Thinksoft
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SEC/SE/131/13-14

8 November, 2013

To,
Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Re: Company Scrip Code: 533121

Dear Sir / Madam,

Re: Notice under Clause 36 and other relevant provisions of the listing agreement

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This is to bring to your notice that **SQS Software Quality Systems, AG**, a company listed on the AIM at the London Stock Exchange, with a secondary listing on the Deutsche Börse 'Open Market', an independent software and verification services provider (the "**Acquirer**"), is proposing to acquire control of Thinksoft Global Services Limited (the "**Company**") by acquiring the equity shares held by certain promoter shareholders of the Company, namely, Mr. A.V. Asvini Kumar, Ms. Vanaja Arvind, Mr. Mohan Parvatikar, Ms. A.K. Latha, Mr. A.K. Krishna, Ms. Aarti Arvind and Mr. Rajan C.V. (the "**Sellers**"), who together hold 5,448,483 equity shares of the Company constituting 53.57% of the currently outstanding paid up equity share capital of the Company, in terms of a share purchase agreement dated 8th November 2013 ("**SPA**") ("**Proposed Acquisition**"), executed between the Acquirer and Sellers as on the date of this notice and launching an open offer as detailed below.

We note from the SPA placed before the Board today that (i) the Sellers have agreed to sell and transfer to the Acquirer 2,644,612 equity shares of the Company ("**Acquisition Shares**") for a price of Rs. 260 per equity share, representing 26% of the currently outstanding share capital of the Company, and (ii) the Acquirer would be launching a tender offer for 3,051,475 equity shares of the Company in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Open Offer**"). In the event the total number of equity shares acquired by the Acquirer pursuant to the acquisition of the Acquisition Shares in terms of the SPA and the Open Offer is less than 5,638,908 equity shares, then the Sellers have agreed to sell to the Acquirer in addition to the Acquisition Shares, such

Mohan Parvatikar

THINKSOFT GLOBAL SERVICES LTD. CHENNAI

THINKSOFT GLOBAL SERVICES LTD.
Regd. & Corporate Office : 6A, Sixth Floor, Prince Infocity II, 283/3 & 283/4 Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, India. Tel : +91-44-4392 3200 Fax : +91-44-4392 3258 Website : www.thinksoftglobal.com
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number of equity shares, which are equal to the short-fall, subject to a maximum of 2,803,871 equity shares, at the same per share price of Rs. 260. The Proposed Acquisition as well as the Open Offer is conditional upon and subject to receipt of regulatory approvals under Indian law.

Pursuant to the completion of the Proposed Acquisition and the Open Offer, the Acquirer would hold a majority of the paid up equity share capital of the Company. Further on the Acquisition Shares closing date, the Board and each committee and sub-committee of the Board will be reconstituted, in accordance with Applicable Law, so as to effect, (i) the appointment of the nominee directors (executive and/or non-executive) of SQS Software Quality Systems, AG, on the Board; (ii) the appointment of requisite number of independent directors on the Board

You are requested to take the above on record and oblige.

Thanking you,

Yours faithfully,

For Thinksoft Global Services Limited

THINKSOFT GLOBAL SERVICES LTD. CHENNAI

Mohan Parvathi
Director

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