

September 19, 2019

BSE Limited
Corporate Relations Department
P.J. Towers, Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip code: 532859

Symbol : HGS

Dear Sirs,

Sub : Twenty Fourth Annual General Meeting to be held on September 28, 2019 and Notice of the AGM - Addendum to AGM Notice

Further to our letter dated August 31, 2019 sending therewith Notice of the Twenty Fourth Annual General Meeting of the Company to be held on September 28, 2019 and intimating September 20, 2019 as the "cut-off date" for the purpose of determining the names of members who will be eligible for casting their votes through e-voting facility, please find attached "Addendum" to the said AGM Notice being sent to the Shareholders of the Company.

The said "Addendum" is available on the Company's website - www.teamhgs.com/investors/agm-egm.

This is for your information and records.

Thanking you,

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



Makarand Dewal
Company Secretary

Encl : a/a.

HINDUJA GLOBAL SOLUTIONS LIMITED

Regd. Office: Hinduja House, No. 171, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India. Telephone: 91-022-2496 0707, Fax: 91-22-2497 4208, Website: www.teamhgs.com
Corporate Office: Gold Hill Square Software Park, No. 690, 1st Floor, Hosur Road, Bommanahalli, Bengaluru - 560 068, India. Telephone: 91-80-4643 1000 / 4643 1222

Corporate Identity Number: L92199MH1995PLC084610



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

ADDENDUM TO THE NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

To the Members,

This is an Addendum to the Notice dated August 23, 2019 of the Twenty Fourth Annual General Meeting (AGM) of the Company to be held on September 28, 2019 at 4:00 p.m. at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 which has already been sent to the Members of the Company.

Subsequent to sending of the said Notice of AGM, a Director who was to retire by rotation and who had offered for reappointment at the AGM has since resigned, necessitating replacement of Item No.3 in the Notice. Also the Company has received Notices from a member of the Company pursuant to Section 160 of the Companies Act, 2013 proposing candidature of certain persons for the office of Director thereby necessitating circulation of such candidature to the members of the Company pursuant to the said Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules 2014. In view of these events, it would be necessary to transact 'additional business' at the AGM. Accordingly this Addendum to the Notice dated August 23, 2019 is hereby given that the following additional special business will also be transacted at the AGM and this Addendum be read in consonance with the Notice of the AGM dated August 23, 2019.

ORDINARY BUSINESS:

ITEM NO. 3

To replace the Item Number 3 in the Notice of the Twenty Fourth AGM dated August 23, 2019 as under:

Item No. 3. Retirement of Director by rotation and being eligible seeking re-appointment as a Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), as Director of the Company liable to retire by rotation".

Members are requested to note that the matter relating to "Director retiring by rotation and reappointment" as mentioned in the Notice of the Twenty Fourth AGM dated August 23, 2019 and in the Directors' Report for the Financial Year 2018-19 at

page No.39" be read in conjunction with the above proposed resolution as also Annexure setting out information about the 'Director seeking reappointment' to the Notice of the Twenty Fourth AGM dated August 23, 2019 be treated as withdrawn and replaced by the information of Mr. Yashodhan Madhusudan Kale, Director seeking re-appointment as provided in Annexure 'A' to this Notice.

SPECIAL BUSINESS:

ITEM NO. 4:

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

"RESOLVED THAT pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ('the Act') read with Rules 8, 9 and 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Ms. Bhumika Batra (DIN: 03502004), who was appointed as an Additional Director of the Company with effect from September 04, 2019, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Act and Companies (Appointment and Qualifications of Directors) Rules 2014 and other applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Bhumika Batra (DIN: 03502004), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from September 04, 2019 up to September 03, 2024 (both days inclusive) AND THAT Ms. Bhumika Batra shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution."

ITEM NO. 5:

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

“RESOLVED THAT pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (‘the Act’) read with Rules 8, 9 and 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Partha DeSarkar (DIN: 00761144), earlier appointed as Manager (designated as ‘Chief Executive Officer’) of the Company as defined under Section 2(53) of the Act, by the members of the Company, and who was appointed as an Additional Director of the Company with effect from September 04 2019, be and is hereby appointed as a Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Act read with Schedule V of the Act and Rules made thereunder, including any statutory modification (s) or re-enactment (s) thereof for the time being in force, Mr. Partha DeSarkar, who was earlier appointed as Manager (designated as ‘Chief Executive Officer’) of the Company as defined under Section 2(53) of the Act, by the members of the Company be appointed as an Executive Director (Whole Time Director) of the Company for a period of five (5) years with effect from September 04, 2019 up to September 03, 2024 (both days inclusive) on the terms and conditions as to the appointment and remuneration as set out in the draft ‘Appointment Letter’ proposed to be issued to Mr. Partha DeSarkar, with an authority to the Board of Directors (‘the Board’) to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be agreed to between the Board and Mr. Partha DeSarkar during the tenure of his appointment;

RESOLVED FURTHER THAT the remuneration payable to Mr. Partha DeSarkar in each financial year during the currency of

his tenure of his appointment shall be as may be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board based on his performance evaluation, which shall not exceed the ceiling limit of 5% of the net profits of the Company for the relevant financial year [for the purpose of such ceiling limit, remuneration would include ‘remuneration’ paid / payable to him for the period April 01, 2019 till September 03, 2019 as a Manager (designated as ‘Chief Executive Officer’) being the ‘managerial remuneration’] as provided under the provisions of Section 197 and Schedule V of the Act or such other limits as may be prescribed;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, Mr. Partha DeSarkar shall, subject to the provisions of Schedule V of 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;

RESOLVED FURTHER THAT Mr. Partha DeSarkar continues to be recognized as a Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Act, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/or expedient to give effect to this resolution.”

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

Makarand D. Dewal
Company Secretary

Place : Mumbai

Date : September 04, 2019

Notes:

- The relevant information pursuant to Regulation 36 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 in respect of Item Nos. 3, 4 and 5 of this Notice is set out in Annexure ‘A’ to this Notice.
- An Explanatory Statement relating to Ordinary Business in respect of Item No. 3 of this notice and an Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, relating to the Special Business under Item Nos. 4 and 5 of this Notice are set out in Annexure ‘B’ to this Notice.
- Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of AGM.
- This Addendum to the Notice of AGM is available along with the Notice of AGM on the website of the Company at www.teamhgs.com.

www.teamhgs.com/investors/agm-egm and on the website of Company’s Registrar and Transfer Agents – Karvy Fintech Private Limited (Karvy) at www.evoting@karvy.com. The revised Proxy Form including the resolutions proposed hereinabove at Item Nos. 3 to 5 of this Addendum to Notice are available on the website of the Company. The members desirous of receiving the hard copy of the revised Proxy Form are requested to write to the Company or Karvy.

- All the processes, notes and instructions relating to e-voting set out in the Notice dated August 23, 2019 of the ensuing AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM.
- The Scrutinizer appointed for the ensuing AGM will act as a Scrutinizer for the resolutions proposed in this Addendum to the Notice of AGM.

ANNEXURE 'A' TO THE NOTICE

Information pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking Appointment / Reappointment.

(Item Nos. 3, 4 and 5 of the Notice)

Name of the Director	Mr. Yashodhan Madhusudan Kale	Ms. Bhumika Batra	Mr. Partha DeSarkar
Date of Birth / Age.	November 4, 1947 – 71 years	August 11, 1981 - 38 years.	May 17, 1963 - 56 years.
Date of Appointment / re-appointment on the Board.	Seeking re-appointment.	September 04, 2019 as an Additional Director and Independent Director.	September 04, 2019 as an Additional Director and Executive Director.
Brief resume and nature of expertise in functional areas.	<p>Mr. Yashodhan Madhusudan Kale ("Mr. Kale") is FCA (England and Wales). He was President of ICAI in the year 1995 and was formerly Chairman of the Accounting Standards Committee (formerly called IASC) as India representative. Mr. Kale has considerable experience and expertise in various professional areas including Corporate Governance, Accounting, Auditing and Corporate Laws.</p> <p>Mr. Kale is the Group President – Corporate Governance & Development of Hinduja Group Limited and is associated with the Group for more than 16 years. He was a Director of reputed listed and other Companies within and outside the Hinduja Group. Mr. Kale was a Member of several committees appointed by the Government, Regulatory bodies and Chamber of Commerce, Viz., RBI, NSE, SEBI, Bombay Chamber of Commerce and Industry, etc.</p>	<p>Ms. Bhumika Batra is a law graduate, a qualified company secretary and a fellow member of the Institute of Company Secretaries of India. She is a recipient of scholarship from London School of Economics. She is a Partner of Crawford Bayley & Co., one of the oldest law firms in India. She possesses over 15 years of experience in regulatory and legal practice, specializing in corporate law. She has co-authored the book "Treatise on Company Law" in 2014. She is a regular feature writer in India Business Law Journal. She has also contributed in various other writings, like Company Law Ready Reckoner, Transfer and Transmission of Shares - A treatise, Asia Business Law Journal etc.</p>	<p>Mr. Partha DeSarkar, was earlier appointed as the Manager, designated as Chief Executive Officer (CEO) of Hinduja Global Solutions Limited ("the Company") by the members of the Company for a period of three (3) years from April 01, 2018. He has been with the Company since 2003 and was Manager of the Company since April 2007. He has been a part of the growth story of the Company. He has around 29 years of experience in customer service and operations across industries like Banking, Financial Services, Healthcare and Insurance. Prior to joining the Company, Mr. Partha DeSarkar has set up complex outsourcing projects in organizations like Deloitte Consulting, GE Capital International Services and Bank of America. He has set up and run operations for large remote processing centers in India to service international clients. He holds a postgraduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Masters Degree in Technology from the Indian Institute of Technology (IIT), Chennai. He has a PhD in Management from the Indian Institute of Technology (IIT), Delhi. Mr. Partha DeSarkar has recently been appointed as the NASSCOM BPM Council Chairperson for the period 2019-21. He has been associated with NASSCOM D&I Council for many years.</p>
Relationship between Directors / KMP inter-se.	None	None	None
Name of the listed companies in which the person holds Directorships.	None	<p>Jyothy Laboratories Limited.</p> <p>Sharp India Limited.</p> <p>Repro India Limited.</p> <p>Hinduja Ventures Limited.</p>	None

Name of the Director	Mr. Yashodhan Madhusudan Kale	Ms. Bhumika Batra	Mr. Partha DeSarkar
Memberships/Chairmanship of Committees of the Board of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	None	Audit Committee :- 1. Sharp India Limited, (Chairman). 2. Kancor Ingredients Limited, (Member). 3. Hinduja Housing Finance Limited, (Member). 4. Jyothy Laboratories Limited, (Member). 5. Axis Securities Limited. (Member). 6. One OTT Entertainment Limited, (Member). Stakeholders Relationship Committee : 1. Sharp India Limited, (Member). 2. Hinduja Ventures Limited (Chairman).	None
Number of meetings of the Board attended during the year 2018-19.	Attended all Eight Board meetings.	Not applicable, since appointed from September 04, 2019	Not applicable, since appointed from September 04, 2019
Details of Shareholding of Non – Executive Director.	'Nil' shareholding in the Company	'Nil' shareholding in the Company	Not Applicable, since appointed as 'Executive Director'

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

Place : Mumbai
Date : September 04, 2019

Makarand D. Dewal
Company Secretary

ANNEXURE 'B' TO THE NOTICE

Item No.3 (Explanatory Statement):

At the Twenty Fourth Annual General Meeting of the members of the Company to be held on September 28, 2019, Ms. Shanu S.P.Hinduja (DIN: 06512872), Director and Co-Chairperson was to come up for retirement by rotation. She had offered herself for reappointment. Accordingly, the Notice dated August 23, 2019 contained at Item No. 3, the proposal of her re-appointment. Post the approval and dispatch of the said Notice to the members, Ms. Shanu S.P.Hinduja had submitted her resignation as a Director of the Company effective from September 03, 2019. The Board of Directors at their meeting held on September 04, 2019 took on record resignation of Ms. Shanu S. P. Hinduja.

In view of the above event, Item No. 3 of the Notice dated August 23, 2019 became infructuous. Also Ms. Vinoo S Hinduja, (DIN : 00493148) a Director whose period of office was liable to determination by retirement of directors by rotation and who was re-appointed at the Twenty Second AGM held on September 28, 2017, resigned as a Director effective September 03, 2019. The Board of Directors at their meeting held on September 04, 2019 took on record resignation of Ms. Vinoo S Hinduja.

In view of this, only Mr. Yashodhan Madhusudan Kale (DIN: 00013782) [Mr. Y.M.Kale] remains a Director whose period of office is liable to determination by retirement of directors by rotation and will be liable to retire by rotation at the ensuing Twenty Fourth Annual General Meeting to be held on September 28, 2019. Mr. Y. M. Kale was re-appointed as a Director, at the Twenty Third AGM held on September 29, 2018.

In compliance with the provisions of Section 152 of the Companies Act, 2013, it will be necessary for Mr.Y.M.Kale, Director to come up for retirement by rotation at the ensuing AGM. Mr. Y.M. Kale, being eligible has offered himself for re-appointment as a Director at the ensuing Twenty Fourth AGM to be held on September 28, 2019.

Your Directors recommend the resolution set out at Item No.3 of the accompanying Addendum to the Notice for approval of the members.

Mr. Y.M. Kale is not related to any other Directors of the Company. None of the Directors and /or key managerial personnel of the Company and their relatives except Mr. Y.M.Kale are concerned or interested financially or otherwise in the resolution set out at Item No.3 of the accompanying Addendum to the Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to Item Nos. 4 and 5 of the Notice.

Item No. 4:

Appointment of Ms. Bhumika Batra as an Additional Director and Independent Director of the Company:

The Company has received a Notice dated August 27, 2019 under Section 160 of the Companies Act, 2013 ('the Act') from a member of the Company, proposing candidature of Ms. Bhumika Batra ('Ms. Batra') for appointment as Independent Director of the Company for the first term of five (5) consecutive years at the ensuing Annual General Meeting of the Company.

At the meeting of the Board of Directors ('the Board') held on September 04, 2019, based on the consent to act as director if appointed, declaration under Section 164 of the Act to the effect that she is not disqualified from being appointed as Director received from Ms. Batra, as also based on the other requisite documents/ confirmations as required to be submitted at the time of appointment, having been received from her, Ms. Batra (DIN: 03502004), was appointed by the Board as an Additional Director of the Company with effect from September 04, 2019. In terms of the provisions of Section 161 of the Act and the Articles of Association of the Company, she holds office up to the date of the ensuing Twenty Fourth Annual General Meeting to be held on September 28, 2019.

In terms of Section 149 of the Act, an Independent Director can be appointed for a first term of five (5) consecutive years and is not liable to retire by rotation. Ms. Batra has submitted declaration to the Board to the effect that she meets the criteria of Independence as stipulated in Section 149 (6) of the Act as well as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The matter relating to appointment of Ms. Batra as an Additional Director as well as her appointment as Independent Director could not be placed before the Nomination and Remuneration Committee (NRC) since at present the NRC is non-functional due to lack of requisite members as per the provisions of applicable laws.

Based on declarations received from Ms. Batra, in the opinion of the Board, Ms. Batra fulfils the conditions for appointment as an Independent Director as prescribed under the Act and rules made thereunder as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of management.

Ms. Batra is a Law Graduate, a qualified Company Secretary and Fellow Member of the Institute of Company Secretaries of India. She is a recipient of scholarship from London School of Economics. She is a Partner of Crawford Bayley & Co., one of the oldest law firms in India. She possesses over 15 years of experience in regulatory and legal practice, specializing in corporate law. Other information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Ms. Batra, is given in Annexure 'A' to this Notice.

The Board at its meeting held on September 04, 2019 has appointed Ms. Batra as an Independent Director of the Company for a period of five (5) consecutive years from September 04, 2019 to September 03, 2024 (both days inclusive) subject to the approval of the members of the Company.

The Board is of the view that considering the professional qualifications, expertise and vast experience in the corporate laws, the proposed appointment of Ms. Batra as a Director and as an Independent Director would be beneficial and in the best interest of the Company.

In compliance with Section 149 of the Act read with Schedule IV of the Act, the proposal relating to appointment of Ms. Batra as an Independent Director is being placed at the ensuing Twenty Fourth AGM to be held on September 28, 2019 for the approval of the members.

Draft letter of appointment to be issued to Ms. Bhumika Batra, as an Independent Director, setting out terms and conditions for her appointment, would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on all working days up to the date of Annual General Meeting.

Ms. Bhumika Batra is not related to any other Directors of the Company. None of the Directors and / or key managerial personnel of the Company and their relatives except Ms. Bhumika Batra, are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.4 of the accompanying Addendum to the Notice.

Your Directors recommend the resolution set out at Item No. 4 of the accompanying Addendum to the Notice for the approval of the members.

Item No.5:

Appointment of Mr. Partha DeSarkar as an Additional Director and Executive Director (Whole Time Director) of the Company:

The Members of the Company at the Twenty Third Annual General Meeting held on September 29, 2018 approved the appointment of Mr. Partha DeSarkar as the Manager (designated

as Chief Executive Officer) of the Company as defined under Section 2(53) of the Companies Act, 2013 with effect from April 01, 2018 for a period of three years on the terms and conditions as to the appointment and remuneration contained in the letter of appointment dated February 08, 2018. Mr. Partha DeSarkar is also been recognised as a Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company has received a Notice dated September 04, 2019 under Section 160 of the Companies Act, 2013 ('the Act') from a member of the Company, along with a deposit of Rs. One Lakh by cheque as required, proposing candidature of Mr. Partha DeSarkar for appointment as Director of the Company at the ensuing Annual General Meeting of the Company ("AGM").

At the meeting of the Board of Directors ('the Board') held on September 04, 2019, based on the consent to act as director if appointed, declaration under Section 164 of the Act to the effect that he is not disqualified from being appointed as Director received from Mr. Partha DeSarkar as also based on the other requisite documents/ confirmations as required to be submitted at the time of appointment, having been received from him, Mr. Partha DeSarkar (DIN: 00761144), was appointed by the Board as an Additional Director of the Company, with effect from September 04, 2019. In terms of the provisions of Section 161 of the Act and the Articles of Association of the Company, he holds office up to the date of the ensuing Twenty Fourth AGM to be held on September 28, 2019. As per the resolution placed at Item No.5 of the Notice, he would be liable to retire by rotation.

The matter relating to appointment of Mr. Partha DeSarkar as an Additional Director as well as his appointment as Executive Director could not be placed before the Nomination and Remuneration Committee (NRC) since at present the NRC is non-functional due to lack of requisite members as per the provisions of applicable laws.

At the said meeting of the Board held on September 04, 2019, the Board has also appointed Mr. Partha DeSarkar, as Executive Director (Whole Time Director) of the Company for a period of Five (5) years from September 04, 2019 to September 03, 2024 (both days inclusive) subject to the approval of the Members of the Company.

The principal terms and conditions of appointment of and remuneration payable to Mr. Partha DeSarkar are given below:

1. Mr. Partha DeSarkar, shall act as the Executive Director (Whole Time Director) of the Company with effect from September 04, 2019 subject to the superintendence, control and direction of the Board of Directors of the Company, having responsibility for the management of the whole or substantially the whole affairs of the Company and shall be primarily responsible for the general conduct and management of the business and affairs of the Company.
2. Tenure: Five years from September 04, 2019 ending on September 03, 2024 (both days inclusive).
3. Remuneration:
 - a) Salary: ₹ 2,79,50,000/- per annum (Rupees Two Crore Seventy Nine Lakhs Fifty Thousand) as Fixed Annual Compensation, which is inclusive of basic salary, special allowance, perquisites, allowances and retirals. Revision in Fixed Annual Compensation shall be effective on April 01, of each financial year during the currency of tenure of his appointment as may be recommended by Nomination and Remuneration Committee (NRC) and approved by the Board of Directors based on his performance evaluation.

- b) Annual Performance Incentive: 90% of Annual Salary at 100% achievement of performance targets or on such other parameters as may be recommended by NRC and approved by the Board and shall be effective on April 01, of each financial year during the currency of tenure of his appointment.
- c) Long Term Incentive: Deferred Performance Incentive at 100% achievement of performance targets or on such other parameters as may be recommended by NRC and approved by the Board.
- d) Stock options under the ESOPs of the Company as recommended by the NRC and approved by the Board.
4. Either of the parties shall be entitled to terminate the appointment at any time before the expiry of the term of 5 (five) 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 to Mr. Partha DeSarkar.
5. The Board shall have authority to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be agreed to between the Board and Mr. Partha DeSarkar during the tenure of his appointment.

Mr. Partha DeSarkar is with the Company since 2003 and has been Manager of the Company since April 2007. Since then under his leadership there has been substantial growth in the business (organic and inorganic) of the Company locally and globally. He has played a major part in the growth story of the Company. He holds a postgraduate Diploma in Management from the Indian Institute of Management (IIM), Bangalore, and a Masters Degree in Technology from the Indian Institute of Technology (IIT), Chennai. He has a PhD in Management from the Indian Institute of Technology (IIT), Delhi.

Other Information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Mr. Partha DeSarkar, is given in Annexure 'A' to this Notice.

The Board is of the view that considering the vast experience of Mr. Partha DeSarkar in the BPM Industry and his standing in that industry as well as his immense contribution in the growth of the Company, the proposed appointment of Mr. Partha DeSarkar as a Director and also as an Executive Director (Whole Time Director) would be beneficial and in the best interest of the Company.

Appointment of Mr. Partha DeSarkar and payment of remuneration to him as an Executive Director (Whole Time Director) is subject to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and approval of the members of the Company.

Draft Letter of appointment referred to in the resolution at Item No.5 of the Notice will be open for inspection without fee by Members at the Company's Registered Office during the business hours of the Company up to the date of the Annual General Meeting.

Mr. Partha DeSarkar is not related to any other Directors of the Company. None of the Directors and / or key managerial personnel of the Company and their relatives except Mr. Partha DeSarkar are directly or indirectly concerned or interested financially or otherwise in the resolution set out at Item No.5 of the accompanying Notice.

Your Directors recommend the resolution set out at Item No. 5 of the accompanying Notice for the approval of the members.

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

Place : Mumbai
Date : September 04, 2019

Makarand D. Dewal
Company Secretary



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

Twenty Fourth 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 Twenty Fourth Annual General Meeting of the Company, to be held on Saturday, September 28, 2019 at 4.00 p.m. (IST). at the Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions
Ordinary Business:	
1.	Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at March 31, 2019 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.	Ordinary Resolution: To declare a final dividend of ₹ 2.50 per equity share of ₹10 each for the financial year ended March 31, 2019 and to confirm three interim dividends aggregating to ₹ 7.50, already paid, per equity share of ₹10 each for the financial year ended March 31, 2019.
3.	Ordinary Resolution: Re-appointment of Mr. Yashodhan Madhusudan Kale (DIN: 00013782), as a Director of the Company liable to retire by rotation.
Special Business:	
4.	Ordinary Resolution: Appointment of Ms. Bhumika Batra (DIN: 03502004), as a Director and also as an Independent Director of the Company, not liable to retire by rotation for a term of five (5) consecutive years effective from September 04, 2019 to September 03, 2024 (both days inclusive)
5.	Ordinary Resolution: Appointment of Mr. Partha DeSarkar (DIN: 00761144) as a Director of the Company, liable to retire by rotation and also as an Executive Director (Whole Time Director) of the Company for a term of five (5) years effective from September 04, 2019 to September 03, 2024 (both days inclusive) and payment of remuneration to him.

Signed this _____ day of _____ 2019

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.