

## Notice of the 27th Annual General Meeting

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of SoftSol India Limited (CIN: L7220TG1990PLC011771) will be held on Friday, the 29th day of September, 2017 at 10.00 a.m., at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana to transact the following business:

1. To receive and adopt the Audited Financial Statements of the Company (both standalone and consolidated basis) for the year ended March 31, 2017 and together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN 01180342), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications(s), the following resolution as ordinary resolution.

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s. JVSL & Associates, Chartered Accountants, Hyderabad (FRN: 015002S) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of 27th Annual General Meeting until the conclusion of 32nd Annual General Meeting (subject to ratification by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration, in addition to applicable taxes and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

4. To consider and if thought fit to pass with or without modifications(s), the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for the re-appointment of Mr. Bhaskara Rao Madala (DIN 00474589) as Whole time Director for a period of three years with effect from 1st November 2017 at the same remuneration (as he has been drawing earlier) as detailed below:

1. Salary: Rs. 92,000 (Rupees eighty thousand only) per month.
2. Perquisites and Allowances not exceeding basic salary per month:
  - a) House Rent Allowance: 40% of the Basic Salary.
  - b) Medical Reimbursement: Expenses incurred for self and family subject to the ceiling of Rs. 15,000/- per annum.
  - c) Leave Travel Allowance: For Self and family once in a year incurred in accordance with the rules of the Company.
  - d) Club Fees: Fees of clubs subject to a maximum of two clubs excluding admission and life membership fees.

- e) Personal Accident Insurance: Personal accident Insurance policy for an amount, the annual premium of which shall not exceed Rs. 20,000/- per annum.
- f) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- g) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- h) Encashment of leave at the end of the tenure.

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

“RESOLVED FURTHER THAT Subject to the superintendence, control and direction of the Board of Directors of the Company the Whole Director shall have general conduct and management of the whole of business and affairs of the company except in the matters which may be specifically required to be done by the Board either by the Companies Act, or by the Articles of Association and the Whole time Director shall also exercise and perform such powers and duties as the Board of directors of the company may from time to time determine, and shall also do and perform all other acts and things which may in the ordinary course of business he may consider necessary.

“FURTHER RESOLVED THAT all the directors of the Company be and is hereby severally and jointly authorized on behalf of the company to do all such acts, deeds, matters and things as it may be necessary for the purpose of giving effect to this resolution including filing all forms, papers, documents with Registrar of Companies or any other authority for this purpose.”

On behalf of the Board of Directors

**Bhaskar Rao Madala**

Whole time Director

Place: Hyderabad

Date: 14-08-2017

Registered Office:

Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081

Bhaskara.Madala@softsol.com, www.softsolindia.com

Notes:

- 1) A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON BEHALF OF HIM AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM (AVAILABLE ELSEWHERE IN THE ANNUAL REPORT) SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to

be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 2) The Register of Members and the Share Transfer Books of the company will be closed from 25 September 2017 to 29 September 2017 (both days inclusive) in connection with the AGM.
- 3) Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. Copies of the Annual Report will not be provided at the AGM.
- 4) M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 008, Telangana is the Registrar and Share Transfer Agent (RTA) for the physical shares of the Company and also the depository interface of the Company with both NSDL and CDSL. Share Transfer documents and all correspondence relating thereto, should be addressed to the RTA.
- 5) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- 6) SEBI has made it mandatory for every participant in the securities/capital market to furnish details of Income Tax Permanent Account Number (PAN). Accordingly, all members holding shares in physical form are requested to submit their details of PAN, along with a photocopy of the PAN Card, to the R&T agents of the Company.
- 7) The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its members in the electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their e-mail address for the said purpose. Members are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications.
- 8) THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:
  - I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
    - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
      - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
      - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN

(E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company’
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email secretaries@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “ Corporate Name\_Event No.”
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Shastry M. V. N., (Unit: Name of the Company) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) The remote e-voting period commences on 25th September 2017 (9.00 A.M. IST) and ends on 28th September 2017 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September 2017.
- e) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22nd September 2017, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
- Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

9) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 4: Re-appointment of Sri. Bhaskara Rao Madala as whole time Director**

As members aware the present 3 years Shareholders appointed period of Sri. Bhaskara Rao Madala as Whole time Director is expiring on 31st October 2017. Board of Directors at their meeting held on 14th August 2017 approved the proposal for re-appointment of Sri. Bhaskara Rao Madala as Whole time Director of the company for a further period of 3 years with effect from 1st November 2017 upon the recommendation of the Nomination and Remuneration Committee of directors and subject to the approval of the shareholders of the company. The said appointment and remuneration are within the stipulations of Sections 196, 197, 203 of the Act and Schedule V thereto. As members aware Sri. Bhaskara Rao Madala is one of the Promoters of the Company and also one of the first Directors of the Company. Also He has been serving the Company as Whole time Director from initial period and is concerned with Accounts, Finance, Secretarial, Legal, Infrastructure Development, Human Resources and Maintenance departments of the Company.

Except Mr. Bhaskara Rao Madala and Mr. Srinivasa Rao Madala, none of the Directors or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice. Your Directors recommend the resolution for your approval

### **BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT**

#### **Item No. 2: Brief Profile of Directors seeking re-appointment at this AGM:**

a) Name:	Mr. Srinivasa Rao Madala
b) DIN:	01180342
c) Date of Birth:	01-06-1961
d) Date of Appointment:	27-12-1998
e) Designation:	Director (Non Executive Chairman)
f) Number of Shares held in the Company:	1366099 (8.12%)
g) Directorships & Committee memberships in other companies:	NIL
h) Directorships held in other Listed Companies:	NIL
i) Relationship with other Directors:	Bhaskara Rao Madala
j) Number of Board Meetings attended:	one
k) Experience and expertise in specific functional areas:	

Srini Madala is the Founder of SoftSol Inc. and the SoftSol group of companies. He served as the Chairman and CEO until early 2012, and is currently Chairman of the Board of the SoftSol group of companies. With more than 20 years of experience in the information technology industry, he developed SoftSol's global presence by successfully executing large mission-critical IT projects of well-known corporations and government organizations within and outside the United States.

Srini served on the Board of Directors at KQED, a nonprofit public media organization in San Francisco, and has also served the city of Monte Sereno in the capacity of Site and Architecture Commissioner. Srini is involved in multiple charitable activities, including personal contributions for nonprofits in health, education, and entrepreneurship. Srini has conceived and helped create Center for Community Development ([www.madala.org](http://www.madala.org)), at Varni, Nizamabad District, Telangana, a rural town in India to act as a catalyst for integrated development targeting a population of 500,000 in a 300 sq. mile area. As a Charter Member of TiE Silicon Valley, he assisted and mentored aspiring entrepreneurs.

1) Educational Qualifications:

An alumnus of the Stanford Graduate School of Business, Srini received his graduate diploma in Industrial Engineering from the National Institute of Industrial Engineering, Mumbai, and a Bachelor's degree in Mechanical Engineering from the National Institute of Technology, Warangal. He now resides in Monte Sereno with his wife and their two children.

On behalf of the Board of Directors

**Bhaskar Rao Madala**

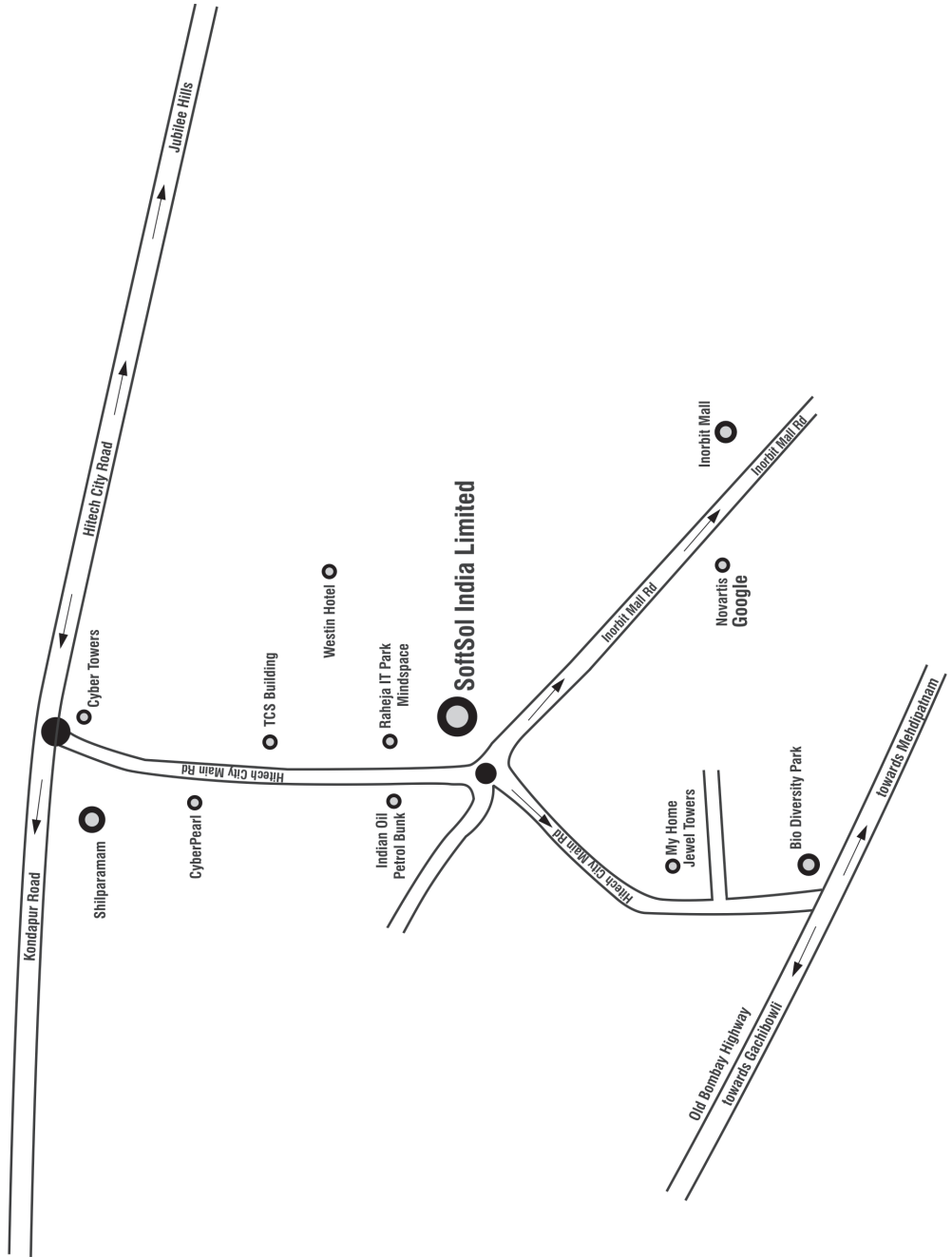
Whole time Director

Place: Hyderabad

Date: 14-08-2017

# SoftSol India Limited

Map to reach the Company Registered Office at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500081





**SOFTSOL INDIA LIMITED**

**(CIN: L7220TG1990PLC011771)**

**Regd. Off.: Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081.**

**Telephone: +91 (40) 30719500, Facsimile: + 91 (40) 30784306**

**E-mail: cs@softsol.com, Website: www.softsolindia.com**

**Share Transfer Agent:** M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032  
CIN : U74140TG2003PTC041636

**ATTENDANCE SLIP**

**27th Annual General Meeting**

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Friday, 29th day of September, 2017 at 10.00 a.m. at the Registered Office of the Company at Plot No. 4, Software Units Layout, Infocity, Madhapur, Hyderabad – 500 081, Telangana, India, or/any adjournment thereof.

Name of the attending Shareholder:.....  
(in block letters)

Name of the Proxy:.....  
(to be filled in if proxy attends)

Signature of Shareholder:.....

Signature of Proxy:.....

Registered Folio Number: or DP / Client ID No. ....  
.....

Number of Shares held: .....

Note:

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the entrance, affixing their signature on them.
  2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.
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**SOFTSOL INDIA LIMITED**

(CIN: L7220TG1990PLC011771)

**Regd. Off.: Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081.**

**Telephone: +91 (40) 30719500, Facsimile: + 91 (40) 30784306**

**E-mail: cs@softsol.net, Website: www.softsolindia.com**

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CIN : U74140TG2003PTC041636

**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 Shareholder(s):.....  
 Address of the Shareholder(s):.....  
 E-mail Id:.....  
 Folio No. / DP id & Client id: .....  
 I /We being the member(s) of ..... Shares of SoftSol India Limited, hereby appoint:

1. Name:.....  
 Address:.....  
 E-mail Id:.....  
 Signature:..... or failing him:
2. Name:.....  
 Address:.....  
 E-mail Id:.....  
 Signature:..... or failing him:
3. Name:.....  
 Address:.....  
 E-mail Id:.....  
 Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company at Friday, the 29th day of September, 2017 at 10.00 a.m. at the Registered Office of the Company at Plot No. 4, Software Units Layout, Infocity, Madhapur, Hyderabad – 500 081, Telangana, India, or/ any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive and adopt the audited financial statements of the Company (both standalone and consolidated) for the financial year ended on 31 March 2017 and together with the reports of the board of directors and auditors thereon.
2. To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN: 01180432), who retires by rotation and does not, offer him for re-appointment.
3. To appoint M/s. JVSL & Associates, Chartered Accountants (FRN: 015002S), as auditors of the company.
4. To re-appoint Mr. Bhaskara Rao Madala as whole time Director at the company.

Signed this.....day of September 2017 (Affix Revenue Stamp)

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

**Note:** The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.