

THINKSOFT GLOBAL SERVICES LIMITED

Regd. Off. : Type II, Unit 5, Dr. VSI Estate, Thiruvanmiyur, Chennai – 600041, Tamilnadu

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of Thinksoft Global Services Limited will be held on Wednesday, July 25, 2012 at 3.30 p.m. at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), No. 168, T.T.K. Road, Royapettah, Chennai – 600 014 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare a final dividend of Rs. 3/- per equity share face value of Rs. 10/- each for the financial year 2011-12.
3. To appoint a Director in place of Dr. S Rajagopalan, who is liable to retire by rotation and is eligible for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. PKF Sridhar & Santhanam, Chartered Accountants, the retiring auditors, are eligible for re-appointment.

Special Business

5. Appointment of Mr. Rajiv Kuchhal as a Director, liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:-

Resolved that Mr. Rajiv Kuchhal, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. Re-appointment of Mr. A V Asvini Kumar as Chairman and Managing Director

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

Resolved that pursuant to the provisions of Section(s) 198, 269, 309 and 311 read with Schedule XIII, and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. A V Asvini Kumar, as Chairman & Managing Director of the Company for a period of five years, with effect from April 1, 2013 on a remuneration within the overall ceiling of 5% of the net profits of the Company, calculated in the manner specified in the Act, as per the terms and conditions set out in the explanatory statement annexed hereto as recommended by the Remuneration Committee on 15th June 2012 and approved by the Board of Directors at their meeting held on 15th June 2012.

Resolved further that the Board of Directors / Remuneration Committee constituted by the Board be and is hereby authorized to vary or revise the remuneration payable to Mr. A V Asvini Kumar from time to time provided that such revision or modification shall not exceed 30% over the previous year's remuneration fixed and such revised remuneration shall not exceed overall ceiling of 5% of the net profits of the Company, calculated in the manner specified in the Companies Act.

Resolved further that notwithstanding anything herein above stated, where in any financial year closing on and after March 31, 2013, the Company incurs a loss or its profits are inadequate, tenure of re-appointment shall be restricted for a period of three years and the Company shall pay to Mr. A V Asvini Kumar the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

Resolved further that the Board of Directors / Remuneration Committee constituted by the Board be and is hereby authorized to accept, vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. A V Asvini Kumar without further reference or approval from the shareholders of the Company, subject to the limits specified under the provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

Resolved further that the Board of Directors and Mr. A Thanikainathan, Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect to the above resolution.

7. Re-appointment of Ms. Vanaja Arvind as Executive Director

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

Resolved that pursuant to the provisions of Section(s) 198, 269, 309 and 311 read with Schedule XIII, and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Ms. Vanaja Arvind, as Executive Director of the Company for a period of five years, with effect from April 1, 2013 on a remuneration within the overall ceiling of 5% of the net profits of the Company, calculated in the manner specified in the Act, as per the terms and conditions set out in the explanatory statement annexed hereto as recommended by the Remuneration Committee on 15th June 2012 and approved by the Board of Directors at their meeting held on 15th June 2012 .

Resolved further that the Board of Directors / Remuneration Committee constituted by the Board be and is hereby authorized to vary or revise the remuneration payable to Ms. Vanaja Arvind from time to time provided that such revision or modification shall not exceed 30% over the previous year's remuneration fixed and such revised remuneration shall not exceed overall ceiling of 5% of the net profits of the Company, calculated in the manner specified in the Companies Act.

Resolved further that notwithstanding anything herein above stated, where in any financial year closing on and after March 31, 2013, the Company incurs a loss or its profits are inadequate, tenure of re-appointment shall be restricted for a period of three years and the Company shall pay to Ms. Vanaja Arvind the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

Resolved further that the Board of Directors / Remuneration Committee constituted by the Board be and is hereby authorized to accept, vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Ms. Vanaja Arvind without further reference or approval from the shareholders of the Company, subject to the limits specified under the provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

Resolved further that the Board of Directors and Mr. A Thanikainathan, Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect to the above resolution.

8. Re-appointment of Ms. Aarti Arvind as Executive Vice President

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

Resolved that pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and Director's Relatives (Office or Place of Profit) Rules 2003 as amended from time to time and subject to the prior approval of the Central Government, if any and further subject to such modifications, amendments and variations as the Central Government may suggest, which the Board of Directors of the Company are hereby authorized to accept and subject to such other consents, approvals and permissions as may be required, consent of the Company be and is hereby accorded for re-appointment of Ms. Aarti Arvind to the position of Executive Vice President or under such other designation as the Company may decide from time to time with effect from 1st April 2013 for a period of five years on the following terms and conditions:

- | | |
|--|--|
| a) Gross Salary including reimbursements | Rs. 4,75,000 Per Month with effect from 1 st April 2013 |
| b) Details of perquisites | Nil |
| c) Performance based incentives | Up to a maximum of 50% of the Annual Gross salary |

Further resolved that consent of the Company be and is hereby accorded for Ms. Aarti Arvind, to hold office or place of profit in the Company, as she being a relative (daughter) of Ms. Vanaja Arvind, Executive Director of the Company.

Further resolved that on the above mentioned remuneration there shall be an annual revision of salary, allowances and incentives not exceeding 30% per annum over the preceding years' remuneration and such increases would be solely at the discretion of the Board of Directors based on the performance of the individual.

Further resolved that the remuneration payable to Ms. Aarti Arvind as aforesaid will be subject to such modifications as the Central Government may suggest or require, which the directors are hereby authorised to accept on behalf of the Company and which may be acceptable to Ms. Aarti Arvind.

Further resolved that the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things as

may be expedient and desirable for the purpose of giving effect to the resolutions including all such modifications, when necessary, to the above terms of remuneration.

Further resolved that Mr. A V Asvini Kumar, Managing Director, Mr. Mohan Parvatikar, Whole Time Director, Mr. N Vaidyanathan, Chief Financial Officer or Mr. A Thanikainathan, Company Secretary of the Company be and are hereby severally authorised to submit the application to the Central Government, to file necessary returns with the Registrar of Companies and any other statutory authorities and to do all such things as are necessary to give effect to the above resolutions.

9. Amendment to Thinksoft Employee Stock Option Scheme - 2011

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

Resolved that in partial modification of the earlier resolution passed by the members of the Company at the Annual General Meeting held on July 29, 2011 and pursuant to provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 [including any statutory modification(s) or re-enactment of the Act for the time being in force], Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (hereinafter referred to as "SEBI Guidelines"), Foreign Exchange Management Act, 1999, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and other relevant authorities, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed by them while granting such permissions, consents, authority and approval, the consent of the members of the Company be and is hereby accorded to amend Thinksoft – Employee Stock Option Scheme 2011 (the "Scheme") in order to extend the scope and cover employees of subsidiaries.

Resolved further that terms and conditions as approved by the members of the Company vide resolution no.5 at the Annual General Meeting held on July 29, 2011 shall be applicable to issuance of options to the employees of subsidiaries also.

Resolved further that the number of Options that may be granted to any Non-Executive Director (including any Independent Director but not including any Director who is a promoter), of the Company and its Subsidiaries in any financial year under the Scheme shall not exceed 1% of the Issued and Paid up Capital of the Company at the time of grant of Options.

Resolved further that the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman, the Managing Director or the Chief Financial Officer or the Company Secretary of the Company with a power to further delegate to any Executives / Officers of the Company to do all such acts, deeds and things as also to execute such documents, writings, etc. as may be necessary in this regard.

10. Issue of securities under Thinksoft Employees Stock Option Scheme 2011 to employees of subsidiary Companies

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

Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") [including any statutory modification(s) or re-enactment of the Act for the time being in force], the Memorandum and Articles of Association of the Company, Securities and Exchanges Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "SEBI Guidelines"), Foreign Exchange Management Act, 1999, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and other relevant authorities, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to extend the benefits of "Thinksoft - Employee Stock Option Scheme 2011" (the "Scheme") to such person(s) who are in permanent employment of the Subsidiary Company(ies), existing and as and when formed, including any Director of the Subsidiary Company(ies), whether whole-time or otherwise or whether working in India or abroad, in one or more tranches, on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued as may be prevailing at the relevant date.

Resolved further that the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the said Scheme and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

Resolved further that the issue of securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

Resolved further that in case of any corporate action(s) such as rights issues, bonus issues, merger or sale of division or others, if

any, additional Equity Shares will be issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, and the above ceiling as provided in the resolution no.1 shall be deemed to be increased to the extent of additional Equity Shares issued.

Resolved further that in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

Resolved further that the Board be and is hereby authorised to take necessary steps for listing of securities allotted under the Scheme on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

Resolved further that for the purpose of giving effect to any creation, offer, issue or allotment of listing of the securities under the Scheme, the Board/Committee be and is hereby authorised on behalf of the Company to evolve, decide upon the bringing into effect and make any modifications, changes, variations, alterations and revisions in the said Scheme or to suspend, withdraw or revive the Scheme from time to time as per the discretion of the Board/Committee and to do all such acts, deeds and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the members of the Company.

Resolved further that the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman, the Managing Director, the Chief Financial Officer or the Company Secretary of the Company with a power to further delegate to any Executives / Officers of the Company to do all such acts, deeds and things as also to execute such documents, writings, etc. as may be necessary in this regard.

By order of the Board of Directors

Place: Bengaluru
Date: 15th June 2012

Sd/-
A Thanikainathan
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Transfer Books of the Company will be closed from July 14, 2012 to July 25, 2012 (both days inclusive).
4. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to Special Business to be transacted at the meeting, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered with the Stock Exchanges, of persons seeking re-appointment as Director is also annexed.
5. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

Explanatory Statement

Pursuant to Section 173(2) of the Companies Act, 1956

Item no. 5

Mr. Rajiv Kuchhal was co-opted as an Additional Director of the Company with effect from September 21, 2011, pursuant to Section 260 of the Companies Act, 1956. Mr. Rajiv Kuchhal holds office of Director up to the date of the Annual General Meeting. The

Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Rajiv Kuchhal for the office of Director under the provisions of Section 257 of the Companies Act, 1956. None of the Directors of the Company other than Mr. Rajiv Kuchhal is interested or concerned in the resolution.

The Board accordingly recommends the resolution as set out in Item no. 5 of the Notice for approval of the members.

Item no. 6

The members of the Company at the Extraordinary General Meeting held on 17th September 2008 had re-appointed Mr. A V Asvini Kumar as Chairman and Managing Director of the Company for a period of five years commencing April 1, 2008. Subsequently at the Annual General Meeting held on 3rd September 2010 the members had approved payment of minimum remuneration in the event of loss or inadequate profit for a period of three years from 01st April 2010 to 31st March 2013.

The Board of Directors at their meeting held on 15th June 2012, resolved to re-appoint Mr. A V Asvini Kumar as the Chairman and Managing Director of the Company for a period of five years commencing from April 1, 2013 on the following terms and conditions including the remuneration as recommended by the Remuneration Committee on 15th June 2012 and approved in their Board Meeting held on 15th June 2012.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. A V Asvini Kumar are as under:

Tenure: 5 years from 1st April 2013

Remuneration of Mr. A V Asvini Kumar

Particulars	Remuneration
Salary	INR 6.00 million per annum with authority to the Board of Directors to revise the salary from time to time taking into account the performance of the Company. However such revision shall not exceed 30% over the previous year's remuneration fixed.
Profit sharing	2.5 % of profits of the Company for the financial year (per audited results) calculated as per the provisions of the Companies Act, 1956.
Insurance	Medical insurance as per the policies of the Company.
Entitlements	Company car for official duties / club fees / phone & communication facilities at residence / leave travel for self and family / Other entitlements as per company policy.
Travel	Fare entitlements, hotel accommodation, per diem and other entitlements / allowances will be as per TGSL travel rules in force.
Severance	In case of pre-mature cessation of this service contract, the company shall pay Mr. A V Asvini Kumar compensation in accordance with the provisions of Section 318 of the Companies Act 1956, subject to a maximum of INR 25.00 million.

Apart from the above, Mr. A V Asvini Kumar will also be entitled for bonus. In the event of salary already paid for a financial year to Mr. A V Asvini Kumar being less than 5% or such prescribed percentage of the total profit of the Company as calculated in the terms of the provisions of the Companies Act, the difference shall be paid as bonus. Further, in the event of inadequacy of profit or loss in any financial year, the maximum remuneration specified under the provisions of Schedule XIII of the Companies Act shall be payable.

No director, except Mr. A V Asvini Kumar, is interested or concerned in the appointment and remuneration payable to Mr. A V Asvini Kumar as the Chairman and Managing Director. The terms of appointment of Mr. A V Asvini Kumar, as stated in this notice, may be treated as the abstract under Section 302 of the Companies Act, 1956. The copies of relevant resolutions of the Board in respect of the appointment is available for inspection by members at the registered office of the Company during working hours on any working day till the date of the Annual General Meeting.

The Board accordingly recommends the resolution as set out in Item no. 6 for approval of the members.

Item no. 7

The members of the Company at the Extraordinary General Meeting held on 17th September 2008 had re-appointed Ms. Vanaja Arvind as Executive Director of the Company for a period of five years commencing April 1, 2008. Subsequently at the Annual General Meeting held on 3rd September 2010 the members had approved payment of minimum remuneration in the event of loss or inadequate profit for a period of three years from 01st April 2010 to 31st March 2013.

The Board of Directors at their meeting held on 15th June 2012, resolved to re-appoint Ms. Vanaja Arvind as Executive Director of the Company for a period of five years commencing April 1, 2013 on the following terms and conditions including the remuneration as recommended by the Remuneration Committee on 15th June 2012 and approved in their Board Meeting held on 15th June 2012.

Broad particulars of the terms of re-appointment of and remuneration payable to Ms. Vanaja Arvind are as under:

Tenure: 5 years from 1st April 2013

Remuneration of Ms. Vanaja Arvind

Particulars	Remuneration
Salary	INR 6.00 million per annum with authority to the Board of Directors to revise the salary from time to time taking into account the performance of the Company. However such revision shall not exceed 30% over the previous year's remuneration fixed.
Profit sharing	2.5 % of profits of the Company for the financial year (per audited results) calculated as per the provisions of the Companies Act, 1956.
Insurance	Medical insurance as per the policies of the Company.
Entitlements	Company car for official duties / club fees / phone & communication facilities at residence / leave travel for self and family / Other entitlements as per company policy.
Travel	Fare entitlements, hotel accommodation, per diem and other entitlements / allowances will be as per TGSL travel rules in force.
Severance	In case of pre-mature cessation of this service contract, the company shall pay Ms. Vanaja Arvind compensation in accordance with the provisions of Section 318 of the Companies Act 1956, subject to a maximum of INR 25.00 million.

Apart from the above, Ms. Vanaja Arvind will also be entitled for bonus. In the event of salary already paid for a financial year to Ms. Vanaja Arvind being less than 5% or such prescribed percentage of the total profit of the Company as calculated in the terms of the provisions of the Companies Act, the difference shall be paid as bonus. Further, in the event of inadequacy of profit or loss in any financial year, the maximum remuneration specified under the provisions of Schedule XIII of the Companies Act shall be payable.

No director, except Ms. Vanaja Arvind, is interested or concerned in the appointment and remuneration payable to Ms. Vanaja Arvind as the Executive Director. The terms of appointment of Ms. Vanaja Arvind, as stated in this notice, may be treated as the abstract under Section 302 of the Companies Act, 1956. The copies of relevant resolutions of the Board in respect of the appointment is available for inspection by members at the registered office of the Company during working hours on any working day till the date of the Annual General Meeting.

The Board accordingly recommends the resolution as set out in Item no. 7 for approval of the members.

Item no. 8

Ms Aarti Arvind was appointed as Manager- Human Resource of the Company after obtaining approval of the shareholders in the EGM dated 17th May 2006 and approval from the Central Government dated 18th January 2007 for a period of five years from 01st June 2006 to 31st May 2011. Approval was obtained under Section 314(1B) of the Companies Act, 1956 since she is related to one of the Directors.

The members of the Company at the Extraordinary General Meeting held on 22nd July 2008 had re-designated Ms. Aarti Arvind as Senior Manager – RMG and Commercial, and consented to hold office or place of profit for a period of five years commencing April 1, 2008.

Ms Aarti Arvind's performance has been exemplary during the period under review since she has effectively handled the RMG and Commercial activities. The Board has taken note of her contributions and has put on record its appreciation of her services.

Keeping in mind the responsibilities undertaken and the contribution of Ms Aarti Arvind in the RMG and Commercial Department your Board of Directors at their meeting held on 15th June 2012 had recommended that Ms Aarti Arvind be re-appointed and resolved to seek the approval of the Members for re-appoint Ms. Aarti Arvind as Executive Vice-President of the Company for a period of five years commencing April 1, 2013 on the following terms and conditions including the remuneration.

- a) Gross Salary including reimbursements Rs. 4,75,000 Per Month with effect from 1st April 2013
- b) Details of perquisites Nil
- c) Performance based incentives Up to a maximum of 50% of the Annual Gross salary

As per Section 314 of the Companies Act, 1956, by virtue of being appointed as an employee of the company, Ms Aarti Arvind will be deemed to be holding an office or place of profit which requires the approval of the shareholders and the Central Government. Accordingly, the Special Resolution as set out under Item No.8 of the Notice is submitted to the shareholders for their approval.

Except Ms Vanaja Arvind, Executive Director, being a relative of the appointee, none of the other directors are in any way concerned or interested in the resolution.

The Board accordingly recommends the resolution as set out in Item no. 8 for approval of the members.

Item no. 9 & 10

Stock Options serve to align the interests of the employees with those of the shareholders by creating a common sense of purpose towards enhancing the shareholder value and also serve to attract and retain talent that is absolutely essential for the survival and growth of the Company in today's global competitive environment. Stock options will support the objective of creating value for your Company.

Thinksoft had three Stock Options Scheme namely ESOP Scheme 2006/2007/2008. All the options granted under these schemes were exercised / lapsed and no option is pending as on date. The Remuneration Committee has recommended to the Board for introducing ESOP Scheme.

The members of the Company had approved the Employee Stock Option Scheme 2011 ("Thinksoft – ESOS 2011") dated 29th July, 2011. The existing Scheme did not cover employees of the subsidiary(ies) and Directors. The management feels that the Company should have flexibility to grant stock options to the employees of the subsidiary company(ies) and Non-Executive Director (including any Independent Director but not including any Director who is a promoter), of the Company and its Subsidiaries also, which was not possible under Thinksoft - ESOS 2011. Hence it is proposed to amend Thinksoft - ESOS 2011 and seek a fresh approval of the Members for the grant of stock options to the employees of the Company and its Subsidiaries under "Thinksoft - ESOS 2011".

The Board accordingly recommends the resolution for the approval of the members as a Special Resolution.

The Directors other than (i) promoter directors and (ii) those directors if any, holding directly or indirectly more than 10% of the outstanding equity shares of the Company, shall be deemed to be interested or concerned in passing of this resolution to the extent of benefit they may derive under the Plan.

The Board recommends the resolution no.9 and 10 for your approval.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the Scheme.

By order of the Board of Directors

Place: Bengaluru
Date: 15 June, 2012

Sd/-
A Thanikainathan
Company Secretary

Details of Directors seeking appointment / re-appointment at the Annual General Meeting:

Name of the Director	Mr. A V Asvini Kumar	Ms. Vanaja Arvind	Dr. S. Rajagopalan	Mr. Rajiv Kuchhal
Date of Birth	April 14, 1953	October 5, 1947	June 30, 1955	July 8, 1965
Date of Appointment	June 8, 1998	March 26, 2000	September 17, 2008	September 21, 2011
Qualification	BSc. (Physics) , PGDM from IIM, Bengaluru	M.A Sociology, M.S (University of Pittsburg)	B.Tech , PGDM, Ph.D	B. Tech
Expertise in specific functional area	Mr. A V Asvini Kumar along with 3 other IIM batch mates co-founded and ran a consulting startup for 2 years (1981-83). This was followed by a 1 year assignment at IIM - Bengaluru to help set up and upgrade their student and faculty computing facilities and later by a 5 year stint with PSI Data Systems, as Product Support Manager. He founded Thinksoft with the objective of providing value added IT consulting services, mainly in the areas of requirements testing, documentation and domain consulting. In 1999, he along with two others re-structured Thinksoft as a Private Company to promote the offshore model for software testing.	Ms. Vanaja Arvind is an M.A. Sociology (University of Madras) and M.S. (University of Pittsburgh). After a stint with a Chennai headquartered NBFC, she co- founded and ran her own software consulting firm for a few years before joining Citibank in 90. During her stint in Citibank she successfully spearheaded efforts to obtain an SEI CMM level 3 certification. After another brief tenure as the CEO of an Indian ISP, she moved on to IBM Global Services (India) where she held many roles, first as the Head of Quality, then as a key member of its outsourcing team in New Jersey and lastly as their India Country Manager (SMB Services). Ms. Vanaja Arvind teamed up with Mr. A V Asvini Kumar and Mr. Mohan Parvatikar to re-structure and re-orient Thinksoft in early 2000.	Dr. S. Rajagopalan is Bachelor of Technology (B. Tech) in Chemical Engineering from Indian Institute of Technology, Post Graduate Diploma in Management from Indian Institute of Management, Bengaluru and he has earned doctorate titled "Innovations in Multi Organisational Settings" from Indian Institute of Technology, Kanpur. He was the CEO of the Karnataka State Council for Science and Technology for 14 years and also was founder and Chairman of Technology Informatics Design Endeavour (TIDE) an NGO. He was awarded Ashoka Fellowship in the year 1994, Fellow of the Salzburg Seminar in the 1999 and finalist of Social Entrepreneur of the year in year 2006. Dr. S Rajagopalan was elected as one of the 50 pioneers of change by India today Magazine in the year 2008. Currently he is a professor at the International Institute of Information Technology, Bengaluru.	Business Leadership in area of IT and BPO global delivery services
Directorships held in other Public Companies (excluding Private Companies, Foreign Companies and Section 25 Companies)	Nil	Nil	Nil	Nil
Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit Committee and Shareholder/ Investor Grievance Committee)	Nil	Nil	Nil	Nil
No. of shares held in the Company	3,642,777	1,097,762	1,000	33,781
Relationship between directors inter-se	Nil	Nil	Nil	Nil