

**THINKSOFT GLOBAL SERVICES LIMITED**

Corporate Identification Number (CIN) : L64202TN1998PLC066604

Regd.Off: 6A, Sixth Floor, Prince Infocity II, 283/3 &amp; 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai - 600096.

Phone : +91-44-4392 3200 Fax : +91-44-4392 3258 Email : investor@thinksoftglobal.com Website : www.thinksoftglobal.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No/Client ID : ..... DP ID No. ....

I/We, being the member (s) of ..... shares of Thinksoft Global Services Limited, hereby appoint

1. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

or failing him

2. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

or failing him

3. Name : ..... E-mail Id : .....

Address : .....

..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of Thinksoft Global Services Limited to be held on Thursday, July 24, 2014 at 3.30 p.m. at Sri Thyaga Brahma Gana Sabha, P.Obul Reddy Hall, Vani Mahal, 103, G.N Chetty Road, T.Nagar, Chennai - 600017 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended as on that date together with reports of the Board of Directors' and Auditors' thereon.
2. Declaration of final dividend of Rs. 4/- per equity share of the face value of Rs. 10/- for the financial year 2013-14.
3. Re-appointment of Mr. Gireendra Kasmalkar as a Director of the Company.
4. Appointment of Auditors.
5. Appointment of Mr. K. Kumar as an Independent Director.
6. Appointment of Dr.S.Rajagopalan as an Independent Director.
7. Appointment of Mr. Rajiv Kuchhal as an Independent Director.
8. Appointment of Mr. Ulrich Bäumer as an Independent Director.
9. Re-Designation of Dr.Martin Müller as Managing Director and CEO and approval of his Service Agreement.
10. Approval of payment of remuneration to Directors other than Managing Director or Whole-time Director.
11. Approval of change in the name of the Company

Signed this ..... day of .....2014.

Signature of Shareholder .....

Signature of Proxy holder(s) .....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 6A, Sixth Floor, Prince Infocity II, 283/3 &amp; 283/4, Rajiv Gandhi Salai (OMR), Kandanchavadi, Chennai - 600096, not less than 48 hours before the commencement of the Meeting.