

THINKSOFT GLOBAL SERVICES LIMITED
Regd. Off. : Type II, Unit 5, Dr. VSI Estate, Thiruvanniyur, Chennai – 600041, Tamil Nadu

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of Thinksoft Global Services Limited will be held on Friday, September 3rd, 2010 at 3.30 p.m. at The Music Academy, Mini Hall, No.168, T.T.K. Road, Royapettah, Chennai-600014 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, 2010 and the Balance Sheet as at that date together with the Reports of the Board of Directors' and Auditors' thereon.
2. To confirm the payment of Interim Dividend of 10% on Equity Shares declared in March 2010 as Final Dividend for the year 2009-10.
3. To appoint a Director in place of Mr. K. Kumar, 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. **Approval of payment of minimum remuneration to the Whole time Directors in the event of loss or inadequate profit:**

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

Resolved that in pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and such other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the limits specified in the Service Agreements, consent of the Company be and is hereby accorded that in the event of loss or inadequate profit in any financial year, a minimum remuneration be paid within the limits as specified under Schedule XIII of the Companies Act, 1956 and as may be prescribed by the Central Government from time to time to Mr. A. V. Asvini Kumar, Managing Director, Ms. Vanaja Arvind, Executive Director and Mr. Mohan Parvatikar, Whole time Director, with no other change to their existing service contract or to the terms of their appointment as approved by the Shareholders.

Resolved further that the aforesaid remuneration proposal be valid for a maximum period of 3 years from 01st April 2010 to 31st March 2013.

6. **Approval for payment of Commission to Non-Executive Directors:**

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

Resolved that pursuant to Section 309(4) and other applicable provisions of the Companies Act, 1956, and such Statutory approval as may be necessary, consent of the Board of Directors be and is hereby accorded to the payment of remuneration to all the Non-Executive / Independent Directors, by way of commission not exceeding 1% of the net profits of the Company, to be paid to or distributed amongst all the Non-Executive Directors of the Company as may be identified and decided by the Board of Directors or Committee thereof from time to time for a period of five financial years commencing from 01st April 2009 to 31st March 2014 and such payment be made out of the profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956 for each year.

Resolved further that the Board of Directors be and is hereby authorised to take such steps as the Board may consider necessary or expedient to give effect to this resolution.

By order of the Board of Directors

S. Akila
Company Secretary

Place: Chennai
Date: July 29, 2010

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS 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 PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The relative 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 person seeking re-appointment as Director under Item no.3 of the Notice is also annexed.
4. The Register of Members and Transfer Books of the Company will be closed from 14th August 2010 to 21st August 2010 (both days inclusive).

Explanatory Statement

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

ITEM NO.5:

The Shareholders in the Extraordinary General Meeting held on 17th September 2008 had re-appointed Mr. A.V. Asvini Kumar and Ms. Vanaja Arvind as Managing Director and Executive Director respectively for a period of 5 years from 01st April, 2008 till 31st March 2013. Mr. Mohan Parvatikar was appointed as Whole time Director from 01st April 2009 till 31st March 2014 in the Annual General Meeting held on 28th August 2009. The Company has also entered in Directors Service Agreements with each of them towards the same.

During the year 2009-10 the Whole time Directors were paid remuneration only within the limits specified under the Companies Act, 1956 and the profits not being adequate to pay the remuneration as approved earlier, the whole time directors waived the differential amount.

The Remuneration Committee and Board of Directors of the Company have recommended payment of minimum remuneration to the Whole time Directors in case of loss or inadequate profit as per Schedule XIII of the Companies Act, 1956.

The Whole time Directors, Mr. A. V. Asvini Kumar, Ms. Vanaja Arvind and Mr. Mohan Parvatikar are deemed to be interested in the resolution. No other Director is concerned or interested in the passing of this resolution.

Annexure forming part of the explanatory statement as required to be given pursuant to Part II of Schedule XIII of the Companies Act, 1956, for payment of remuneration to Whole time Director in excess of limits specified in case of loss or inadequate profits.

I. General Information:

a) Nature of Industry:

The Company is in the business of Software Testing Services. Through Thinksoft's domain focus, structured testing methodologies, offshore delivery and test automation expertise, Thinksoft help clients realize 'business ready software', compress timelines and reduce software product life cycle costs.

b) Date or expected date of commencement of commercial production:

The Company is already in the Service Industry and has been in the business for over a decade now.

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d) Financial performance based on given indicators.

	31st March 2010	31st March 2009
Profit After Tax	Rs.80.01 Million	Rs.138.79 Million
EPS	Rs.8.58	Rs.16.88
Networth	Rs.658.38 Million	Rs.436.98 Million

e) Export performance and net foreign exchange collaborations.

Export Revenues for the year ended 31st March 2010 were Rs.699.88 Million.

Total Foreign Exchange earned during the year 2009 – 2010 was Rs. 816.78 Million.

Total Foreign Exchange used during the year 2009 – 2010 was Rs. 266.35 Million.

f) Foreign investments or collaborators, if any.

The Company does not have any foreign direct investments or collaboration.

II. Information about the appointee

a) Background details :

Mr. A.V. Asvini Kumar, aged 57 years, holds a Bachelors of Science degree in Physics (Osmania University) and a PGDM from IIM, Bangalore (1981). He, along with 3 other IIM batch mates co-founded and ran a consulting start-up for 2 years (1981-83). This was followed by a 1 year assignment at IIM - Bangalore 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 – aged 62 years is an M.A. Sociology (University of Madras) and M.S. in Information Science (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 became associated with Thinksoft in 2000.

Mr. Mohan Parvatikar aged 55 years is a Whole time Director of the Company. Mr. Mohan graduated from IIT - Delhi and later enrolled at IIM, Bangalore to get his MBA. After working for major Indian financial sector organisations for many years (SBI, ICICI and KSFC) Mohan re-invented himself as a stockbroker on the Bangalore Stock Exchange. He became associated with Thinksoft in 2000.

b) Past Remuneration

The remuneration drawn by the Whole time Directors during the year 2009-10 are as follows:

- (i) Mr. A. V. Asvini Kumar - Rs. 38,50,000/-
- (ii) Ms. Vanaja Arvind - Rs. 38,50,000/-
- (iii) Mr. Mohan Parvatikar - Rs.12,00,000/- (including Commission of Rs,6,00,000/-)

c) Job profile and their suitability:

Mr. A. V. Asvini Kumar, Ms. Vanaja Arvind and Mr. Mohan Parvatikar are the promoters of the Company and have been associated with the Company for more than a decade, with substantial expertise in the management and operations of the company from its inception. Under the overall guidance of the Board of Directors, they effectively manage the day to day running of the Company to realize its Annual Plans and Targets and help meet its strategic goals.

d) Remuneration Proposed:

The Whole time Directors of the Company are paid remuneration as per the Service Agreement entered with them. The details are as follows:

	<u>Name / Designation of the Director</u>	<u>Date of Agreement</u>	<u>Tenure</u>	<u>Terms as per Directors Service Contract</u>
a	Mr. A.V. Asvini Kumar Managing Director	18-Sep-08	1-April-08 to 31-Mar-2013	Salary : INR 6.00 Million per annum Profit Sharing: 2.5% of profits of the Company subject to Limits as Per Companies Act Severance Pay: INR 10.00 Million
b	Ms. Vanaja Arvind Executive Director	18-Sep-08	1-April-08 to 31-Mar-2013	Salary : INR 6.00 Million per annum Profit Sharing: 2.5% of profits of the Company subject to Limits as Per Companies Act Severance Pay: INR 10.00 Million
c	Mr. Mohan Parvatikar Whole Time Director	28-Aug-09	1-Aug-09 to 31-Jul-2014	Salary : INR 1.50 Million per annum Profit Sharing: 1% of profits of the Company subject to Limits as Per Companies Act

e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

There is not much comparison available in the market in terms of industry and size of the Company.

f) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Mr. A. V. Asvini Kumar and Mr. Mohan Parvatikar are the Managing Director and Whole time Director respectively and are not related to any managerial personnel. Ms. Vanaja Arvind is the Executive Director of the Company and is related to Ms. Aarti Arvind, Vice-President-Commercials.

III. Disclosures:

Please refer to para II. b) for the remuneration paid to the Whole time Directors during the previous year and to para II. e) above for the terms of their appointment.

ITEM NO. 6:

Section 309 of the Companies Act, 1956 provides that a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of Commission, if the Company by Special Resolution, authorizes such payment.

Non-Executive and Independent Directors of the Company viz., Mr. K. Kumar, Mr. C. N. Madhusudan and Dr. S. Rajagopalan have apart from the good academic background, also have rich experience in their respective field of expertise. They have made themselves available for consultations and discussions on any important issues of the Company and have contributed by providing directions and advice in critical aspects. Also as Independent Directors, and as members of various committees of the Company, the organization has benefited immensely of their expertise and knowledge. The Board, considering the contributions made by the Independent/Non-Executive Directors, have recommended that Commission be paid to them that commensurate with the time devoted and the contribution made by them and within the limits as specified under the Companies Act, 1956.

The Board of Directors have recommended that the non-executive directors be paid Commission which in the aggregate in a financial year, shall not exceed 1% of the net profits of the Company. Such Commission shall be in addition to the sitting fees of Rs.20,000/- paid for each meeting attended. The Board of Directors have also recommended payment of Commission Rs. 2,00,000 (Rupees Two Lakhs Only) to each of the three Non-Executive Independent Directors for the year 2009-10.

The Board of Directors recommends the resolution for the approval of the Members.

Non-Executive Independent Directors of the Company namely, Mr. K. Kumar, Mr. C. N. Madhusudan and Dr. S. Rajagopalan are interested in the resolution to the extent of the remuneration that may be received by them.

By order of the Board of Directors

S. Akila
Company Secretary

Place: Chennai
Date: July 29, 2010

Details of Director seeking re-appointment at the Annual General Meeting

Particulars	Mr. K. Kumar
Date of Birth	May 22, 1957
Date of Appointment	September 17, 2008
Qualifications	B.E, PGDM, Fellow IIMB
Expertise in specific functional areas	Has over two decades of experience as a corporate manager, consultant, entrepreneur and academic. In his current role as a Professor of Entrepreneurship and Chairperson of the NS Raghavan Centre for Entrepreneurial Learning (NSRCEL) at Indian Institute of Management Bangalore (IIM-B) , he works closely with many start ups and growth seeking businesses.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Nil
Memberships/Chairmanships of Committees of other public companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	Nil
Number of Shares held in the Company	1,000 Shares



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ATTENDANCE SLIP

(To be presented at the entrance)

12TH ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 3rd, 2010 AT 3.30 P.M.

at The Music Academy, Mini Hall, No.168, T.T.K. Road, Royapettah, Chennai-600014

Folio No..... DP ID No..... Client ID.....

I/We hereby record my/our presence at the 12th Annual General Meeting of the members of the Company held on Friday, 03rd September 2010 at 3.30 p.m. at The Music Academy, Mini Hall, No.168, T.T.K. Road, Royapettah, Chennai-600014

Name of the Member/Proxy holder: _____

Signature of Shareholder/proxy



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PROXY FORM

I/We _____ of _____ being a Member/Member(s) of Thinksoft Global Services Limited appoint _____ or failing him/her _____ or failing him/her _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Twelfth Annual General Meeting of the company to be held Friday, 03rd September 2010 at 3.30 p.m. at The Music Academy, Mini Hall, No.168, T.T.K. Road, Royapettah, Chennai-600014 and at any adjournment thereof.

Folio No..... DP ID No..... Client ID.....

No. of Shares.....

Signature

**Please
affix 15
paise
revenue
stamp**

Signed this day of, 2010

Notes:

1. The Proxy form should be signed by the member across the stamp
2. A member intending to appoint a Proxy should complete the Proxy form and deposit it at the Company's Registered office, at least 48 hours before the time for holding the aforesaid meeting.
3. Those who hold shares in Demat form to quote their Demat Account no. and Depository Participant (D.P.) Id No.

