



HINDUJA GLOBAL SOLUTIONS LIMITED

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai 400 018.

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on **Monday, August 01, 2011 at 11.00A.M.** at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare a dividend for the year ended March 31, 2011.
3. To appoint a Director in place of Ms. Vinoo S. Hinduja, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Anil Harish, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint M/s. Price Waterhouse, Chartered Accountants, as Auditors of the Company and to fix their remuneration and to authorize the Board of Directors to appoint Auditors for the Company's branches, in consultation with the Company's Auditors and to fix their remuneration.
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 provisions of Section 81 and subject to other provisions of the Companies Act, 1956 (hereinafter referred to as the "Act") as applicable, the Articles of Association of the Company as amended from time to time, such approvals, consents and permissions of the appropriate authorities as may be required and subject further to such conditions and modifications as may be prescribed in granting such approvals, consents and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include the Compensation Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board of the Company to issue, offer for subscription and allot, in one or more tranches, new equity shares not exceeding 1.5% of outstanding paid up capital of the Company at the beginning of the year, for the benefit of such person(s) as may be in employment of the Company and shall include Directors other than promoter group Directors, whether in India or abroad, of the Company, whether shareholders

of the Company or not, at such price and other terms as per the **Hinduja Global Solutions Limited Employees Stock Option Plan 2011** (hereinafter referred to as the "ESOP" or "Scheme" or "Plan") created by the Company as per the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended and may be amended from time to time and on such terms and conditions including the issue price(s) and premium(s) as may be determined by the Board in accordance with the applicable Guidelines issued by Securities and Exchange Board of India (hereinafter referred to as the "SEBI") from time to time.

RESOLVED FURTHER THAT the equity shares may be allotted in accordance with the ESOP either directly and/or through a trust as existing or may be set up and/or in any other permissible manner and that the ESOP may also envisage for providing any financial assistance to the trust to enable the trust to acquire, purchase or subscribe to the equity shares of the Company as per the ESOP.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid resolution shall in all respects rank *pari passu inter se* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board is also authorized to take necessary steps for listing of the shares allotted under the Scheme, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board be and is hereby authorized *inter alia*, to make and give effect to any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, as may be specified by any statutory authority or body of persons or as the Board may *suo motu* decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme or with regard to issue or allotment of any equity shares under the Scheme as it may, in its absolute discretion, consider necessary, expedient or proper in or about the premises."

7. To consider, and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT the benefits of the Employee Stock Option Plan contained in Resolution No.6 in this Notice be extended to the eligible employees of the subsidiary(ies)/holding company(ies) on such terms and conditions as may be decided by the Board of Directors of the Company or the Compensation Committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution.”

8. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of previous resolution passed by the Members of the Company at their Meeting held on July 31, 2010 and pursuant to the provisions of Section 81, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof), the Foreign Exchange Management Act, 1999 and other applicable laws and in accordance with relevant provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Shares of the Company are listed and subject to Regulations / Guidelines, if any, prescribed by Reserve Bank of India (RBI), the Government of India (“GOI”), the Foreign Investment Promotion Board (“FIPB”), Securities and Exchange Board of India (SEBI) and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approval(s), consent(s), permission(s) and sanction(s) of the RBI, GOI, FIPB, SEBI and all other appropriate authorities, institutions or bodies and subject to such condition(s) and modification(s) as may be prescribed by any of them while granting such approval(s), consent(s), permission(s) and sanction(s) and agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its power including the powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, consent and approval of the Company, be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more public or private offering by public issue, rights issue or any other issue including qualified institutional placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (“SEBI Guidelines”), or otherwise, in the domestic or one or more international markets, any Securities including equity or any other kind of shares and/ or convertible bonds and/ or Securities convertible into equity shares with or without detachable / non-detachable warrants with a right exercisable by the warrant holder to subscribe for the equity shares and/ or warrants with an option exercisable by the

warrant-holder to subscribe for equity shares, and/ or any instrument or securities representing either equity shares and/ or convertible security linked to equity shares at the option of the Company directly or through American Depository Receipts (ADRs) / Global Depository Receipts (GDRs) / any other depository receipts, Foreign Currency Convertible Bonds (FCCBs) representing any type of securities (all of which are hereinafter collectively referred to as ‘Securities’) subscribed in Indian and/ or foreign currency(ies) through an offer document and/ or placement document and/ or prospectus and/ or offer letter and/ or offering circular to investors (resident and/ or non-resident and/ or strategic investors and/ or institutions and/ or banks and/ or corporate bodies and/ or trustees / Foreign Institutional Investors (FIIs)/qualified institutional buyers as defined under the SEBI Guidelines/Mutual Funds/Pension Funds/Venture Capital Funds and such other persons or entities whether or not such investors are members of the Company, in such manner and on such terms and conditions as the Board may deem appropriate at its absolute discretion and the issue and allotment of Securities to all or any of them jointly or severally, which shall be at such time or times and at such price or prices and in such tranche or tranches as the Board may in its absolute discretion deems fit provided that the aggregate issue amount of Securities to be issued shall not exceed Rs.500,00,00,000/- (Rupees Five Hundred Crore only) inclusive of such premium as may be payable on the Securities.

RESOLVED FURTHER THAT in the event that Securities convertible into equity shares are issued under the SEBI Guidelines, the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board of the Company or the Committee of Directors duly authorized by the Board decides to open the proposed issue or such other day as may be prescribed by the SEBI from time to time and as may be determined by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of above, the aforesaid issuance of Securities may be subject to such terms and conditions as are in accordance with prevalent market practice and applicable Laws and Regulations, including but not limited to the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Securities or variations in the price or period of conversion of Securities into equity shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Company and/ or any agencies or bodies authorised by the Board may issue depository receipts or certificates representing the underlying equity shares in the share capital of the Company or such other securities in such form and with such features and attributes as may be required, proper, prevalent expedient or usual and

to provide tradeability and transferability thereof (including listing of Security on one or more stock exchanges within or outside India) as the Board deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of any Securities referred to above as may be necessary in accordance with the terms of offering and that the equity shares so allotted shall rank in all respects *pari passu* with the existing equity shares of the Company or shall rank in such manner as is prescribed by or provided for or in accordance with the terms of the offering.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and sanction(s) stated above, the Company be and is hereby authorised to retain over subscription/ green shoe issue option amount as may be permissible under the applicable statutes and regulations and the Board be and is hereby authorised to decide at its discretion the quantum of oversubscription to be retained as also any other question arising in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of the aforesaid purposes including without limitation to the generality thereof, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 293(1)(a) of the Companies Act, 1956 or otherwise, to execute such documents or writings as it may consider necessary or proper and in pursuance of this Resolution and also including, without limitation to the generality thereof, utilization of issue proceeds, finalizing pricing, terms and conditions relating to issue of Securities including amendments or modifications thereto as may be deemed fit by the Board, signing, execution and issue of consolidated

receipt(s) for Securities, listing applications, various agreements including subscription agreement(s), depository agreement(s), trustee agreement(s), undertaking(s), deed, declaration, letters and all other documents and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering or allotment of Securities or anything in relation thereto (including but not limited to the post issue formalities) and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of Securities as it may in its absolute discretion deem fit.

RESOLVED LASTLY THAT the Board be and is hereby authorised to enter into and execute all such arrangements/ agreements as may be required or deemed expedient for appointing managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/ transfer/ conversion agents, listing agents, registrars, trustees and all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad and to remunerate all such agencies including the payment of commission, brokerage, fee or the like.”

By order of the Board
For HINDUJA GLOBAL SOLUTIONS LIMITED

Kanti Mohan Rustagi
Executive Vice President-Legal &
Company Secretary

Place: Mumbai
Date: June 17, 2011

Registered Office:

Hinduja House, 171, Dr. Annie Besant Road,
Worli, Mumbai 400 018.

NOTES:

- I. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the businesses under Item Nos. 6, 7 and 8 set out above and the relevant details in respect of Item Nos. 3 and 4 set out above, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, are furnished respectively as Annexure 1 and 2 to the Notice.
- II. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.** Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
- III. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 23, 2011 to Monday, August 1, 2011** (both days inclusive).
- IV. Dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after **August 5, 2011** to the members whose names appear in the Company's Register of Members as on **Monday, August 1, 2011** (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 **Friday, July 22, 2011** (in respect of shares held in electronic form).
- V. Disclosure: As per the undertaking given to the National Stock Exchange of India Limited while obtaining in principle approval for Hinduja Global Solutions Employees Stock Options Plan 2008 (ESOP 2008), the maximum period within which the options shall be vested pursuant to Clause 6(2)(d) of SEBI (Employee Stock Options Scheme) Guidelines, 1999 shall be 36 months from the date of Grant.
- VI. 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 days before the date of the Meeting so that the information required may be made available at the Meeting.
- VII. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- VIII. 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 (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.
- IX. 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. Members are requested to inform their respective Depository Participants of any change in address, bank details, etc.
- X. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as provided under Section 109A of the Companies Act, 1956, are requested to submit the details to the Company's Registrar and Share Transfer Agent.
- XI. Members, who have not encashed the dividend warrants for the financial year 2006-07, 2007-08, 2008-09 and 2009-10 are requested to write forthwith to the Company's Registrar and Share Transfer Agent giving necessary details.
- XII. **Members holding shares in physical form may approach IndusInd Bank Limited, Depository Participant, to open Demat Account and avail the payment of dividend electronically and reduce possibility of losing or misplacing the Dividend.**
- XIII. Members are requested to quote their Folio numbers/ DPID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
- XIV. 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.grievances@hindujagsl.com*** on which the investors would be able to register their complaints, if any.

Annexure 1 to the Notice

As required by Section 173 of the Companies Act, 1956, (hereinafter referred to as “the Act”), the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 6, 7 & 8 of the accompanying Notice dated June 17, 2011 are as below:

Item Nos. 6 & 7 :

The exponential growth of the Company has, in large measure, been possible owing to the wholehearted support, commitment and teamwork of its personnel. The Company has been desirous of finding means to allow its personnel to participate in growth through an appropriate mechanism.

Employee Stock Option Plan (ESOP) is universally considered an effective tool to attract and retain the best talent in the industry. ESOP *inter alia* serves to reward and retain employees to attract specialists / senior professionals as employees, to recognize and reward exceptional performance and to facilitate continued building of sustainable organization in terms of critical mass and stability of the critical mass and systems. Accordingly, Hinduja Global Solutions Limited Employees Stock Option Plan 2011 has been drawn up.

The Hinduja Global Solutions Limited Employees Stock Option Plan 2011 (hereinafter referred to as the “ESOP” or “Scheme” or “Plan”) has the following features:

- **Exercise** means an act whereby the Optionee makes a written application to the Company, to subscribe for the Shares against the Options Vested in him / her under the ESOP together with payment of the Exercise Price.
- **Grant Date** means the date on which the Board/ Compensation Committee passes a Resolution, granting specified number of Options to the Employee under the ESOP.
- **“Option”** means a right (but not an obligation) granted to an Employee to apply for a specified number of shares of the Company at a future date in accordance with the terms stated in the Plan. However, “Options” do not carry “voting rights” as available to an ordinary shareholder and as defined in the Companies Act, 1956. Each Option grant represents the right to apply for one equity share of the Company of the face value of Rs. 10/- per share. In case of sub-division or consolidation of shares or in case of bonus issues, etc. the number of Options will be appropriately adjusted by the Board/Compensation Committee.
- **Vesting** means the process by which the Optionee is given the right to apply for shares against Options granted to him /her under the ESOP.

a) Total number of options to be granted

The total number of options to be granted in a year shall not exceed 1.5% of the outstanding paid up share capital of the Company at the beginning of the year.

b) Identification of classes of employees entitled to participate in the ESOP

The Compensation Committee constituted under the Plan will determine the classes of employees entitled to participate in the ESOP.

c) Requirements of Vesting and period of Vesting

The Vesting Schedule for the Options granted to the Employee shall be as under:

- 0.16 of the Options granted will vest at the end of one year from the Grant Date;
- 0.17 of the Options granted will vest at the end of 18 months from the Grant Date;
- 0.17 of the Options granted will vest at the end of 24 months from the Grant Date;
- 0.25 of the Options granted will vest at the end of 30 months from the Grant Date; and
- 0.25 of the Options granted will vest at the end of 36 months from the Grant Date.

d) The maximum period within which the Options shall be vested

There shall be a minimum period of one year between the Grant of Options and Vesting of Options. The maximum periods within which options shall be vested will be 36 months from the Grant Date.

e) Exercise price or the pricing formula

The Options will ordinarily be at the market price i.e. at the latest available closing price prior to the date of the meeting of the Compensation Committee or Board of Directors, in which the Options are granted, on the Stock Exchange where there is highest trading volume on the said date. The Compensation Committee is however empowered to grant the Options at a discount subject to SEBI ESOP Guidelines.

f) Exercise period and process of exercise

Exercise Period means the time period after Vesting, within which the Optionee should exercise his/her right to apply for shares against the Options vested in him/her under the ESOP. An Optionee may exercise his/her Vested Options, in part or in whole any day after the earliest applicable Vesting Date and prior to the completion of the 24th months from the earliest applicable Vesting Date of such Vested Options.

g) The appraisal process for determining the eligibility of employees

The appraisal process for determining the eligibility of employees will be in accordance with the guidelines framed by the Compensation Committee consisting of a majority of the independent Directors, based on their evaluation of various parameters such as length of service, grade, performance, technical knowledge,

leadership quality, merit, contribution, conduct and future potential etc. or such other parameters as may be deemed appropriate by it.

h) Maximum number of Options to be issued per Employee and in the aggregate

The maximum number of Options to be granted in the aggregate, at any point in time will not exceed 1.5% of the outstanding paid up share capital of the Company at the beginning of the year. The maximum number of Options to be granted to any single employee (including any non-executive or Independent Director) during any one year shall be less than 1% of the outstanding paid up capital of the Company at the beginning of the year.

i) A statement to the effect that the Company shall conform to the accounting policies

The Company shall conform to the applicable accounting policies specified in Schedule I of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

j) The method the Company shall use to value its Options

The Company shall use the intrinsic value method for valuation of the Options. The intrinsic value means excess of the market price of shares under ESOS over the exercise price of the Options (including upfront payment, if any).

k) Disclosure

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been used, had the fair value of the Options been recognized, shall be disclosed in the Directors' Report and the impact of such difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

Notwithstanding aforesaid, the Company may adopt any other methods as may be determined by the Compensation Committee and as may be permitted under SEBI Guidelines.

The Board may, in its absolute discretion, provide for an appropriate ESOP to be operated through any ESOP Trust, which shall be governed and operated in terms of the provisions stipulated therein.

The Compensation Committee/ Board of Directors reserves the right to vary any of the above terms and conditions of the ESOP 2011 or generally vary the ESOP 2011 from time to time.

In terms of the provisions of Section 81 of the Companies Act, 1956 where it is proposed to increase the subscribed capital of the Company by allotment of further shares in whatsoever manner, then such further shares shall be offered to the persons who at the date of offer are holders of the equity shares of the Company in

proportion as nearly as circumstances admit to the capital paid-up on those shares at that date unless a special Resolution to that effect is passed by the Company in General Meeting in terms of Section 81(1A) of the Companies Act, 1956.

In terms of the ESOP Guidelines, a separate resolution is required to be passed if the benefits under ESOP 2011 are also to be extended to the employees of the subsidiary companies. A Resolution is proposed accordingly under Item No. 7 of the notice to cover the employees of the Company's subsidiaries.

The Hinduja Global Solutions Limited Employees Stock Option Plan 2011 referred to in the Resolution contained in Item No. 6 of the Notice, will be available for inspection by members at the Company's Registered Office, on any working day of the Company between 10.00 am and 1.00 pm.

The Directors recommend the adoption of the resolutions at Item Nos. 6 and 7 for approval of the shareholders.

None of the Directors and Manager of the Company are, in any way, concerned or interested in the resolutions, except to the extent of the Options that may be offered to them under the Scheme.

Item No. 8:

With a view to augment the long term financial resources of the Company and to make available funds to finance the Company's growth and acquisition plans, it is proposed to raise an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) inclusive of premium of Securities in the course of Domestic/International offerings through issue of Foreign Currency Convertible Bonds (FCCB) and/ or American Depository Receipts (ADR) or Global Depository Receipts (GDR) or Qualified Institutional Placement pursuant to Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any other suitable Securities as contained in the Resolution. The FCCB/ ADR/GDR/QIP or any other financial instrument may also be listed on an appropriate stock exchange within or outside India.

The Members at their General Meeting held on July 31, 2010 had authorized Board of Directors of the Company to raise capital by issuance of Securities of the Company. Substantial time has elapsed since the passing of resolution at previous Annual General Meeting. However, in view of conditions prevailing in the capital market during the last year, the Company did not issue any securities. The Company has acquisition plans and is seeking opportunities for investment at an appropriate time. Hence, a resolution is proposed as an enabling resolution for raising capital so that the same can be raised when required.

Section 81(1A) of the Companies Act, 1956 provides, *inter alia*, that any further equity shares may be offered to any persons other than the existing shareholders, if a special resolution to that effect is passed by the Company in a general meeting. The special resolution gives flexibility and discretion to the Board of Directors so

that it can finalise the terms of Issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including in relation to pricing of the issue. Consent of the shareholders is, therefore, sought to authorize the Board of Directors to issue the Securities in the manner mentioned in the resolution.

The salient features of the issue are mentioned in the Resolution and Securities will be issued on such terms and conditions as may be appropriate at the time of issue. The 'Relevant Date' for the applicable Securities shall be as per SEBI Guidelines and other applicable Guidelines as may be amended from time to time.

Consent of the shareholders is, therefore, sought to authorize the Board of Directors as set out in the Resolution to issue in one or more tranches Securities referred to therein in Indian or International Markets to investors including Foreign Banks, Financial Institutions, Foreign Institutional Investors, Mutual Funds, Companies, Non-Resident Indians, Foreign Nationals, Qualified Institutional Buyers as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other investors, whether shareholders of the Company or not, through a public issue or on private placement basis and to do all acts, deeds and things incidental thereto.

Consent of the shareholders is also sought under Section 293(1)(a) of the Companies Act, 1956 for creation of mortgages and/or charges in respect of the Securities referred to in the resolution over the whole or a part of undertaking of the Company.

The Directors may be deemed to be concerned or interested in the resolution to the extent any securities are issued, held or transferred to the Directors or any company in which any Director is directly or indirectly concerned or interested as a Director or shareholder or to any firm in which he/she may be a partner or to any of his/her relatives or entities in which he/she or such relative is directly or indirectly concerned or interested.

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

Kanti Mohan Rustagi
Executive Vice President-Legal &
Company Secretary

Place: Mumbai
Date: June 17, 2011

Registered Office:

Hinduja House, 171, Dr. Annie Besant Road,
Worli, Mumbai 400 018.

Annexure 2 to the Notice

Particulars relating to Directors seeking re-appointment furnished pursuant to Clause 49 of the Listing Agreement with Stock Exchanges

Item No. 3 :

Ms. Vinoo S. Hinduja

Ms. Vinoo S. Hinduja is a B.A. in Business Administration from Richmond College, England, and holds a Diploma in Health Policy and Management from John Hopkins University, USA. She has held various senior positions in various multinational conglomerates. She received training in: (1) The Cromwell Hospital, London (2) Credit Suisse Bank, Geneva (3) Chase Manhattan Bank, London, in such areas as Hospital Administration and Management as well as Banking and Finance.

She is Member of the Governing and Executive Boards of:

- The National Health and Education Society, India;
- Hinduja Foundation;
- P.D.Hinduja National Hospital & Medical Research Centre, Mumbai

Directorship in other Companies:

Gulf Oil Corporation Ltd., Hinduja Ventures Ltd., Hinduja Group India Ltd.

Membership of Board Committees: Nil

Ms. Vinoo S. Hinduja holds 61,065 Shares of the Company which is 0.30% of the total paid up capital of the Company.

Item No. 4 :

Mr. Anil Harish

Mr. Anil Harish is a B.A., LL.B., LL.M. (USA). An Advocate, Mr. Anil Harish is a partner of D.M. Harish & Co., a well-

known firm of advocates and possesses over 33 years experience in legal practice, specializing in Income Tax, FEMA and property matters. A Director of several companies, Mr. Anil Harish is also a former Managing Committee Member of the Income-Tax Appellate Tribunal Bar Association and a former Managing Council Member of the Chamber of Income-tax Consultants. Mr. Anil Harish is a member of Managing Committee of Indian Merchant's Chamber and Executive Vice President of the Society of Indian Law Firms (SILFs) and has written several articles for various publications.

Directorship in other Companies:

Advani Hotels & Resorts (India) Ltd., Ador Welding Ltd., Ashok Leyland Ltd., Future Ventures India Ltd., Hotel Leela Venture Ltd., Hinduja Ventures Ltd., Mukta Arts Ltd., Mahindra Lifespace Developers Ltd., Oberoi Realty Ltd., Pantaloon Retail (India) Ltd., Sunil Mantri Realty Ltd., Unitech Ltd., Valecha Engineering Ltd.

Membership of Board Committees:

Hotel Leela Venture Ltd.-Member, Audit Committee; Hinduja Ventures Ltd.- Chairman, Audit Committee; Hinduja Global Solutions Ltd.- Chairman, Audit Committee; Ador Welding Ltd.- Chairman, Audit Committee; Ashok Leyland Ltd- Chairman, Audit Committee; Unitech Ltd.- Member, Audit Committee; Valecha Engineering Ltd.- Member, Audit Committee; Mahindra Lifespace Developers Ltd.- Member, Audit Committee; Oberoi Realty Ltd.- Member, Audit Committee; Future Venture India Ltd.- Member, Audit Committee.

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

Note: Directorships given above exclude foreign companies, private companies and alternate directorships. For the purpose of Board Committee memberships, only Audit Committee and Shareholders/ Investors Grievance Committee are considered.