

Ref: FSL/NSE/11-12/166

October 25, 2011

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Ph: 022 26598100

Kind Attn: Mr. Nithin - Listing Dept.

Dear Sir,

Sub: Four Soft Ltd - AGM Minutes

Please find alongside, the Minutes of the Twelfth Annual General Meeting of the company held on 28th September, 2011, duly signed by the Chairman.

We request you to kindly take the same into records.

Thanking you,

Yours truly,

For Four Soft Limited


Seena Sankar
Company Secretary



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MINUTES OF TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF FOUR SOFT LIMITED HELD ON WEDNESDAY, THE 28TH SEPTEMBER 2011 AT 11.00 A.M AT THE CHIP AUDITORIUM, CYBER TOWERS, HITECH CITY, MADHAPUR, HYDERABAD, ANDHRA PRADESH, INDIA PIN- 500 081.

DIRECTORS PRESENT

Dr.T.R.Sivaramakrishnan : Independent Director
Mr. Mohan Krishna Reddy : Independent Director
Mrs. Soujanya Reddy Parvata : Director

In Attendance:

Mr. Sanjay Kumar : Representing M/s. Walker Chandio & Co, Statutory Auditors
Ms. Seena Sankar : Company Secretary
Mr. Biju S Nair : Chief Financial Officer
Mr. Soubhik Ghosh : Chief Technological Officer
Members : 93
Proxies : Nil
Representative of Body Corporate : Nil

The Company Secretary informed the shareholders present that the Chairman & Managing Director of the Company is not attending the meeting since he is on a trip to Europe for business purposes. The Company Secretary suggested that Dr.T.R.Sivaramakrishnan, Director, who is also the Chairman of the Audit Committee of the Board be elected as the Chairman of the meeting.

Dr.T.R.Sivaramakrishnan was elected to the Chair by the shareholders unanimously.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Register of Directors' shareholding was placed before the meeting in accordance with the requirement of Section 307(7) of the Companies Act 1956. The Certificate from the Statutory Auditors of the company to the effect that the Employee Stock Option Schemes have been implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 were placed before the meeting. The signed Auditors Report was also kept on the table through out the meeting. These remained open and accessible to all persons attended during the continuance of the meeting.

The Chairman extended a warm welcome to the members to the Twelfth Annual General Meeting. He requested Mr. Biju S.Nair, CFO to address the shareholders. Mr. Biju S.Nair briefed about the performance of the Company during the year under review as well as the first quarter of the current financial year, economy and industrial outlook and future prospects of the Company.

Thereafter, the Chairman requested Mr. Soubhik Ghosh, CTO to address the shareholders. Mr. Soubhik Ghosh spoke at length on the various new technologies adopted by the company for the year 2011-12.

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With the unanimous consent of members present, the Notice dated 09th August 2011 convening the meeting was taken as read. The Chairman requested the Company Secretary to read the Auditors' Report. The Company Secretary read the Auditors Report dated 27th May 2011. With the consent of members present, the Annexure to the Auditors' Report was taken as read.

Thereafter, the business of the meeting as per agenda circulated with Notice was taken up item-wise:

ORDINARY BUSINESS:

Item no.1 of notice: Adoption of Annual Accounts for the year 2010-11- Ordinary Resolution

The Chairman moved the following resolution relating to adoption of Annual Accounts for the financial year 2010-11, to be passed as an Ordinary Resolution.

'RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2011 and Profit and Loss Account for the year ended 31st March 2011 annexed thereto together with the Auditors' Report, Directors' Report and other annexures thereto be and are hereby adopted.'

Mr. Shakeel S. Ahmed, shareholder proposed the Resolution.

Mr. Ramesh Shanker Golla, shareholder seconded the resolution.

Before the above resolution was put to vote, the Chairman invited queries / comments from the members on the audited accounts of the Company.

As there were no queries from the shareholders, the resolution was put to vote by show of hands. The Chairman then declared that on being put to vote the resolution was passed unanimously.

Item No.2 of notice: Re-appointment of Mr. Mohan Krishna Reddy as a Director- Ordinary Resolution.

The Chairman moved the following resolution relating to re-appointment of Mr. Mohan Krishna Reddy as a Director of the Company, to be passed as an Ordinary Resolution.

"RESOLVED THAT Mr. Mohan Krishna Reddy who retires from the Board at the current Annual General Meeting in accordance with the provisions of section 256 of the Companies Act, 1956, be and is hereby re-appointed a Director of the Company whose period of office is liable to retirement by rotation".

Mr. D V K Rao, shareholder proposed the Resolution.

Mr. Vasu, shareholder seconded the resolution.

The Resolution was thereafter put to vote and on a show of hands, was declared as passed unanimously.

CHAIRMAN'S SIGNATURE

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Item No.3 of notice: Re-appointment of Mr. Jorgen Winther Nielsen as a Director- Ordinary Resolution.

The Chairman moved the following resolution relating to re-appointment of Mr. Jorgen Winther Nielsen as a Director of the Company, to be passed as an Ordinary Resolution.

"RESOLVED THAT Mr. Jorgen Winther Nielsen who retires from the Board at the current Annual General Meeting in accordance with the provisions of section 256 of the Companies Act, 1956, be and is hereby re-appointed a Director of the Company whose period of office is liable to retirement by rotation".

Mr. Shiv Ram Krishna, shareholder proposed the Resolution.

Mr. Vishnu Chavda, shareholder seconded the resolution.

The Resolution was thereafter put to vote and on a show of hands, was declared as passed unanimously.

Item No.4 of notice: Appointment of Statutory Auditors- Ordinary Resolution.

The Chairman moved the following resolution relating to appointment of M/s. Walker, Chandiok & Co, Chartered Accountants as Auditors of the Company to be passed as an Ordinary Resolution.

"RESOLVED THAT M/s. Walker, Chandiok & Co, Chartered Accountants (ICAI Firm Registration No. 001076N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

RESOLVED further that the Board of directors of the company be and is hereby authorized to fix the remuneration of the Statutory Auditors for the period."

Mr. Shiv Ramakrishna Chavda, shareholder proposed the Resolution.

Mr. Prasad B V Reddy, shareholder seconded the resolution.

The Resolution was thereafter put to vote and on a show of hands, was declared as passed unanimously.

SPECIAL BUSINESS:

Item No.5 of notice: Appointment of Prof Janat Shah as Director of the Company - Ordinary Resolution

The Chairman moved the following Ordinary Resolution relating to appointment of Prof. Janat Shah as Director of the Company.

4/2/2011, 3:10:12 PM

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"RESOLVED THAT Prof. Janat Shah who became an Additional Director of the company with effect from 12.11.2010 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the company has received a notice in writing from a member under Section 257 of the Act proposing his candidature to the office of Director of the company, be and is hereby appointed a Director of the company, who shall be liable to retire by rotation."

Mr. Rotti Sowmindra, shareholder proposed the Resolution.

Mr. K. Srinivasa Rao, shareholder seconded the resolution.

The Ordinary resolution was thereafter put to vote and on a show of hands, was declared as passed unanimously.

Item No.6 of notice: Appointment of Mrs. Soujanya Reddy as Director of the Company - Ordinary Resolution

The Chairman moved the following Ordinary Resolution relating to appointment of Mrs. Soujanya Reddy as Director of the Company.

"RESOLVED THAT Mrs. Soujanya Reddy who became an Additional Director of the company with effect from 09.08.2011 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the company has received a notice in writing from a member under Section 257 of the Act proposing her candidature to the office of Director of the company, be and is hereby appointed a Director of the company, who shall be liable to retire by rotation."

Mr. Vasu, shareholder proposed the Resolution.

Mr. D V K Rao, shareholder seconded the resolution.

The Ordinary resolution was thereafter put to vote and on a show of hands, was declared as passed unanimously.

Vote of Thanks

Mr. Biju S Nair, Chief Financial Officer of the Company delivered vote of thanks.

As there was no other business to be transacted, the meeting concluded at 12:00 noon.

Place: Hyderabad
Dated: 28.09.2011


CHAIRMAN