

## NOTICE

**NOTICE** is hereby given that the Twelfth Annual General Meeting of the members of **HTMT GLOBAL SOLUTIONS LIMITED** (formerly HTMT Technologies Limited) will be held on Monday, 24<sup>th</sup> September 2007, at 1.00 P.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 31<sup>st</sup> March 2007 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors.
2. To declare dividend for the year ended 31<sup>st</sup> March 2007.
3. To appoint a Director in place of Mr. Kailash Chandra Samdani, 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** subject to the provisions of Schedule XIII to the Companies Act, 1956 ("the Act") read with Sections 198, 269, 387 and other applicable provisions, if any, of the Act, consent of the Company be and is hereby accorded to the appointment of Mr. Partha De Sarkar as the Manager of the Company as defined under Section 2(24) of the Act, with effect from 1<sup>st</sup> April 2007 for a period of 5 (five) years on the terms and conditions including remuneration contained in the letter of appointment dated 1<sup>st</sup> April 2007 with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions including remuneration, in such manner as may be agreed to between the Company and Mr. Partha De Sarkar.

**RESOLVED FURTHER THAT** within the limits of Mr. Partha De Sarkar's remuneration as approved pursuant to the foregoing, the Chairman/Vice Chairman of the Board be and is hereby authorized to vary at any time the components of Mr. Partha De Sarkar's remuneration, periodicity of payments and the terms thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the term of his appointment, Mr. Partha De Sarkar shall, subject to the provisions of Schedule XIII to, and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this Resolution, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

7. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered as under:

By inserting the following Article as 167A after the present Article 167 of the Articles of Association of the Company

**Article 167A:**

- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the shareholders in a general meeting.
- (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made thereunder or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
- (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus."

By order of the Board

**For HTMT GLOBAL SOLUTIONS LIMITED**

**Somnath Majumdar**

Senior Vice President and Head  
- Legal & Secretarial

Place : Mumbai

Date: 30<sup>th</sup> July 2007

**Regd. Office:**

In Centre, 49/50 MIDC, 12<sup>th</sup> Road,  
Andheri (East), Mumbai 400 093

## NOTES:

- I. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the businesses contained in Item Nos. 6 and 7 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 Annexures 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 Tuesday, 18<sup>th</sup> September 2007 to Monday, 24<sup>th</sup> September 2007 (both days inclusive).
- IV. Dividend as recommended by the Directors, if declared at the Annual General Meeting, will be paid on or after 25<sup>th</sup> September 2007 to the members whose names appear in the Company's Register of Members as on 24<sup>th</sup> September 2007 (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 17<sup>th</sup> September 2007 (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 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.
- XI. 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

### Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

#### Item No. 6.

The Board of Directors ("the Board"), appointed Mr. Partha De Sarkar, as Manager of the Company as defined under Section 2(24) of the Companies Act, 1956 ("the Act") with effect from 1<sup>st</sup> April 2007. Mr. Partha De Sarkar's appointment is subject to compliance with the provisions of Schedule XIII to the Companies Act, 1956, ("the Act"), read with Sections 198, 269, 387, and other applicable provisions, if any, of the Act, and approval of the shareholders in General Meeting to his appointment and remuneration.

Mr. Partha De Sarkar was holding the position of CEO-IT/ITES and Manager under section 2(24) of the Companies Act, 1956 of Hinduja TMT Limited since 1<sup>st</sup> May 2006. Pursuant to clause 15 of the Scheme of Arrangement and Reconstruction between Hinduja TMT Limited and HTMT Global Solutions Limited and their respective shareholders and creditors towards demerger of the IT/ITES undertaking of Hinduja TMT Limited into the Company ("Scheme"), the services of Mr. Partha De Sarkar was transferred to the Company with effect from 7<sup>th</sup> March 2007 being the effective date of the Scheme. Accordingly, Mr. Partha De Sarkar ceased to be Manager of Hinduja TMT Limited and was appointed as CEO of the Company with effect from 7<sup>th</sup> March 2007.

Mr. Partha De Sarkar spearheads the HTMT Global team as the Chief Executive Officer. Prior to this, he held the positions of CEO-IT/ITES and Global Chief Operating Officer of Hinduja TMT Limited for over 3 years. Mr. Partha De Sarkar possesses over 20 years of rich experience in Customer Service and Operations across diverse industries like Banking, Financial Services, Healthcare and Insurance. He has served in executive capacities and handled large initiatives in setting up and leading complex outsourcing projects across diverse domains. He was with Deloitte Consulting, GE Capital International Services, where he set up operations for large remote processing centres in India to service international clients in US, UK, Australia and the Asia-Pacific region. Prior to this, he was with Bank of America's Consumer Banking business for 9 years. Mr. Partha De Sarkar is a postgraduate in Management from the Indian Institute of Management (IIM), Bangalore and has a Master of Technology degree from the Indian Institute of Technology (IIT), Chennai.

An abstract of the material terms and conditions of appointment and remuneration of Mr. Partha De Sarkar as contained in the letter of appointment dated 1<sup>st</sup> April 2007, are furnished hereunder:

1. Mr. Partha De Sarkar shall, during the period of his appointment, act as the Manager of the Company, and will be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.
2. Period: Five years from 1<sup>st</sup> April 2007.
3. Remuneration:
  - A gross remuneration of Rs.70,00,000/- (Rupees Seventy Lakhs Only) per annum, calculated as per current cost to Company norms followed in the Company. The components, terms and periodicity of payments thereof shall be as are decided by the Chairman/Vice Chairman after consultation with Mr. Partha De Sarkar.
  - Annual Variable Pay up to a maximum of Rs.10 Lakhs (Rupees Ten Lakhs Only). The actual amount of Variable Pay will be determined after a review of performance by the Board, against the Key Result Areas and deliverables as agreed upon between the Company and Mr. Partha De Sarkar.

- Authority to the Board to increase Mr. Partha De Sarkar's remuneration from time to time, subject to the provisions of Schedule XIII to the Act read with Sections 198, 269, 310, 387 and other applicable provisions, if any, of the Act.
- Entitlement to the remuneration pursuant to the foregoing, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the term of Mr. Partha De Sarkar's appointment, subject to the provisions of Schedule XIII to, and other applicable provisions, if any, of the Act.
- Telephone facility at residence and mobile phone as per Company's rules. Personal long distance charges to be borne by Mr. Partha De Sarkar. Provision of telephone at residence and mobile phone not to be considered as perquisites.
- Reimbursement of actual entertainment, traveling and out-of-pocket expenses incurred in the course of the Company's business.
- Entitlement to privilege leave with full pay and casual leave benefits as per the rules of the Company.
- Terms relating to applicability of Company's rules and regulations, confidentiality of information relating to the Company, not to have any interest or concern in any selling agency of the Company without Central Government approval, notice of termination (three months' notice on either side and termination by the Company by payment of an amount equal to three months' basic pay included in the compensation package), etc.

The Letter of appointment dated 1<sup>st</sup> April 2007 referred to in the Resolution at Item No. 6 of the Notice will be open for inspection by members at the Company's Registered Office between 11.00 A.M and 1:00 P.M. on any working day of the Company, (Monday to Friday), upto the day previous to the date of the Annual General Meeting.

None of the Directors is concerned or interested in the Resolution.

#### Item No. 7:

It is proposed to alter the Articles of Association of the Company by inserting Article 167A after the existing Article 167 so as to include provision relating to appointment of any person who has rendered significant or distinguished services to the Company or to be industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein.

A copy of the Articles of Association of the Company along with the altered Article will be open for inspection by Members at the Company's Registered Office between 11.00 A.M and 1:00 P.M. on any working day of the Company, (Monday to Friday) upto the date previous to the date of the Annual General Meeting.

None of the Directors is concerned or interested in the Resolution.

By order of the Board  
For HTMT GLOBAL SOLUTIONS LIMITED

Somnath Majumdar  
Senior Vice President and Head  
- Legal & Secretarial

Place : Mumbai

Date: 30<sup>th</sup> July 2007

Regd.Office:

In Centre, 49/50 MIDC, 12<sup>th</sup> Road,  
Andheri (East), Mumbai 400 093

## 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. Kailash Chandra Samdani**

Mr. Kailash Chandra Samdani is a B.A.,LLB and has been a Director of the Company since 1999. Mr. Kailash Chandra Samdani possesses 40 years of experience in the field of law in various capacities Mr Kailash Chandra Samdani was a member of the committee constituted by Reserve Bank of India for drafting legislation on electronic funds transfer and also a member of in-house committee for standardizing loan documents for large advances by State Bank of India. Mr. Kailash Chandra Samdani has attended 14 days training programme in Cambridge, UK, in September 1991 on International Financial Law conducted by the Euromoney, London. Mr. Kailash Chandra Samdani has regularly delivered lectures on the subject of recovery and enforcement of securities at RBI Bankers Training College, SBI Staff College and has also delivered lectures at Central Bank of India Training College, Federal Bank, IDBI Bank etc. Mr. Kailash Chandra Samdani is practising as an advocate.

**Directorship in other companies:** Aasia Properties Development Limited, IndusInd Media & Communications Limited, IDL Arom International Ltd.

**Membership of Board Committees:** IndusInd Media & Communications Limited-Member Audit Committee

Mr. Kailash Chandra Samdani does not hold any shares in the Company.

### **Mr. Anil Harish**

Mr. Anil Harish is a B.A., LL.B., LL.M. (USA). An Advocate, Mr. Anil Harish is a partner of D.M. Harish & Co., a well-known firm of advocates and possesses about 30 years experience

in legal practice, specializing in 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 member of several Committees of the Society of Indian Law Firms (SILFs) and has written several articles for various publications.

**Directorship in other companies:** Hotel Leelaventure Limited, Pantaloon Retail (India) Limited, Mahindra Gesco Developers Limited, Ador Welding limited, Unitech Limited, Advani Hotels & Resorts (India) Limited, Valecha Engineering Limited, Mukta Arts Limited, Tolani Shipping Company Limited, K.C. Maritime (India) Limited, Prebone Yamane India Limited, Galaxy Entertainment Corp. Limited, Mantri Chandak Constructions Limited, Hinduja TMT Limited.

**Membership of Board Committees:** Hotel Leelaventure Limited- Member Audit Committee, Mukta Arts Limited- Member Audit Committee, Ador Welding Limited- Chairman Audit Committee, Unitech Limited- Member Audit Committee, Valecha Engineering Limited.- Member Audit Committee, Mahindra Gesco Developers Limited - Member Audit Committee, Hinduja TMT Limited - Chairman, Audit Committee and Investors' Grievance Committee, HTMT Global Solutions Limited - Chairman, Audit Committee and Investors' Grievance 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.



# HTMT GLOBAL SOLUTIONS LIMITED

Regd. Office: In Centre, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai 400 093

## PROXY FORM

Regd. Folio No. / DPID - Client ID No. \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member / members of HTMT Global Solutions Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 24<sup>th</sup> September 2007 at 1.00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment (s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2007.

Affix  
15 paise  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Shareholder/s

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting. The Proxy need not be a member of the Company.



# HTMT GLOBAL SOLUTIONS LIMITED

Regd. Office: In Centre, 49/50 MIDC, 12<sup>th</sup> Road, Andheri (East), Mumbai 400 093

(To be handed over at the entrance of the Meeting Venue)

## ATTENDANCE SLIP

Regd. Folio No. / DPID - Client ID No. \_\_\_\_\_

SHAREHOLDER'S NAME: Mr./Ms./M/s. \_\_\_\_\_  
(in Block Capitals)

*In case of Proxy*

NAME OF PROXY: Mr./Ms. \_\_\_\_\_  
(in Block Capitals)

No. of Shares held \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the Company held on Monday, 24<sup>th</sup> September 2007 at 1.00 p.m. at the Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.

\_\_\_\_\_  
Signature of Shareholder/s / Proxy

- Note: 1. Please bring this Attendance Slip when coming to the Meeting.  
2. Please do not bring with you any person who is not a member of the Company.