



# SoftSol India Limited

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## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF SOFTSOL INDIA LIMITED ("COMPANY") FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (including any statutory modifications or re-enactments that may be introduced (the "Buyback Regulations") for the time being in force and contains the disclosures as specified in Schedule II to the Buyback Regulations.

**OFFER FOR BUYBACK OF UP TO 20,58,824 (TWENTY LAKHS FIFTY EIGHT THOUSAND EIGHT HUNDRED AND TWENTY FOUR ONLY) FULLY PAID UP EQUITY SHARES OF THE FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH AT A PRICE OF INR 170 (INDIAN RUPEES ONE HUNDRED AND SEVENTY ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors (hereinafter referred to as the "Board") and unless repugnant to the context or meaning thereof of SoftSol India Limited (the "Company") passed a resolution on Monday, November 14, 2022 (the "Board Meeting") to approve the proposal for buyback of equity shares of the Company and sought approval of its equity shareholders, by a special resolution, through postal ballot notice dated Monday, November 14, 2022, the results of which were announced on Wednesday, December 21st, 2022, the equity shareholders of the Company have approved, by way of special resolution, the buyback (the "Buyback") for up to 20,58,824 (Twenty Lakhs Fifty Eight Thousand Eight Hundred and Twenty Four Only) fully paid-up Equity Shares (representing 12.24% of the total number of outstanding equity shares in the paid-up share capital of the Company) of face value INR 10 each ("Shares" or "Equity Shares"), at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share (the "Buyback Price") payable in cash, for an aggregate maximum amount of INR 35,00,00,000.00 (Indian Rupees Thirty Five Crores Only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, SEBI Turnover fees, stamp duty, buy back tax, etc. (the "Buyback Size") being 15.30% and 21.12% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2022 and is within the statutory limit of 25% of the fully paid-up equity share capital and free reserves as per standalone and consolidated audited accounts of the Company, on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as on January 13, 2023 (the "Record Date"). As required under the Buyback Regulations, Equity Shares to be bought back are divided into two categories: (i) reserved category for Small Shareholders (as defined hereinafter); and (ii) general category for all other shareholders.

1.2 The Buyback is in accordance with the provisions contained in Article 20 of the Article of Association of the Company, Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the "Share Capital Rules") to the extent applicable, the Companies (Management and Administration) Rules, 2014, (the "Management Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modifications or re-enactments that may be introduced), and the provisions contained in the Buyback Regulations and subject to approvals, permissions and sanctions of statutory, regulatory and Government Authorities such as: Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Telangana at Hyderabad (the "ROC") and/or other authorities, institutions or bodies, as may be applicable and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed by the Board. The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to BSE Limited ("BSE" or the "Stock Exchange"), where the Equity Shares of the Company are listed.

1.3 The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company as of the Record Date through the "Tender Offer" route, as prescribed under Regulation 4(i)(v)(a) of the Buyback Regulations. Accordingly, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, CFDD/CR2/CIR/P/2016/131 dated December 09, 2016 and CFDD/CR-III/CIR/P/2021/615 dated August 13, 2021 (the "SEBI Circulars"), including any amendments thereof. The Company will request the BSE to provide the Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. Accordingly, Equity Shares may be tendered in the Buyback through BSE. The details of the Acquisition Window will be specified by the Stock Exchange from time to time. The Buyback is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/or regulatory authority including SEBI and the Stock Exchange.

1.4 In terms of Buy-back regulations, under the tender offer process, members of the promoter and promoter group have the option to participate in the Buy-back. In this regard, the promoters and members of promoter group of the company, have informed the company, vide their letters dated November 14, 2022 regarding their intention to participate in the Buy-back and tender up to 25,54,265 equity shares or such lower number of shares as required to comply with the Buyback Regulations. The extent of their participation in the Buyback has been detailed in paragraph 7 of this Public Announcement.

1.5 Participation in the Buyback by Eligible Shareholders may trigger tax implications in India and in their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.6 The aggregate Paid-up Equity Capital and Free Reserves of the Company as on March 31, 2022 (including securities premium) as per the latest available standalone and consolidated audited financial statements of the Company is INR 2,28,80,86,173.47 (Indian Rupees Two Hundred Twenty Eight Crores, Eighty Lakhs, Eighty Six Thousand, one hundred Seventy Three and paise Forty Seven only) and INR 165,74,93,892.19 (Indian Rupees One Hundred Sixty Five Crores, Seventy Four Lakhs, Ninety Three Thousand, Eight Hundred Ninety Two and paise Nineteen only) respectively. Based on the Audited Consolidated Financial Statements and under the provisions of the Act, the funds deployed for Buyback approved by the Board of Directors, excluding Transaction Costs, will not exceed 25% of the Paid-up capital and Free Reserves of the Company under members approval route. Further, as per the SEBI Buyback Regulations, such amount shall not exceed 25% of the net worth of the Company on standalone and consolidated basis, both. Accordingly, the maximum amount that can be utilized in the present Buyback is INR 35,00,00,000.00 (Indian Rupees Thirty Five Crores only). The aggregate amount proposed to be utilised for the Buyback is up to INR 35,00,00,000.00 (Indian Rupees Thirty Five Crores only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid.

1.7 Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Since the Company proposes to Buyback 20,58,824 Equity Shares through this buyback, which represents 12.24% of the total number of equity shares in the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.

1.8 The Buyback shall be made out of the Free Reserves of the Company as at March 31, 2022 based on the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2022. The Company shall transfer a sum equal to the nominal value of the Equity Shares so bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

1.9 The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed under Section 68 of the Act even if the response to the Buyback is to the extent of 100% (full Acceptance) of the Buyback Size.

1.10 The Buy Back Price of INR 170 (Indian Rupees One Hundred and Seventy Only) per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the closing prices of the Equity Shares on BSE, where the Equity Shares are listed, book value of Equity Shares, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of the Buy Back on the earnings per share.

1.11 The Buyback Price of INR 170 (Indian Rupees One Hundred and Seventy Only) per Equity Share represents (a) a premium of approx. 61.75% over the closing prices on BSE on November 04, 2022, being the working day immediately preceding the date on which the Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 60.07% over the volume weighted average price of the Equity Shares on BSE during the two weeks preceding November 07, 2022, being the day on which the Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 44.94% over the volume weighted average price of the Equity Shares on BSE during the three months preceding November 07, 2022, being the day on which the Company intimated the Stock Exchange of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered.

1.12 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over the Company.

1.13 Post Buyback, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buyback falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.14 A copy of this Public Announcement is available on the website of the Company at www.softsolindia.com and is expected to be available on the website of the SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchange at www.bseindia.com

### 2. NECESSITY OF THE BUYBACK

2.1 The buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective manner. The Board at its meeting held on November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate upto INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through Buyback.

2.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 20,58,824 Equity Shares at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share for an aggregate maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only). Buyback is being undertaken, inter- alia, for the following reasons:

- (a) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their share holding, thereby, enhancing the overall return to shareholders;
- (b) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company

believes that this reservation for small shareholders would benefit public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

- (c) The Buyback may help in improving its earnings per share and return on equity, by reduction in the equity base and based on assumption that the Company would earn similar profits as in past, thereby leading to long term increase in shareholders' value; and
- (d) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

### 3. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Board of Directors decided to recommend Buy-back of up to 20,58,824 (Twenty Lakhs Fifty Eight Thousand Eight Hundred and Twenty Four Only) Equity Shares of INR 10 each (representing 12.24% of the total number of the equity share capital of the Company as at March 31, 2022) at the Buyback Price i.e., INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share aggregating to INR 35,00,00,000.00 (Indian Rupees Thirty Five Crores Only).

### 4. BUYBACK PRICE AND BASIS OF DETERMINING THE PRICE OF THE BUYBACK

The Equity Shares of the Company are proposed to be bought back at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per share ("Buyback Price"). The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE where the Equity Shares of the Company are listed.

The Buyback Price represents:-

- (a) Premium of 44.94% over the volume weighted average market price of the Equity Shares on BSE during the three months preceding November 07, 2022, being the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- (b) Premium of 60.07% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the Intimation Date.
- (c) Premium of 61.75% over the closing price of the Equity Shares on BSE, as on Friday, November 04, 2022, being the working day preceding the Intimation Date.
- (d) Premium of 7.73% over the closing price of the Equity Share on BSE, as on November 14, 2022, being the Board Meeting Date wherein proposal for Buyback was approved.

### 5. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

5.1 The maximum amount required for Buyback will not exceed INR 35,00,00,000.00 (Indian Rupees Thirty Five Crores only) excluding Transaction Cost. The said amount constitutes 15.30% and 21.12% of the aggregate total issued and paid-up equity share capital and free reserves of the Company as per standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022.

5.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

### 6. DETAILS OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTIONS IN THE EQUITY SHARES OF THE COMPANY (METHOD TO BE ADOPTED FOR THE BUYBACK)

6.1 The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoter and Promoter Group") and persons in control, (ii) Key Managerial Personnel of the Company as on the date of the Board Meeting and Postal Ballot Notice, i.e., November 14, 2022, and (iii) Aggregate Equity Shares purchased or sold by the persons/entities specified in clause 6.1(i) and 6.1(ii) below, during a period of six months preceding the date of the Board meeting at which the Buyback was approved i.e. November 14, 2022 and the date of Postal Ballot Notice, are as follows:

(i) Aggregate shareholding of the Promoter and members of Promoter Group:

Sr.No.	Name of the Promoter/ Promoter Group	Number of Equity Shares	% of paid up equity share capital as on the date of the Board Meeting and Postal Ballot Notice, i.e., November 14, 2022
1	Srinivasa Rao Madala	13,66,099	8.12%
2	Durga VLK Madala	95,57,408	56.81%
3	Raja Rao B	25,300	0.15%
4	Bhaskara Rao Madala	10,69,766	6.36%
5	Sridevi Madala	46,355	0.28%
6	Sambasiva Rao Madala	1,18,400	0.70%
	<b>Total</b>	<b>1,21,83,328</b>	<b>72.42%</b>

(ii) Aggregate shareholding of the Key Managerial Personnel of the Company:

Sr.No.	Name	Designation	No. of Equity Shares held	Percentage (%) of Issued Equity Share Capital
1.	Bhaskara Rao Madala	Whole-time Director	10,69,766	6.36%
2.	Srinivasa Rao Madala	Director (Non Executive Chairman)	13,66,099	8.12%

iii. No equity shares or other specified securities of the Company were either purchased or sold by any of the persons mentioned at 6.1(i) and 6.1(ii) above, during the period of six months preceding the date of the Board Meeting at which the Board recommended the proposal for Buyback and from that date till the date of postal ballot notice i.e., November 14, 2022 for Buyback.

### 7. INTENTION OF THE PROMOTERS / PERSON IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK INDICATING THE NUMBER OF SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE.

7.1 In terms of the Buyback Regulations, under the Tender Offer, the Promoters and members of Promoter Group of the Company have an option to participate in the Buyback. In this regard the Promoters and members of Promoter Group have expressed their intention vide their letters dated November 14, 2022 to participate in the Buyback and they may tender up to an aggregate maximum of 25,54,265 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:-

Sl.No.	Name of the Promoter	Maximum number of shares intended to be tendered
1	Mr Srinivasa Rao Madala	13,66,099
2	Mr Bhaskara Rao Madala	10,69,766
3	Mr Sambasiva Rao Madala	1,18,400
	<b>Total</b>	<b>25,54,265</b>

7.2 Subsequent to the intention letters submitted by the above mentioned promoters, one more promoter by name Ms Durga VLK Madala has expressed her intention to participate in the Buyback offer and submitted intention letter dated November 25, 2022 up to an aggregate maximum of 15,00,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. In this regard, the other three promoters who had submitted their intention on the date of the Board Meeting; November 14, 2022 to participate in the buyback offer, have submitted a No Objection Certificate for the participation of the 4th promoter to the extent of their eligibility. Consequently the intention of the promoters and promoter group for participation in the buyback is appended below:

Sl.No.	Name of the Promoter	Maximum number of shares intended to be tendered
1	Mr Srinivasa Rao Madala	13,66,099
2	Mr Bhaskara Rao Madala	10,69,766
3	Mr Sambasiva Rao Madala	1,18,400
4	Ms Durga VLK Madala	15,00,000
	<b>Total</b>	<b>40,54,265</b>

7.3 Details of the date and price of acquisition / transfer of the Equity Shares of the Promoters and members of the Promoter Group of the Company who intends to tender their Equity Shares in the Buyback are set out below:

Date of Transaction	Nature of Transaction	Number of Equity Shares acquired	Face Value (INR)	Acquisition/ Transfer Price per share (INR)	Consideration (cash, other than cash)(INR)
<b>Mr Srinivasa Rao Madala</b>					
16/03/2015	Off-Market purchase	8,40,000	10	25	2,10,00,000
04/11/2015	Off-Market purchase	1,40,691	10	20	28,13,220
23/08/2016	Off-Market purchase	3,85,408	10	45	1,73,43,360
<b>Total</b>		<b>13,66,099</b>			

Date of Transaction	Nature of Transaction	Number of Equity Shares acquired	Face Value (INR)	Acquisition/ Transfer Price per share (INR)	Consideration (cash, other than cash)(INR)
<b>Mr Bhaskar Rao Madala</b>					
Opening balance as on 1/4/2005 #		2,69,766	10		
23/11/2020	Interse transfer between promoters	8,00,000	10	Gift	Gift
<b>Total</b>		<b>10,69,766</b>			

Date of Transaction	Nature of Transaction	Number of Equity Shares acquired	Face Value (INR)	Acquisition/ Transfer Price per share (INR)	Consideration (cash, other than cash)(INR)
<b>Mr Sambasiva Rao Madala</b>					
Opening balance as on 1/4/2005 #		9,18,400	10		
23/11/2020	Interse transfer between promoters	(8,00,000)	10	Gift	Gift
<b>Total</b>		<b>1,18,400</b>			

Date of Transaction	Nature of Transaction	Number of Equity Shares acquired	Face Value (INR)	Acquisition/ Transfer Price per share (INR)	Consideration (cash, other than cash)(INR)
<b>Mr Durga VLK Madala</b>					
Opening balance as on 30/09/2004 #		6,81,964	10		
21/09/2015	Transfer from Softsol Technologies Inc (Interse Transfer)	88,75,444	10		
<b>Total</b>		<b>95,57,408</b>			

# Break up of opening balance is not available.

### 8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE ACT:

- a) all Equity Shares of the Company are fully paid up;
- b) The Company shall not issue any shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the buyback period i.e., date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- c) The Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- d) as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- e) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- f) the aggregate maximum amount of the Buyback i.e. INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on both audited standalone and consolidated financial statements of the Company as on March 31, 2022;
- g) the number of Equity Shares proposed to be purchased under the Buyback i.e. 20,58,824 Equity Shares does not exceed 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company as of March 31, 2022;
- h) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- i) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e., date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- j) the Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
- k) the Company shall comply with the statutory and regulatory time lines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- l) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- m) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- n) the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- o) there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- p) the Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- q) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2022;
- r) the Company shall transfer from its free reserves or securities premium account and / or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- s) the Buyback shall not result in delisting of the Equity Shares from BSE Limited ("Stock Exchange").
- t) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- u) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer, except their intention to tender the equity shares in the buyback offer as stated in clause "7" above under the heading "Intention of promoters and members of the promoter group to participate"
- v) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board Meeting;

### 9. THE BOARD HAS CONFIRMED ON THE DATE OF THE BOARD MEETING (I.E. DATED NOVEMBER 14, 2022) THAT IT HAS MADE A FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND THAT IT HAS FORMED THE OPINION THAT:

- 1 As required by clause (x) of Schedule I in accordance with Regulation 5(v)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
- 2 immediately following the date of Board Meeting and the date on which the results of shareholders' resolution passed by way of Postal Ballot will be declared ("Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts;
- 3 as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will be at the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as well as from the date of the Postal Ballot Resolution;
- 4 in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (to the extent notified).
- 5 there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- 10. THE TEXT OF THE REPORT DATED NOVEMBER 14, 2022 RECEIVED FROM PANKULI & CO. CHARTERED ACCOUNTANTS AND STATUTORY AUDITORS OF THE COMPANY, ADDRESSED TO THE BOARD OF DIRECTORS OF THE COMPANY IS REPRODUCED BELOW:

Dear Sirs/Madam,

**Stutory Auditor's report, in terms of clause(xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), in respect of the proposed Buy-back of equity shares by Soft Sol India Limited ("the Company") (CIN: L72200TG1990PLC011771) in terms of the Regulation 6 of SEBI Buyback Regulations and Sections 68 to 70 of the Companies Act, 2013 (as amended) read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014.**

- 1. This report is issued in accordance with the terms of our engagement letter dated November 14, 2022.

us, on which we issued unmodified audit opinion vide our report dated May 30, 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI) ("the guidance note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

10. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2022 which have been approved by the Board of Directors of the Company on May 30, 2022.
  - the amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, has been determined in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("Buyback Regulations") based on the audited financial statements for the year ended March 31, 2022. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2022.
  - The Board of Directors of the Company, in their meeting held on November 14, 2022 have formed their opinion as specified in clause (x) of Schedule 1 to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
  - We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

#### Restriction on Use

- Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability are in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in or our capacity as statutory auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buyback Regulations. (a) public announcement to be made to the shareholders of the Company, and (b) for providing to the Manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Pavuluri & Co  
Chartered Accountants  
Firm Registration No. 012194S  
(CAN RAJESH)  
PARTNER M.No: 223169  
UDIN: 22223169BDAALE1441

#### Annexure A-Statement of permissible capital payment (including Premium)

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with the Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("Buyback Regulations") based on audited standalone & consolidated financial statements as at and for the year ended 31 March 2022.

Particulars	Standalone	Consolidated
<b>Paid up equity share capital as on March 31, 2022 (A)</b>	<b>17,23,65,240.00</b>	<b>17,23,65,240.00</b>
<b>Free Reserves as on March 31, 2022</b>		
Securities Premium Account	67.01.13.578.00	67.01.13.578.00
General Reserves	6.96.90.128.00	6.96.90.128.00
Retained Earnings	1.37.59.17.227.47	74.53.24.946.19
<b>Total Free Reserves (B)</b>	<b>2,11,57,20,933.47</b>	<b>1,48,51,28,652.19</b>
<b>Total paid up capital and free reserves (A+B)</b>	<b>2,28,80,86,173.47</b>	<b>1,65,74,93,892.19</b>
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations (25% of the total paid-up equity capital and free reserves)	57,20,21,543.37	41,43,73,473.05
Maximum amount permitted by board resolution dated November 14, 2022 approving Buyback, based on the audited financial statements for the year ended 31 March 2022.		35,00,00,000.00

We certify that above computation of permissible capital payment (including premium) for buyback of Equity Shares is based on audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2022 which have been approved by the Board of Directors in their meeting held on November 14, 2022. For SoftSol India Limited

Bhaskara Rao Madala (DIN: 00474589)  
Whole-time Director

Dr. T. Hanuman Chowdary (DIN: 00107006)  
Director

Statement referred to in our certificate of even date

For Pavuluri & Co  
Chartered Accountants  
Firm Registration No. 012194S  
(CAN RAJESH)  
PARTNER M.No: 223169  
UDIN: 22223169BDAALE1441  
"Unquote"

#### 11. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

11.1 As required under the Buyback Regulations, the Company has announced the record date (the "Record Date") of January 13, 2023 for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback Offer. As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, eligible shareholders will receive a letter of offer in relation to the buyback ("Letter of Offer") along with a tender offer application form indicating the entitlement of the Eligible Shareholder for participating in the buyback. Even if the Eligible Shareholder does not receive the letter of offer along with the tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

11.2 The Equity Shares to be bought back as a part of this Buyback Offer is divided into two categories:

- Reserved category for Small Shareholders; and
- General category for all Eligible Shareholders other than Small Shareholders.

11.3 As defined in the Regulation 2 (i) (n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of the closing price of the Equity Shares on the Stock Exchanges having the highest trading volume as on the Record Date, of not more than INR 2,00,000 (Indian Rupees Two Lakhs only). For the purposes of classification of a shareholder, as a "small shareholder", multiple demat accounts having the same permanent account number ("PAN"), in case of securities held in the demat form are to be clubbed together.

11.4 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of (a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy back, or (b) number of Equity Shares to which the Small Shareholders are entitled, as per the shareholding of Small Shareholders as on the Record Date.

11.5 Based on the holding of Equity Shares as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company shall purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.

11.6 In accordance with Regulation 9(i) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical or where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and names of joint shareholders are identical.

11.7 The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar to the Buyback ("Registrar") as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of 'clearing members' or 'corporate body margin account' or 'corporate body-broker' as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

11.8 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

11.9 Eligible Shareholders' participation in the Buyback will be voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also choose to participate in part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in Buyback.

11.10 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e., not a multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.

11.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. Each Eligible Shareholder will receive the letter of offer along with a tender/offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Income arising to the shareholders under the Buyback is exempt from Income Tax in India. However, the participation in the buyback by non-resident shareholders may be taxable in their country of residence according to the tax laws of their respective countries. The buyback transaction would also be chargeable to Securities Transaction Tax (STT) in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

11.12 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date.

#### 12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

12.1 The Buyback is open to all Eligible Shareholders and beneficial owners of Equity Shares of the Company as on the Record Date as per the records made available to the Company by the Depositories / registrar as on the Record Date. An Eligible Shareholder who wishes to tender their shares in the Buyback must have an active demat account, trading account and bank account.

12.2 The Buyback shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(i)(a) of the Buyback Regulations. Additionally, the Buyback shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Eligible Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

12.3 For the implementation of the Buyback Offer, the Company has appointed "RPL Securities Private Limited" as the registered broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback Offer would be made by the Company. The contact details of the Company's Broker are as follows:

RPL Securities Private Limited (CIN: U74920TG1996PTC025916)  
402, Nirmal Towers, Dwarakapuri Colony  
Punjagutta, Hyderabad 500 082, Telangana State, India  
Tel.No.: +91 40 2335 2485, Fax No.: +91 40 2335 1238  
Email: rplsecurities@yahoo.com, Website: www.rplsecurities.com  
Contact Person: Mr Muralidhar  
SEBI Registration No.: INZ000166638 Validity: Permanent (unless suspended or cancelled by SEBI)

12.4 The Company will request the Stock Exchange, i.e. BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. Accordingly, Equity Shares may be tendered in the Buyback through BSE. BSE would be the designated stock exchange for the Buyback. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time.

12.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders.

#### 12.6 Procedure to be followed by Eligible Shareholders holding shares in Demat Form:

- Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order / bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buy back using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Designated Stock Exchange and the Clearing Corporation.
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buy back will be provided in a separate circular to be issued by the Clearing Corporation.
- The lien shall be marked by the Seller Member in the demat account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

(e) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

(f) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (TRS) generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

(g) Eligible Shareholders who desire to tender their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Draft Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Closing Date. The envelope should be super scribed as "SoftSol India Limited Buyback Offer". In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been accepted for such shareholders holding Demat Shares.

(h) The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unlocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance as decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.

(i) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

(j) In case of Equity Shares held in dematerialized form, submission of Tender Form and TRS is not mandatory. After the receipt of such Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Eligible Shareholders holding such Equity Shares are deemed to have successfully tendered the Equity Shares in the Buyback.

(k) Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and
- In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

#### 12.7 Procedure to be followed by Eligible Shareholders holding shares in Physical Form:

(a) In accordance with SEBI Circular dated July 31, 2020 (Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.

(i) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

(b) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buy back, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

(c) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., KFin Technologies Limited (at the address mentioned at paragraph 19 above) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Soft Sol India Limited Buy back Offer". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.

(d) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

(e) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy back before the closure of the Tendering Period of the Buyback.

(f) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

#### 12.8 Additional requirements in respect of tenders by the Non-Resident Shareholders:

- While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer's bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on an on-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or not to participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

12.9 Modification /cancellation of orders will be allowed during the tendering period of the Buyback.

12.10 The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of BSE (www.bseindia.com) through out the trading session and will be updated at specific intervals during the tendering period.

#### 13. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares to be affected as per the SEBI circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI (i.e., due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's

Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges

- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- Any excess physical Equity Shares pursuant to proportionate acceptance / rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Eligible Shareholders holding Equity Shares in the physical form
- The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- The Eligible Shareholders of the Demat Shares will have to ensure that they keep their DP account active and unlocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unlock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.
- ELIGIBLE SHAREHOLDERS WHO HAVE DEMATERIALIZED THEIR PHYSICAL EQUITY SHARES POST RECORD DATE AND TENDERED THEIR DEMAT EQUITY SHARES IN THE BUYBACK MAY DELIVER THE TENDER FORM DULY SIGNED (BY ALL ELIGIBLE SHAREHOLDERS IN CASE SHARES ARE IN JOINT NAMES) IN THE SAME ORDER IN WHICH THEY HOLD THE EQUITY SHARES, ALONG WITH TRS GENERATED BY THE STOCK EXCHANGE BIDDING SYSTEM UPON PLACING OF A BID, EITHER BY REGISTERED POST, SPEED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE BUYBACK AT THE ABOVE ADDRESS, SO THAT THE SAME ARE RECEIVED NOT LATER THAN 2 (TWO) DAYS FROM THE DATE OF CLOSURE OF THE BUYBACK. THE ENVELOPE SHOULD BE SUPER SCRIBED AS "SOFTSOL INDIA LIMITED -BUYBACK OFFER".**

#### Special Account opened with the Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

#### Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- The Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- if there is a mem is match in the demat account of the Eligible Shareholder and PAN; or
- where there exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- The documents mentioned in the instruction number 3 and 4 of the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or 5 pm on the offer closing date; or
- If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

#### Upon finalization of the basis of acceptance as per Buyback Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India/Eligible Shareholders' bank, due to any reason, then such funds will be transferred to the concerned stock broker's settlement bank account for onward transfer to such Eligible Shareholders.
- The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Shareholder pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unlocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of Equity Shares under the Buyback.
- Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders will be returned to them by the Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to such Eligible Shareholder.
- The Company's Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Eligible Shareholders who intend to participate in the Buyback should consult their respective stock broker for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the stock broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The Equity Shares accepted, bought and lying to the credit of the Company's Demat Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

#### 14. COMPLIANCE OFFICER

The Company has appointed Mr Baddam Laxman as the Compliance Officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.30 a.m. to 5.30 p.m. on all working days except Saturday, Sunday and public holidays at the below mentioned address.

Mr Baddam Laxman  
Company Secretary & Compliance Officer  
SoftSol India Limited, Plot No. 4, Software Units Layout, Madhapur, Hyderabad, Telangana - 500081  
Tel.No.: +91 40 4256 8500 / 98667 62232; Fax No.: +9140 4256 86