



## HINDUJA GLOBAL SOLUTIONS LIMITED

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018.  
Ph. No.: 022-2496 0707 Fax: 022- 2497 4208, E-mail id: investor.relations@teamhgs.com  
Website: www.teamhgs.com

# NOTICE

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Thursday, September 28, 2017 at 3:00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a final dividend of ₹ 2.50 per equity share of ₹ 10 each for the financial year ended March 31, 2017 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, 2017.
3. To appoint a Director in place of Ms. Vinoo S. Hinduja (DIN: 00493148), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s Deloitte

Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), to hold office for a term of five consecutive years from the conclusion of the Twenty Second Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after this Twenty Second Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.

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

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

**Makarand D. Dewal**  
Company Secretary

Place : Mumbai  
Date : August 24, 2017

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies, in order to be effective, must be received by the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
2. The relevant details pursuant to Regulation 30 and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Item Nos. 3 and 4 are set out as **Annexure 1** to the Notice.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives who would attend and vote on their behalf at the Meeting.
4. In accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has fixed September 21, 2017 as the cut-off date to determine the eligibility to vote by electronic means or at the Annual General Meeting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 21, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
5. **Voting through electronic means**
  - A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). Members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
  - (i) Launch the internet browser by typing the following URL: <https://evoting.karvy.com>
  - (ii) Click on "Login"
  - (iii) Enter the login credentials with the password provided in the e-mail received from Karvy (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 Attendance Slip / 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.**

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- (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 under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
  - (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. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - (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), to the Scrutinizer through e-mail to the Scrutinizer at e-mail ID [rupal@vcshah.com](mailto:rupal@vcshah.com) with a copy marked to [evoting@karvy.com](mailto: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.**”
- A Member receiving physical copy of this Notice [for members whose e-mail IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
    - a) E-Voting Event Number, User ID and Initial password is provided in the Attendance Slip.
    - b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of ‘A’ above, to cast vote.
  - B. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  - C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact Mr. Premkumar Nair (Unit: Hinduja Global Solutions Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or via phone: 040 – 6716 2222 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
  - D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - E. The remote e-voting period commences on Monday, September 25, 2017 at 9:00 a.m. and ends on Wednesday, September 27, 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 Thursday, September 21, 2017, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again.

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- F. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting at the Annual General Meeting shall be treated as invalid.
- G. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September 21, 2017.
- H. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of this Notice and holding shares as of the cut-off date of September 21, 2017, may obtain the login ID and password in the manner mentioned below:
- i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:  
MYEPWD <SPACE>IN12345612345678
- Example for CDSL:  
MYEPWD <SPACE>1402345612345678
- Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- I. Ms. Rupal D. Jhaveri, Practicing Company Secretary (C.P. No. 4225; FCS No. 5441) has been appointed as the Scrutinizer to scrutinize the voting at the Meeting through Ballot Paper and the remote e-voting process in a fair and transparent manner.
- J. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him who shall counter sign the same.
- K. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.teamhgs.com](http://www.teamhgs.com) and on the website of Karvy at <https://evoting.karvy.com> immediately after the Result is declared by the Chairman or any other person authorized by him and shall be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed.
6. Documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during business hours of the Company up to and including the date of the Annual General Meeting of the Company.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, September 27, 2017 to Thursday, September 28, 2017** (both days inclusive).
8. Final Dividend for the year ended March 31, 2017, as recommended by the Directors, if declared at the Annual General Meeting, will be paid on **October 12, 2017** to the members whose names appear in the Company's Register of Members as on **Thursday, September 28, 2017** (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

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- Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Tuesday, September 26, 2017** (in respect of shares held in electronic form).
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven (7) days before the date of the Meeting so that the information required may be made available at the Meeting.
  10. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting (accompanied by the Attendance Slip and Proxy Form) along with the Annual Report for 2016-17 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes.
  11. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.teamhgs.com](http://www.teamhgs.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours of the Company upto and including the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the members may also send requests to the Company's investor e-mail id: [investor.relations@teamhgs.com](mailto:investor.relations@teamhgs.com)
  12. Members are requested to bring their Attendance Slip and copy of the Annual Report to the Meeting.
  13. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent, viz. M/s. Karvy Computershare Private Limited to facilitate better service:
    - (i) Any change in their address/mandate/bank details/ email address;
    - (ii) Particulars of their bank account, for printing on the dividend warrants/ drafts (to help prevent fraudulent encashment), in case the same have not been sent earlier; and
  - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
  14. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants/ drafts. Members are requested to inform their respective Depository Participants (DPs) of any change in address, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, change of name, e-mail address, contact numbers, etc.
  15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as provided under Section 72 of the Companies Act, 2013 are requested to submit the details to the Company's Registrar and Share Transfer Agent.
  16. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
  17. As per Section 205A and 205C of the Companies Act, 1956 and other applicable provisions, unclaimed/unpaid dividend for the year 2008-09, remaining as such for a period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company for that year, was transferred to the Investor Education and Protection Fund (IEPF) on September 3, 2016. No claim shall lie against the Company for the amount so transferred.
  18. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 21, 2016 (date of the last Annual General Meeting) on the website of the Company ([www.teamhgs.com](http://www.teamhgs.com)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

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Members, who have not encashed the dividend warrants/ drafts for the financial years 2009-10 and onwards are requested to submit their claims forthwith to the Company's Registrar and Share Transfer Agent for encashment of the same. Members' attention is particularly drawn to the 'Corporate Governance' section of the Annual Report in respect of unclaimed dividend.

19. Members holding shares in physical form may approach any Depository Participant (DP) or any other DP to open Demat Account and avail the payment of dividend electronically so as to reduce possibility of losing or misplacing the Dividend warrants/ drafts.

20. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Company's Registrar and Share Transfer Agent.

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

22. Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007 the Company has designated an exclusive e-mail ID *investor.relations@teamhgs.com* on which the investors would be able to register their complaints, if any.

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## Annexure 1 to the Notice

Details relating to Director seeking re-appointment and Auditor seeking appointment, furnished pursuant to Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Item No. 3:

#### Ms. Vinoo S. Hinduja

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

She has a Bachelor's degree in Business Administration from the University of Richmond (1988), with a Diploma in 'Health Policy and Management' from Johns Hopkins University (1997) and has certifications in 'Finance & Accounting' (2004) and 'Governing the Corporation' (2008) from The Wharton School of Executive Education. She has also acquired a certification from Harvard Business School in Managing Health Care Delivery (2011-2012).

Having over 24 years of rich work experience, 18 of which have been in leadership positions in the areas of new business development in Healthcare, I.T., Media and Banking verticals of the Hinduja Group, a multibillion-dollar family owned conglomerate, she works directly under the leadership of Mr. S.P. Hinduja, Chairman of the Hinduja Group, pursuing opportunities of innovation and leveraging the synergies across the Group.

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

Ms. Vinoo S. Hinduja is a critical member of the holding companies of the Group's banking asset, Hinduja Swiss Holding SA, where she has created a transformation framework for digitizing with regulatory and compliance being the focus.

Under her leadership as the Managing Trustee, the PD Hinduja Hospital & Medical Research Centre in Mumbai, has transformed into one of India's most respected healthcare institutions having received a variety of awards and accolades, not only in delivery but also education, research and innovation. In the healthcare services sector, she has created successful examples of empowering women in not only the nursing profession but also by creating leaders by leveraging knowledge

collaboration and synergy via alliances with leading global International Institutes, such as MIT, NY Presbyterian Columbia Hospital, National Institute of Health USA, University of Pittsburgh, Nebraska Medical Centre and most recent being Kings College Hospitals.

She believes in her father's concept of building bridges by creating relationships where both parties mutually benefit and in turn bring the best to India to synergize with our talent and knowledge for the people of India.

Ms. Vinoo S. Hinduja's vision as a prominent leader in this sector is to further immortalize her Grandfather's legacy in expanding the availability of "*quality healthcare & education as a birthright of every citizen*" by playing an active role in providing access, availability and affordability of healthcare and education in India.

She leads an organization which for over six decades continues to pioneer the transformation of Mumbai into its healthcare capital through representations in various forums such as being a member of the Governing Council of NatHealth, the Healthcare Federation of India and sharing her ideas with young leaders by taking on the role of a speaker at various forums such as the Booth School of Business Annual Leadership Summit and many others.

In addition to her business accomplishments, Ms. Hinduja is a dedicated daughter, steeped in family values and spends her spare time, actively involved in her father's strategic projects such as his autobiography.

Ms. Vinoo S. Hinduja is an active Member of the Board of the Company and during the Financial Year 2016-17, has attended seven out of nine meetings of the Board.

Directorship in other entities: Hinduja Global Solutions UK Ltd., Hinduja Global Solutions Europe Ltd., Hinduja Advisory (Switzerland) S.A., Hinduja Swiss Holding S.A., Hinduja Bank Middle-East, Hinduja Investments Ltd.

Ms. Vinoo S. Hinduja is a Managing Trustee of PD Hinduja Hospital & Medical Research Centre.

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

Ms. Vinoo S. Hinduja was appointed on the Board of Directors of the Company on October 25, 2008 and holds 61,065 shares of the Company, which is 0.29% of the total paid up share capital of the

Company. Ms. Vinoo S. Hinduja, a Non-Executive, Non-Independent Director of the Company, belongs to the promoter group and is related to Mr. Ramkrishan P. Hinduja, Chairman of the Board and to Ms. Shanu S. P. Hinduja, Co-Chairperson of the Board, in terms of Section 2(77) of the Companies Act, 2013. She is not related to any other Director, Manager or Key Managerial Personnel of the Company.

**Item No. 4:**

M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), existing Statutory Auditors, were appointed at the 21<sup>st</sup> Annual General Meeting of the Company held on September 21, 2016 to hold office up to the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company. Pursuant to the provisions of Section 139 of the Companies Act, 2013 (“the Act”), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Since M/s Price Waterhouse have completed two terms of five years each, as per the provisions of the Act, the Company is required to appoint new Statutory Auditors for a period of five consecutive years, to hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting up to the conclusion of the 27<sup>th</sup> Annual General Meeting, subject to ratification by the Members at each Annual General Meeting held after this 22<sup>nd</sup> Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company,

in place of the existing Statutory Auditors, to hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting up to the conclusion of the 27<sup>th</sup> Annual General Meeting, subject to ratification by the Members at each Annual General Meeting held after this 22<sup>nd</sup> Annual General Meeting.

M/s Deloitte Haskins & Sells LLP have given their consent to act as Statutory Auditors of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

A brief profile of M/s Deloitte Haskins & Sells LLP is as under:

Deloitte Haskins & Sells was constituted on October 11, 1997. On November 20, 2013, Deloitte Haskins & Sells was converted to Deloitte Haskins & Sells LLP (the “Firm”) which is incorporated under the Limited Liability Partnership Act, 2008. The Firm is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018).

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

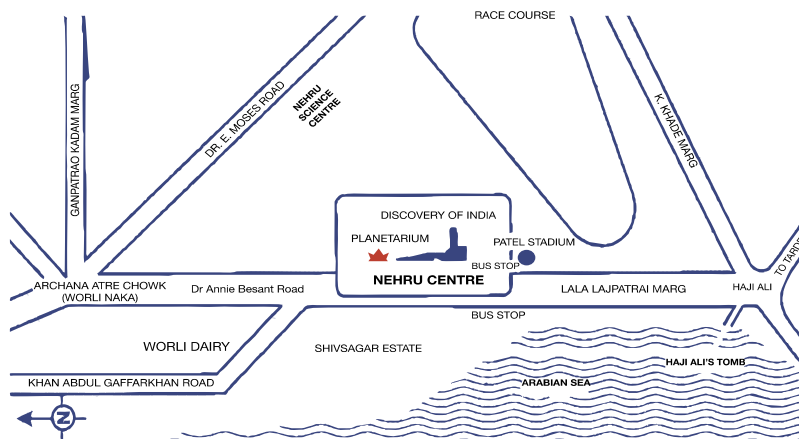
The Directors recommend Resolution at Item No. 4 of the Notice for the approval of the Members.

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

**Makarand D. Dewal**  
Company Secretary

Place : Mumbai  
Date : August 24, 2017

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



**Route Map of Nehru Centre**

Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium





**HINDUJA GLOBAL SOLUTIONS LIMITED**

(CIN: L92199MH1995PLC084610)

Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018.  
Ph. No.: 022-2496 0707 Fax: 022- 2497 4208, E-mail id: investor.relations@teamhgs.com  
Website: www.teamhgs.com

**Twenty Second 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 Second Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 3:00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss Account for the financial year ended on that date and the Reports of the Directors and Auditors thereon.
2.	Approval of final dividend of ₹ 2.50 per equity share of ₹ 10 each for the financial year ended March 31, 2017 and confirmation of three interim dividends aggregating to ₹ 7.50, already paid, per equity share of ₹ 10 each for the financial year ended March 31, 2017.
3.	Re-appointment of Ms. Vinoo S. Hinduja (DIN: 00493148) as a Director, who retires by rotation.
4.	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), to hold office for a term of five consecutive years from the conclusion of this Twenty Second Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after this Annual General Meeting, at a remuneration as may be decided by the Board of Directors ("the Board") and authorizing the Board to appoint Auditors for the Company's branches in consultation with the Company's Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue Stamp
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**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.**



**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

Regd. Folio/DP ID-Client ID :	Sr. No.:
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(To be handed over at the entrance of the Meeting Venue)

**ADMISSION SLIP**

**TWENTY SECOND ANNUAL GENERAL MEETING**

Regd. Folio No. / DPID - Client ID No.:

Name of the Member / Proxy:

No. of Shares held:

I certify that I am a registered Member / Proxy for the registered Member of the Company.

I hereby record my presence at the Twenty Second Annual General Meeting of the Company held on Thursday, September 28, 2017 at 3.00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

\_\_\_\_\_  
Signature of Member / Proxy

**Notes :**

1. Member / Proxy holder is requested to hand over duly completed and signed Admission Slip at the entrance of the Meeting Venue.
2. Please read the instructions printed in the Notice of AGM carefully before exercising your e-vote.

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password/PIN</b>