

Thinksoft Global Services Limited.

6A, Sixth Floor, Prince Infocity, 283/3 & 283/4 Rajiv Gandhi Salai
Kandanchavadi, Chennai – 600 096
Tel: +91 44 4392 3200, Fax: +91 44 4392 3258

BSE: 533121 | NSE: THINKSOFT | Bloomberg: TGSL: IN | Reuters: THIN.BO
www.thinksoftglobal.com

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SQS and Thinksoft join forces to create the world's largest independent BFSI testing organisation

Chennai, 8th November, 2013: SQS Software Quality Systems AG ("SQS") the world's largest supplier of independent software testing and quality management services, has signed a definitive agreement ("SPA") to acquire a majority of the currently outstanding shares of Thinksoft Global Services Ltd ("Thinksoft" or "the Company"), one of the largest independent software testing companies focused solely on the Banking, Financial Services and Insurance sector (BFSI), for Rs. 260 per share for a total consideration of Rs. 1.481 billion.

As part of the SPA the current Promoters of Thinksoft have agreed to initially sell to SQS 2,644,612 equity shares of Thinksoft ("Acquisition Shares") for a price of Rs. 260 per equity share, representing 26% of the currently outstanding share capital of the Company at a premium of 68% to Thinksoft's closing share price on November 6th. Furthermore, SQS is, in compliance with the terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, launching a tender offer to acquire from the public shareholders of Thinksoft a further 3,051,475 equity shares (the "Open Offer"), representing 30% of the currently outstanding share capital of the Company. Under the SPA, in case SQS is not able to acquire a majority of the shares of Thinksoft post completion of the Open Offer, the Promoters have agreed to sell up to 2,803,871 additional equity shares of Thinksoft to SQS at a price of Rs. 260 per equity share, to ensure that SQS acquires a majority of the currently outstanding shares.

The proposed acquisition as well as the Open Offer is conditional upon and subject to regulatory approvals under Indian law. The entire transaction is likely to be completed over a period of 90 days. Thinksoft will post completion of this transaction continue to be listed entity on the Indian stock exchanges (BSE and NSE).

Commenting on the Transaction, Asvini Kumar, Chairman and Managing Director of Thinksoft said:

We are excited about joining forces with SQS. This is indeed a momentous decision which creates a platform for accelerated growth with the potential to propel Thinksoft into a new orbit. Thinksoft will function as the BFSI Global centre of excellence, a division within the SQS Group. Both organisations are pure play independent software testing and quality management services companies and are a natural fit.

Our customers have every reason to be excited about this development. They will look forward to more value added services, newer offerings, engage with us in a bigger way to benefit from the size and scale factors that this combination will bring into play.

Our employees as part of a larger, global enterprise, with its cross cultural diversity, can look forward to an enriching experience with more global career opportunities and interesting roles."

Commenting on the Transaction, Diederik Vos, Chief Executive Officer of SQS said:

"Thinksoft will considerably deepen our expertise in the fast growing BFSI sector, which is a key strategic focus for SQS. In addition, the acquisition brings with it new client relationships in a number of our core geographies, including the USA, enabling us to further accelerate our rapid penetration of this substantial market. The acquisition also expands our international reach, giving us a presence in geographies including Australia, Singapore, Belgium, the Gulf Region and India.



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“As a result of this acquisition SQS will be an organisation of increased size and scale, particularly in terms of our Indian offshore headcount and BFSI expertise, giving us the capacity and resources to bid on ever larger Managed Services contracts. As such, we are confident of reporting further significant contract wins going forward.”

About Thinksoft

Listed on the NSE and BSE exchanges in India, Thinksoft is an 800 employee strong, Chennai headquartered Independent Specialist Financial Software Testing firm serving clients in 27 countries. With delivery centers in India and offices in global financial centers, it has an established track record of 14 million hours of testing work under its belt, garnered over the past 14 years. Its mission is to “tirelessly collaborate with Global Financial sector organisations to foster defect free, business ready applications” by deploying Thinksoft’s independent domain focused testing techniques, frameworks and methodologies.

About SQS

SQS is the world's leading specialist in software quality and software testing. Headquartered in Cologne, Germany, the company employs approximately 2,800 staff. SQS has offices in Germany, the UK, Egypt, Finland, France, India, Ireland, the Netherlands, Norway, Austria, Sweden, Switzerland, South Africa and the US. In 2012, SQS generated revenues of 210.1 million Euros.

SQS is the first German company to have a primary listing on the AIM (Alternative Investment Market) in London. In addition, SQS shares are also traded on the German Stock Exchange in Frankfurt am Main.

With over 7,000 completed projects under its belt, SQS has a strong client base, including half of the DAX 30, nearly a third of the STOXX 50 and 20 per cent of the FTSE 100 companies. These include, among others, Allianz, Beazley, Generali and JP Morgan as well as companies from our six key focus industries.

Advisors

Signal Hill Capital Advisory India Pvt. Ltd is acting as financial advisor and Amarchand & Mangaldas & Suresh A Shroff & Co is acting as legal advisor to the Promoters of Thinksoft.

ICICI Securities is acting as SQS’s manager for the Open Offer and AZB & Partners is acting as legal advisor to SQS.

For further information, please contact:

Vaidyanathan N Thinksoft Global Services Limited Email: vaidyanathan.n@thinksoftglobal.com	Diwakar Pingle Christensen Investor Relations Email: dpingle@christensenir.com
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