

HINDUJA GLOBAL SOLUTIONS LIMITED

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

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on **Saturday, August 10, 2013 at 11.00 A.M.** at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare a dividend for the year ended March 31, 2013.
3. To appoint a Director in place of Mr. Rangan Mohan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anil Harish, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Price Waterhouse, Chartered Accountants, as Auditors of the Company and to fix their remuneration and to authorize the Board of Directors to appoint Auditors for the Company's branches, in consultation with the Company's Auditors and to fix their remuneration.
6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of previous resolution passed by the Members of the Company at their Meeting held on August 9, 2012 and pursuant to the provisions of Sections 81, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof), the Foreign Exchange Management Act, 1999 and other applicable laws and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Shares of the Company are listed and subject to Regulations/Guidelines, if any, prescribed by the Reserve Bank of India (RBI), the Government of India (GOI), the Foreign Investment Promotion Board (FIPB), the Securities and Exchange Board of India (SEBI) and all other concerned and relevant authorities from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and sanction(s) of the RBI, GOI, FIPB, SEBI and all other appropriate authorities, institutions or bodies and subject to such condition(s) and modification(s) as may be prescribed by any of them while granting

such approval(s), consent(s), permission(s) and sanction(s) and agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its power including the powers conferred by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more public or private offering by public issue, rights issue or any other issue including qualified institutional placement pursuant to Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time ("SEBI Guidelines"), or otherwise, in the domestic or one or more international markets, any Securities including equity or any other kind of shares and/ or convertible bonds and/ or Securities convertible into equity shares with or without detachable/ non-detachable warrants with a right exercisable by the warrant holder to subscribe for the equity shares and/ or warrants with an option exercisable by the warrant-holder to subscribe for equity shares and/ or any instrument or securities representing either equity shares and/ or convertible security linked to equity shares at the option of the Company directly or through American Depository Receipts (ADR)/ Global Depository Receipts (GDR)/ any other depository receipts, Foreign Currency Convertible Bonds (FCCB) representing any type of securities (all of which are hereinafter collectively referred to as 'Securities') subscribed in Indian and/ or foreign currency(ies) through an offer document and/ or placement document and/ or prospectus and/ or offer letter and/ or offering circular to investors (resident and/ or non-resident and/ or strategic investors and/ or institutions and/ or banks and/ or corporate bodies and/ or trustees and/ or Foreign Institutional Investors (FII) and/ or Qualified Institutional Buyers (QIB) as defined under the SEBI Guidelines/Mutual Funds/Pension Funds/Venture Capital Funds and such other persons or entities whether or not such investors are members of the Company), in such manner and on such terms and conditions as the Board may deem appropriate at its absolute discretion and the issue and allotment of Securities to all or any of them jointly or severally, which shall be at such time or times and at such price or prices and in such tranche or tranches as the Board may in its absolute discretion deems fit provided that the aggregate issue amount of Securities to be issued shall not exceed ₹ 500,00,00,000/- (Rupees Five Hundred Crore only) inclusive of such premium as may be payable on the Securities.

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

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

RESOLVED FURTHER THAT the Company and/or any agencies or bodies authorised by the Board may issue depository receipts or certificates representing the underlying equity shares in the share capital of the Company or such other securities in such form and with such features and attributes as may be required, proper, prevalent, expedient or usual and to provide tradability and transferability thereof (including listing of Securities on one or more stock exchanges within or outside India) as the Board deems fit.

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of the aforesaid

purposes including without limitation to the generality thereof, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 293(1)(a) of the Companies Act, 1956 or otherwise, to execute such documents or writings as it may consider necessary or proper and in pursuance of this Resolution and also including, without limitation to the generality thereof, utilization of issue proceeds, finalization of pricing, terms and conditions relating to issue of Securities including amendments or modifications thereto as may be deemed fit by the Board, signing, execution and issue of consolidated receipt(s) for Securities, listing application(s), various agreement(s) including subscription agreement(s), depository agreement(s), trustee agreement(s), undertaking(s), deed(s), declaration(s), letter(s) and all other document(s) and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering or allotment of Securities or anything in relation thereto (including but not limited to the post issue formalities) and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of Securities as it may in its absolute discretion deem fit.

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

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

Kanti Mohan Rustagi
Executive Vice President - Legal &
Company Secretary

Place : Mumbai
Date : May 28, 2013

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

NOTES:

- I. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the business under Item No. 6 set out above and the relevant details in respect of Item Nos. 3 and 4 set out above, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, are furnished respectively as Annexure 1 and 2 to the Notice.
- II. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.** Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
- III. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, August 7, 2013 to Saturday, August 10, 2013** (both days inclusive).
- IV. Dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after **August 16, 2013** to the members whose names appear in the Company's Register of Members as on **Saturday, August 10, 2013** (in respect of shares held in physical form) and to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of the close of business hours of **Tuesday, August 6, 2013** (in respect of shares held in electronic form).
- V. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting so that the information required may be made available at the Meeting.
- VI. Members are requested to bring their attendance slip and copy of the Annual Report to the Meeting.
- VII. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agent to facilitate better service:
 - (i) Any change in their address/mandate/bank details;
 - (ii) Particulars of their bank account, for printing on the dividend warrants (to help prevent fraudulent encashment), in case the same have not been sent earlier; and
 - (iii) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- VIII. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz. NSDL and CDSL, will be printed on the dividend warrants. Members are requested to inform their respective Depository Participants of any change in address, bank details, etc.
- IX. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as provided under Section 109A of the Companies Act, 1956 are requested to submit the details to the Company's Registrar and Share Transfer Agent.
- X. Members, who have not encashed the dividend warrants for the financial years 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 2011-12 are requested to write forthwith to the Company's Registrar and Share Transfer Agent giving necessary details.
- XI. **Members holding shares in physical form may approach IndusInd Bank Limited, Depository Participant (DP) or any other DP to open Demat Account and avail the payment of dividend electronically and reduce the possibility of losing or misplacing the Dividend.**
- XII. 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.
- XIII. Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007, the Company has designated an exclusive e-mail ID ***investor.grievances@teamhgs.com*** on which the investors would be able to register their complaints, if any.
- XIV. Members holding shares in electronic form are requested to update their e-mail address to ensure proper and timely communications.

Annexure 1 to the Notice

As required by Section 173 of the Companies Act, 1956 (hereinafter referred to as "the Act"), the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 6 of the accompanying Notice dated May 28, 2013.

Item No. 6 :

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

The Members at their General Meeting held on August 9, 2012 had authorized Board of Directors of the Company to raise capital by issuance of Securities of the Company. Substantial time has elapsed since the passing of resolution at previous Annual General Meeting. However, in view of conditions prevailing in the capital market during the last year, the Company did not issue any securities. The Company has acquisition plans and is seeking opportunities for investment at an appropriate time. Hence, a resolution is proposed as an enabling resolution for raising capital so that the same can be raised when required.

Section 81(1A) of the Companies Act, 1956 provides, *inter alia*, that any further equity shares may be offered to any person(s) other than the existing shareholders, if a special resolution to that effect is passed by the Company in a general meeting. The special resolution gives flexibility and discretion to the Board of Directors so that it can finalize the terms of issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including in relation to pricing of the issue. Consent of the shareholders is, therefore sought to authorize the Board of Directors to issue the Securities in the manner mentioned in the Resolution.

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

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

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

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

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

Kanti Mohan Rustagi
Executive Vice President - Legal &
Company Secretary

Place : Mumbai
Date : May 28, 2013

Registered Office:

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

Annexure 2 to the Notice

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

Item No. 3 :

Mr. Rangan Mohan

Mr. Rangan Mohan is a B. Tech Chemical Engineer from the University of Madras in India and is a Post Graduate in Management Studies from the prestigious Indian Institute of Management, Ahmedabad amongst the most well known Business Schools in Asia. Mr. Mohan started his career with CMC Ltd. and then moved to Wipro Infotech Ltd. before joining Mphasis BFL. He rose to become the Managing Director of Mphasis before moving on to become the CEO of Global Software Ltd. Subsequently, Mr. Mohan held the position of 'President and CEO' of IT division of Hinduja TMT Ltd. Mr. Mohan is currently on the Boards of several IT Companies and advising them in their growth strategies. These include Companies engaged in Enterprise Services Management, audio/video embedded software development, financial services and electronic publishing.

Mr. Mohan is a well respected speaker in several forums both at the national and regional level. He is a part time Professor of Management at two of India's leading business schools - Narsee Monji Institute of Management Studies and SDM Institute of Management Development. He is an experienced and well known executive coach who has worked with over 100 top level executives in the country.

Directorship in other Companies:

Infrasoft Technologies Ltd. and Infrasoft Tech India Ltd.

Membership of Board Committees:

Hinduja Global Solutions Ltd., Chairman - Investors' Grievance and Share Allotment Committee, Infrasoft Tech India Ltd., Chairman - Audit Committee and Infrasoft Technologies Ltd., Chairman - Audit Committee.

Mr. Rangan Mohan does not hold any shares in the Company.

Item No. 4 :

Mr. Anil Harish

Mr. Anil Harish has completed B.A., LL.B., and LL.M. (USA). An Advocate, Mr. Anil Harish is a partner of D.M. Harish & Co., a well-known firm of advocates and possesses over thirty-five years experience in legal practice, specializing in Corporate Law, Income Tax, FEMA and property matters. Mr. Anil Harish is director of several companies. Mr. Anil Harish is member of the Advisory Board of All India Business Council, was Executive Vice President of the Society of Indian Law Firms (SILF), and member of the Managing Committee of Indian Merchants Chambers, ITAT Bar Association, and Chamber of Income Tax Consultants, and has written several articles for various publications.

Directorship in other Companies:

Ashok Leyland Ltd., Hotel Leelaventure Ltd., Future Retail Ltd., Future Ventures India Ltd., Unitech Ltd., Hinduja Ventures Ltd., Mahindra Lifespace Developers Ltd., Ador Welding Ltd., Advani Hotels & Resorts (India) Ltd., Valecha Engineering Ltd., Mukta Arts Ltd., Hinduja Leyland Finance Ltd. and Oberoi Realty Ltd.

Membership of Board Committees:

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

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

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