



## 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.grievances@teamhgs.com  
website: www.teamhgs.com

### NOTICE

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the Members of **HINDUJA GLOBAL SOLUTIONS LIMITED** will be held on Thursday, July 3, 2014 at 11.00 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 Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 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 ₹ 10 per equity share and to confirm interim dividends aggregating to ₹10 per equity share already paid for the year ended March 31, 2014.
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 though fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
**“RESOLVED THAT** M/s. Price Waterhouse, Chartered Accountants, having Registration No. 301112E be and are hereby appointed as Auditors of the Company 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 that may be decided by the Board of Directors.”  
**“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 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 that may be decided by the Board of Directors.”

5. To consider and if though fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
**“RESOLVED THAT** Ms. Shanu S. P. Hinduja (DIN: 06512872), who was appointed by the Board of Directors as a Director, designated as a Co-Chairperson, in casual vacancy caused by the resignation of Mr. Dheeraj G. Hinduja with effect from March 4, 2013, in terms of Section 262 of the Companies Act, 1956 [corresponding to Section 161(4) of the Companies Act, 2013] and Article 140 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
6. To consider and if though fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Anil Harish (DIN: 00001685), a non-executive Director of the Company who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be

and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive) and not liable to retire by rotation.”

7. 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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Rajendra P. Chitale (DIN: 00015986), a non-executive Director of the Company who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive) and not liable to retire by rotation.”

8. 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 Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Rangan Mohan (DIN: 01116821), a non-executive Director of the Company who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive) and not liable to retire by rotation.”

9. 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 the Ordinary Resolution passed by the members at the Extraordinary General Meeting of the Company held on March 5, 2007 and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money as it may deem fit for the purpose of business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be so borrowed by the Board of Directors shall not exceed the sum of ₹ 1,000 crore (Rupees One Thousand Crore only) at any one time.”

By Order of the Board  
For HINDUJA GLOBAL SOLUTIONS LIMITED

**Kanti Mohan Rustagi**  
Executive Vice President - Legal &  
Company Secretary

Place : Mumbai  
Date : May 21, 2014

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## NOTES:

- I. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the business under Item Nos. 5 to 9 set out above and the relevant details in respect of Item Nos. 3 and 5 to 8 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/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) 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 not less than 48 hours before the commencement of the Meeting.
- III. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members a facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

    - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:
      - (i) Open e-mail and open PDF file viz; "HGS e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
      - (iii) Click on "Shareholder - Login".
      - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click "Login".
      - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of e-voting opens. Click on e-Voting: "Active Voting Cycles".
      - (vii) Select "EVEN" of Hinduja Global Solutions Limited.
      - (viii) Now you are ready for e-voting as "Cast Vote" page opens.
      - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
      - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
      - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
      - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to

pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :

a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVSN (E-Voting sequence Number)	USER ID	PASSWORD/ PIN
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b) Please follow all steps from Sl. No. A(ii) to Sl. No. A(xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. 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 communications.

V. The e-voting period commences on June 25, 2014 (9:00 am) and ends on June 27, 2014 (6:00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of May 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of May 30, 2014.

VII. Mr. Prashant Diwan, Practicing Company Secretary (C.P. No. 1979, Membership No. FCS 1403) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. 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 NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the NSE and BSE.

IV. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday June 26, 2014 to Thursday, July 3, 2014 (both days inclusive).

V. Dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after July 10, 2014 to the members whose names appear in the Company's Register of Members as on Thursday, July 3, 2014 (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

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- (India) Limited (CDSL) as of the close of business hours of Wednesday, June 25, 2014 (in respect of shares held in electronic form).
- VI. 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 of the Company at least seven days before the date of the Meeting so that the information required may be made available at the Meeting.
- VII. Members are requested to bring their Attendance Slip and copy of the Annual Report to the Meeting.
- VIII. 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.
- IX. 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.
- X. 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.
- XI. Members who have not encashed the dividend warrants for the financial years 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 and 2012-13 are requested to write forthwith to the Company's Registrar and Share Transfer Agent giving necessary details.
- XII. Members holding shares in physical form may approach any Depository Participant (DP) to open a Demat Account and avail the payment of dividend electronically and reduce possibility of losing or misplacing the Dividend Warrant.
- XIII. 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.
- XIV. 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.
- XV. Members holding shares in electronic form are requested to update their e-mail addresses to ensure proper and timely communications.

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## Annexure 1 to the Notice

**As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statement set out all material facts relating to the business mentioned under Item Nos. 5 to 9 of the accompanying Notice dated May 21, 2014.**

### Item No 5:

The Board of Directors at its meeting held on March 4, 2013 appointed Ms. Shanu S. P. Hinduja as a Director, designated as Co-Chairperson, in Casual Vacancy caused by the resignation of Mr. Dheeraj G. Hinduja. Under Section 161(4) of the Act (corresponding to Section 262 of the Companies Act, 1956) read with Article 140 of the Articles of Association of the Company, Ms. Shanu S. P. Hinduja holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Ms. Shanu S. P. Hinduja as a candidate for the office of Director of the Company.

The Board considers that the appointment of Ms. Shanu S. P. Hinduja as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company liable to retire by rotation.

Ms. Shanu S. P. Hinduja is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 955 equity shares of the Company.

Ms. Shanu S. P. Hinduja may be deemed to be concerned or interested, financially or otherwise to the extent of aforesaid shareholding in respect of her appointment as a Director.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

### Item No 6:

Mr. Anil Harish was appointed as an Independent Director with effect from March 5, 2007. As per Sub Sections 10 and 11 of Section 149 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and as per explanation to Sub Sections 10 and 11 of Section 149 of the Act, any

tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term under those Sub Sections. As per revised Clause 49 II (B) (3) of the Listing Agreement pursuant to SEBI circular dated April 17, 2014 (effective from October 1, 2014), a person who has served as an Independent Director for five years or more in a Company as on October 1, 2014 shall be eligible for appointment on completion of present term for one more term of up to five years only. Mr. Anil Harish is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Act, Mr. Anil Harish being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive). A notice has been received from a member proposing Mr. Anil Harish as a candidate for the office of Independent Director of the Company. In terms of provision of Section 149(13) of the Act, Mr. Anil Harish shall not be liable to retire by rotation.

The Company has received declaration from Mr. Anil Harish that he meets the criteria of independence as prescribed under Sub Section 6 of Section 149 of the Act.

In the opinion of the Board, Mr. Anil Harish fulfils the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anil Harish as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day (Monday to Friday), up to the day previous to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Harish as an Independent Director. Accordingly, the Board recommends the resolution in relation to

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appointment of Mr. Anil Harish as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anil Harish, being an appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No 7:**

Mr. Rajendra P. Chitale was appointed as an Independent Director with effect from March 5, 2007. As per Sub Sections 10 and 11 of Section 149 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and as per explanation to Sub Sections 10 and 11 of Section 149 of the Act, any tenure of an Independent Director on the date of commencement of Act shall not be counted as a term under those Sub Sections. As per revised Clause 49 II (B) (3) of the Listing Agreement pursuant to SEBI circular dated April 17, 2014 (effective from October 1, 2014), a person who has served as an Independent Director for five years or more in a Company as on October 1, 2014 shall be eligible for appointment on completion of present term for one more term of up to five years only. Mr. Rajendra P. Chitale is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Rajendra P. Chitale being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive). A notice has been received from a member proposing Mr. Rajendra P. Chitale as a candidate for the office of Independent Director of the Company. In terms of provision of Section 149(13) of the Act, Mr. Rajendra P. Chitale shall not be liable to retire by rotation.

The Company has received declaration from Mr. Rajendra P. Chitale that he meets the criteria of independence as prescribed under Sub Section 6 of Section 149 of the Act.

In the opinion of the Board, Mr. Rajendra P. Chitale fulfils the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company and is

independent of the management. Copy of the draft letter for appointment of Mr. Rajendra P. Chitale as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day (Monday to Friday), upto the day previous to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajendra P. Chitale as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendra P. Chitale as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rajendra P. Chitale, being an appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No 8:**

Mr. Rangan Mohan was appointed as an Independent Director with effect from October 31, 2007. As per Sub Sections 10 and 11 of Section 149 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and as per explanation to Sub Sections 10 and 11 of Section 149 of the Act, any tenure of an Independent Director on the date of commencement of Act shall not be counted as a term under those Sub Sections. As per revised Clause 49 II (B) (3) of the Listing Agreement pursuant to SEBI circular dated April 17, 2014 (effective from October 1, 2014), a person who has served as an Independent Director for five years or more in a Company as on October 1, 2014 shall be eligible for appointment on completion of present terms for one more term of up to five years only. Mr. Rangan Mohan is liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Act, Mr. Rangan Mohan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director to hold office for five consecutive years from the date of this Annual General Meeting i.e. July 3, 2014 to July 2, 2019 (both days inclusive). A notice has been received

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from a member proposing Mr. Rangan Mohan as a candidate for the office of Independent Director of the Company. In terms of provision of Section 149(13) of the Act, Mr. Rangan Mohan shall not be liable to retire by rotation.

The Company has received declaration from Mr. Rangan Mohan that he meets the criteria of independence as prescribed under Sub Section 6 of Section 149 of the Act.

In the opinion of the Board, Mr. Rangan Mohan fulfils the conditions specified in the Act and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Rangan Mohan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day (Monday to Friday), up to the day previous to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rangan Mohan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rangan Mohan as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rangan Mohan, being an appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**Item No. 9:**

The members of the Company at its Extraordinary General Meeting held on March 5, 2007 had authorized the Board by passing ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to borrow from time to time such sum or sums of money as it may deem fit for the purpose of the business of the Company upto a sum of ₹ 1000 crore (Rupees One Thousand Crore only) .

As per Section 180 (1)(c) of the Act which corresponds to Section 293(1)(d) of the Companies Act, 1956, the Board of Directors shall exercise the power to borrow money only with the consent of the Company by way of special resolution.

Accordingly, consent of the shareholders is sought by way of Special Resolution to authorize the Directors/ Officers of the Company to borrow money, up to an amount not exceeding ₹1,000 crore (Rupees One Thousand Crore only) for business purposes.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

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

**Kanti Mohan Rustagi**  
**Executive Vice President - Legal &**  
**Company Secretary**

Place : Mumbai  
Date : May 21, 2014



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## 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:

##### Ms. Vinoo S. Hinduja

Ms. Vinoo S. Hinduja is a third generation entrepreneur with a passion for value based healthcare delivery, community health and technology driven innovation in healthcare practices.

She has a Bachelor's degree in Business Administration from the University of Richmond (1989), with a diploma in 'Health Policy and Management' from Johns Hopkins University (1997) and has certifications in 'Finance and Accounting' (2004) and 'Governing the Corporation' (2008) from the Wharton School of Executive Education. She has most recently also acquired certification from Harvard Business School in Managing Health Care Delivery (2011-12).

Having over 13 years of rich work experience, 8 years of which have been in leadership position in the areas of new business development in Healthcare, I.T., Media and Banking verticals of the Hinduja Group, a multi-billion 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 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. Hinduja is a director on the boards of three publicly traded companies; Gulf Oil Corporation Limited, Hinduja Global Solutions Limited and Hinduja Ventures Limited.

In addition to her business accomplishments, Ms. Hinduja is a dedicated daughter, steeped in family values and spends her spare time by actively involving in her family's philanthropic initiatives, her father's book project and his movie ventures.

Under her leadership, the Hinduja Hospital in Mumbai, India has transformed into one of India's

most respected healthcare institutions having received a variety of awards and accolades. 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.

Ms. 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 and by pioneering the transformation of Mumbai into its healthcare capital.

#### Directorship in other Companies:

Gulf Oil Corporation Limited, Hinduja Ventures Limited.

Membership of Board Committees: Hinduja Global Solutions Limited, Member – Stakeholders Relationship and Share Allotment Committee.

Ms. Vinoo S. Hinduja holds 61,065 equity shares in the Company which is 0.30% of the total paid up capital of the Company.

#### Item No. 5:

##### Ms. Shanu S. P. Hinduja

Ms. Shanu S. P. Hinduja, a senior member of the Hinduja family, is the Co-Chairperson of Hinduja Global Solutions Limited. She upholds the rich legacy of the family and invigorates the Group with an intuitive yet grounded approach.

She graduated in finance and economics and started a career at Merrill Lynch, Morgan Stanley and Nomura gaining experience in portfolio and asset management. She has a wealth of experience and exposure across the Group's ten sectors, amongst them banking, trading and healthcare. With this experience, her role as Senior Advisor on future strategy and expansion to the Hinduja Group's Chairman, Mr. S. P. Hinduja, has been of special significance.

Her primary responsibility is to continue the legacy of the Group's Founder, Parmanand D. Hinduja and develop the Group Chairman S. P. Hinduja's vision to improve healthcare and education. These include supporting the Duke of Edinburgh's Award providing Hinduja Scholarships at Cambridge University and Massachusetts General Hospital.

Ms. Hinduja has pioneered the Foundation's work with the Environment, with support as a founding member of the Prince Albert II of Monaco Foundation.

Since taking over her responsibilities at the Foundation, Ms. Shanu S. P. Hinduja has led important causes such as the establishment of the "Dharam Srichand P. Hinduja Fund for Complementary Medicine" at Columbia University, inaugurated by Prince Albert II of Monaco, and sponsorship of the CleanEquity conference in Monaco. She has also become a sought-after speaker at international conferences such as United Nations Infopoverty Conference, the High-Level Meeting on Disability and Development at the United Nations General Assembly, as well as the World Economic Forum in Davos, Panama and Monaco.

Like the Founder's mother Pahunchbai Hinduja, Ms. Shanu S. P. Hinduja is a spiritual person, her passions being women's empowerment, writing and philanthropy. Her life's mission brings a fresh approach to the Hinduja Group by addressing global issues including the environment and creating awareness of a sustainable human lifestyle.

She will continue to dedicate her efforts to preserve and enhance the wealth for the Group and increase its contribution to society.

**Directorship in other Companies:** Nil

**Membership of Board Committees:**

Hinduja Global Solutions Limited, Stakeholders Relationship and Share Allotment Committee.

Ms. Shanu S. P. Hinduja holds 955 equity shares in the Company which is 0.0046% of the total paid up capital of the Company.

**Item No. 6**

**Mr. Anil Harish**

Mr. Anil Harish has completed B.A., LL.B., and LL.M. (USA) degrees. 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 was 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 Limited, Hotel Leelaventure Limited, Future Retail Limited, Future Consumer Enterprise Limited, Unitech Limited, Hinduja Ventures Limited, Mahindra Lifespace Developers Limited, Ador Welding Limited, Advani Hotels & Resorts (India) Limited, Valecha Engineering Limited, Mukta Arts Limited, Hinduja Leyland Finance Limited, and Oberoi Realty Limited.

**Membership of Board Committees:**

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

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

**Item No. 7**

**Mr. Rajendra P. Chitale**

Mr. Rajendra P. Chitale, a law graduate and an eminent Chartered Accountant, is the Managing Partner of M/s Chitale & Associates, a leading boutique international structuring, tax and legal advisory firm. He was a member of the Insurance Advisory Committee of the Insurance and Regulatory Authority of India and has served as a member of the Company Law Advisory Committee, Government of India, the Takeover Panel of the Securities & Exchange Board of India, the Advisory

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Committee on Regulations of the Competition Commission of India, and the Maharashtra Board for Restructuring of State Enterprises, Government of Maharashtra. He has served on the board of Life Insurance Corporation of India, Unit Trust of India, Small Industries Development Bank of India, National Stock Exchange of India Limited, National Securities Clearing Corporation Limited, and SBI Capital Markets Limited.

**Directorship in other Companies:**

Hinduja Ventures Limited, Ambuja Cements Limited, Reliance Capital Limited, Reliance General Insurance Company Limited, NSE.IT Limited, Reliance Life Insurance Corporation Limited and JM Financial Asset Management Limited.

**Membership of Board Committees:**

Ambuja Cements Limited, Chairman – Audit Committee, Chairman – Stakeholders’ Relationship Committee, Hinduja Global Solutions Limited, Member – Audit Committee, Hinduja Ventures Limited, Member - Audit Committee, Reliance Capital Limited, Chairman - Audit Committee, Member - Shareholders & Investor Grievances Committee, Reliance Life Insurance Company Limited, Member – Audit Committee, Reliance General Insurance Company Limited, Member - Audit Committee and NSE.IT Limited, Chairman - Audit Committee.

Mr. Rajendra P. Chitale does not hold any shares in the Company.

**Item No. 8**

**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 Limited and then moved to Wipro Infotech Limited before joining Mphasis BFL. He rose to become the Managing Director of Mphasis before moving on to become the CEO of Global Software Limited. Subsequently, Mr. Mohan held the position of ‘President and CEO’ of IT division of Hinduja TMT Limited. Mr. Rangan 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 Limited, Infrasoft Tech India Limited, Defiance Technologies Limited.

**Membership of Board Committees:**

Hinduja Global Solutions Limited, Chairman – Stakeholders Relationship and Share Allotment Committee, Infrasoft Tech India Limited, Chairman - Audit Committee and Infrasoft Technologies Limited, Chairman - Audit Committee.

Mr. Rangan Mohan 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 Stakeholders Relationship and Share Allotment Committee are considered.