcement”), the letter of offer dated May 10, 2023 (“Letter of Offer”) and the Offer Opening Advertisement dated May 18, 2023 and published on May 19, 2023. All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- 1.1 Hinduja Global Solutions Limited (“Company”) had announced the Buyback of up to 60,00,000 (Sixty Lakh) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each (“Equity Shares”), representing 11.42 % of the total number of the Equity Shares in the paid-up Equity capital of the Company, from the Equity Shareholders/beneficial owners of the fully paid-up equity shares of the Company as on March 6, 2023 (Record Date), on a proportionate basis, through the “Tender Offer” route as prescribed under the SEBI Buyback Regulations, using the stock exchange mechanism at a price of ₹ 1,700/- (Rupees One Thousand and Seven Hundred Only) per Equity Share (“Buyback Price”) payable in cash, for an aggregate amount not exceeding ₹ 1020,00,00,000 (Rupees One Thousand and Twenty Crore Only), excluding Transaction Costs (the “Buyback”). The Buyback Size represents 24.59% and 13.43% of the aggregate of the fully paid-up equity share capital and free reserves of the Company as per the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2022 respectively.
- 1.2 The Company had adopted the ‘Tender Offer’ route for the purpose of Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as specified by Securities and Exchange Board of India circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (titled “Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities”), and SEBI circular CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 (titled “Tendering of shares in open offers, Buyback offers and delisting offers by marking lien in the demat account of the shareholders”), or such other circulars or notifications, as may be applicable including any amendments or statutory modifications for the time being in force. The Company had obtained a separate acquisition window from BSE Limited for facilitating tendering of Equity Shares under the Buyback. For the purpose of the Buyback, BSE Limited was the designated stock exchange.
- 1.3 The tendering period for the Buyback opened on Monday, May 22, 2023 and closed on Friday, June 02, 2023.
2. DETAILS OF THE BUYBACK
- 2.1 The total number of Equity Shares bought back under the Buyback are 60,00,000 (Sixty Lakh) Equity Shares, at a price of ₹ 1,700/- (Rupees One Thousand and Seven Hundred Only) per Equity Share.
- 2.2 The total amount utilized in the Buyback is ₹ 1020,00,00,000 (Rupees One Thousand and Twenty Crore Only), excluding Transaction Costs.
- 2.3 The Registrar to the Buyback, i.e., Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited) (“Registrar”), considered a total of 77,831 valid bids for 1,13,62,287 (One Crore Thirteen Lakh Sixty Two Thousand Two Hundred Eighty Seven) Equity Shares in response to the Buyback resulting in the subscription of approximately 1.89 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar in the Buyback are as under:

Particulars	Number of Equity Shares available for Buyback	Total No. of bids received in this Category	Total Equity Shares bid for in this Category	Total valid Bids received in this Category**	Total valid Equity Shares received in this Category**	% of Total valid Shares to the Buyback Size	Total no. of Equity Shares accepted
General Category	51,00,000	3,049	99,72,193	3,049	99,61,206	166.02	51,00,000
Small Shareholder Category	9,00,000	74,782	14,18,802	74,782	14,01,081	23.35	9,00,000
Not in Master*	0	482	12,829	0	0	-	-
Total	60,00,000	78,313	1,14,03,824	77,831	1,13,62,287	189.37	60,00,000

- * 482 bids for 12,829 Equity Shares were not considered since they were not shareholders as on Record Date.
- **Excludes 990 shareholders who have tendered 17,721 Equity Shares in Small Shareholder category and 60 shareholders who have tendered 10,987 Equity Shares in General category more than their shareholding as on Record Date. These Equity Shares have not been considered for acceptance.
- 2.4 All valid bids have been considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/ rejection was dispatched by the Registrar, via email, to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company or the Depositories) on June 09, 2023. In cases where email IDs were not registered with the Company or Depositories, physical letters of acceptance / rejection were dispatched to the Eligible Shareholders by the Registrar on June 9, 2023. Further, where the emails bounced back, the dispatch for the same is being completed by the Registrar on June 10, 2023.
- 2.5 The settlement of all valid bids was completed by the Clearing Corporation on Friday, June 9, 2023. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instructions were rejected by RBI or relevant bank, due to any reason, then such amounts payable to the Eligible Shareholders were transferred to the concerned Seller Member for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- 2.6 Demat Equity Shares accepted under the Buyback were transferred to the Company’s demat

- account on June 9, 2023. The unaccepted demat Equity Shares have been returned to respective Eligible Shareholders/lien removed by the Clearing Corporation on June 9, 2023. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member’s depository pool account for onward transfer to the Eligible Shareholder. There were no Physical Shares tendered in the Buyback.
- 2.7 The extinguishment of 60,00,000 (Sixty Lakh) Equity Shares (all in dematerialized form) accepted under the Buyback is currently under process and shall be completed on or before June 16, 2023, in accordance with the SEBI Buyback Regulations.
- 2.8 Details of Eligible Shareholders from whom Equity Shares exceeding 1% (one per cent) of the total Equity Shares bought back have been accepted under the Buyback are as under:

SL. NO.	Name of the share holder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback equity capital of the Company#
1	HINDUJA GROUP LIMITED	22,81,339	38.02	4.90
2	HINDUJA REALTY VENTURES LIMITED	4,21,110	7.02	0.91
3	HINDUJA GROUP LTD	2,48,628	4.14	0.53
4	AVIATOR GLOBAL INVESTMENT FUND	2,10,844	3.51	0.45
5	HARSHA ASHOK HINDUJA	1,68,361	2.81	0.36
6	ASHOK PARMANAND HINDUJA	1,58,646	2.64	0.34
7	LGOF GLOBAL OPPORTUNITIES LIMITED	1,09,816	1.83	0.24
8	NEW LEAINA INVESTMENTS LIMITED	1,09,754	1.83	0.24
9	DILIPKUMAR LAKHI	93,481	1.56	0.20
10	GRISH KUMAR SHARDA	85,435	1.42	0.18

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buyback, is as under:

(Amount in ₹)		
Particulars	Pre-Buyback	Post-Buyback*
Authorised Share Capital:		
7,98,50,000 Equity Shares of ₹ 10/- each	79,85,00,000	79,85,00,000
1,50,000 1% Participatory Redeemable Non-Cumulative Preference Shares of ₹ 10/- each	15,00,000	15,00,000
Total	80,00,00,000	80,00,00,000
Issued, Subscribed and Paid-Up Capital:		
Pre: 5,25,20,285 Equity Shares of ₹ 10/- each, Post: 4,65,20,285 Equity Shares of Rs 10/- each	52,52,02,850	46,52,02,850
Total Paid-Up Share Capital	52,52,02,850	46,52,02,850

- *Subject to extinguishment of 60,00,000 Equity Shares.
- 3.2 The shareholding pattern of the Company, pre and post Buyback, is as under:

Category	Pre-Buyback		Post-Buyback*	
	Number of Equity Shares	% to the Existing Equity Share Capital	Number of Equity Shares	% to the Post-Buyback Equity Share Capital
Promoters and Promoter Group	3,49,71,750	66.59	3,14,99,154	67.71
Domestic Institutional Investors	1,58,256	0.30	1,50,21,131	32.29
Foreign Investors, including Foreign Institutional Investors	67,97,846	12.94		
Non-Institutional Investors	1,05,92,433	20.17		
Total	5,25,20,285	100.00	4,65,20,285	100.00

*Subject to extinguishment of 60,00,000 Equity Shares.

4.MANAGER TO THE BUYBACK

Motilal Oswal Investment Advisors Limited
Address: 10th Floor, Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India
Tel.: +91 22 7193 4380 | **Email:** hgs.buyback@motilaloswal.com
Investor Grievance Email: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Mr. Subodh Mallya
SEBI Registration No.: INM000011005 | **Validity Period:** Permanent
CIN: U67190MH2006PLC160583

5.DIRECTORS’ RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that the information contained in this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Hinduja Global Solutions Limited

Sd/- Anil Harish Independent Director DIN: 00001685	Sd/- Vynsley Fernandes Whole-time Director DIN: 02987818	Sd/- Narendra Singh Company Secretary & Compliance Officer ICSI Membership No.: F4853
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Date: June 09, 2023
Place: Mumbai