HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)
Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018
Tel.: 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 First Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Wednesday, September 21, 2016 at 3:00 P.M. at the Hall of Harmony, 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, 2016 including audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of ₹1.25 per equity share of ₹10 each for the financial year ended March 31, 2016 and to confirm three interim dividends aggregating to ₹13.75, already paid, per equity share of ₹10 each for the financial year ended March 31, 2016.
3. To appoint a Director in place of Ms. Shanu S. P. Hinduja (DIN: 06512872), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, having Registration No. 301112E be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company.

   RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

5. 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. Yashodhan Madhusudan Kale (DIN: 00013782), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Non-Executive Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."
6. 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 Sections 149, 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), read with Schedule IV of the Companies Act, 2013, Mr. Pradeep Mukerjee (DIN: 02287773), in respect of whom the Company has received a notice in writing 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 the date of this Annual General Meeting i.e. September 21, 2016 up to September 20, 2021 (both days inclusive) AND THAT Mr. Pradeep Mukerjee shall not be liable to retire by rotation."

By Order of the Board

For **HINDUJA GLOBAL SOLUTIONS LIMITED**

Makarand D. Dewal
Company Secretary

Place : Mumbai
Date : August 17, 2016

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 fifty (50) 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.

2. The relevant details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Item Nos. 3, 5 and 6 set out in the Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the Special Business under Item Nos. 5 and 6 set out in the Notice, are furnished respectively as **Annexure 1 and 2** to the Notice.

3. 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.

4. In accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has fixed September 14, 2016 as the cut-off date to determine the eligibility 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 14, 2016, shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.

5. **Voting through electronic means**

   A. In compliance with 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 Participant(s)]:

        (i) Open e-mail and open PDF file viz. "HGS e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

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

        (iii) Click on "Login".

        (iv) Enter the login credentials (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.

        (v) If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with 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, e-mail 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.**

(vi) You need to login again with the new credentials.

(vii) On successful login, the system will prompt you to select the "EVEN (E-Voting Event Number)" for Hinduja Global Solutions Limited.

(viii) 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.

(ix) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(x) 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.

(xi) Cast your vote by selecting an appropriate option and click on "Submit".

(xii) 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).

(xiii) 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@vcshah.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."**

- **Notes:**

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

  b) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) 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 *evoting@karvy.com* or via phone: 040–6716 1500 or call Karvy's toll free No. 1800-3454-001 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 17, 2016 at 9:00 a.m. and ends on Tuesday, September 20, 2016 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 Wednesday, September 14, 2016, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Karvy for voting thereafter. 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 Members who do not have access to electronic voting facility to send their assent or dissent may send it through ballot paper. For ballot paper, Members may write to the Company Secretary of the Company or send an e-mail to the following e-mail address: *investor.relations@teamhgs.com.* 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 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 14, 2016.

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 14, 2016, 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, 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 Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) working

days from the date of conclusion of e-voting period, 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 shall be declared on or after the Annual General Meeting of the Company. 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* within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed.

6. Documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day (Monday to Friday, 10.00 a.m. to 3.00 p.m.) up to and including the date of the Annual General Meeting of the Company.

7. The Register of Members and the Share Transfer Books of the Company will remain closed on **Wednesday, September 21, 2016** (book closure date).

8. Final Dividend for the financial year ended March 31, 2016, as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after **October 7, 2016** to the members whose names appear in the Company's Register of Members as on **Tuesday, September 21, 2016** (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 **Tuesday, September 20, 2016** (in respect of shares held in electronic form).

9. 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 seven (7) days before the date of the Meeting so that the information required may be made available at the Meeting.

10. Electronic copy of the Notice of the Twenty First Annual General Meeting (accompanied by the Attendance Slip and Proxy Form) along with the Annual Report for 2015-16 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.

11. Members may also note that the Notice of the Twenty First Annual General Meeting and the Annual Report for 2015-16 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 on any working day (Monday to Friday, 10.00 a.m. to 3.00 p.m.) up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the members may also send requests to the Company's investor e-mail id: *investor.relations@teamhgs.com.*

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

13. 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 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.

14. 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.

15. 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.

16. 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.

17. As per Section 205A and 205C of the Companies Act, 1956 and other applicable provisions, unclaimed/unpaid dividend for the year 2007-08, remaining as such for a period of seven (7) 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 November 2, 2015. No claim shall lie against the IEPF or the Company for the amount so transferred nor shall any payments be made in respect of such claims.

18. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 29, 2015 (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 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 (Interim Dividends) 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.

19. 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.

20. 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.

21. The route map showing directions to reach the venue of the Twenty First Annual General Meeting is annexed.

22. 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.

Annexure 1 to the Notice

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

Item No. 3:

Ms. Shanu S.P. Hinduja

Ms. Shanu Srichand Parmanand Hinduja under the guidance and leadership of her father, the Group Chairman, currently co-chairs Hinduja Global Solutions and holds the position of Vice-Chairperson of Hinduja Bank (Switzerland) Ltd.

Ms. Shanu S.P. Hinduja started her career in the finance sector, working with international banks like Merrill Lynch, Morgan Stanley and Nomura and has subsequently been holding several positions in the Hinduja Group of Companies. Her main fields of expertise include banking, global influential management and human rights.

As a leading global businesswoman and one of the leading members of the Hinduja Family, Ms. Shanu S.P. Hinduja continues the legacy of the Founder of the Hinduja Group, Parmanand D. Hinduja and the vision of the Group's Chairman, Mr. Srichand P. Hinduja in enhancing the wealth for the Group and increase its contribution to society. She also holds the role of Senior Advisor to the Chairman of the Hinduja Group, who among the many other functions outside of the Group, is also a founding member of the Foundation Prince Albert II of Monaco.

Ms. Shanu S.P. Hinduja is an active business speaker in prominent international organizations, and contributes to the sustainable development of Public Private Partnerships, with a focus on international organisations. In this context, she has been holding a number of key positions including:

- Co-chair of the United Nations Foundation's Global Accelerator;
- Only Speaker representing the private sector at the United Nations General Assembly at the high level meeting on Disability and Development;
- Part of the United Nations Sustainable Development Goals, as member of the advisory committee on the Business Manifesto;
- Keynote speaker at the United Nations Infopoverty Conference;
- Participant at the World Economic Forum in Davos, and prolific speaker in Lima, Panama, Monaco, Miami and New Delhi;
- Sponsor of the world's leading clean technology conference, Clean Equity Monaco;
- One of the keynote speakers in the Asian Society event "Rise of Asia", held at St Jame's Palace;
- Invited to the Tina Brown pioneer leading 20 women's summit;
- Keynote and Distinguished Speaker on family business and women's empowerment at the TIE, The Indus Entrepreneur – World Convention.

With her philanthropic approach, Ms. Shanu S.P. Hinduja is equally committed to improve healthcare and education and support the deprived globally, as initiated by the Group Chairman. In her capacity of chairperson of the Hinduja Foundation in the United States and Trustee of the Hinduja Foundation in the UK, she supports the rights of women and self-empowerment. Amongst many other initiatives, this includes scholarships at Cambridge University and Massachusetts General Hospital and many other recognized institutes globally, and establishing the "Dharam Srichand P. Hinduja Fund for Complementary Medicine" at Columbia University, inaugurated by Prince Albert II of Monaco.

Ms. Shanu S.P. Hinduja is graduated in finance and economics and is one of the holders of the Executive Certificate in Global Management of the INSEAD Business School, Fontainebleau, of which she is an Alumni.

Ms. Shanu S.P. is the eldest child of Ms. Madhu and Mr. Srichand P. Hinduja and has two children.

Her son Karam Hinduja is a graduate of Columbia University and founder of Timeless Capital, a New York based media investment fund and incubator.

Her daughter Lavanya S.S. Hinduja is graduating with honours at the New York University and has worked with the Huffington Post and KPMG whilst completing her degree in History.

Directorships in other Companies (excluding foreign companies): Nil

Membership of Board Committees: Hinduja Global Solutions Limited, Member- Stakeholders

Relationship and Share Allotment Committee And Nomination and Remuneration Committee.

Ms. Shanu S.P. Hinduja, born on May 14, 1964, was appointed as a Director of Hinduja Global Solutions on March 4, 2013, designated as Co-Chairperson. She holds 955 Equity Shares of the Company. Ms. Shanu S. P. Hinduja, a Non-Executive Director of the Company, belongs to the promoter group and is related to Mr. Ramkrishan P. Hinduja, Chairman of the Board and to Ms. Vinoo S. Hinduja, Director of the Company, in terms of Section 2 (77) of the Companies Act, 2013. She is not related to any other Directors, Manager or any Key Managerial Personnel of the Company.

Item No. 5:

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 Board (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 13 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. Kale does not hold any shares in Hinduja Global Soultions Limited. He is not related to any other Director, Manager or any Key Managerial Personnel of the Company.

Item No. 6:

Mr. Pradeep Mukerjee

Born on December 16, 1958, Mr. Pradeep Mukerjee ("Mr. Mukerjee") is Bachelor of Sciences in Physics, IIT- Kharagpur and holds a Masters degree in Personnel Management and Industrial Relations from Tata Institute of Social Sciences, Mumbai. He is also a Professional Certified Coach certified by the International Federation of Coaches, USA.

Mr. Mukerjee has held top management positions in reputed organizations. He has over 31 years of rich corporate experience in India and overseas and has led human resources function for many years. He advises and provides consultancy services to organizations on people matters and coaches leaders and senior executives.

Mr. Mukerjee is an Independent Director of Timex Group India Limited and is also a Member of the following Committees of the Board of the said Company: Stakeholders Relationship Committee, Audit Committee and Nomination and Remuneration Committee. He is a partner of Global HR Lead Partners LLP. He is a Trustee on the Board of Trustees of SNEHA (NGO in Mumbai).

Mr. Mukerjee 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 NOS. 5 AND 6 OF THE ACCOMPANYING NOTICE DATED AUGUST 17, 2016

Item No. 5:

The Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 ("the Act"), along with a deposit of Rs. 1,00,000/-, proposing the candidature of Mr. Yashodhan Madhusudan Kale ("Mr. Kale") (DIN: 00013782), for appointment as a Non-Executive Director of the Company at the ensuing Annual General Meeting of the Company. As a Non-Executive Director of the Company, Mr. Kale, if appointed at the Annual General Meeting, shall be a Director liable to retire by rotation.

The Company has received following documents from Mr. Kale: consent to act as a Director in Form DIR - 2 pursuant to Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014, Form DIR - 8 to the effect that he is not disqualified to act as a Director under Sub-Section 2 of Section 164 of the Companies Act, 2013.

Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Mr. Kale is provided in Annexure 1 to this Notice.

In the opinion of the Board, the considerable experience and expertise of Mr. Kale in various professional areas including Corporate Governance, Accounting, Auditing and Corporate Laws would be of immense benefit to the Company.

The terms and conditions of appointment of Mr. Kale shall be open for inspection by the Members at the Registered Office of the Company on any working day (Monday to Friday, 10.00 a.m. to 3.00 p.m.) up to one day prior to the date of the ensuing Annual General Meeting.

Except Mr. Kale, being an appointee and his relatives, no other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Directors recommend Resolution at Item No. 5 of the Notice for the approval of the Members.

Item No. 6:

The Company has received a Notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 ("the Act"), along with a deposit of Rs. 1,00,000/-, proposing the candidature of Mr. Pradeep Mukerjee ("Mr. Mukerjee") (DIN: 02287773), for appointment as an Independent Director of the Company at the ensuing Annual General Meeting of the Company.

The Company has received following documents from Mr. Mukerjee: consent to act as a Director in Form DIR - 2 pursuant to Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014, Form DIR - 8 to the effect that he is not disqualified to act as a Director under Sub-Section 2 of Section 164 of the Companies Act, 2013 and a Declaration to the effect that he meets the criteria of Independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013.

Information required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Mr. Mukerjee is provided in Annexure 1 to this Notice.

In the opinion of the Board, Mr. Mukerjee who is proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the Rules made thereunder and he is Independent of the management. The vast experience and expertise of Mr. Mukerjee in the field of Human Resources and related matters would be of immense benefit to the Company.

In terms of Section 149 and other applicable provisions of the Act, Mr. Pradeep Mukerjee being eligible for appointment, is proposed to be appointed as an Independent Director to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. September 21, 2016 up to September 20, 2021 (both days inclusive). In terms of provision of Section 149(13) of the Act, Mr. Mukerjee shall not be liable to retire by rotation.

The terms and conditions of appointment of Mr. Mukerjee shall be open for inspection by the Members at the Registered Office of the Company on any working day (Monday to Friday, 10.00 a.m. to 3.00 p.m.) up to one day prior to the date of the ensuing Annual General Meeting.

Except Mr. Mukerjee, being an appointee and his relatives, no other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Directors recommend Resolution at Item No. 6 of the Notice for the approval of the Members.

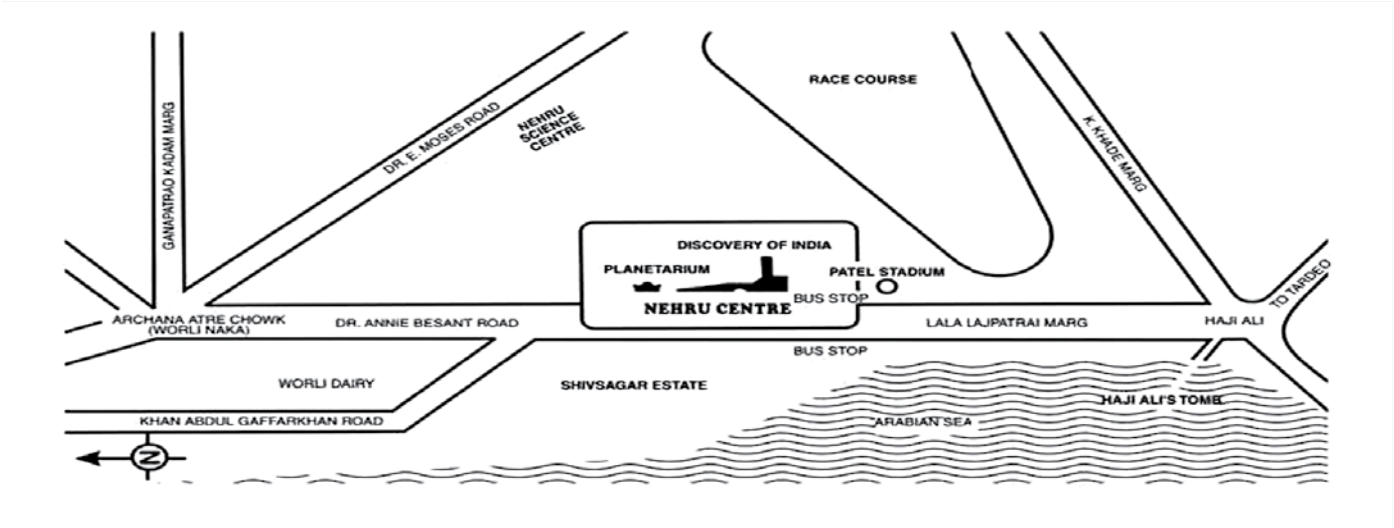
By Order of the Board

For **HINDUJA GLOBAL SOLUTIONS LIMITED**

Makarand D. Dewal
Company Secretary

Place : Mumbai
Date : August 17, 2016

ROUTE MAP FOR AGM HALL – HALL OF HARMONY, NEHRU CENTRE



Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium