HGS®
HINDUJA GLOBAL SOLUTIONS

June 09, 2017

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

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

Dear Sirs,

Ref: Our letter dated May 22, 2017: Hinduja Global Solutions Limited Employee Stock Appreciation Rights Plan 2017 – Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Postal Ballot Notice and Form

In continuation to our letter dated May 22, 2017 this is to inform that the Postal Ballot Notice and Postal Ballot Form is being sent to the Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on June 02, 2017, being the cut-off date for sending Notice to the Members who are entitled for voting by postal ballot/ e-voting. Enclosed herewith is the copy of the Postal Ballot Notice and Postal Ballot Form for your information and records.

Thanking you,

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

S. Mahadevan
Executive Vice President - Legal Compliance & Risk Management

HINDUJA GLOBAL SOLUTIONS LIMITED

CIN: L92199MH1995PLC084610
Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018.
Tel.: +91 22-2496 0707 Fax: +91 22- 2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 ("SS-2"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (including any statutory modification or re-enactment(s) thereof for the time being in force), to transact the Special Business appended below which is proposed to be passed as Special Resolutions by way of Postal Ballot / Electronic Voting (e-voting). Members' consent is requested for the Special Business as under:

1. To approve Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company thereunder.

2. To approve Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder.

The Explanatory Statement pertaining to the aforementioned Special Business / Special Resolutions setting out the material facts concerning the same and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

As required under Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement relating to dispatch of Notice and e-voting will be published in the newspapers specifying the relevant matters therein.

The Board of Directors of the Company has appointed Ms.Rupal D.Jhaveri, Practicing Company Secretary, as the Scrutinizer ("the Scrutinizer") for conducting the postal ballot / e-voting process in a fair and transparent manner and Karvy Computershare Private Limited ["Karvy"] as agency in respect of remote e-voting for the postal ballot.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to carefully read the instructions in the Notes, forming part of this Notice, under the section 'Voting through Electronic Means'. References to Postal Ballot appearing in this Notice include votes received electronically.

The Scrutinizer shall submit her Report to the Chairman or any other authorized Director of the Company after the completion of the scrutiny of the postal ballot(s) (including remote e-voting). The result of the postal ballot shall be announced by the Chairman or any other authorized Director or Company Secretary of the Company on Thursday, July 13, 2017 and will also be communicated to the Stock Exchanges, Depositories, and Registrar & Share Transfer Agents. The results will be displayed on the Company's website www.teamhgs.com for the information of the Members.

ITEM NO.1:

Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company thereunder.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013,(the "Act"), (including any modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges,the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations")and such other applicable regulations which may be issued and / or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Members of the Company be and is hereby accorded respectively to the **'Hinduja Global Solutions Limited Employee Stock Appreciation Rights Plan 2017'** (hereinafter referred to as the **"HGSL ESAR 2017"/ "Plan"**) the salient features of which are furnished in the Explanatory statement to this Notice and to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, issue, offer and grant from time to time such number of Employee Stock Appreciation Rights ("ESARs"), to or for the benefit of such person(s), whether working in India or outside India, who are in permanent employment of the Company, including Director(s) whether whole time or otherwise, of the Company,(hereinafter collectively referred to as the "Eligible Employees") (other than Promoters and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company),as may be decided solely by the Board under the Plan, exercisable into not more than 20,77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each, directly or through an Employee Welfare Trust (herein after referred to as "Trust") to be set-up by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of ESARs from time to time in accordance with the HGSL ESAR 2017 and such Equity shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of ESARs that may be granted per eligible employee including Director (other than Promoters and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company, in any financial year, under the HGSL ESAR 2017 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of ESARs."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Members, the ceiling of 20,77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each, as aforesaid shall be deemed to increase in proportion of

such additional Equity Shares issued to facilitate making a fair and reasonable adjustment to ESARs granted."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the ESAR Grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the HGSL ESAR 2017 as per the terms approved by this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the HGSL ESAR 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may, at its absolute discretion, deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the HGSL ESAR 2017 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the 'IND AS / Guidance Note on Accounting for Employee Share-based Payments' and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the HGSL ESAR 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of HGSL ESAR 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

ITEM NO.2:

Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), (including any modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Share Based

Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") and such other applicable regulations which may be issued and / or amended from time to time by the Securities and Exchange Board of India (SEBI) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the approval and consent of the Members of the Company be and is hereby accorded respectively to the **'Hinduja Global Solutions Limited Employee Stock Appreciation Rights Plan 2017'** (hereinafter referred to as the **"HGSL ESAR 2017"/ "Plan"**) the salient features of which are furnished in the Explanatory statement to this Notice and to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer and grant from time to time, such number of Employee Stock Appreciation Rights ("ESARs"'), to or to the benefit of the permanent employees including Directors (other than Promoter and Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in india or outside India (hereinafter referred to as "Eligible Employees"), as may be solely decided by the Board under the Plan cumulatively (that is ESARs granted to the eligible Employees of the Company as well as eligible Employees of the subsidiary companies of the Company) exercisable into not more than 20,77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each, directly or through an Employee Welfare Trust (herein after referred to as "Trust") to be set-up by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of ESARs from time to time in accordance with the HGSL ESAR 2017 and such Equity shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the number of ESARs that may be granted per eligible employee of the Company's subsidiary companies in any financial year, under the HGSL ESAR 2017 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of ESARs."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Members, the ceiling of 20,77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each, as aforesaid shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment to ESARs granted."

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the ESAR Grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees. "

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the HGSL ESAR 2017 as per the terms approved by this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the HGSL ESAR 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may, at its absolute discretion, deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the HGSL ESAR 2017 and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT the Company shall comply with the disclosure and accounting policies prescribed by the 'IND AS / Guidance Note on Accounting for Employee Share-based Payments' and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted under the HGSL ESAR 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of HGSL ESAR 2017 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

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

Place: Mumbai
Date: May 22, 2017

Makarand D. Dewal
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 in respect of the special business specified above stating all material facts and the reasons for the proposals is annexed hereto.

2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the items of special business set out in the Notice above is sought to be passed through Postal Ballot / e-voting.

3. The Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer, Ms. Rupal D. Jhaveri so as to reach the Scrutinizer before 5.00 p.m. on Tuesday, July 11, 2017 and any Postal Ballot Form received thereafter shall be treated as if the reply

from the Members has not been received. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.

4. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company / R & T Agents namely Karvy Computershare Private Limited in respect of shares held in physical form or furnished by NSDL / CDSL to the Company / R &T Agents in respect of shares held in dematerialized form) by the first-named Member and failing him, by the next named Member.

5. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Form is permitted. Members who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof; the Member may send an email to einward.ris@karvy.com The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members or in the List of Beneficial Owners as received from Depositories: National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e. June 02, 2017. Members whose names appear in the Register of Members or List of Beneficial Owners as on June 02, 2017 will be considered for the purpose of voting by postal ballot / e-voting. A person who is not a Member on the said date should treat this Notice for information purposes only.

6. Members may cast their vote through any one means, i.e. either by physical ballot or by e-voting. In case Members cast their vote by postal ballot and e-voting, voting done through e-voting shall be considered and votes cast through Physical Ballot Forms shall be treated as invalid.

7. In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 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 the resolutions set forth in this Notice. The instructions for e-voting are provided below.

8. **Voting through Electronic Means:**

   In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Members are provided with the facility to cast their votes electronically instead of dispatching or delivering the Postal Ballot Form. The Company has engaged the services of Karvy for providing e-voting facility to its Members.

   The instructions for e-voting are as under:

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

      (ii) Click on "Login"

      (iii) 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.

(iv) If you are logging in for the first time, please enter the user ID and password provided in the e-mail of Karvy as initial password. Password change menu will appear on your screen wherein you are required to mandatorily change your password. Change the password with new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a- z), one numeric (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

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

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

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date and cast your vote by selecting the option of your choice.

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

(ix) Voting has to be done for each item of this Notice separately.

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

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), through e-mail to the Scrutinizer at e-mail ID: rupal@vcshah.com with a copy marked to e- mail ID: 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."**

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

(i) E-Voting Event Number, User ID and Initial password is provided in the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of A above, to cast 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-500032 or at einward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

D. The e-voting period commences on Monday, June 12, 2017 at 9.00 a.m. and ends on Tuesday, July 11, 2017 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 June 02, 2017 may cast their vote. The 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.

E. 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 June 02, 2017.

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

9. The Scrutinizer will submit her report to the Chairman of the Company or to a Director of the Company as authorized by the Chairman within two days after the last date of receipt of the postal ballots.

10. The results of the Postal Ballot will be announced by the Chairman of the Company or any other authorised Director or Company Secretary of the Company on Thursday, July 13, 2017 at the Registered Office of the Company at Hinduja House, 171, Dr. Annie Besant Road, Worli. Mumbai- 400 018 and will also be informed to the Stock Exchanges, Depositories and will be hosted on the Company's website: www.teamhgs.com

11. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the Resolution is not less than three times the number of the votes cast against the said Resolution.

12. 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. Karvy Computershare Pvt. Ltd.

13. 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

EXPLANATORY STATEMENT
Explanatory Statement pursuant to Sections 102 (1) and 110 of the Companies Act, 2013

Item Nos. 1 and 2

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme / plan. Your Company believes in rewarding its eligible employees including Directors of the Company, of its Subsidiary Company (ies), (other than Promoter and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company intends to implement new scheme i.e. **Hinduja Global Solutions Limited Employee Stock Appreciation Rights Plan 2017 ("HGSL ESAR 2017"/ "Plan")** with a view to retain key talent working with the Company and with its Subsidiary Companies by way of rewarding their performance and motivate them to contribute to the achievement of organisational goals and to the overall corporate growth and profitability.

The "HGSL ESAR 2017/ Plan" has been recommended and approved by the Nomination and Remuneration Committee and thereafter the "HGSL ESAR 2017/ Plan" has been approved by the Board of Directors of the Company by requisite majority at their meeting held on May 22, 2017 subject to the approval of the members of the Company.

The Company seeks approval of the Members in respect of "HGSL ESAR 2017 /Plan" and grant of Employee Stock Appreciation Rights ("ESARs") to the eligible employees / Directors (other than Promoter and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and of its Subsidiary Companies as decided by the Nomination and Remuneration Committee / Committee from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, ("SEBI SBEB Regulations").

The main features of the HGSL ESAR 2017 are as under:

1. **Brief Description of the Scheme(s):**
   The proposed scheme is called the **Hinduja Global Solutions Limited Employee Stock Appreciation Rights Plan 2017 ("HGSL ESAR 2017"/ "Plan")** and is intended to reward the Eligible Employees including Directors of the Company, of its Subsidiary Company(ies), (other than Promoter and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Plan to retain talent in the organization as it views ESARs as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

   The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") permits granting ESARs to employees which entitles them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of shares of the Company. Your Company expects that ESARs will result in improvement of individual and group performance as a result of alignment of goals of the employees and the organization.

2. **Total number of ESARs to be granted and Equity Shares to be issued:**
   Such number of ESARs as would be available for grant to the eligible employees of the Company and its Subsidiary Companies including Directors of the Company, of its Subsidiary Company(ies), (other than

Promoter and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) under HGSL ESAR 2017, in one or more tranches exercisable into, cumulatively, not more than 20,77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each.

If the settlement / entitlement results in fractional Equity Shares, then the consideration for fractional equity shares would be settled in cash.

Vested ESARs lapsed due to non-exercise and / or unvested ESARs that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Nomination and Remuneration Committee / Committee is authorized to re-grant such lapsed / cancelled ESARs as per the provisions of HGSL ESAR 2017, within the overall ceiling.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the ESARs granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of 20, 77,000 (Twenty Lakhs Seventy Seven Thousand) fully paid-up Equity Shares of the Company in aggregate, of the face value of Rs. 10/- each, shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance with the SEBI SBEB Regulations.

3. **Identification of classes of employees entitled to participate in HGSL ESAR 2017:**
Following classes of employees are entitled to participate in HGSL ESAR 2017:
   a) Permanent employees of the Company (including that of its Branches) working in India or outside India;
   b) Directors of the Company; and
   c) Permanent employees and Directors of the Subsidiary Company (ies)

   Following persons are not eligible:
   a) an employee who is a Promoter or belongs to the Promoter Group;
   b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
   c) an Independent Director within the meaning of the Companies Act, 2013.

4. **Requirements of vesting and period of vesting:**
The ESARs granted shall vest so long as an employee continues to be in the employment of the Company as also a Director of the Company or of its subsidiary Companies as the case may be. The Nomination and Remuneration Committee / Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESARs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which ESARs granted would vest subject to the minimum vesting period of 1 (One) year.

5. **Maximum period within which the ESARs shall be vested:**
ESARs granted under HGSL ESAR 2017 would vest subject to maximum period of 6 (Six) years from the date of grant of such ESARs.

6. **ESAR price or pricing formula:**
The ESAR Price per ESARs shall be equal to the prevailing Market price of the shares as on the date of Grant or any other price as determined by the Nomination and Remuneration Committee / Committee from time to time.

   Market price in this context refers to the meaning assigned to it under the SEBI SBEB Regulations.

7. **Exercise Price:**
   Exercise Price means the price payable by the Employee in order to exercise the ESARs under HGSL ESAR 2017, which is equal to the face value of the Shares which the Employee is entitled to receive on exercise of the ESARs.

8. **Exercise period and the process of Exercise:**
   The vested ESARs shall be allowed for exercise on and from the date of vesting. The vested ESARs need to be exercised within a maximum period of three years from the date of vesting of such ESARs.

   The Vested ESARs shall be exercisable by the employees by a written application to the Company or to the Employee Welfare Trust ("Trust") of the Company as and when the same is set up expressing his / her desire to exercise such ESARs in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee / Committee / Trust from time to time. The ESARs shall lapse if not exercised within the specified exercise period.

9. **Appraisal process for determining the eligibility of employees under HGSL ESAR 2017:**
   The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee / Committee from time to time.

   The employees would be granted ESARs under the HGSL ESAR 2017 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination and Remuneration Committee / Committee from time to time.

10. **Maximum number of ESARs to be issued per employee and in aggregate:**
    The number of ESARs that may be granted per eligible employee of the Company including Director (other than Promoters and Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and of its subsidiary companies in any financial year, under the HGSL ESAR 2017 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company as at the time of grant of ESARs.

11. **Maximum Quantum of benefits to be provided per employee under the HGSL ESAR 2017:**
    The Maximum quantum of benefits underlying the ESARs issued to an eligible employee shall be equal to the appreciation in the value of the company determined as on the date of exercise of ESARs, on the basis of difference between the ESAR Price and the Market Price of the shares on the exercise date.

12. **Implementation and administration of the Plan:**
    The Plan shall be implemented and administered from time to time directly as determined by the Nomination and Remuneration Committee / Committee or by the Trust of the Company as and when the same is set up by the Company.

13. **Source of acquisition of shares for the implementation of the Plan:**
    The scheme contemplates only New Issue of Shares by the Company ("Primary Shares").

14. **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.**
    For the effective implementation of the scheme, the Company shall grant an interest free loan to the Trust to be set-up by the Company, in one or more tranches, not exceeding 5% of the aggregate of the Paid-up Share Capital and Free Reserves, in compliance with applicable provisions of SEBI Regulations and Companies Act 2013 and Rules framed thereunder.

15. **Maximum percentage of Secondary Acquisition that can be made by the Trust for the purpose of the scheme:**

The Trust as and when set up shall not acquire equity shares from the Secondary Market for the purpose of implementation of the HGSL ESAR 2017.

16. **Accounting and Disclosure Policies:**

The Company shall follow the 'IND AS / Guidance Note on Accounting for Employee Share-based Payments' and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

17. **Method of ESARs Valuation:**

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the ESARs granted.

Consent of the members of the Company for the proposals / Special Resolutions set out at Item No. 1 and 2 of the Notice is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the Special Resolutions set out at Item No. 1 and 2 of the Notice except to the extent of their entitlements, if any, under the Plan.

The Special Resolutions set out at Item No. 1 and 2 of the Notice are recommended by the Board of Directors for the approval of the Members.

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

Makarand D. Dewal
Company Secretary

Place: Mumbai
Date: May 22, 2017

Encl: 1) Postal Ballot Form
2) Self-addressed postage pre-paid Business Reply Envelope.

HINDUJA GLOBAL SOLUTIONS LIMITED

CIN: L92199MH1995PLC084610
Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018.
Tel.: +91 22-2496 0707 Fax: +91 22- 2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Serial No. :

1. Name and Registered Address of the sole / first named Member :

2. Name(s) of the Joint Member(s) if any :

3. Registered Folio No. / DP ID No.*/ Client ID No.* (*Applicable to member(s) holding shares in dematerialized form) :

4. Number of Equity Shares held :

I / We hereby exercise my /our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated May 22, 2017 circulated by the Company, by conveying my / our assent or dissent to the Resolutions enumerated below by placing the tick (✓) mark in the appropriate column below:

Description	No. of Shares held	I assent to the Resolution	I dissent from the Resolution
Special Resolution No. 1			
Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Company thereunder.			
Special Resolution No. 2			
Approval of Hinduja Global Solutions Limited - Employee Stock Appreciation Rights Plan 2017 and grant of Employee Stock Appreciation Rights (ESARs) to the employees of the Subsidiary companies of the Company thereunder.			

Place :
Date :

(Signature of the Member/Authorised Representative)

Electronic Voting Particulars

The e-voting facility is available at the link https://evoting.karvy.com. The electronic voting particulars are set out as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
June 12, 2017 at 9.00 a.m.	July 11, 2017 at 5.00 p.m.

Notes

i. Please read the instructions printed overleaf carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means.
ii. Please refer to the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith.
iii. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, July 11, 2017 up to 5:00 p.m.
iv. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

(Contd..)

INSTRUCTIONS

1. A member desiring to exercise his / her vote by postal ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the member, will also be accepted.

2. A member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith.

3. Instructions provided in the Notice of Postal Ballot annexed herewith on voting by means of postal ballot and voting through electronic means shall be followed.

4. There shall be one postal ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the member(s)/beneficial owner(s) as on Friday, June 2, 2017, being the cutoff date.

5. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and failing him, by the next named member and so on. Postal Ballot Forms which have not been signed by or on behalf of a member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.

6. In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.

7. A member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.

8. The votes should be cast either in favour of or against the resolution by putting a tick (✓) mark in the column provided for "assent" or "dissent'. Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (✓) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the member, shall be considered invalid.

9. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. on Tuesday, July 11, 2017. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the member has been received.

10. A member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Transfer Agent, namely Karvy Computershare Private Limited having its office at Selenium Tower B, Plot No. 31-32,Gachibowli, Financial District, Nanakramguda, Hyderabad -500032 or by sending an email to einward.ris@karvy.com duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of postal ballot, including voting through electronic means shall be final and binding.

12. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.

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