

**MINUTES OF THE THIRTEENTH ANNUAL GENERAL MEETING
OF THINKSOFT GLOBAL SERVICES LIMITED HELD ON FRIDAY,
THE 29TH JULY 2011 AT 3.30 P.M AT ESTHELL CONTINENTAL
HOTELS AND RESORTS, NO. 1, ROYAL ENCLAVE, BESANT
AVENUE, ADYAR, CHENNAI – 600 020:**

Present:

1. Mr. Asvini Kumar, Managing Director
2. Ms. Vanaja Arvind, Executive Director
3. Mr. Mohan Parvatikar, Whole Time Director
4. Mr. K. Kumar, Director
5. Mr. C.N. Madhusudan, Director
6. Dr. S. Rajagopalan, Director
7. Mr. V. Rajkumar, Company Secretary
8. Mr. N. Valdyanathan, Chief Financial Officer

Chairman:

Mr. V. Rajkumar, Company Secretary requested the members to propose one of the Directors present as the Chairman of the meeting.

Mr. P. Srinath – Member Client ID 41784614 proposed appointment of Mr. A V Asvini Kumar, Managing Director as the Chairman of the meeting. Ms. Meera Krishnan – Member Client ID 47917972 seconded the same.

The proposal was put to vote by show of hands and Mr. A V Asvini Kumar was appointed as the Chairman of the meeting unanimously.

Mr. A V Asvini Kumar took the Chair.

Quorum:

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

Number of Shareholders present = 82 members representing 46,16,693 Shares and one proxy representing 10 shares.

The Chairman informed the Members that the Statutory Registers are available for inspection.

The Chairman then introduced the Directors to the Members.



A handwritten signature in blue ink, appearing to be 'A. V.' or similar, located to the right of the circular stamp.

Notice, Auditors' Report and Directors' Report:

With the consent of the members present, the Notice, and the Director's Report as circulated to the members were taken as read. Thereafter, at the direction of the Chairman, the Company Secretary read out the Auditors' Report and the annexure to the Auditors' Report dated 29th April 2011 on the accounts for the financial year 2010-11.

Thereafter the following resolutions as per the notice to the Annual General Meeting were taken up for approval.

ORDINARY BUSINESS:

Item No.1

Adoption of Accounts:

The Chairman took up the first matter of adoption of accounts and proposed the following Resolution as an **Ordinary Resolution:**

The Shareholders considered the Profit and Loss account for the year ended 31st March 2011 and the Balance Sheet as on that date and the Auditors Report thereon and the Directors' Report attached thereto including the annexures annexed thereto.

Before putting the resolution to vote the Chairman invited the Members for any questions on the accounts. No questions were raised from shareholders.

Mr. R. Ramakrishnan – Member - Folio no. TGS0000048 proposed and Ms. K. Kanchanamala– Member - Folio no. TGS0000053 seconded that the following resolution be adopted as an Ordinary Resolution:

"Resolved that the Profit and Loss Account for the year ended 31st March 2011 and the Balance Sheet as on that date along with the Report of the Auditors and the Directors thereon be and are hereby adopted."

The resolution was put to vote by show of hands and the same was passed unanimously.

Item No.2

Declaration of Dividend:

The Board had recommended a final dividend of Re.1.00 per equity share on its meeting held on 29th April 2011 for the year 2010-11.



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Mr. Mohan Kumar, Member with Client ID 10259732 proposed and Mr. Murali P, Member with Client ID 21085360 seconded that the following resolution be adopted as an **Ordinary Resolution**:

"Resolved that a dividend of Re. 1.00 per equity share (10% on par value of Rs.10/- each) on the paid-up capital of the Company as recommended by the board of directors be and is hereby declared."

The resolution was put to vote by show of hands and the same was passed unanimously.

Item No.3

Appointment of Director liable to retire by rotation:

Mr. C. N. Madhusudan is the Director who retires by rotation and is eligible for re-appointment.

Mr. A. S. Rajesh, Member with Client ID 42383804 and Mr. Mohan Kumar, Member with Client ID 10259732 seconded that the following resolution be adopted as an **Ordinary Resolution**:

"Resolved that Mr. C. N. Madhusudan, Director who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company"

The resolution was put to vote by show of hands and the same was passed unanimously.

Item No.4

Appointment of Auditors:

M/s. PKF Sridhar & Santhanam, Chartered Accountants are the retiring Statutory Auditors of the Company. It was proposed to re-appoint the retiring auditors as the Statutory Auditors of the Company for the financial year 2011-2012.

Ms. Aarti Arvind, Member - Folio No. TGS0000041 proposed and Mr. P. Srinath - Member, Client ID 41784614 seconded that the following resolution be adopted as an **Ordinary Resolution**:

"RESOLVED that subject to the provisions of Sections 224 and other applicable provisions, if any, of the Companies Act, 1956, the retiring auditors M/s. PKF Sridhar and Santhanam, Chartered Accountants, Chennai be and are hereby re-appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on



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such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

The resolution was put to vote by show of hands and the same was passed unanimously.

SPECIAL BUSINESS:

Item No.5

Approval of Thinksoft Employee Stock Option Scheme – 2011:

The Board advised the Remuneration committee to come out with a suitable ESOS scheme in compliance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Accordingly the Remuneration Committee of the Board framed and recommended a ESOS scheme to the Board on its meeting held on 28th January 2011. The Board approved the scheme and recommended to the members for their approval.

Ms. Meera Krishnan - Member with Client ID 47917972 proposed and V. S. Karthikeyan – Member with Client ID 40725192 seconded that the following resolution be adopted as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956, 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, 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 of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee including Remuneration Committee of the Board) to create, issue, offer and allot in one or more tranches under Thinksoft – Employee Stock Option Scheme 2011 (the Scheme) at any time to or for the benefit of employees and Directors (except Promoter Directors and Promoter Group) of the Company such number of options not exceeding 1,005,100 (Ten lakh five thousand and one hundred only) at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at the relevant date.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under Thinksoft – Employee Stock Option Scheme 2011 in the Stock



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Exchanges (Bombay Stock Exchange Limited and National Stock Exchange of India Limited) where the securities of the Company are listed as per provisions of the Listing Agreement with the Concerned Stock Exchanges and other applicable Guidelines, Rules and Regulations.

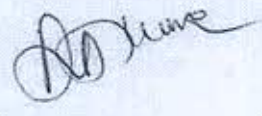
RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time as may be specified by any statutory authorities and to do all such acts, deeds, matters 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 questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members.

The resolution was put to vote by show of hands and the same was passed unanimously.

Vote of Thanks:

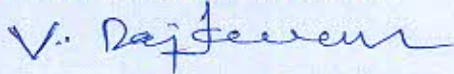
There being no other business to transact, the meeting ended with the vote of thanks to the chair.

Date: 26th August 2011
Place: Bangalore


Chairman

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For THINKSOFT GLOBAL SERVICES LTD.


Company Secretary