



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

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: _____
E-mail ID: _____
Folio/ DP ID - Client ID No.: _____

I/We being the member(s) of _____ shares of Hinduja Global Solutions Limited hereby appoint:

- (1) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;

- (2) Name: _____
Address: _____
E-mail ID: _____
Signature: _____, or failing him;

- (3) Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business:			
1.	Adoption of Audited Financial Statements for the year ended March 31, 2014.		
2.	Approval of final dividend of ₹ 10 per equity share for 2013-2014 and confirmation of interim dividends aggregating to ₹ 10 per equity share already paid.		
3.	Re-appointment of Ms. Vinoo S. Hinduja as a Director, who retires by rotation.		
4.	Appointment of M/s. Price Waterhouse, Chartered Accountants, as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fixing their remuneration and authorizing the Board to appoint Auditors for the Company's branches in consultation with the Company's Auditors and fixing their remuneration.		
Special Business:			
5.	Appointment of Ms. Shanu S. P. Hinduja as a Director of the Company.		
6.	Appointment of Mr. Anil Harish as an Independent Director for a period of five consecutive years from July 3, 2014 to July 2, 2019 (both days inclusive).		
7.	Appointment of Mr. Rajendra P. Chitale as an Independent Director for a period of five consecutive years from July 3, 2014 to July 2, 2019 (both days inclusive).		
8.	Appointment of Mr. Rangan Mohan as an Independent Director for a period of five consecutive years from July 3, 2014 to July 2, 2019 (both days inclusive).		
9.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money for the purpose of business of the Company up to ₹ 1,000 crores (Rupees One Thousand crores only) at any one time.		

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2014

Signature of shareholder _____

Signature of Proxy holder _____

Affix Re 1 Revenue Stamp

Note:

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.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 19th Annual General Meeting.
- *5. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.