



## HINDUJA GLOBAL SOLUTIONS LIMITED

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

# NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **HINDUJA GLOBAL SOLUTIONS LIMITED** (Formerly known as HTMT Global Solutions Limited) will be held on Wednesday, 29th July, 2009 at 11 A.M. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018, to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2009 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 31st March, 2009.
3. To appoint a Director in place of Mr. Dheeraj G. Hinduja, 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 as Auditors of the Company and to fix their remuneration and to authorise 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 an Ordinary Resolution:  

**"RESOLVED THAT** Ms. Vinoo S.Hinduja, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th October, 2008 and who holds office up to the date of the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from some members pursuant to Section 257 of the Companies Act, 1956 proposing her candidature for the office of Director, be and is hereby appointed as a Director, liable to retire by rotation".
7. 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 27th September, 2008 and pursuant to the provisions of Section 81, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof), the Foreign Exchange Management Act, 1999 and other applicable laws and in accordance with relevant provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchange(s) where the Shares of the Company are listed and subject to Regulations / Guidelines, if any, prescribed by Reserve Bank of India (RBI), the Government of India (GOI), the Foreign Investment Promotion Board (FIPB), Securities and Exchange Board of India (SEBI) and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approval(s), consent(s), permission(s) and sanction(s) of the RBI, GOI, FIPB, SEBI and all other appropriate authorities, institutions or bodies and subject to such condition(s) and modification(s) as may be prescribed by any of them while granting such approval(s), consent(s), permission(s) and sanction(s), and agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its power including the powers conferred by this Resolution), which the Board be and is hereby authorised 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 XIII-A of the SEBI (Disclosure & Investor Protection) Guidelines, 2000 as amended from time to time (SEBI Guidelines), or otherwise, in the domestic or one or more international markets, any Securities including equity or any other kind of shares and / or convertible bonds and / or Securities convertible into equity shares with or without detachable / non-detachable warrants with a right exercisable by the warrant holder to subscribe for the equity shares and / or warrants with an option exercisable by the warrant-holder to subscribe for equity shares, and / or any instrument or Securities representing either equity shares and / or convertible security linked to equity shares at the option of the Company directly or through, American Depository Receipts (ADRs) / Global Depository Receipts (GDRs) / any other depository receipts, Foreign Currency Convertible Bonds (FCCBs) representing any type of Securities (all of which are hereinafter collectively referred to as 'Securities') subscribed in Indian and/ or foreign currency(ies) through an offer document and/or placement document and/ or prospectus and/or offer letter and/or offering circular to investors (resident and / or non-resident and / or strategic investors and / or institutions and / or banks and / or corporate bodies and / or trustees / Foreign Institutional Investors (FIIs) / qualified institutional buyers as defined under Clause 1.2.1 (xxiv) of 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 deem fit provided that the aggregate issue amount of Securities to be issued shall not exceed Rs.500,00,00,000/- (Rupees Five Hundred Crore Only) inclusive of such premium as may be payable on the Securities.

**RESOLVED FURTHER THAT** in the event that Securities convertible into equity shares are issued under Chapter XIII-A of the SEBI Guidelines as amended from time to time, 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 authorised by the Board of the Company 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 or 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 Shares 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 security on one or more stock exchanges within or outside India) as the Board deem fit.

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of the aforesaid purposes including, without limitation to the generality thereof, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 293(1)(a) of the Companies Act, 1956 or otherwise, to execute such documents or writings as it may consider necessary or proper and in pursuance of this Resolution and also including, without limitation to the generality thereof, utilisation of issue proceeds, finalising 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, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, Undertaking, Deed, Declaration, Letters and all other documents and to comply with all formalities as may be required

in connection with and incidental to the aforesaid offering or allotment of Securities or anything in relation thereto, (including but not limited to the post issue formalities) and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of Securities as it may in its absolute discretion deem fit.

**RESOLVED LASTLY THAT** the Board be and is hereby authorised to enter into and execute all such arrangements/ agreements as may be required or 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

**Prasenjit Guha**  
Vice President-Legal & Company Secretary

Place: Mumbai  
Date: 13th May, 2009

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

#### NOTES:

- I. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the businesses under Item Nos. 6 and 7 set out above and the relevant details in respect of Item Nos. 3, 4 and 6 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, 22nd July, 2009 to Wednesday, 29th July, 2009 (both days inclusive).
- IV. Dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after 30<sup>th</sup> July, 2009 to the members whose names appear in the Company's Register of Members as on 29th July, 2009 (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 21st July, 2009 (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, and 2007-08, are requested to write forthwith to the Company's Share Transfer Agent giving necessary details.
- XI. Members are requested to quote their folio numbers/DPID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.
- XII. 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 viz investor.grievances@htmtglobal.com on which the investors would be able to register their complaints, if any.

## Annexure 1 to the Notice

As required by Section 173 of the Companies Act, 1956, (hereinafter referred to as “the Act”), the following Explanatory Statements set out, all material facts relating to the business mentioned under Item Nos. 6 and 7 of the accompanying Notice dated 13th May, 2009.

### Item No. 6

The Board of Directors (“the Board”), appointed Ms. Vinoo S. Hinduja as an Additional Director of the Company with effect from 25th October, 2008. According to the provisions of Section 260 of the Companies Act, 1956 (“the Act”), she holds office up to the date of the ensuing Annual General Meeting. The Company has received notice together with deposit of Rs. 500/- as required under Section 257 of the Act, from some members signifying their intention to propose Ms. Vinoo S. Hinduja for the office of Director.

The relevant details pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are furnished in Annexure 2 to the Notice.

Your Directors are of the opinion that the Company will greatly benefit from the association of Ms. Vinoo S. Hinduja on the Board and it would be in the interest of the Company to continue to have her on the Board and recommend the acceptance of the resolution set out in the Item No. 6 of the Notice convening meeting.

Ms. Vinoo S. Hinduja is concerned or interested in the Resolution. Mr. Ramkrishan P. Hinduja and Mr. Dheeraj G. Hinduja being related to Ms. Vinoo S. Hinduja, may be deemed to be concerned or interested in the Resolution.

### Item No 7 :

With a view to augment the long term financial resources of the Company and to make available funds to finance the Company’s growth and acquisition plans, it is proposed to raise an amount not exceeding Rs.500 crore (Rupees Five Hundred Crore only) inclusive of premium of Securities in

the course of Domestic/International offerings through issue of Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) or Qualified Institutional Placement pursuant to Chapter XIII-A of Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (QIP) or any other suitable Securities as contained in the Resolution. The FCCBs/ADRs/GDRs/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 27th September, 2008 had authorised Board of Directors of the Company to raise capital by issuance of Securities of the Company. Substantial time has elapsed since the passing of resolution at previous Annual General Meeting. However, in view of conditions prevailing in the capital market during the last year, the Company did not issue any Securities. The Company has acquisition plans and is seeking opportunities for investment at an appropriate time. Hence, a resolution is proposed as an enabling resolution for raising capital so that the same can be raised when required.

Section 81(1A) of the Companies Act, 1956 provides, *inter alia*, that any further equity shares may be offered to any persons other than the existing shareholders, if a Special Resolution to that effect is passed by the Company in a general meeting. The Special Resolution gives flexibility and discretion to the Board of Directors so that it can finalise the terms of Issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including

in relation to pricing of the issue. Consent of the shareholders is, therefore, sought to authorise 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 authorise 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 in SEBI (Disclosure and Investor Protection) Guidelines, 2000 and other investors, whether shareholders of the Company or not, through a public / issue or on private placement basis, and to do all acts, deeds and things incidental thereto.

Consent of the shareholders is also sought under Section 193(1)(a) of the Companies Act, 1956 for creation of charge 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 may be a partner or to any of his relatives or entities in which he or such relative is directly or indirectly concerned or interested.

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

**Prasenjit Guha**  
Vice President-Legal & Company Secretary

Place: Mumbai

Date: 13th May, 2009

**Regd. 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:*

#### **Mr. Dheeraj G. Hinduja**

Mr. Dheeraj G.Hinduja is BSc (Hons), in Economic & History from the University College, London and Master in Business Administration with specialisation in Project Management from the Imperial College, London University. He possesses over fifteen years of rich experience at strategic and leadership levels covering wide variety of business across diverse sectors such as Automotive, Energy, Infrastructure, Finance & Banking , IT and ITeS, Media, Healthcare, etc. Mr. Hinduja has been leading the Human Resources Function for the entire Hinduja Group,driving an agenda of transformation, change through talent acquisition, engagement, and retention and development strategies. Currently, Mr. Hinduja focuses more on the Hinduja Group's Indian Businesses, which have diversified portfolio of organisations with Ashok Leyland Ltd. as the flagship Company. As Director of Hinduja Group India Limited, Mr. Hinduja is setting and driving an aggressive growth agenda for all Indian entities. He leads a corporate team to develop strategy for enhancing Hinduja Group Portfolio, explore new opportunities & markets and oversee investment. Mr. Hinduja holds directorship in several companies.

#### **Directorship in other Companies:**

Ashok Leyland Limited, Ashok Leyland Project Services Limited, Hinduja Ventures Limited, Hinduja Foundries Limited, Hinduja Group India Limited, Hinduja National Power Corporation Limited.

#### **Membership of Board Committees:**

Hinduja Ventures Ltd- Member- Investor Grievance Committee, Hinduja Global Solutions Limited. Member- Investor Grievance Committee.

Mr. Dheeraj G. Hinduja does not hold any shares in the Company.

#### **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 one years experience in legal practice, specialising in Corporate Law, Income-tax, FEMA and property matters. A director of several companies, Mr. Anil Harish is also a former Managing Committee Member of the Income-tax Appellate Tribunal Bar Association and a former Managing Council Member of the Chamber of Income-tax Consultants. Mr. Anil Harish is a member of the Managing Committee of Indian Merchant's Chamber and a member of the Society of Indian Law Firms (SILFs) and has written several articles for various publications.

#### **Directorship in other Companies:**

Hotel Leela Venture Ltd, Pantaloon Retail (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. Galaxy Entertainment Corporation Ltd, K.C.Maritime (India) Ltd. Pride Hotels Ltd and Future Ventures Ltd. etc.

#### **Membership of Board Committees:**

Hinduja Ventures Ltd -Chairman-Audit Committee, Hinduja Global Solutions Ltd,-Chairman - Audit Committee and Investor Grievance Committee, Ador Welding Ltd. Chairman-Audit Committee, Hotel Leela Ventures Ltd- Member, Audit Committee Mukta Arts Ltd-. Member, Audit Committee, Unitech Ltd. Member, Audit Committee, Valecha Engineering Ltd- Member, Audit Committee, Mahindra Lifespace Developers Ltd. - Member, Audit Committee.

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

**Ms. Vinoo S. Hinduja**

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

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

**Directorship in other Companies:**

Gulf Oil Corporation Ltd., Hinduja Group India Ltd.

Membership of Board Committees: Nil

Ms. Vinoo Hinduja holds 61,065 Equity Shares of Rs. 10/- each which is 0.30% of the paid up capital of 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.*