

July 24, 2014

**Consolidated Scrutinizer Report**

The Chairman,  
Thinksoft Global Services Limited,  
6A, 6<sup>th</sup> Floor, Prince Infocity II,  
Rajiv Gandhi Salai (OMR),  
Kandanchavadi,  
Chennai – 600 096.

Dear Sir,

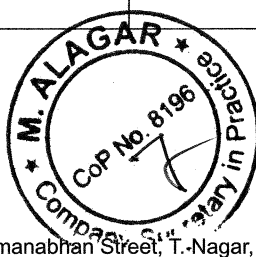
I, **M. Alagar, Practising Company Secretary**, appointed as Scrutinizer by the Company on 2<sup>nd</sup> June, 2014 to the e-voting process for passing the items on the agenda as contained in the Notice dated 21<sup>st</sup> June, 2014 and for the purpose of the poll taken at 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Thinksoft Global Services Limited, held on Thursday the 24th July, 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 – 600 017.

I have issued two separate Scrutinizer reports dated 23<sup>rd</sup> July, 2014 on the e-voting and dated 24<sup>th</sup> July, 2014 on the poll on the resolution contained in the notice to the Annual General Meeting. As requested by the Chairman of the Meeting, I submit herewith my consolidated report on the results of the e-voting together with that of the poll as under.

**Consolidated Summary – Voting Result**

1. A consolidated summary of the e-voting and poll for **Resolution No.1 - To receive, consider and adopt 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 the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00



2. A consolidated summary of the e-voting and poll for **Resolution No.2 - To declare a final dividend of Rs.4/-per equity share of the face value of Rs.10/- for the financial year 2013-14 (Ordinary Resolution)** is given below:

S.No	Particulars	TOTAL	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00

3. A consolidated summary of the e-voting and poll for **Resolution No.3 - To appoint a Director in place of Mr. Gireendra Kasmalkar (DIN-01723047) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00

4. A consolidated summary of the e-voting and poll for **Resolution No.4 - To re-appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of third consecutive Annual General Meeting and to fix their remuneration (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00

5. A consolidated summary of the e-voting and poll for **Resolution No.5 - Appointment of Mr. K. Kumar as an Independent Director (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5507177	5507177	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	5695773	5695763	10
4.	% of valid votes cast		100.00	0.00



6. A consolidated summary of the e-voting and poll for **Resolution No.6 - Appointment of Dr.S.Rajagopalan as an Independent Director (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5507177	5507177	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	5695773	5695763	10
4.	% of valid votes cast		100.00	0.00

7. A consolidated summary of the e-voting and poll for **Resolution No.7 - Appointment of Mr. Rajiv Kuchhal as an Independent Director (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5507177	5507177	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	5695773	5695763	10 <sup>1</sup>
4.	% of valid votes cast		100.00	0.00

8. A consolidated summary of the e-voting and poll for **Resolution No.8 - Appointment of Mr. Ulrich Bäumer as an Independent Director (Ordinary Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00

9. A consolidated summary of the e-voting and poll for **Resolution No.9 - Re-Designation of Dr. Martin Müller as Managing Director and CEO and approval of his Service Agreement (Special Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00



10. A consolidated summary of the e-voting and poll for **Resolution No.10 - To approve the payment of remuneration to Directors other than Managing Director or Whole- time Directors (Special Resolution)** is given below:

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848650	40
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037236	50
4.	% of valid votes cast		100.00	0.00

11. A consolidated summary of the e-voting and poll for **Resolution No.11 - Change in the Name of the Company (Special Resolution)** is given below:

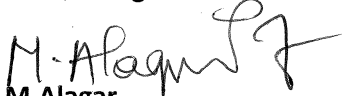
S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - e-voting	5848690	5848690	0
2.	Total of number of valid votes – poll at AGM	188596	188586	10
3.	Total of above (1+2)	6037286	6037276	10
4.	% of valid votes cast		100.00	0.00

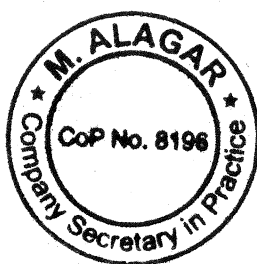
You may accordingly declare the result of the e-voting and poll.

Thanking you

Yours truly,

For M. Alagar & Associates

  
M. Alagar  
F.C.S – 7488: C.P.No. 8196



Date: 24<sup>th</sup> July 2014

Place: Chennai