



## THINKSOFT GLOBAL SERVICES LIMITED

Regd.Off: 6A, Sixth Floor, Prince Infocity-II, Rajiv Gandhi Salai(OMR), Kandanchavadi, Chennai – 600 096

### POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any amendment thereof for the time being in force), to transact the following Resolutions by the Members of Thinksoft Global Services Limited by passing through Postal Ballot.

#### SPECIAL RESOLUTION

##### Item No. 1: Amendment to Articles of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act, 1956, and Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Articles 2, 89 and 137 of the Articles of Association of the Company with the following as New Articles:

##### Article 2:

“Promoter”	SQS Software Quality Systems, AG, a stock corporation established under the laws of the Federal Republic of Germany, with registered office at Stollwerckstrasse 11, D-51149 Cologne, Germany and registered with the commercial register of Cologne under HRB 12764.
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89. Chairman of General Meeting: The Chairman of the Board shall preside as Chairman at every General Meeting of the Company. In the absence of the Chairman or if he is not present within 15 minutes after time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the directors present shall elect one of their members to be the Chairman of the meeting. If at any time no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one amongst them to be the Chairman of the meeting.

137. Election of Chairman of Board: a) The directors on the Board shall elect a director from amongst themselves to be the Chairman of the Board. The Chairman shall preside at all meetings of the Board and General Meetings of the Company. The Chairman shall have a casting vote in the event of a tie.

- b) In the event of Article 137(a) becomes inoperative for any reason, the Board of Directors of the Company shall be entitled to appoint one among themselves as Chairman of the Board and determine the period for which each of them to hold such office.
- c) In absence of the elected Chairman or any appointed or nominated Chairman, or in the event of their being unwilling to act as the Chairman at any meeting of the Board, the Members present at the Board meeting shall designate one among themselves to preside at such meeting as Chairman.
- d) All the Directors shall exercise their voting rights to ensure that these Articles are implemented and acted upon by them to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.”

#### ORDINARY RESOLUTIONS

##### Item No.2: Appointment of Mr.David Bellin as a Non-Executive and Independent Director of the Company

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. David Bellin, who was appointed as an Additional Director by the Board of Directors w.e.f. January 23, 2014, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company liable to retire by rotation.”

##### Item No.3: Appointment of Mr. René Gawron as a Non-Executive Director of the Company

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time

being in force), Mr. René Gawron, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

**Item No.4: Appointment of Mr. Ralph Gillessen as a Non-Executive Director of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Ralph Gillessen, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

**Item No.5: Appointment of Mr. Riccardo Brizzi as a Non-Executive Director of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Riccardo Brizzi, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

**Item No.6: Appointment of Mr. Gireendra Kasmalkar as a Non-Executive Director of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Gireendra Kasmalkar, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation."

**Item No.7: Appointment of Mr. Ulrich Bäumer as a Non-Executive and Independent Director of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Ulrich Bäumer, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive & Independent Director of the Company liable to retire by rotation."

**Item No.8: Appointment of Mr. Martin Müller as an Executive Director of the Company**

To Consider and if, thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 257, 269, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (including any statutory modification(s) thereto or any re-enactment(s) thereof for the time being in force), Mr. Martin Müller, who was appointed as an Additional Director by the Board of Directors w.e.f. December 27, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director liable to retire by rotation."

By order of the Board  
For THINKSOFT GLOBAL SERVICES LIMITED

Sd/-  
A.V. Asvini Kumar  
Managing Director

Place: Chennai  
Date: January 23, 2014

**NOTES:**

1. The relative Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Companies Act, 2013 is given hereunder.
2. The Board of Directors has appointed Mr. M. Alagar, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting Process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed in the Postal Ballot form and return the said Postal Ballot Form (no other Form or photocopy of the Postal ballot form is permitted) duly completed with the Assent (for) or dissent (against), in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours (17.00 hours) on or before March 08, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
4. The scrutinizer will submit his report to the Chairman of the Company or in his absence to any director of the Company after completion of the scrutiny. The results of the Postal Ballot shall be announced by the Chairman of the Company or in his absence by any Director of the Company on Monday, March 17, 2014 at the Registered Office of the Company at 6A, Sixth Floor, Prince Infocity-II, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai – 600 096, and the resolutions will be taken as passed effectively on the date of announcement of the result. The result of the Postal Ballot shall also be announced through a newspaper advertisement and posted on the website of the Company at [www.thinksoftglobal.com](http://www.thinksoftglobal.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be noted at the next General Meeting of the Company.
5. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days between 14.00 hours to 16.00 hours, except Saturdays and Sundays up to March 08, 2014.
6. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the scrutinizer.
7. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository participant quoting their client ID and in-case of Physical shares to the registrar and Transfer Agent of the Company quoting their folio number.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on January 31, 2014.

## EXPLANATORY STATEMENT

(Pursuant to Section 102(2) of the Companies Act, 2013)

### ITEM NO.1

Pursuant to Share Purchase Agreement (SPA) executed between the Mr. A.V. Asvini Kumar, Ms. Vanaja Arvind, Mr. Mohan Parvatikar, Ms. Aarti Arvind and Mr. Rajan C.V. (the "Existing Promoters and Promoter Group") and SQS Software Quality Systems AG (the "Acquirer"/ "SQS"), the existing Promoters and Promoter Group have transferred certain equity shares held by them in the Company, constituting 26% of the paid up equity share capital of the Company, to the Acquirer at a price per share of Rs. 260. Further SQS Software Quality Systems AG have filed with SEBI a draft Offer letter for acquisition of shares upto 30 % through open offer. Hence, it has become necessary to classify the Acquirer as 'Promoter', which require appropriate amendment in the Articles of Association of the Company.

The Members may note that the Articles of Association of the Company contains certain provisions that grant Management and other rights to Mr. A. V. Asvini Kumar, Managing Director of the Company. In the light of the above, the provisions of the Articles of Association of the Company granting certain rights to Mr. A. V. Asvini Kumar are required to be amended appropriately making provision for election of Chairman from amongst the other Directors. Pursuant to the SPA, the Board has also been re-constituted consisting of majority of nominees of Acquirer vide Board Meeting held on December 27, 2013.

None of the directors are concerned or interested in the resolution.

Your Directors recommend the Resolution for your approval as a **Special Resolution**.

### ITEM NO.2

Mr.David Bellin was appointed as Additional Director of the Company with effect from January 23, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013.

Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received from Members proposing the candidature of Mr. David Bellin as Director of the Company liable to retire by rotation.

Brief profile of the Director is given as **Annexure** to the Notice. None of the directors other than Mr.David Bellin are concerned or interested in the resolutions.

Accordingly, Resolution No. 2 is recommended to the members for their approval.

### ITEM NO.3 To 6

Pursuant to the SPA, SQS Software Quality Systems AG, Acquirer has nominated Mr. René Gawron, Mr. Ralph Gilllesen, Mr. Riccardo Brizzi and Mr. Gireendra Kasmalkar as Directors in the Board of Directors of the Company. Accordingly Mr. René Gawron, Mr. Ralph Gilllesen, Mr. Riccardo Brizzi and Mr. Gireendra Kasmalkar were appointed as the Additional Directors of the Company w.e.f. December 27, 2013, pursuant to the provisions of Section 161 of the Companies Act, 2013. Notice in terms of provisions of Section 257 of the Companies Act, 1956, along with the requisite deposit has been received from Members proposing the candidature of Mr. René Gawron, Mr. Ralph Gilllesen, Mr. Riccardo Brizzi and Mr. Gireendra Kasmalkar, as Directors of the Company liable to retire by rotation.

Brief profiles of each of the directors are given as **Annexure** to the Notice.

Accordingly, Resolutions Nos 3 to 6 are recommended to the members for their approval.

None of the directors other than Mr. René Gawron, Mr. Ralph Gilllesen, Mr. Riccardo Brizzi, and Mr. Gireendra Kasmalkar are concerned or interested in the resolutions.

### ITEM NO.7

Mr. Ulrich Bäumer was appointed as Additional Director of the Company with effect from December 27, 2013 pursuant to the provisions of Section 161 of the Companies Act, 2013.

Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received from Members proposing the candidature of Mr. Ulrich Bäumer as Directors of the Company liable to retire by rotation.

Brief profile of the Director is given as **Annexure** to the Notice. None of the directors other than Mr. Ulrich Bäumer are concerned or interested in the resolutions.

Accordingly, Resolution No. 7 is recommended to the members for their approval.

### ITEM NO.8

Pursuant to SPA, SQS Software Quality Systems AG, Acquirer has nominated Mr. Martin Müller on the Board of the Company. Accordingly, the Board has appointed Mr.Martin Müller as Additional Director on the Board w.e.f. December 27, 2013. In the

same Board Meeting he has been re-designated as Whole-time of Director of the Company, subject to approval from the shareholders and the Central Government. The term of service and remuneration shall be fixed at the appropriate time, subject to the approval of the shareholders.

He shall hold office up to the date of forthcoming Annual General Meeting. Notice in terms of provisions of Section 257 of the Companies Act, 1956 along with the requisite deposit has been received from Members proposing the candidature of Mr. Martin Müller, as Director of the Company.

The profile of Mr. Martin Müller is given in **Annexure** to the Notice.

Your Directors recommend the Resolution for your approval as an **Ordinary Resolution**.

None of the directors other than Mr. Martin Müller is concerned or interested in the resolution.

By order of the Board  
For THINKSOFT GLOBAL SERVICES LIMITED

Sd/-  
A.V. Asvini Kumar  
Managing Director

Date : January 23, 2014

Place : Chennai

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### ANNEXURE

For the item on appointment of Directors, in the annexure to the Notice of Postal Ballot we are required to provide Details, Pursuant to Clause 49(IV)(G)(i) of the Listing Agreement, in respect of each of the Directors appointment to be approved..

**1) Mr. David Bellin (Aged: 62 yrs) :**

David Bellin has an MBA from Open Business School (2000).

David Bellin was a political and business television correspondent, producer and programme editor before switching to management in the 80s and leading his own production company producing specialist postgraduate medical programmes in the 90s. He has advised on media development and investments in Europe, the Balkans, Ukraine, south-east Asia and India. In 2004 he was involved in the successful start-up of Racing UK Ltd, a specialist horseracing channel owned by 34 UK racecourses, where he remained as Executive Director of Broadcast and PR until April 2013. He was appointed to the Supervisory Board of SQS Software Quality Systems, AG in September 2013.

Mr. David Bellin does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. David Bellin holds directorships and committee memberships are as under:

**Directorships:**

SQS Software Quality Systems AG

European Media Communications

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

**2) Mr. René Gawron (Aged: 53 yrs):** René Gawron has masters in Business Administration from Freie University, Berlin (1985).

René Gawron joined SQS as CFO in 2001. Within the SQS Management Board he is in charge of finance, mergers and acquisitions, human resources and investor relations as well as administration and accounting. Apart from increasing profitability René focuses on human resource development as well as talent management.

Before joining SQS he held various positions at Siemens AG between 1985 and 2000, including, among others, head of business development for its mobile telecom networks. In addition he was member of the management board of a software Company as well as an electronics Company.

Mr. René Gawron does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. René Gawron holds directorship and committee memberships are as under:

**Directorships:**

SQS Software Quality Systems AG

SQS Software Quality Systems (Schweiz) AG

SQS France SASU

SQS USA Inc

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

**3) Mr. Ralph Gillessen (Aged:45 yrs) :** Ralph Gillessen has degree in economics from the University Hagen (2001).

Ralph Gillessen is Chief Markets Officer (CMO) at SQS and is responsible for all regional market units, sales and marketing.

He joined SQS more than 11 years ago and has worked in various senior sales and consultancy positions. He has headed SQS' largest profit centre, Central Europe Middle East (CEME), for two years before he has entered the board in January 2013 by internal promotion.

With his exceptionally deep knowledge of the testing and quality services market he will strengthen SQS' sales and marketing competency.

Mr. Ralph Gillessen does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr.Ralph Gillessen holds directorship and committee memberships are as under:

**Directorships:**

- SQS Software Quality Systems AG
- SQS India Infosystems Private Limited
- SQS Group Management Consulting GmbH
- SQS Egypt S.A.E.
- SQS Software Quality Systems Nordic AB
- SQS Group Management Consulting GmbH
- SQS Software Quality Systems Sweden AB
- SQS Software Quality Systems Norway AS

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

**4) Mr. Riccardo Brizzi (Aged: 52 yrs) :** Riccardo Brizzi has a degree in Chemistry and Industrial Chemistry (1983) and an honours degree in Chemistry (1984). He also has a mini MBA from Kellogg (1997).

Riccardo Brizzi joined SQS as COO in January 2013 and is responsible for the global operational performance of SQS Group.

As an internationally experienced manager, he brings considerable expertise in Managed Services and IT services. Having previously worked at Companies such as Cap Gemini and Vodafone, he joins SQS from SAP, where he spent the last six years in various senior management positions, lastly as head of strategic client delivery.

As an exceptional operations and IT services expert Riccardo Brizzi will help safeguard the deployment of SQS' mid-term strategy and improve our operational excellence.

Mr. Riccardo Brizzi does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. Riccardo Brizzi holds directorship and committee memberships are as under:

**Directorships:**

- SQS Software Quality Systems AG
- SQS India Infosystems Private Limited
- SQS Software Quality Systems (Schweiz) AG
- SQS Egypt S.A.E.
- SQS Software Quality Systems Norway AS
- SQS South Africa

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

- 5) **Mr. Gireendra Kasmalkar** (Aged:49 yrs) : Gireendra has a degree in Mechanical Engineering from IIT Mumbai (1987) and a masters in Mechanical Engineering University of South Carolina, USA, (1989).

Beginning his career with Tata Consultancy Services, he has been an entrepreneur for most of his 24 years in the IT industry. His initial business was in the CAD-CAM space, before starting his independent software testing business.

VeriSoft, one of India's earliest and leading independent testing companies was founded by Gireendra. In July 2008, a majority stake in VeriSoft was acquired by SQS Software Quality Systems AG – a global leader in independent testing. With its headquarter in Germany, SQS has its operations spread out in 15 countries and is listed on the London Stock Exchange. In addition to being a Managing Director & CEO of SQS India, Gireendra is also currently in the Cabinet of the SQS Group, and on the board of SQS USA.

Gireendra has been a speaker at various international conferences on Software Testing and PLM. He is actively involved in various industry forums, currently as a charter member and Governing Council member of TiE Pune. He is the founder of Software Process Improvement Network (SPIN)-Pune. He was also the Chairman of Computer Society of India (CSI) - Pune chapter and Core group member of the Mahratta Chamber Gaming and Animation Group.

Mr. Gireendra Kasmalkar does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. Gireendra Kasmalkar holds directorship and committee memberships are as under:

**Directorships:**

- SQS India Infosystems Pvt Ltd.
- SQS USA Inc

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

- 6) **Mr. Ulrich Bäumer** (Aged: 44 yrs) : Ulrich Bäumer is a qualified lawyer with a German state law qualification from the University of Cologne (1996) and the Court of Darmstadt (1997). He also holds a diploma in English Law from the National University of Wales (1993), and a masters in Law (LL.M) International Law and Intellectual Property from George Washington University (1997).

Ulrich Bäumer is a partner in the technology group of the international law firm Osborne Clarke. He advises the clients of the firm mainly in the area information technology and outsourcing. He drafts and negotiates complex international IT project (especially outsourcing) contracts and assists the technology clients of the firm in M&A transactions. He also advises in all other aspects of technology and licensing law. He advised many German and international companies on data centre and R&D centre outsourcings- onshore, nearshore and offshore. Ulrich Bäumer has successfully worked on and finalised 150 + international outsourcing projects in the last 15 years.

German business newspaper Wirtschaftswoche ranks him as one of the highly recommended IT lawyers in Germany.

Mr. Ulrich Bäumer does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. Ulrich Bäumer holds directorship and committee memberships are as under:

**Directorships:**

None

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None

- 7) **Mr. Martin Müller** (Aged:48 yrs) : Martin Müller has a PhD in economics from the University of Kassel (2000/10) and a degree in economics from the University of Hanover (1993).

Martin Müller joined SQS in 2010 as Head of Market Unit West Germany with strong sales focus before taking over the role of Director Operations Germany (COO Germany) in 2013. In that position Martin Müller was responsible for all project employees in Germany, including recruitment, project staffing and personnel management of around 700 employees.

Martin Müller gained his longtime experience in leadership of managing IT related business consulting services in several reputable consulting companies. Before coming to SQS he was acting as Executive Partner at IBM Global Business Services and as Managing Director at Plaut Business Consulting. He is particularly experienced in conception and realization of extensive and multi-layered projects regarding increase in efficiency and restructuring.

Mr. Martin Müller does not hold any equity shares of the Company.

Companies (other than Thinksoft Global Services Limited) in which Mr. Martin Müller holds directorship and committee memberships are as under:

**Directorships:**

None

**Chairman of Board Committees:**

None

**Member of Board Committees:**

None