



SOFTSOL INDIA LIMITED

CIN: L72200TG1990PLC011771

Regd Office: Plot No. 4, Software Units Layout,
Madhapur, Hyderabad - 500081, Telangana, India

Tel: +91 40 42568500, Fax: +91 40 42568600

Email: cs@softsol.com,

Website: www.softsolindia.com

19th September 2022

The Manager

The Department of Corporate Services

The Bombay Stock Exchange Limited

25th Floor, P. J. Towers, Dalal Street, Mumbai-400 001

Dear Sirs,

Sub: Addendum to the Notice of 32nd Annual General Meeting, its Original Notice dated 12th August 2022

Ref: Code: 532344 - SOFTSOL INDIA LIMITED

SOFTSOL INDIA LIMITED ("The Company") had issued a Notice (Original Notice), dated 12th August 2022 convening 32nd Annual General Meeting (AGM) to be held on Friday, 30th day of September, 2022 at 10.00 a.m.(IST) at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana, to transact two business items (2 Ordinary Business) as specified in the said notice.

We are herewith submitting the Addendum to the Notice dated 12th August 2022 convening 32nd Annual General Meeting of SOFTSOL INDIA LIMITED ("Company") scheduled to be held on Friday, 30th day of September, 2022 at 10.00 a.m.(IST) at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana and the following item of business is added in the aforesaid Notice as Item No. 3 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 12th August 2022 and the notes provided therein. This Addendum to the Notice convening 32nd Annual General Meeting for the Financial Year 2021-22, which is being sent to the Members, who have registered their email address with the Company/Depositors/RTA through electronic mode to whom the complete 32nd Annual Report along with the Notice of 32nd AGM had already sent on 3rd September 2022.

This Addendum to the Notice convening 32nd Annual General Meeting for the Financial Year 2021-22 will be available along with 32nd Annual Report including Notice convening 32nd Annual General Meeting on the Company's website: <https://softsolindia.com/investors/annual-reports/>

Thanking you & yours faithfully,

For SoftSol India Limited

Bhaskara Rao Madala, Whole time Director

Encl. as above, Copy to:

NSDL Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 13	CDSL Marathon Futurex, AWing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 13	KFin Technologies Ltd Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad -32
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SOFTSOL INDIA LIMITED

(CIN: L7220TG1990PLC011771)

Regd. Off: Plot No. 4, Software units layout, Madhapur, Hyderabad – 500 081

Ph. No. 040- 42568500, Fax: 040- 42568600

Email: cs@softsol.com, Website: www.softsolindia.com

ADDENDUM TO THE NOTICE OF THE 32nd ANNUAL GENERAL MEETING

SOFTSOL INDIA LIMITED (“The Company”) had issued a Notice (Original Notice), dated 12th August 2022 convening 32nd Annual General Meeting (AGM) to be held on Friday, 30th day of September, 2022 at 10.00 a.m.(IST) at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana, to transact two business items (2 Ordinary Business) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No. 3:

Addendum to the Notice dated 12th August 2022 convening 32nd Annual General Meeting of SOFTSOL INDIA LIMITED (“Company”) scheduled to be held Friday, 30th day of September, 2022 at 10.00 a.m.(IST) at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana and the following item of business is added in the aforesaid Notice as Item No. 3 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 12th August 2022 and the notes provided therein:

SPECIAL BUSINESS:

Item No. 03: Approval of Material Related Party Transaction(s) to be entered into with M/s FDR-2030 LLC, USA by M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary Company).

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and any other applicable laws/ statutory provisions, if any, including the provisions of Foreign Exchange Management Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered by M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary) with M/s. **FDR-2030 LLC, USA** by giving a loan for a value up to Three Million USD in in tranches during the next two financial years i.e. 2022-23 & 2023-24 as per the details given in the Explanatory Statement annexed hereto, and that the Board of Directors of M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary) and also Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required and also to delegate all or any of the powers conferred on it by or under this resolution to any

Committee of Directors of the Company and to take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

On behalf of the Board of Directors

Bhaskara Rao Madala (DIN: 00474589)
Whole time Director

Place: Hyderabad
Date: 19/09/2022

Registered Office: Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081
Bhaskara.Madala@softsol.com, www.softsolindia.com

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 32nd AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.softsolindia.com, website of the Stock Exchanges at www.bseindia.com and website of NSDL at <https://evoting.kfintech.com/public/Downloads.aspx>.
4. All the processes, notes and instructions relating to attending AGM and e-voting set out for and applicable for the ensuing 32nd AGM shall mutatis-mutandis apply to attending AGM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizer appointed for the ensuing 32nd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 32nd AGM.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013:

Item No: 03: Approval for Material transactions with related party by M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary):

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company and Pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act'), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), mandates prior approval of the shareholders through ordinary resolution for all

‘material’ Related Party Transactions (“Material RPT”) with effect from April 01, 2022. For this purpose, a transaction with a Related Party shall be considered ‘material’, if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ` 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. SEBI, vide its circular dated March 30, 2022, has clarified that a RPT approved by the Audit Committee prior to April 01, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders.

M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary) of the Company proposes to give from its surplus funds, a loan up to USD Three Million to M/s. FDR-2030 LLC, USA a related party in which Mr. Srinivasa Rao Madala, Director & Promoter is interested on the terms and conditions prevailing in the market and also in the best interests of the Company to generate revenue from the surplus funds. Accordingly, transaction(s) to be entered into with M/s. FDR-2030 LLC, USA comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

The relevant information pertaining to proposed transaction as required as per SEBI Circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

No	Description	Particulars
1	Details of Summary of information provided by the management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity	M/s. FDR-2030 LLC, USA (Interested by the Director & Promoter of the Company, Mr. Srinivasa Rao Madala)
b	Nature, duration/ tenure, material terms, terms, monetary value and particulars of contracts or arrangement	Proposal to give an Unsecured Loan of USD Three Million by the M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary) to M/s. FDR-2030 LLC, USA
	Loan amount	Three Million
	Currency of Loan	USD
	Interest Rate	5% per annum
	Tenure of Loan	Six Years, effective 1st Tranche remittance
	Repayment of Loan	At the end of the tenure (six years)
	Interest Payment	Yearly payment
	Pre-Payment	M/s. FDR-2030 LLC, USA has right to prepay entire loan or part of the amount.
	Security	Unsecured
c	Value of the proposed transactions	USD Three Million
d	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	32.31% (USD value taken at Rs.80)
e	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Srinivasa Rao Madala, Director & Promoter, Interested in beneficiary entity M/s. FDR-2030 LLC, USA
2	Justification for the transaction	To Generate additional revenue from surplus funds.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a	details of the source of funds in connection with the proposed	Surplus funds of M/s. SoftSol Resources Inc, USA (a Wholly Owned Subsidiary) from its internal

	transaction	accruals
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments – nature of indebtedness; – cost of funds; and – tenure	NA
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	As given in point 1 (b)
d	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPTs	For business Purpose
4	Details of Valuation Report or external party report, (if any) enclosed with the notice	NOT APPLICABLE
5	Any other information that may be relevant	NIL

The Audit Committee and the Board of Directors of the Company have approved the said material related party transactions on 19th September 2022 and proposed the same for approval of the Members of the Company.

The RPTs carried out with the above said related parties will be reported and reviewed on a quarterly basis to the Audit Committee and the Board of Directors of the Company.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of Listing Regulations.

Except Mr. Srinivasa Rao Madala, Director and Promoter, being interested in the proposed transactions, no other Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 03 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 03 of the Notice for approval of the Members.

On behalf of the Board of Directors

Bhaskara Rao Madala (DIN: 00474589)
Whole time Director

Place: Hyderabad

Date: 19/09/2022

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

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