



HINDUJA GLOBAL SOLUTIONS

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 Twentieth Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Tuesday, September 29, 2015 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 year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 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 ₹ 5 per equity share of ₹ 10 each for the year ended March 31, 2015 and to confirm three interim dividends aggregating to ₹ 15, already paid, per equity share of ₹ 10 each for the year ended March 31, 2015.
3. To appoint a Director in place of Ms. Vinoo S. Hinduja (DIN: 00493148), 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 a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Schedule V to the Companies Act, 2013 (**“the Act”**) read with Sections 196, 197, 202, 203 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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, 2015 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 5, 2015, 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.

RESOLVED FURTHER THAT NRC/ the Board be and are hereby authorized to increase Mr. Partha DeSarkar's remuneration during his tenure of appointment, subject to the provisions

of Schedule V to the Act read with Sections 196, 197, 202, 203 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 in the event of absence or inadequacy of profits in any financial year during the term of his appointment, Mr. Partha DeSarkar shall, subject to the provisions of Schedule V to the Act and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this Resolution, as minimum remuneration, even if it exceeds five percent of the net profits of the Company."

6. 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 Section 14 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the new set of Articles of Association of the Company submitted to this Meeting, be and are hereby approved and adopted in substitution of and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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

7. 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 180(1) (a) and other applicable provisions, if any, of

the Companies Act, 2013, ("**the Act**"), 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 to the Board of Directors of the Company for creation of charge or encumbrance including mortgage, hypothecation, pledge, as applicable, in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, on the whole or substantially the whole of the undertaking of the Company, all the moveable and immoveable properties of the Company, present and future, wheresoever situated in favour of Financial/ Investment Institution(s)/ Bank(s)/ Trustees/ Bodies Corporates/ such other person to secure the loans, borrowings, debenture/ bonds/ such other underlying instruments issued or proposed to be issued, or borrowings, loans and/ or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/ debentures/ such other underlying instruments issued/ proposed to be issued or the loan facility agreement entered into or proposed to be entered into by the Company, up to the ceiling limit of ₹ 1,000 crore (Rupees One Thousand Crore only) as delegated to the Directors under Section 180(1) (a) of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize the documents/ deeds, as may be applicable, for creating the appropriate mortgages and/ or charges on such of the immoveable and/ or moveable properties of the Company on such terms and conditions as may be decided by the Board of Directors and to perform all such acts and things as may be necessary in this regard."

8. 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**"), 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 committees of the Board thereof, such commission for a period of 5 (five) years commencing from the Financial Year April 1, 2015, 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, as computed in the manner specified under Section 198 of the Act".

9. 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, 150, 152, 160 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 to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Anil Harish (DIN: 00001685), 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 5 (five) consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive) AND THAT Mr. Anil Harish is not liable to retire by rotation."

By Order of the Board
For **HINDUJA GLOBAL SOLUTIONS LIMITED**

Makarand D. Dewal
Company Secretary

Place: Mumbai
Date: September 1, 2015

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 the 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 in respect of Item No. 3 and Item No. 9 set out above, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the business under Item Nos. 5 to 9 set out above, 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) Amendment Rules, 2015, the Company has fixed September 22, 2015 as the cut-off date to determine the eligibility to vote by electronic means or in the 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 22, 2015, shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

5. **Voting through electronic means**

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and

Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means (e-voting). The business of the meeting may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL). 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 NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(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://www.evoting.nsdl.com>.
 - (iii) Click on "Member – Login"
 - (iv) If you are already registered with NSDL for e-voting, then 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 NSDL as initial password. Password change menu will appear on your screen. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on "e-Voting": Active Voting Cycles.
 - (vii) Select "EVEN (E-Voting Event Number)" of Hinduja Global Solutions Limited.

- (viii) Now you are ready for “e-voting” as “Cast Vote” page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rupal@vcshah.com with a copy marked to evoting@nsdl.co.in.
- In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
 - a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (E-Voting Event Number)	USER ID	PASSWORD/ PIN
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 - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - B. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com
 - C. The remote e-voting period commences on Saturday, September 26, 2015 at 9:00 a.m. and ends on Monday, September 28, 2015 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 Tuesday, September 22, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL 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.
 - D. The members who do not have access to electronic voting facility to send their assent or dissent may send it through postal ballot. For postal ballot form, 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 AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - E. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2015.
 - F. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date of September 22, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com. Such person can also vote at the AGM.
 - G. Ms. Rupal Jhaveri, Practicing Company Secretary (C.P. No. 4225, Membership No. FCS No. 5441) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - H. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the meeting unblock the votes in the presence of at least 2 (two) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the 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 report.

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- I. The Results shall be declared on or after the AGM 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 NSDL within 2 (two) 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.
6. All 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.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 25, 2015 to Tuesday, September 29, 2015** (both days inclusive).
8. Final Dividend for the year ended March 31, 2015, as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after **October 8, 2015** to the members whose names appear in the Company's Register of Members as on **Tuesday, September 29, 2015** (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 24, 2015** (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 7 (seven) 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 20th Annual General Meeting (accompanied by the Attendance Slip and Proxy Form) along with the Annual Report for 2014-15 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
11. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2014-15 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. 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 to facilitate better service:
- (i) Any change in their address/mandate/bank details;
 - (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 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. As per Section 205A and 205C of the Companies Act, 1956 and other applicable provisions, unclaimed/unpaid dividend for the year 2006-07, remaining as such for a period of 7 (seven) 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) in November, 2014. 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.

Members, who have not encashed the dividend warrants/ drafts for the financial years **2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 (Interim Dividends)** are requested to make their claims forthwith to the Company's Registrar and Share Transfer Agent

viz. M/s. Sharepro Services (India) Pvt. Ltd. for encashment of the same.

17. 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.
18. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. M/s. Sharepro Services (India) Pvt. Ltd.
19. 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 Clause 49 of the Listing Agreement with Stock Exchanges

Item No. 3:

Ms. Vinoo S. Hinduja

Born on April 14, 1967, Ms. Vinoo S. Hinduja is a third generation entrepreneur with a passion for value based healthcare delivery, community health and technology driven innovation in healthcare practices.

She has a Bachelor's degree in Business Administration from the University of Richmond (1989), with a diploma in 'Health Policy and Management' from Johns Hopkins University (1997) and has certifications in 'Finance and Accounting' (2004) and 'Governing the Corporation' (2008) from the Wharton School of Executive Education. She also acquired certification from Harvard Business School in Managing Health Care Delivery (2011-12).

Having over 14 years of rich work experience, 9 years of which have been in leadership position in the areas of new business development in Healthcare, I.T., Media and Banking verticals of the Hinduja Group, a multi-billion dollar family owned conglomerate. She works directly under the leadership of Mr. S.P. Hinduja, Chairman of the Hinduja Group, pursuing opportunities of innovation and leveraging the synergies across the Group.

Prior to assuming responsibility of overseeing the Healthcare activities of the Group, Ms. Hinduja worked with Chase Manhattan Bank, Iveco Ford Truck Manufacturing, Credit Suisse Bank and the Cromwell Hospital.

In addition to her business accomplishments, Ms. Hinduja is a dedicated daughter, steeped in family values and spends her spare time by actively involving in her family's philanthropic initiatives, her father's book project and his movie ventures.

Under her leadership, the Hinduja Hospital in Mumbai, India has transformed into one of India's most respected healthcare institutions having received a variety of awards and accolades. In

the healthcare services sector, she has created successful examples of empowering women in not only the nursing profession but also by creating leaders by leveraging knowledge collaboration and synergy via alliances with leading global international institutes.

Ms. Hinduja's vision as a prominent leader in this sector is to further immortalize her Grandfather's legacy in expanding the availability of "quality healthcare & education as a birthright of every citizen" by playing an active role in providing access, availability and affordability of healthcare and education in India and by pioneering the transformation of Mumbai into its healthcare capital. She is actively involved in Corporate Social Responsibility projects/ initiatives of the Company.

Directorship in other Companies (excluding foreign companies): Nil

Membership of Board Committees: Hinduja Global Solutions Limited, Member- Stakeholders Relationship and Share Allotment Committee and Corporate Social Responsibility Committee.

Ms. Vinoo S. Hinduja was appointed as a Director of the Company on October 25, 2008 and holds 61,065 Shares of the Company which is 0.29% of the total paid up capital of the Company. Ms. Vinoo S. Hinduja, a Non-Executive, Non-Independent Director of the Company, belongs to the promoter group and is related to Mr. Ramkrishan P. Hinduja, Chairman of the Board and to Ms. Shanu S.P. Hinduja, Co-Chairperson of the Board of Directors of the Company. She is not related to the other Directors, the Manager or any Key Managerial Personnel of the Company.

Item No. 9:

Mr. Anil Harish

Born on March 19, 1954, Mr. Anil Harish has B.A., LL.B., and LL.M. (USA) degrees. He is an Advocate and is a partner of D.M. Harish & 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.

Mr. Anil Harish is a Director on the Board of the following listed companies: Hotel Leela Venture

Limited, Future Retail Limited, Hinduja Ventures Limited and Oberoi Realty Limited.

He is also a Member of the following Board Committees: Hinduja Ventures Limited, Chairman-Audit Committee, Hotel Leela Venture Limited, Member - Audit Committee and Oberoi Realty Limited, Member - Audit Committee.

Mr. Anil Harish is 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.

Mr. Anil Harish does not hold any shares in the Company.

Note: Directorships given in the aforesaid Annexure exclude foreign companies, private companies and alternate directorships. For the purpose of Board Committee memberships, only Audit Committee and Stakeholders Relationship Committee are considered.

Annexure 2 to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO ITEM NOS. 5 TO 9 OF THE ACCOMPANYING NOTICE DATED SEPTEMBER 1, 2015

Item No. 5:

Mr. Partha DeSarkar was appointed as the Manager of the Company as defined under Section 2(24) of the Companies Act, 1956, with effect from April 1, 2012 for a period of 3 (three) years till March 31, 2015.

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on February 5, 2015 approved the re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) of the Company under Section 2(53) of the Companies Act, 2013 ("the Act") with effect from April 1, 2015 for a period of 3 (three) years and payment of remuneration to him. Mr. Partha DeSarkar's re-appointment as 'Manager' as defined under Section 2(53) of the Act and payment of remuneration to him is subject to the provisions of Schedule V and Sections 196, 197, 202, 203 and other applicable provisions, if

any of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of Members in the General Meeting.

Mr. Partha DeSarkar (born on May 7, 1963), is the Chief Executive Officer (CEO) of Hinduja Global Solutions Limited ("HGS"). He has been with HGS since 2003 and has been a part of the growth story of HGS. He has more than 25 years of experience in customer service and operations across industries like Banking, Financial Services, Healthcare and Insurance. Prior to joining HGS, Partha 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. Partha holds a post-graduate degree 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 Strategic 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 5, 2015 are furnished hereunder:

1. Mr. Partha DeSarkar, CEO of the Company 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, 2015, 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, 2015.
3. **Remuneration:**
 - A salary of Rs. 1,85,00,000 (Rupees One Crore Eighty Five Lakhs only) as Fixed Annual Compensation, subject to the revision during the tenure of appointment. The fixed compensation will be inclusive of basic salary, perquisites and allowances and retrials.
 - Annual Performance Incentive.
 - Long Term Incentives including but not limited to stock options under ESOP 2008 and ESOP 2011 Schemes of the Company.

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 Schedule V to the Act read with Sections 196, 197, 202, 203 and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- 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 letters dated April 1, 2007 and June 23, 2003 issued by the Company (formerly known as HTMT Global Solutions Limited) and Hinduja TMT Limited.

The Letter of appointment dated February 5, 2015 referred to in the Resolution at Item No. 5 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 or 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. 5 of the Notice.

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

Item No. 6:

In order to align Articles of the Company with the provisions of the Companies Act, 2013, the Rules made thereunder and the provisions of the Listing Agreement, it is proposed to adopt new set of Articles in place of the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, a company may, by a special resolution, alter its Articles. A copy of the new set of Articles of Association of the Company, proposed to be adopted, 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.

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. 6 of the Notice.

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

Item No. 7:

Pursuant to Section 180 (1) (a) of the Companies Act, 2013 which corresponds to Section 293(1)(a) of the Companies Act, 1956, the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertakings, only with the consent of the Company at its general meeting by a special resolution.

The Board of Directors was accorded such approval by the members of the Company at the Extraordinary General Meeting held on March 5, 2007 pursuant to erstwhile Section 293 (1)(a) of the Companies Act, 1956 up to the ceiling limit of ₹ 1,000 crore (Rupees One Thousand Crores only).

As per the clarification with regards to Section 180 of the Companies Act, 2013, issued by Government of India, Ministry of Corporate Affairs, vide General Circular No. 04/2014 dated March 25, 2014, the validity of the said Resolution dated March 5, 2007 has expired on September 11, 2014. Since then, the Company has not created security on the assets of the Company. In view of this, to enable the Company to create security on the assets of the Company not exceeding ₹ 1000 crore (Rupees One Thousand Crore only) against the borrowings, the consent of the members is sought under Section 180 (1)(a) of the Companies Act, 2013.

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. 7 of the Notice.

The Directors recommend Resolution at Item no. 7 of the Notice for approval of the Members.

Item No. 8:

Presently, the Directors of the Company are being paid sitting fees for attending the meetings of the Board of Directors and Audit Committee (Rupees

One Lakh per meeting); for the meetings of the Stakeholders Relationship and Share Allotment Committee and the Nomination and Remuneration Committee (Rupees Fifty Thousand per meeting of each of the said Committees). The competitive business environment, the stringent corporate governance norms and the introduction, applicability and implementation of the new Companies Act, 2013 and the Rules made thereunder, 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 more time, effort and energy in discharging their duties and responsibilities.

In view of this, in addition to the sitting fees being presently paid to them as above, it is proposed to pay commission to the Directors of the Company in order to retain and motivate them. Such commission is proposed to be paid for a period of 5 (five) years commencing from the Financial Year April 1, 2015. The Nomination and Remuneration Committee / the Board of Directors may from time to time determine division of the Commission to be paid to each of the Directors. The total commission payable to the Directors shall not exceed one percent of the net profits of the Company in any financial year, as computed in the manner specified under Section 198 of the Act.

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 concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Directors recommend Resolution at Item no. 8 of the Notice for approval of the Members.

Item No. 9:

The Company has received a Notice from a member pursuant to Section 160 of the Companies Act, 2013 ("the Act"), proposing Mr. Anil Harish as a candidate for appointment as an Independent Director of the Company at the ensuing Annual General Meeting of the Company. Mr. Anil Harish was appointed as an Independent Director of the Company at the previous AGM held on July 3, 2014.

Mr. Anil Harish had resigned as a Director of the Company with effect from May 19, 2015.

The Company has received declaration from Mr. Anil Harish that he meets the criteria of independence as prescribed under Sub-section 6 of Section 149 of the Act and Clause 49(II)(B)(1) of the Listing Agreement with Stock Exchanges.

In the opinion of the Board, Mr. Anil Harish is a person of integrity and possesses relevant expertise and experience. Also he fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

In terms of Section 149 and other applicable provisions of the Act, Mr. Anil Harish being eligible for appointment, is proposed to be appointed as an Independent Director to hold office for 5 (five) consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive). In terms of provision of Section 149(13) of the Act, Mr. Anil Harish shall not be liable to retire by rotation.

The Board considers that association of Mr. Anil Harish would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. A copy of the draft letter for appointment of Mr. Anil Harish as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during business hours till the date of the Annual General Meeting.

Except Mr. Anil Harish, 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. 9 of the Notice.

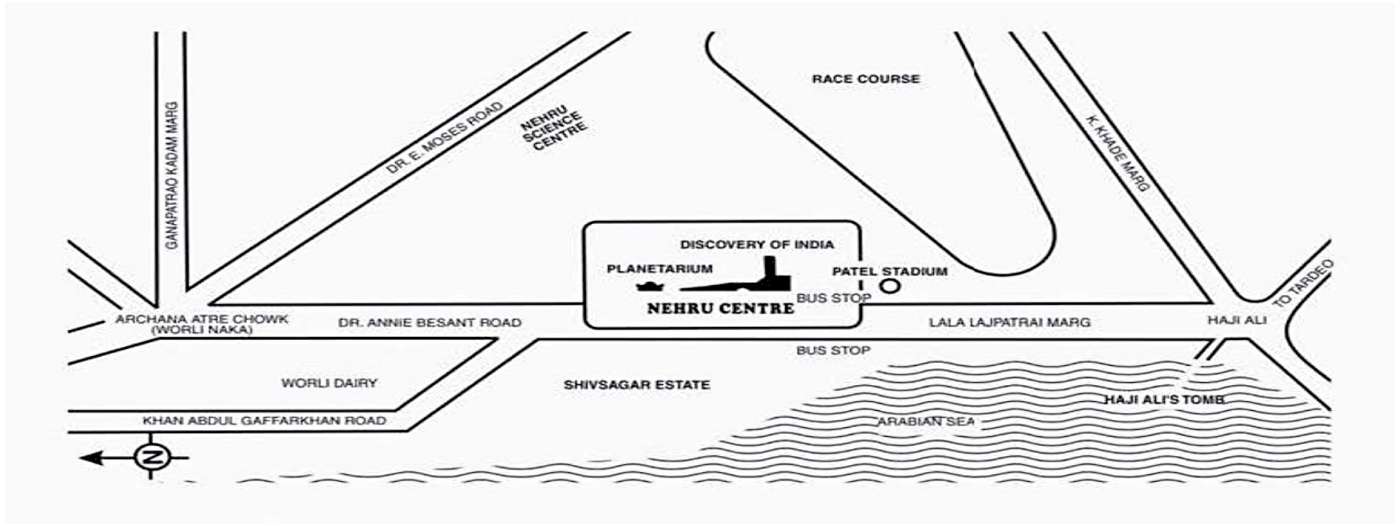
The Directors recommend Resolution at Item No. 9 of the Notice for the approval of the Members.

By Order of the Board
For **HINDUJA GLOBAL SOLUTIONS LIMITED**

Makarand D. Dewal
Company Secretary

Place: Mumbai
Date: September 1, 2015

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



Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium



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

Twentieth Annual General Meeting

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email-ID: _____

Folio/ DP ID - Client ID No.: _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

Email-ID: _____

Signature: _____, or failing him/ her;

2. Name: _____

Address: _____

Email-ID: _____

Signature: _____, or failing him/ her;

3. Name: _____

Address: _____

Email-ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 3:00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Please see overleaf

Sr. No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 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.	Approval of final dividend of ₹ 5 per equity share of ₹ 10 each for the year ended March 31, 2015 and confirmation of three interim dividends aggregating to ₹ 15, already paid, per equity share of ₹ 10 each for the year ended March 31, 2015.
3.	Re-appointment of Ms. Vinoo S. Hinduja as a Director, who retires by rotation.
4.	Appointment of M/s. Price Waterhouse, Chartered Accountants, 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 and authorizing the Board 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.
Special Business	
	Special Resolution:
5.	Re-appointment of Mr. Partha DeSarkar as Manager (designated as Chief Executive Officer) w.e.f. April 1, 2015 for a period of 3 years on such terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 5, 2015.
6.	Adoption of new set of Articles of Association of the Company.
7.	Creation of security on the assets of the Company up to ₹ 1,000 crore.
8.	Payment of Commission to Directors for a period of five years from the financial year April 1, 2015 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.
	Ordinary Resolution:
9.	Appointment of Mr. Anil Harish as an Independent Director of the Company for a period of five consecutive years from the date of this Annual General Meeting i.e. September 29, 2015 to September 28, 2020 (both days inclusive).

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder _____

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.