HINDUJA GLOBAL SOLUTIONS

September 05, 2018

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai 400 001.
Scrip Code : 532859

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

Dear Sirs,

Sub: Cut-off Date for E-Voting - Twenty Third Annual General Meeting (AGM) and Notice of the AGM

The Company vide letter dated August 16, 2018 has informed the Book closure dates as follows: September 28, 2018 to September 29, 2018 (both days inclusive) for the purpose of Twenty Third Annual General Meeting (AGM) of the members of the Company to be held on September 29, 2018 and for determining the names of members who will be entitled for final dividend on the equity shares of the Company for the financial year 2017-18, if declared at the said AGM.

We would like to inform that Friday, September 21, 2018 shall be the cut-off date for the purpose of determining the names of members who will be eligible for casting their votes through e-voting facility (remote e-voting) being provided by "Karvy Computershare Private Limited", the R & T Agents of the Company on the proposals contained in the Notice of Twenty Third AGM. A copy of the said Notice is enclosed.

Kindly take note of the same.

Thanking you.

Yours truly,
For **Hinduja Global Solutions Limited**

Makarand Dewal
Company Secretary

Encl : a/a

CC: 1. National Security Depository Ltd., Mumbai
2. Central Depository Services (India) Ltd., Mumbai
3. Karvy Computershare Pvt. Ltd. (R & TA of the Company)

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 Third Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Saturday, September 29, 2018 at 3:00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of ₹2.50 per equity share of ₹10 each for the financial year ended March 31, 2018 and to confirm three interim dividends aggregating to ₹7.50, already paid, per equity share of ₹10 each for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Partha DeSarkar as the Manager (designated as Chief Executive Officer) of the Company as defined under Section 2(53) of the Act, with effect from April 1, 2018 for a period of 3 (three) years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 8, 2018, placed before this Meeting with liberty to the Nomination and Remuneration Committee ("NRC")/ Board of Directors ("the Board") to alter and revise the terms and conditions of appointment and remuneration during his tenure of appointment, in such manner as may be agreed to between the Company and Mr. Partha DeSarkar and in compliance with the provisions of the Act.

RESOLVED FURTHER THAT NRC/ the Board be and is hereby authorized to increase Mr. Partha DeSarkar's remuneration during his tenure of appointment, subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in such manner as may be agreed to between the Company and Mr. Partha DeSarkar.

RESOLVED FURTHER THAT within the limits prescribed under Schedule V to the Act, the Chairman of the Board be and is hereby authorized to vary at any time the components of Mr. Partha DeSarkar's remuneration, as approved from time to time, periodicity of payments and the terms thereof as may be mutually agreed.

RESOLVED FURTHER THAT Mr. Partha DeSarkar be and is hereby recognized as a Key Managerial Personnel of the Company effective April 1, 2018 pursuant to the provisions of Section 203 of the Act read with Clause 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

Makarand D. Dewal
Company Secretary

Place : Mumbai
Date : August 24, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER**. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received by the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting [on or before September 27, 2018, 3:00 p.m. (IST)]. During the period beginning 24 hours before the commencement of the Annual General Meeting and until the conclusion of the Meeting, Members providing not less than three days notice in writing to the Company, will be entitled to inspect the proxies lodged during the business hours of the Company.

2. The relevant details pursuant to Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Item No. 3 is set out as **Annexure 1** to the Notice.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business under Item No. 4 of this Notice is set out as **Annexure 2** to the Notice.

4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives who would attend and vote on their behalf at the Meeting.

5. Pursuant to notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, placing of the matter relating to ratification of appointment of Auditors by members at every Annual General Meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of M/s Deloitte Haskins & Sells, LLP, Auditors, who were appointed at the 22nd Annual General Meeting held on September 28, 2017 till the conclusion of the 27th Annual General Meeting of the Company.

6. In accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has fixed September 21, 2018 as the cut-off date to determine the eligibility of Members to vote by electronic means or at the Annual General Meeting. 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. September 21, 2018, shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.

7. **Voting through electronic means**

   A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:

  (i) Launch the internet browser by typing the following URL: *https://evoting.karvy.com.*

  (ii) Click on "Login"

  (iii) Enter the login credentials with the password provided in the e-mail received

from Karvy (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 Karvy 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 Karvy 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 address, 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@karvy.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."**

- A Member receiving physical copy of this Notice [for members whose e-mail IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

  a) E-Voting Event Number, User ID and Initial password is provided in the Attendance Slip.

  b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of 'A' above, to cast vote.

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.karvy.com* or contact Mr. Premkumar Nair (Unit: Hinduja Global Solutions Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,

Hyderabad - 500 032 or at *einward.ris@karvy.com* or via phone: 040 – 6716 2222 or call Karvy's 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 **Wednesday, September 26, 2018 at 9:00 a.m. and ends on Friday, September 28, 2018 at 5:00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 21, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy 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 facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting done through ballot paper at the Annual General Meeting shall be treated as invalid.

G. 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 21, 2018.

H. 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 21, 2018, 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.karvy.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 Karvy's toll free number 1800-3454-001.

   iv. Member may send an e-mail request to *evoting@karvy.com*

I. Ms. Rupal D. Jhaveri, Practicing Company Secretary (C.P. No. 4225, Membership No.: FCS No. 5441) has been appointed as the Scrutinizer to scrutinize the voting at the Meeting through Ballot Paper and the remote e-voting process in a fair and transparent manner.

J. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and submit, not later than 48 hours from the conclusion of the Meeting, 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.

K. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website *www.teamhgs.com* and on the website of Karvy at *https://evoting.karvy.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.

8. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days (Monday to Friday). The said Registers will also be available for inspection by the members at the Annual General Meeting.

9. Documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours of the Company up to and including the date of the Annual General Meeting of the Company.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 28, 2018 to Saturday, September 29, 2018** (both days inclusive).

11. Final Dividend for the year ended March 31, 2018, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on **October 12, 2018** to the members whose names appear in the Company's Register of Members as on **Saturday, September 29, 2018** (in respect of shares held in physical form) and to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Thursday, September 27, 2018** (in respect of shares held in electronic form).

12. 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 Meeting so that the information required may be made available at the Meeting.

13. Electronic copy of the Notice of the 23rd Annual General Meeting (accompanied by the Attendance Slip and Proxy Form) along with the Annual Report for 2017-18 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participants(s)/ Company's Registrar and Share Transfer Agent.

14. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website *www.teamhgs.com*. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours of the Company upto and including the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such documents in physical form, free of cost upon making a request for the same. The members may also send requests to the Company's investor e-mail id: *investor.relations@teamhgs.com.*

15. Members are requested to bring their Attendance Slip and copy of the Annual Report to the Meeting.

16. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent, viz. M/s. Karvy Computershare Private Limited (Karvy) 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.

17. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants/ drafts. Members are requested to inform their respective Depository Participants (DPs) of any change in address, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, change of name, e-mail address, contact numbers, etc.

18. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as provided under Section 72 of the Companies Act, 2013 are requested to submit the details to the Company's Registrar and Share Transfer Agent.

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. As per Section 205A and 205C of the Companies Act, 1956 and other applicable provisions, unclaimed/unpaid dividend for the year 2009-10, remaining as such for a period of 7 (seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company for that year, was transferred to the Investor Education and Protection Fund (IEPF) on September 12, 2017. In addition, shares in respect of which dividend had not been claimed for a period of seven consecutive years, were transferred to IEPF during FY 2017-18. No claim shall lie against the Company for the shares and dividend so transferred to IEPF.

21. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 28, 2017 (date of the last Annual General Meeting) on the website of the Company (*www.teamhgs.com*), as also on the website of the Ministry of Corporate Affairs (*www. mca.gov.in*).

    Members, who have not encashed the dividend warrants/ drafts for the financial years 2010-11 and onwards, are requested to submit their claims forthwith to the Company's Registrar and Share Transfer Agent viz. M/s. Karvy Computershare Pvt. Ltd. for encashment of the same. Members' attention is particularly drawn to the 'Corporate Governance' section of the Annual Report in respect of unclaimed dividend.

22. SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018, pursuant to which transfer of listed securities only in dematerialized form with a depository is permitted. In view of the above, Members holding shares in physical form are requested to opt for dematerialization of their shareholdings.

23. Members holding shares in physical form may approach any Depository Participant (DP) or any other DP to open Demat Account and avail the payment of dividend electronically so as to reduce possibility of losing or misplacing the Dividend warrants/ drafts.

24. 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.

25. Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007 the Company has designated an exclusive e-mail ID *investor.relations@teamhgs.com* on which the investors would be able to register their complaints, if any.

26. The route map showing directions to reach the venue of the Twenty-Third Annual General Meeting is annexed.

Annexure 1 to the Notice

Item No. 3:

Details relating to Director seeking re-appointment, furnished pursuant to Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Yashodhan Madhusudan Kale

Born on November 4, 1947, Mr. Yashodhan Madhusudan Kale ("Mr. Kale") is FCA (England and Wales). He was a President of ICAI in the year 1995-96 and was former Chairman of the Accounting Standards Board, ICAI. He was a Board Member of the International Accounting Standards Committee (formerly called IASC) as India representative. Mr. Kale has considerable experience and expertise in various professional areas including Corporate Governance, Accounting, Auditing and Corporate Laws.

Mr. Kale is the Group President - Corporate Governance & Development of Hinduja Group Limited and is associated with the Group for more than 15 years. He was a Director of reputed listed and other companies within and outside the Hinduja Group. He is currently a Director of IndusInd Bank Limited and a Member of its Audit Committee.

Mr. Kale was a Member of several committees appointed by the Government, Regulatory bodies and Chamber of Commerce, viz. RBI, NSE, SEBI, Bombay Chamber of Commerce and Industry, etc.

Mr. Y.M. Kale does not hold any shares in Hinduja Global Solutions Limited. He is not related to any other Director, Manager or any Key Managerial Personnel of the Company.

Annexure 2 to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO ITEM NO. 4 OF THE ACCOMPANYING NOTICE DATED AUGUST 24, 2018.

Item No. 4:

Mr. Partha DeSarkar was appointed as the Manager of the Company as defined under Section 2(53) of the Companies Act, 2013 ("the Act"), with effect from April 1, 2015 for a period of 3 (three) years till March 31, 2018.

The Nomination and the Remuneration Committee (NRC) and the Board of Directors at their meetings held on February 7, 2018 and February 8, 2018 respectively, approved the re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) of the Company under Section 2(53) of the Act with effect from April 1, 2018 for a period of 3 (three) years ending on March 31, 2021 and remuneration payable to him. Mr. Partha DeSarkar's re-appointment as a 'Manager' of the Company and payment of remuneration to him is subject to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of Members at the General Meeting.

Mr. Partha DeSarkar (born on May 17, 1963), is the Manager, designated as Chief Executive Officer (CEO) of Hinduja Global Solutions Limited ("HGS"/"the Company"). He has been with the Company since 2003 and has been a part of the growth story of the Company. He has around 28 years of experience in customer service and operations across industries like Banking, Financial Services, Healthcare and Insurance. Prior to joining the Company, Mr. Partha DeSarkar had 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 post-graduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Masters 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.

An abstract of the material terms and conditions of appointment of and remuneration payable to Mr. Partha DeSarkar as contained in the letter

of appointment dated February 8, 2018 and as approved by the NRC at its meeting held on August 16, 2018 are furnished hereunder:

1. Mr. Partha DeSarkar shall act as the Manager of the Company (designated as Chief Executive Officer) as defined under Section 2(53) of the Act with effect from April 1, 2018, and shall be primarily responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company.
2. Period: 3 (Three) years from April 1, 2018 ending on March 31, 2021.
3. Remuneration:
   a. Salary of Rs. 2,41,54,000/- per annum (Rupees Two Crores Forty One Lakhs Fifty Four Thousand only) as Fixed Annual Compensation, is inclusive of basic salary, perquisites and allowances and retirals. With effect from April 1, 2018, the NRC will review his performance from time to time and will have the discretion to keep the Fixed Annual Compensation at the same figure of Rs. 2,41,54,000 /- per annum (Rupees Two Crores Forty One Lakhs Fifty Four Thousand only) or revise the Fixed Annual Compensation during the tenure of his appointment from time to time.
   b. The NRC has approved revised salary of Rs. 2,56,00,000/- (Rupees Two Crores Fifty Six Lakhs only) as Fixed Annual Compensation with effect from April 1, 2018 till March 31, 2019.
   c. Annual Performance Incentive as decided by the NRC.
   d. Long Term Incentive including but not limited to any stock options as decided by the NRC.
   e. Any additional benefits and allowances as per Company policy for Senior Management.

   Revision in remuneration during the tenure of appointment shall be subject to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
4. Either of the parties shall be entitled to terminate the appointment at any time prior to expiry of the term of 3 (three) years, without assigning any reason and by giving three months' advance notice in writing to the other, or three months' basic salary in lieu thereof. However, such early termination shall not prejudice or result in termination of employment with the Company, which is governed by the appointment letter dated February 8, 2018 and the Company's rules and regulations.

   The Letter of appointment dated February 8, 2018 referred to in the Resolution at Item No. 4 of the Notice will be open for inspection by Members at the Company's Registered Office during the business hours of the Company up to the date of the Annual General Meeting.

   Except Mr. Partha DeSarkar and his relatives, no Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

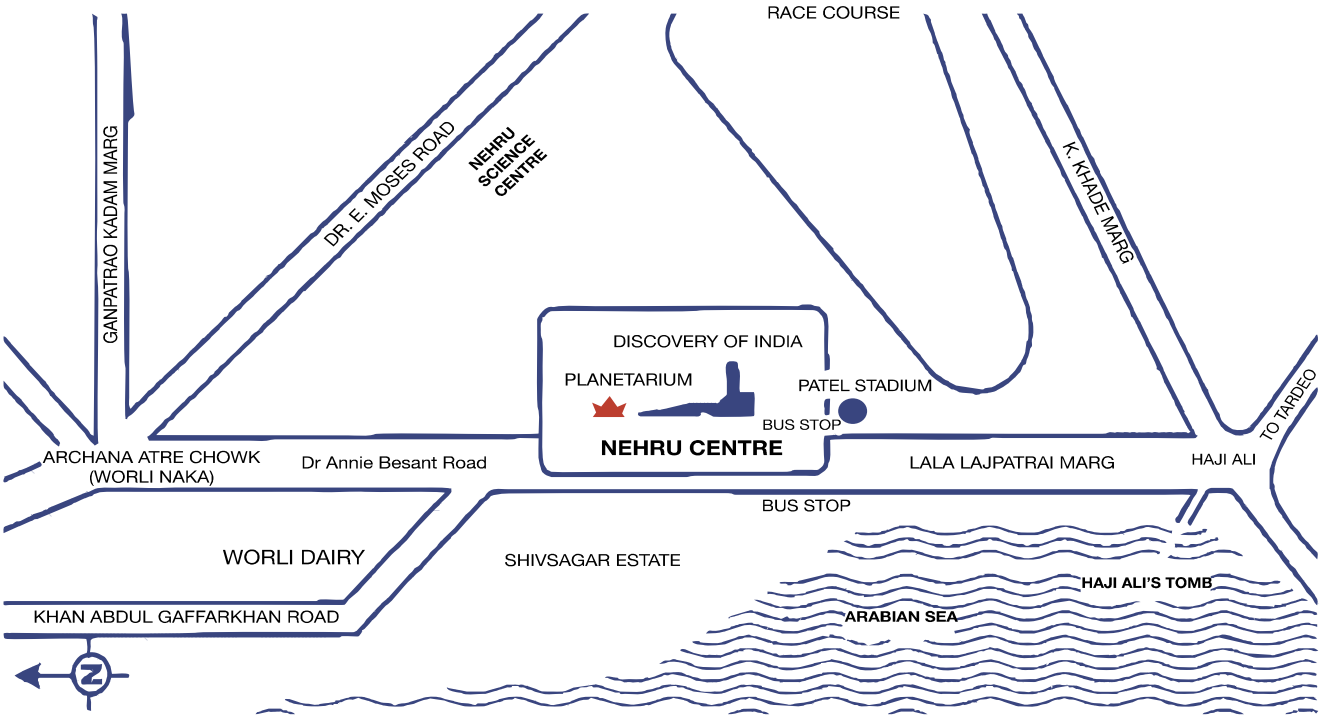
   The Directors recommend Resolution at Item no. 4 of the Notice for approval of the Members.

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

Makarand D. Dewal
Company Secretary

Place : Mumbai
Date : August 24, 2018

ROUTE MAP FOR ANNUAL GENERAL MEETING HALL – HALL OF CULTURE, NEHRU CENTRE



Route Map of Nehru Centre

Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium