



**SoftSol India Limited**

**34<sup>th</sup> | Annual Report  
2023-24**

## SoftSol India Limited

Board of Directors	Mr. Srinivasa Rao Madala Mr. Bhaskara Rao Madala Dr. Hanuman Chowdary Tripuraneni Mr. Subbiah Srinivasan Battina Mrs. Naga Padma Valli Kilari Mr. Veeraghavulu Kandula	Chairman (Non Executive) Whole Time Director Independent Director Independent Director Independent Director Independent Director
Chief Financial Officer	Mr. Koteswara Rao Yerragopi	
Company Secretary and Compliance Officer	Mr. Nagaraju Musinam(w.e.f 01.09.2023)	
Statutory Auditors'	M/s. Pavuluri & Co. Chartered Accountants, Hyderabad.	
Internal Auditors'	M/s. Balarami & Nagarjuna, Chartered Accountants, Hyderabad.	
Secretarial Auditors'	M/s. VBM Rao & Associates, Company Secretaries, Hyderabad	
Bankers	Axis Bank Limited, Begumpet, Hyderabad. State Bank of India, Madhapur, Hyderabad.	
Registered Office	Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081.	
CIN	L72200TG1990PLC011771  Telephone: +91 (40) 42568500 Facsimile: + 91 (40) 42568600 E-mail: <a href="mailto:cs@softsol.com">cs@softsol.com</a> Website: <a href="http://www.softsolindia.com">www.softsolindia.com</a>	
Registrars & Share Transfer Agent	KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.  Email id - <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> and / or <a href="https://ris.kfintech.com">https://ris.kfintech.com</a> New Toll free number - 1- 800-309-4001	

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## Notice of the 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting (“**AGM**”) of the members of SoftSol India Limited (CIN: L7220TG1990PLC011771) will be held on Wednesday, July 17, 2024 at 10.00 a.m. (IST) through Video Conference (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to transact the following business(es):

### Ordinary Business:

**Item No. 1:** To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the report of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted.”

**Item No. 2:** To re-appoint Mr. Bhaskar Rao Madala (DIN: 00474589), who retires by rotation as Director and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with Section 152 of the Companies Act, 2013, Mr. Bhaskar Rao Madala (DIN: 00474589), who retires by rotation as Director in this meeting be and is hereby re-appointed as a Director, liable to retire by rotation.”

### Special Business:

**Item No. 3: Continuation of Mr. Bhaskar Rao Madala (DIN: 00474589), as Whole Time Director of the Company:**

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

“**RESOLVED THAT** in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Bhaskar Rao Madala (DIN: 00474589), who has attained the age of Seventy Seven (77) years, be continued as Whole Time Director of the Company, liable to retire by rotation.”

**Item No. 4: Re-designation of Mr. Subbiah Srinivasan Battina (DIN: 00482513) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company:**

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

“**RESOLVED THAT** in accordance with Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in accordance with Regulation 17, 17(1A) (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to re-designate Mr. Subbiah Srinivasan Battina (DIN: 00482513) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from October 01, 2024.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, the approval of the Members of the Company be and is hereby accorded for the said re-designation and continuation of Mr. Subbiah Srinivasan Battina (DIN: 00482513) as a Non-Executive Non-Independent Director of the Company, who has attained the age of 78 (Seventy Eight) years.

**RESOLVED FURTHER THAT** Mr. Subbiah Srinivasan Battina (DIN: 00482513) shall be entitled to receive sitting fees for attending meetings of Board or Committees within the overall limits prescribed under the Act, as approved by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**Item No. 5: To appoint Mr. Rakesh Sri Vankina (DIN: 01873325) as Non-Executive Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and 161 read with Schedule IV and all applicable provisions of the Companies Act, 2013 (hereinafter referred as “**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to appoint Mr. Rakesh Sri Vankina (DIN: 01873325) as an Independent Director of the Company, who was appointed as an Additional Director in Non-Executive Independent Director Category, of the Company by the Board of Directors through resolution by circulation with effect from June 19, 2024 and who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of Listing Regulations, as amended from time to time, to the effect that he meets the criteria of independence, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. June 19, 2024 to June 18, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. Rakesh Sri Vankina (DIN: 01873325) shall be entitled to receive sitting fees for attending meetings of Board or Committees within the overall limits prescribed under the Act, as approved by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**Item No. 6: To approve the Material Related Party Transaction(s) with M/s. FDR-2030 LLC, USA by M/s. SoftSol Resources Inc, USA (Wholly Owned Subsidiary of the 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 applicable provisions of Companies Act, 2013 (“Act”) read with the rules framed thereunder and in accordance with Regulation 23 and all applicable provisions 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 enter into contract(s) / arrangement(s) / transaction(s) for granting an Unsecured Loan up to Three Million USD (together with the monies already granted), in tranches by M/s. SoftSol Resources Inc, USA (Wholly Owned Subsidiary of the Company) to M/s. FDR-2030 LLC, USA as more particularly given in explanatory statement, for a period of one year from the date of approval of this resolution,

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**On behalf of the Board of Directors  
For SoftSol India Limited**

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

Place: Hyderabad

Date: 19-06-2024

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

**Notes:**

- 1) This Annual General Meeting is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 14/2020 dt. 08.04.2020, 17/2020 dt. 13.04.2020, 20/2020 dt. 05.05.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.01.2021, 19/2021 dt. 08.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 05.05.2022, 10/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dt. 05.01.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 which allows the companies to hold the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without the physical presence of the Members at a common venue.
- 2) In compliance with applicable provisions of the Companies Act, 2013 (“Act”) read with the MCA Circulars and SEBI Circulars, the 34th Annual General Meeting of the Company is being conducted

through Video Conferencing or Other Audio Visual Means (“VC / OAVM”) (hereinafter referred to as “AGM”). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

- 3) The Company has appointed M/s KFin Technologies Limited (“KFIN”), Registrar and Transfer Agent of the Company, as the authorized agency to provide the VC/ OAVM facility for conducting AGM electronically and for voting through remote e-voting or through e-voting at the AGM.
- 4) Pursuant to the provisions of the Act, normally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Further as per the MCA and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State, or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.
- 5) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote either through remote e-voting or during the AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at [cs@bssandassociates.com](mailto:cs@bssandassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and company’s email id at [cs@softsol.com](mailto:cs@softsol.com).
- 6) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business(es) under Item No(s). 3,4,5 and 6 of the accompanying Notice, is given in the Annexure-1. The Board of Directors of the Company at its meeting held on June 19, 2024 considered all the businesses mentioned in the notice of the AGM as being unavoidable, and needed to be transacted at the 34th AGM of the Company.
- 7) The relevant details required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM are given in the Annexure-2.
- 8) The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Limited having office at Selenium Building, Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana, India.
- 9) **Attendance at the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://evoting.kfintech.com> by clicking “e-AGM - Video Conference & Streaming” and access the shareholders’/ members’ login by using the remote e-voting credentials which shall be provided as per Note No.20 below. Kindly refer to Note No.19 below for detailed instructions for participating in the AGM through Video Conferencing.
- 10) The Members can join the AGM 15 minutes before the meeting or within 15 minutes after the scheduled



time of the commencement of the AGM by following the procedure mentioned in the Notice.

- 11) As per the MCA Circular, facility of joining the AGM through VC / OAVM shall be available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors' etc.
- 12) A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 13) **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFin Technologies Limited. Kindly refer Note No.20 below for detailed instruction for remote-voting.
- 14) **Voting during the AGM:** Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through the e-voting system provided by KFin Technologies Limited in the Video Conferencing platform during the AGM. Kindly refer Note No.21 below for instruction for e-voting during the AGM.
- 15) The Company has fixed July 05, 2024 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.
- 16) The Register of Members and Transfer Book of the Company will be closed from July 11, 2024 to July 17, 2024 (both days inclusive).
- 17) In compliance with the aforesaid MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report for the financial year ended on March 31, 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at <https://softsolindia.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com>. The same is also available on the website of KFin Technologies Limited at their website address <https://evoting.kfintech.com>.
- 18) Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).
  - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.



- b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Limited by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
- ii. Those members who have registered their e-mail address, mobile no, postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

#### 19) Instructions to the Members for attending the AGM through Video Conference

- i. **For attending the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Limited. Members may login into its website link <https://emeetings.kfintech.com/loginv2.aspx> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.20 below.
- iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.
- iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.
- vii. **Submission of Questions / Queries prior to AGM:**
  - a) Members desiring any additional information with regard to Accounts / Annual Report or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., [cs@softsol.com](mailto:cs@softsol.com) and marking a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) mentioning their name, DP ID - Client ID/ Folio number atleast 2 days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as of cut-off date.
  - b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on

to the <https://emeetings.kfintech.com/loginv2.aspx>, by mentioning their name, demat account number/ folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.

viii. **Speaker Registration before AGM:** In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/loginv2.aspx> and click on ‘Speaker Registration’ during this period. Shareholders shall be provided with a ‘queue number’ before the AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the

Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No.19 (vii) above.

ix. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, can send an email to [cs@softsol.com](mailto:cs@softsol.com)

## 20. **Instructions for members for remote e-Voting:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Limited (‘remote e-voting’). Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

However, in pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote with out having to register again with the e-voting service provider (ESP) thereby not only facilitating seam less authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

i. The remote e-voting facility will be available during the following period:

(a). Day, date and time of commencement of remote e-voting July 14, 2024 (9.00A.M.IST) and ends on July 16, 2024 (5.00 P.M. IST).

b. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Limited upon expiry of aforesaid period.

ii. Details of Website: <https://evoting.kfintech.com>

iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being July 05, 2024. A person who is not a Member as on the cut-off date should

treat Notice of this Meeting for information purposes only.

iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on June 14, 2024 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after June 14, 2024 being the date reckoned for sending through email, the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e., July 05, 2024 may obtain the User Id and password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> 'e-voting Event Number + Folio number or DP ID Client ID to+91-9212993399.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID and Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.

c. Member may call KFin's Toll free number 1-800-3094-001. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

v. Details of persons to be contacted for issues relating to e-voting: Mr. K. Raj Kumar, Assistant Vice President -Corporate Registry, KFin Technologies Limited, Contact Toll Free No.:1800-3094-001.

vi. **Details of Scrutinizer:** Mr. Srikanth Somepalli, Partner, representing M/s. B S S & Associates, Practicing Company Secretaries has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

vii. A Member can opt only for 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

viii. The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:

Type of shareholders	Login Method
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	<p><b>1. User already registered for IDeAS facility:</b> Visit URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></p> <p>Click on the “Beneficial Owner” icon under Login under ‘IDeAS’ Section.</p> <p>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>Click on company name or e-voting service provider and you will be re-directed to e-voting service provider’s website for casting the vote during the remote e-voting period.</p>
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>2. User not registered for IDeAS e-Services:</b> To register click on link: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com</a></p> <p>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> Proceed with completing the required fields.</p> <p>Follow steps given in point 1</p>
	<p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b> Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>Click on the icon “Login” which is available under ‘Shareholder / Member’ Section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider’s name, i.e. KFintech</p> <p>On successful selection, you will be redirected to KFintech’s e-voting page for casting your vote during the remote e-voting period.</p>

Type of shareholders	Login Method
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	<p><b>1. Existing user who have opted for Easi/Easiest:</b>  Visit URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> Or URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></p> <p>Click on New System Myeasi: Login with your registered user id and password.</p> <p>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech's e-voting portal.</p> <p>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech's e-voting portal.</p> <p>Click one-Voting service provider's name to cast your vote.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>2. User not registered for Easi/Easiest:</b>  Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p>Proceed with completing the required fields.</p> <p>Follow the steps given in point 1</p>
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b>  Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>Provide your demat Account Number and PAN No.</p> <p>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-voting is in progress.</p>
<p><b>Type of shareholders</b></p>	<p><b>Login Method</b></p>

<p><b>Individual Shareholder login through their demat accounts /Website of Depository Participant</b></p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</p> <p>Once logged-in, you will be able to see e-voting option.</p> <p>Once you click one-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication where in you can see e-voting feature.</p> <p>Click on options available against company name ore-voting service provider’s name - KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Help desk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.:18001020990 and1800224430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

ix. **The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:**

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>.
- b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on “LOGIN”.

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z), one lower case(a-z), one numeric value(0-9) and a special character (like \*, #, @, 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.

- d. You need to login again with the new credentials.
- e. On successful login, the system will prompt you to select the e-voting Event Number for SoftSol India Limited.
- f. If you are holding shares in Demat form and had logged onto <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., July 05, 2024 under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as on the cut-off date.
- h. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j. 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.
- k. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
- m. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 ate-mail ID: [cs@bssandassociates.com](mailto:cs@bssandassociates.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@softsol.com](mailto:cs@softsol.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name \_EVENTNO.”

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download Section of <https://evoting.kfintech.com> or contact Mr. K. Raj Kumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001(tollfree).

- n. The Scrutinizer’s decision on the validity of the vote shall be final.
- o. Once the vote is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again during the AGM.



- p. The Scrutinizer shall, immediately after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM, and thereafter unlock the votes cast through remote e-Voting, and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall, then, be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- q. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://softsolindia.com/> and on the website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited, where the shares of the Company are listed. The result shall also be displayed on the Notice Board at the Registered Office of the Company.
- r. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the Resolutions

**21. Instructions for members for Voting during the AGM session:**

- i. The e-voting window shall be activated upon instructions of the Chairman of the meeting during the AGM.
- ii. e-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the AGM.
- iii. Members / shareholders, attending the AGM through Video Conference, who have not cast their vote on resolutions through Remote e-voting alone shall be eligible to cast their vote through e-voting system available during the AGM.
- iv. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.

**General Instructions and Information for Members / shareholders:**

22. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by June 30, 2023. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhar by June 30, 2023 or any other date as may be specified by the CBDT.

The folios in which PAN is / are not valid as on the notified cut-off date of October 1, 2023 or any other date as may be specified by the CBDT, shall also be frozen by the RTA and shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend after April 1, 2024.

23. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company

(including RTA).

24. **Update of Members' details:** Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFinTech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Limited.

Members are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., KFin Technologies Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at <https://softsolindia.com/investors/kyc-forms-for-physical-shares/> & also from the website of its Registrar and Share Transfer Agents i.e., KFin Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

25. The members / investors may send their complaints / queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: einward.ris@kfintech.com or to the Company's official E-mail id: cs@softsol.com.
26. The information/documents referred to in the Notice with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also requested to write to the Company on or before July 05, 2024 through email to cs@softsol.com for seeking information, If any, and the same will be replied by the Company suitably.
27. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/ P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
28. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin Technologies Limited (KFIN) for assistance in this regard.
29. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes.
30. Members may note that the Annual Report for the year 2023-24 is also available on the Company's website <https://softsolindia.com/investors/annual-reports/> for their download.
31. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 34th AGM and facility for those Members to participate in the AGM to cast vote through e-voting system during the AGM.
32. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners

- maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or casting vote through e-Voting system during the meeting.
33. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  34. During the 34th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.
  35. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://softsolindia.com/> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the shares of the company are listed.
  36. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.
  37. All the relevant documents as mentioned in the Notice and Explanatory Statement will be available for inspection at the Registered office of the Company till the date of AGM on all working days during business hours.

Annexure-1

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

The following Explanatory Statement(s), as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 6 of the accompanying Notice.

#### **Item No. 3:**

Mr. Bhaskar Rao Madala (DIN: 00474589), is the Whole Time Director of the Company who has attained the age of 77 years and in terms of provisions of the Companies Act, 2013, Mr. Bhaskar Rao Madala is liable to retire by rotation and being eligible, offers himself for re-appointment. Mr. Bhaskar Rao Madala is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner. Considering Mr. Bhaskar Rao Madala's seniority, expertise and vast experience, which has immensely benefited the Company, it is in the interest of the Company to continue to avail his valuable expertise and recommends the continuation of Mr. Bhaskar Rao Madala as Whole Time Director of the Company till his tenure ends i.e., November 01, 2026, liable to retire by rotation.

A brief profile of Mr. Bhaskar Rao Madala and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure-2 to this Notice.

~~The Board recommends the Special Resolution set out at Item No. 3 of the Notice for Continuation of Mr. Bhaskar Rao Madala as Whole Time Director of the Company for approval by the Members.~~

Except, Mr. Bhaskar Rao Madala and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

**Item No. 4:**

Mr. Subbiah Srinivasan Battina (DIN: 00482513), is appointed as a Non-Executive Independent Director in the 24th Annual General Meeting held on September 30, 2014 for a term of 5 years and after completion of his tenure in 2019, he was re-appointed as Independent Director in the 29th Annual General Meeting held on September 30, 2019 for a further period of 5 years till September 30, 2024.

To ensure compliance with the Composition of Board under the Companies Act, 2013 and Listing Regulations, it is proposed to re-designate him as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from October 1, 2024, upon completion of his second term of 5 years as an Independent Director.

Mr. Subbiah Srinivasan Battina is a B.com graduate and a qualified Chartered Accountant having an experience of 53 years. He is well-versed in the field of finance, accounts, auditing, internal control, audit system, income tax consultation. He has rendered professional services as statutory and internal auditor of small medium and large-scale companies, partnership firm, proprietary firms, NGOs and Educational institutions. He has also associated with a number of Charitable Institutions as adviser and as trustee. The Board is of the opinion that in the best interest of the Company, Mr. Subbiah Srinivasan Battina's rich and diverse experience is a valuable asset and his continued assistance as a Non-Executive Non-Independent Director on the Company's Board will add value and enrich the decision-making process.

The Board was aware of the fact that Mr. Subbiah Srinivasan Battina, is 78 years old (Date of Birth: May 05, 1945). The justification for recommending the appointment of Mr. Subbiah Srinivasan Battina as a Non-Executive and Non-Independent Director notwithstanding that he is 78 years old is that the Board believe that his specialized knowledge in financial matters, can be invaluable in making informed decisions about the Company's financial strategy and planning.

The Company has received consent from Mr. Subbiah Srinivasan Battina for his proposed appointment as a Non-Executive Non-Independent Director w.e.f October 01, 2024 in terms of Section 152 of the Companies Act, 2013 and confirmation that he is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Mr. Subbiah Srinivasan Battina, signifying his intention for proposing his candidature, for the office of Non-Executive Non-Independent Director of the Company.

A brief profile of Mr. Subbiah Srinivasan Battina and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure-2 to this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for Re-designation of Mr. Subbiah Srinivasan Battina from Non-Executive Independent Director to Non-Executive Non-independent Director of the Company for approval by the Members.

Except, Mr. Subbiah Srinivasan Battina and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 4 of the Notice.

**Item No. 5:**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors through resolution by circulation held on June 19, 2024 appointed Mr. Rakesh Sri Vankina (DIN: 01873325), who was appointed as an Additional Director in Non-Executive Independent Category.

In terms of the provisions of Section 161 of the Act, Mr. Rakesh Sri Vankina (DIN: 01873325) holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of Listing Regulations. Notices under the provisions of Section 160 of the Act have been received from a member signifying his/her intention to propose the candidature of Mr. Rakesh Sri Vankina (Din: 01873325) as Director of the Company.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company. In view of the above provisions, the proposal for appointment of Mr. Rakesh Sri Vankina (DIN: 01873325) as an Independent Director not liable to retire by rotation for a period of five consecutive years with effect from June 19, 2024, is placed before the members for their approval.

Mr. Rakesh Sri Vankina (DIN: 01873325) is not related to any other Director and Key Managerial Personnel of the Company. A brief profile of the Independent Director to be appointed is given below:

Mr. Rakesh Sri Vankina is an associate member of Institute of Chartered Accountants of India, with more than 30 years of experience working in finance field. The Board is of the opinion that his expertise in finance field will provide wider perspective which can contribute to the business growth and strategic development of the Company and can assist in achieving the objectives of the Company in the years to come. In the opinion of the Board, Mr. Rakesh Sri Vankina meets the fit and proper criteria and has the necessary knowledge, experience, skills and capabilities required for being appointed as an Independent Director. The Board hereby confirms that Mr. Rakesh Sri Vankina is not related and is independent of the management of the Company.

A brief profile of Mr. Rakesh Sri Vankina and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure-2 to this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for Appointment of Mr. Rakesh Sri Vankina as Non-Executive Independent Director of the Company for approval by the Members.

Except, Mr. Rakesh Sri Vankina and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.



**Item No. 6:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, Regulation 2(1)(zb) of the Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) has enhanced the definition of related party transaction. It is in the above context that, Resolution No. 6 is placed for the approval of the members of the Company.

As members are aware that SoftSol Resources INC, USA (hereinafter referred to as “SRI”) is the wholly owned subsidiary of the Company, and the management of SRI proposes to grant an unsecured loan to M/s. FDR-2030 LLC, USA, a body corporate incorporated outside India, by virtue of which, the Company has become a “related party” to this transaction as per Regulation 2(1)(zb) and (zc) of the Listing Regulations.

As the management of SRI decided to grant an Unsecured Loan up to Three Million USD in tranches to M/s. FDR-2030 LLC, USA for a period of one year from the date of approval of this resolution. The Management has provided the Audit Committee with the relevant details of proposed RPTs including rationale, material terms and other relevant details. The Audit Committee, after discussion and deliberation has granted approval for this Material Related Party Transaction by SRI. As this transaction is a Material Related Party it requires specific approval from the members under Regulation 23(4) and other applicable Listing Regulations.

Further details of the proposed transaction(s), are as follows:

S.no	Particulars	Description
1	A summary of the information provided by the management of the listed entity to the audit committee	
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. SoftSol Resources INC, USA (wholly owned subsidiary of the Company)
b)	Name of the director or KMP who is related	Mr. Srinivas Rao Madala and Mr. Subbiah Srinivasan Battina
c)	Type, material terms and particulars of the proposed transaction	Grant of Unsecured Loan up to Three Million USD by SRI to M/s. FDR-2030 LLC, USA
d)	Tenure	For a period of one year from the date of approval of this resolution
e)	Value of the proposed transactions	up to Three Million USD



f)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Not applicable
g)	RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis	Approximately 48.33% of SRI annual turnover for March 31, 2024
2	Justification for why the proposed transaction is in the interest of the listed entity	As detailed above
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Category of Loan – Unsecured Amount to be granted – upto Three Million USD
4	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not applicable
6	Any other information that may be relevant	Nil

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approving the Material Related Party Transaction(s) with M/s. FDR-2030 LLC, USA by M/s. SoftSol Resources Inc, USA (Wholly Owned Subsidiary of the Company) for approval by the Members.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) who is a party to the proposed transactions or not), shall vote to approve the resolution as specified in Item No. 6 of the Notice.

Mr. Srinivas Rao Madala and Mr. Subbiah Srinivasan Battina, Directors of the Company, hold directorships in SRI. Except them, none of the other Directors and Key Managerial Personnel of the company and their relatives is in any way concerned or interested financially or otherwise in the resolution, except to the extent of their designations and shareholding, if any, in SRI.

**On behalf of the Board of Directors  
For SoftSol India Limited**

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

Place: Hyderabad  
Date: 19-06-2024

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

Brief resume and additional information of Directors seeking appointment / re-appointment, at the Annual General Meeting of the Company as required under Secretarial Standard-2 notified under Section 118(10) of the Companies Act, 2013 and Regulation 36(3) of Listing Regulations:

<b>Name of the Director</b>	<b>Mr. Bhaskar Rao Madala</b>
DIN	00474589
Date of Birth & Age	November 05, 1946 & 77 years
Educational Qualifications	BSc, BEd
Experience & expertise in specific functional areas	Mr. Bhaskara Rao Madala is one of the Promoters of the Company and one of the first Directors of the Company. 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 since incorporation.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is the Uncle of Mr. Srinivasa Rao Madala (Chairman)
Nature of appointment (appointment / re-appointment)	Retires by rotation and offers himself for re-appointment
Terms and Conditions of appointment / re-appointment	Appointment as Whole Time Director subject to retirement by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	As detailed in the Corporate Governance Report
Date of first appointment on the Board	02/09/1995
Shareholding in the company	1069766 Equity Shares of Rs. 10 each (7.29%)
The number of Meetings of the Board attended in FY 2023-24	5 meetings out of 5
List of other companies in which directorship is held as on March 31, 2024	NIL
Chairman/Member of the Committees of the Board of the Other Companies in which he is a director as on March 31, 2024	NIL
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mr. Bhaskara Rao Madala is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

<b>Name of the Director</b>	<b>Mr. Subbiah Srinivasan Battina</b>
DIN	00482513
Date of Birth & Age	May 05, 1945 & 78 years
Educational Qualifications	B.Com. Chartered Accountant
Experience & expertise in specific functional areas	He is a practicing Chartered Accountant under the name and style of M/s. Srinivasan & Co., He renders professional services as statutory and internal auditor of, small medium and large-scale companies, partnership firm, proprietary firms, NGOs and Educational institutions. He renders consultancy services on financial matters, Income tax, Service tax and Sales tax issues to various types of businesses. He is also associated with a number of Charitable Institutions, an adviser and as trustee.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of appointment (appointment / re-appointment)	Appointment as Non-Executive Non-Independent Director, who is liable to retire by rotation
Terms and Conditions of appointment / re-appointment	As detailed in the resolution 4 and explanatory statement
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No remuneration is proposed except sitting fee for attending Board and Committee Meetings of the Company
Date of first appointment on the Board	September 11, 2001
Shareholding in the company (including shareholding as a beneficial owner)	Nil
The number of Meetings of the Board attended in FY 2023-24	5 meetings out of 5
List of other companies in which directorship is held as on March 31, 2024	Director in the following Companies: 1. Touchstone Fincap Limited 2. Touchstone Capital Limited 3. Suraj Laboratories Private Limited 4. Covance Softsol Limited 5. Veljan Denison Limited 6. Formatrix I.T Solutions (India) Private Limited
Chairman/Member of the Committees of the Board of the Other Companies in which he is a director as on March 31, 2024	Chairman of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and member in Corporate Social Responsibility Committee in Veljan Denison Limited
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	Veljan Denison Limited

Listed entities from which the person has resigned in the past three years	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mr. Subbiah Srinivasan Battina is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

<b>Name of the Director</b>	<b>Mr. Rakesh Sri Vankina</b>
DIN	01873325
Date of Birth & Age	July 08, 1960 & 64 years
Educational Qualifications	Chartered Accountant
Experience & expertise in specific functional areas	He is a qualified Chartered Accountant with over 30 years of experience in finance field
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of appointment (appointment / re-appointment)	Appointment as Non-Executive Independent Director for a term of 5 years, who is not liable to retire by rotation
Terms and Conditions of appointment / re-appointment	As detailed in the resolution 5 and explanatory statement
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No remuneration is proposed except sitting fee for attending Board and Committee Meetings of the Company
Date of first appointment on the Board	June 19, 2024
Shareholding in the company	Nil
Number of Meetings of the Board attended in FY 2023-24	Nil
List of other companies in which directorship is held as on March 31, 2024	Nil
Chairman/Member of the Committees of the Board of the Other Companies in which he is a director as on March 31, 2024	Nil
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mr. Rakesh Sri Vankina is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the explanatory statement above

**BOARD'S REPORT**

Dear Members,

Your Directors have pleasure in presenting the 34th Annual Report on the business and operations of your Company, for the year ended March 31, 2024.

**STATE OF COMPANY'S AFFAIRS****Review of Operations:**

The Company is engaged in the business of information and technology services and Infrastructural facilities including leasing of properties or spaces. During the year under review, your Company recorded turnover of Rs. 2455.89 lakhs from Business activities in comparison with previous year's turnover of Rs. 3152.52 Lakhs.

Your company achieved net profit of Rs. 1040.89 Lakhs for the year in comparison with the previous year's net profit of Rs. 605.48 Lakhs.

**Financial Highlights**

The Financial Highlights of the Company are as given hereunder

(Amount in Rs. Lakhs, unless otherwise stated)

	Standalone		Consolidated	
	For the financial year 2023-2024	For the financial year 2022-2023	For the financial year 2023-2024	For the financial year 2022-2023
Revenue from Operations	2455.89	3152.52	7468.43	8259.37
Other Income	886.93	736.77	886.37	(211.08)
<b>Total Revenue</b>	<b>3342.82</b>	<b>3889.29</b>	<b>8354.80</b>	<b>8048.29</b>
<b>Profit before Interest, Depreciation &amp; Tax (Before Exceptional Items)</b>	<b>1573.86</b>	<b>1376.62</b>	<b>1846.02</b>	<b>619.79</b>
Depreciation	206.15	156.68	225.33	181.88
Finance Costs	33.89	35.31	171.58	167.25
Profit before Tax (Before Exceptional Items)	1333.82	1184.63	1449.11	270.66
Exceptional Items	0	0	0	0
Current Tax	305.27	327.43	372.50	315.01
Deferred Tax	(12.35)	251.72	(12.35)	(52.33)
<b>Profit after Tax</b>	<b>1040.89</b>	<b>605.48</b>	<b>1,088.96</b>	<b>7.98</b>
EPS (Basic & Diluted) (in Rs.)	<b>7.05</b>	<b>4.10</b>	<b>7.38</b>	<b>0.05</b>

**FUTURE OUTLOOK & BUSINESS STRATEGY:****Industry Analysis:**

The software industry is expected to continue its robust growth, driven by the increasing adoption of cloud-based solutions, artificial intelligence, and data analytics. According to industry reports, software revenue is projected to grow at a rate of 10% annually through 2027.

The Infra industry is expected to continue its robust growth, driven by the increasing demand for digital transformation, and efficient property management systems. According to industry reports, the rental management system market size is projected to reach multimillion USD by 2031, with a CAGR of 15% from 2023 to 2031.

**Competitive Landscape:**

The software industry is highly competitive, with key players such as Microsoft, Salesforce, and Oracle. The Infra industry is highly competitive, with key players such as property management companies and software providers.

To differentiate ourselves, we will focus on developing innovative, customer-centric solutions that address specific industry needs.

**Business Strategy:**

Our strategy will focus on the following areas:

**Product Development:** We will continue to invest in our product portfolio, with a focus on AI-powered solutions and cloud-based services.

**Customer Acquisition and Retention:** We will enhance our customer support and implement targeted marketing campaigns to attract new customers and retain existing ones.

**Revenue Streams:** We will maintain a diversified revenue stream, including subscription-based models, licensing, and services.

**Financial Projections:**

We project revenue growth of 12% annually for the next three years, with a focus on maintaining profitability through efficient resource allocation and cost control.

**Challenges:**

We anticipate potential challenges from economic downturns and regulatory changes, but we are well-positioned to mitigate these risks through our diversified revenue streams and strong customer relationships.

**Opportunities:**

The software industry is a rapidly evolving sector, driven by technological advancements and changing business needs. While it presents numerous opportunities for growth and innovation, it also faces several risks and concerns that must be addressed to ensure success. We see opportunities in the growing demand for AI and data analytics, and we will invest in these areas to drive growth.

**Threats:**

**Software industry:**

The increasing threat of cybercrime, ransomware attacks, and data breaches poses significant risks to software companies, compromising customer data and intellectual property. As the industry is highly competitive there are chances of facing a shortage of skilled professionals, making it challenging for companies to attract and retain top talent.

**Infra industry:**

The entry of new competitors can disrupt the market and pose a threat to established infrastructure companies. Changes in laws, regulations, and permitting requirements can impact project timelines and costs. Economic downturns can impact project financing, leading to delays or cancellations of projects.

**Risks and concerns:**

Companies must identify, assess, and prioritize risks to develop strategies for mitigation and control and to protect the reputations by ensuring high-quality products and services, maintaining transparency, and addressing customer concerns promptly. To achieve this the Company has in place a Risk Management Policy in place.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT**

As the members are aware, the Company has proposed a Scheme of Arrangement for the demerger of its software and infrastructure businesses. This report provides detailed updates and changes that have occurred since the end of FY 2023-2024 until the date of this report.

**Update on Scheme of Arrangement for Demerger:**

The Board of Directors, in their meeting held on August 14, 2023 approved a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between SoftSol India Limited (“Demerged Company” or “SIL”) and its wholly owned subsidiary, Covance SoftSol Limited (“Resulting Company” or “CSL”) and their respective shareholders and creditors (“Scheme”). The Scheme inter-alia provided for (i). demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and the consequent issue of Equity shares by the Resulting Company to the shareholders of the Demerged Company pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in the Scheme and in compliance with Section 2(19AA) of IT Act (as defined hereinafter) as elaborated in Part IV of the Scheme; (ii). reduction and cancellation of the entire pre-scheme share capital of the Resulting Company; and (iii). various other matters consequential or otherwise integrally connected therewith.

The Company has obtained a No Objection Letter / observation letter dated January 16, 2024 from BSE Limited and consequently a petition for convening Equity shareholders meeting was made with the National Company Law Tribunal (“NCLT”), Hyderabad Bench. The Hon’ble NCLT vide Order dated April 05, 2024 in the Company Scheme Application No. CA (CAA) No. 6/230/HDB/2024 has ordered to conduct a meeting of Equity shareholders and the same was conducted on May 18, 2024 at 11.00 a.m. and the resolution for approving the Scheme of Arrangement was passed accordingly. The Company has filed a petition for sanction of Scheme with Hon’ble NCLT on May 27, 2024.

The accounting treatment shall be in compliance with Ind AS 103 Business Combinations. This will be a mirror demerger i.e., the shareholding of SIL shall mirror the shareholding of CSL. Consequent to obtaining all necessary approvals from NCLT, Stock Exchange and other statutory authorities, each shareholder of SIL shall be allotted one share of CSL for every share of SIL held by them on the Record Date (as may be decided). Subsequently the Equity shares of SIL shall continue to be listed on BSE Limited and Equity shares of CSL shall be listed on BSE Limited post requisite regulatory approvals.

The existing/pre-scheme share capital of CSL, held by the Company shall get cancelled/extinguished. This demerger recognizes the distinct market dynamics, customer segments, product offerings, and growth trajectories of each business to provide sharper focus, simplified decision-making, and enhanced agility.

Post Demerger, SIL will cease its software business and focuses solely on the infrastructure business. This included development and holding of properties and facilities, providing infrastructural facilities and leasing of properties or spaces. The Company will take necessary strategic steps for the growth of the business only in the line of infrastructure business. CSL shall focus on the Software business, services related software development and information technology. This will allow both companies to pursue independent growth trajectories in their respective domains. The goal is to create greater value for all stakeholders - customers, employees and investors.



**CHANGE IN THE NATURE OF BUSINESS**

There has been no material change in the nature of the business.

**ANNUAL RETURN**

The Annual Return as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company and can be accessed at <https://softsolindia.com/investors/annual-return/>.

**AMOUNTS TRANSFERRED TO RESERVES:**

During the year under review the Board does not transferred any amount to the Reserves.

**DIVIDEND**

The Directors have not recommended any dividend for this financial year.

**SHARE CAPITAL**

Authorised, Issued, Subscribed and Paid-up Capital:

There were no changes in the capital structure of the Company. As on March 31, 2024, the Authorised Share Capital was Rs. 50,00,00,000 divided into 5,00,00,000 Equity shares of Rs. 10/- each and the Issued, Subscribed and Paid-up Share Capital was Rs. Rs. 14,76,36,890/- divided into 1,47,63,689 Equity shares of Rs. 10/- each.

During the year under review, the Company did not issue any shares, including those with differential voting rights, nor did it grant stock options, sweat equity, or buyback of shares.

**DEPOSITS**

During the year the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. As on March 31, 2024, there are no unclaimed deposits with the Company. Further the Company has not defaulted in repayment of deposits or payment of interest thereon.

**SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES****Names of Companies which have become or ceased to be the subsidiaries, joint ventures or associate Companies during the year:**

As on March 31, 2024, the Company has two Wholly Owned Subsidiaries, namely M/s. SoftSol Resources Inc., USA and Covance SoftSol Limited. In accordance with Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations), M/s. SoftSol Resources Inc, USA is the material non-listed subsidiary. Covance SoftSol Limited was incorporated during the year under review, as a wholly-owned subsidiary on August 11, 2023.

There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiary.

**Review of Operations of Subsidiary(ies):**

Highlights of performance of SoftSol Resources Inc, USA: SoftSol Resources Inc., (SRI) a wholly owned subsidiary of your Company, recorded total revenue of US\$ 6,206,644 for the year ended March 31, 2024 in comparison with the previous year's revenue of US\$ 6,459,459. SRI recorded net Profit of US \$ 161,482 for the year ended March 31, 2024 in comparison with the previous year's net (Loss) of US\$ \$ (1,156,057). SRI has made a positive contribution to the Company's overall performance.

Highlights of performance of Covance SoftSol Limited: The Company was incorporated on August 11, 2023 for the purpose of demerging and vesting of the software business of the Company to the proposed wholly-owned subsidiary (the updates on the demerger are provided later in this Report). There were no operations in the Company for FY 2023-2024.

#### **Consolidated Financial Statements:**

As stipulated under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting Standards. The audited Consolidated Financial Statements together with Auditor’s Report form part of this Annual Report. The same is with unmodified opinion (unqualified).

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial performance of Wholly owned subsidiary in Form AOC-1 is attached as an Annexure -1 to this report.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **Details of Directors or Key Managerial Personnel who were appointed or resigned during the year:**

During the year under review, in the Board Meeting held on August 14, 2023, the Board approved the appointment of Mr. Musinam Nagaraju (ICSI ACS – 48209) as Company Secretary & Compliance Officer with effect from September 01, 2023 and approved the resignation of Mr. Baddam Laxman from the office of Company Secretary & Compliance Officer w.e.f. August 30, 2023.

Mr. Bhaskara Rao Madala was re-appointed as Whole time Director, in the 33rd AGM held on September 30, 2023 for a further period of 3 years w.e.f. November 01, 2023.

Except the above there has been no change in the Directors and Key Managerial Personnel of the Company.

None of the directors of the Company are disqualified under the provisions of the Companies Act, 2013 or under the provisions of Listing Regulations. The existing composition of the Company’s Board is fully in conformity with the applicable provisions of the Act 2013 and Listing Regulations.

##### **Number of Meetings of the Board:**

During the year under review, 5 Board Meetings were held and the intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

<b>Name of the Director</b>	<b>May 30, 2023</b>	<b>August 04, 2023</b>	<b>August 14, 2023</b>	<b>November 14, 2023</b>	<b>February 13, 2024</b>
Mr. Srinivasa Rao Madala	Present	Present	Present	Absent	Present
Mr. Bhaskara Rao Madala	Present	Present	Present	Present	Present
Dr. Hanuman Chowdary Tripuraneni	Present	Present	Present	Present	Present
Mr. Subbiah Srinivasan Battina	Present	Present	Present	Present	Present
Mrs. Naga Padma Valli Kilari	Present	Present	Present	Present	Present
Mr. Veeraghavulu Kandula	Present	Present	Present	Present	Present

**BOARD EVALUATION**

Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 and Listing Regulations, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees with the Company.

**INDEPENDENT DIRECTORS****A statement regarding opinion of Board with regard to integrity, expertise and experience of Independent Directors:**

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company possesses integrity, relevant expertise and experience required to best serve the interest of the Company. The Independent Directors have affirmed compliance with the Code for the Independent Directors mentioned in Schedule IV of the Companies Act, 2013.

**A Statement of Declaration by Independent Directors:**

The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Regulation 16(1) (b) of the Listing Regulations and the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

**Meeting of Independent Directors**

A separate meeting of the Independent Directors was held, inter-alia, to discuss evaluation of the performance of Non-Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

**PARTICULARS OF EMPLOYEES:**

In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules there under as amended from time to time is annexed as an Annexure - 2 to this Report.

There are no instances of employees who was in receipt of remuneration in excess of the limit prescribed in provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules made there under.

**HUMAN RESOURCES:**

Your Company consistently invests in the attraction, retention, and development of talent, recognizing the dynamic nature of the Human Resources field. As the global economy, technology, and societal values continue to evolve, our HR professionals stay ahead of the curve by crafting strategies for upskilling and reskilling employees. Additionally, we prioritize employee well-being and mental health support to foster a positive and supportive work environment.

The Company has 213 employees as of March 31, 2024 on permanent rolls. The employees' relation at all levels and at all units continued to be cordial during the year.

### **COMMITTEES OF THE BOARD**

The details of the following committees of the Board along with their composition and meetings held during the financial year 2023-24 are given in the Report on Corporate Governance forming part of this Report.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

### **NOMINATION AND REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 relating to the remuneration for the Directors (including criteria of making payments to Non-Executive Directors), Key Managerial Personnel, and other employees.

The Nomination and Remuneration Policy was formulated in compliance with Section 178 of the Companies Act, 2013 read with rules framed thereunder and the Listing Regulations. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Objective:** The objective of the policy is to guide the Board, in relation to appointment, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management, to evaluate the performance of the Directors, remuneration payable to the Directors, Key Managerial Personnel and Senior Management, so to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage and to guide succession plan for the Board and to regularly review the plan.

The Policy has been uploaded on the website of the Company at <https://softsolindia.com/investors/corporate-governance-policies>.

### **CORPORATE SOCIAL RESPONSIBILITY (“CSR”) POLICY**

During the year under review the Company spent the CSR amount against the statutory obligation with respect to CSR activities. The disclosure as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as Annexure - 3 to this Report.

The detailed CSR Policy has been uploaded on Company's website and can be accessed through the web-link <https://softsolindia.com/investors/corporate-governance-policies/>.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

As per the requirement of Section 177(9) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism called the 'Whistle Blower Policy' for Directors and Employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and the details of the Whistle Blower Policy has been uploaded on the Company's website and can be accessed through the web-link <https://softsolindia.com/investors/corporate-governance-policies/>.

**RISK MANAGEMENT POLICY**

We believe that effective risk management policy is critical to mitigate potential risks and ensure business continuity. In order to achieve this, the Company has in place Risk Management Policy as per requirement of the Listing Regulations and Section 134(3)(n) of the Companies Act, 2013, which requires the Company to lay down procedure for risk assessment and risk minimization. The Board of Directors, Audit committee and the Senior Management of the Company are periodically reviewing the policy and monitoring its implementation to ensure the optimization of business performance, to promote confidence amongst stake holders in the business processes, plan and meet strategic objectives and evaluate, tackle and resolve various risks associated with the Company.

**BORROWINGS**

The Company does not have any borrowings from Banks, Financial Institutions, Body Corporates or from any other persons.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

During the year under review, the Company has made the following investments or granted loans or provided security falling under the provisions of Section 186 of the Act:

Name of the Company	Amount (Rs. In Lakhs)	Full particulars of loans given, investment made or guarantee given or security provided	Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient
Covance SoftSol Limited	1	Invested as Subscription to Memorandum of Association	Not applicable

**DETAILS OF CREDIT RATING**

The Company was not assigned with any Credit Rating.

**SECRETARIAL STANDARDS**

Your Directors confirm that the Company has, during the year, complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

**LISTING OF SHARES:**

The Equity shares of the Company are listed on BSE Limited, Mumbai, which provides a wider access to the investors nationwide.

**AUDITOR'S AND THEIR REPORT(S):****Statutory Auditors':**

In accordance with the provisions of Companies Act, 2013, at the 33rd Annual General Meeting, the members approved for appointment of M/s. Pavuluri & Co., Chartered Accountants, Hyderabad (FRN: 012194S), as Statutory Auditors' of the Company, for a period of 5 years i.e. up to the conclusion of 38th Annual General Meeting.

There is no qualification or adverse remark in Auditors' report. As regards the comments made in the Auditors' Report, the Board is of the opinion that the same are self-explanatory and does not require further clarification.

There have been no instances of fraud reported by the Statutory Auditors' under Section 143(12) of the Act and Rules framed there under, either to the Company or to the Central Government. The notes on accounts referred to and the Auditors' Report are self explanatory and therefore do not call for any explanatory note.

**Internal Auditors’:**

M/s Balarami & Nagarjuna, Chartered Accountants, Hyderabad are the Internal Auditors’ of the Company who have conducted the internal audit of the Company for the FY 2023-2024, as required under Section 138 of the Act 2013 and the Companies (Accounts) Rules, 2014.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control System and suggests improvements to strengthen the same. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit function, Company undertakes corrective action in their respective areas and thereby strengthens the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the Company.

**Secretarial Auditors’:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has obtained Audit Report from M/s VBM Rao & Associates, Company Secretaries, Hyderabad (C.P. No. 5237), for the financial year 2023-24.

The Secretarial Audit Report is self-explanatory and therefore do not call for any explanation and the same is annexed as an Annexure - 4 to this Report.

**Cost Records:**

Maintenance of cost records as prescribed under the provisions of Section 148 of the Companies Act, 2013 are not applicable for the business activities carried out by the Company during the financial year.

**Cost Auditors’:**

As per section 148 read with Companies (Audit and Auditors) Rule, 2014 appointment of Cost Auditors are not applicable to the Company.

**EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK**

There are no qualifications, reservations or adverse remarks or disclaimers made –

- (i) by the Statutory Auditors’ in their report; and
- (ii) by the Secretarial Auditors’ in their report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Related Party Transactions that were entered into during the financial year are only with SoftSol Resources Inc, USA (a wholly owned Subsidiary Company). There are no other material Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The details of Related Party Transactions are provided in the accompanying Corporate Governance Report and Audited Financial Statements.

**INFORMATION REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 PERTAINING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

**(A) Conservation of Energy:**

Your Company's activities are service based, energy consumed is only in the nature of electrical consumption for use and maintenance of office appliances. However, the efforts of your Company are aimed at keeping the consumption levels to as low as practicable.

- 1) Steps taken for conservation of energy: The Company continues to work on reducing carbon footprint in all its areas of operations through initiatives like (a) green infrastructure, (b) green IT (data centers, laptops and servers etc, (c) operational energy efficiency.
- 2) Steps taken for utilizing alternate sources of energy/resources: Nil
- 3) Capital Investment on energy conservation equipments: Nil

**(B) Technology Absorption:**

Your Company not being engaged in any manufacturing activity, there is no material information to be provided in this regard.

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology.

- 1) Efforts made towards technology absorption: A continuous interaction and exchange of information in the industry is being maintained with a view to absorbing, adapting and innovating new methods that may be possible.
- 2) Benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable
- 3) Information regarding technology imported, during the last 3 years: Nil
- 4) Expenditure incurred on Research and Development: NIL

**(C) Foreign Exchange Earnings and Outgo:** Total foreign exchange earnings and outgo details during the year were

Particulars	For FY 2023-2024	For FY 2022-2023
Foreign Exchange Earnings	Rs. 4,52,30,902	Rs. 3,54,99,402
Foreign Exchange Outgo	Nil	Nil

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators / Courts / tribunals which would impact the going concern status of the Company and its future operations.

**TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF**

Pursuant to the provisions of Section 125 of Companies Act, 2013 the Unclaimed Dividend and interest thereon which remained unpaid/unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.



Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as applicable, all shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more will be transferred to IEPF. During the year under review, the Company is not required to transfer any amount to IEPF account.

### **FINANCE AND ACCOUNTS**

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2024 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024. The Notes to the Financial Statements forms an integral part of this Report.

### **FINANCIAL RATIOS**

The Key Financial Ratios with detailed explanations were disclosed in the Financial Statements, which forms part of this Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 134 (3) (c) of the Companies Act, 2013 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- (a) In the preparation of the annual financial statement, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

Your Company's internal financial control systems commensurate with the nature and size of its business operations. Your Company has maintained a proper and adequate system of internal financial controls. This ensures that all Assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorised, recorded and reported diligently.



The Audit Committee and Independent Internal Auditors', regularly review internal financial controls and operating systems and procedures for efficiency and effectiveness. The Internal Auditors' Reports are regularly reviewed by the Audit Committee of the Board.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has put in place a Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the requirement of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013'.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed off up to March 31, 2024 were as under:

Number of complaints received: 0

Number of complaints disposed off: 0

#### **THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

During the year under review, Company has not made any application under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

#### **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In accordance with Schedule V(B) of the Listing Regulations, the Management Discussion and Analysis Report forms part of this Report.

#### **CORPORATE GOVERNANCE:**

Your Company has always strived to maintain appropriate standards of good corporate governance. The report on corporate governance as stipulated under Schedule V (C) of the Listing Regulations forms as Annexure – 5 of this Report. The requisite certificate confirming compliance with the conditions of corporate governance as stipulated under the said clause is attached to this report.

#### **CORPORATE POLICIES**

The Listing Regulations mandate the formulation of certain policies for all Listed Companies. The Corporate Governance Policies are available on the Company's website at <https://softsolindia.com/investors/corporate-governance-policies/>. The policies are reviewed periodically by the Board and updated as needed.

#### **BUSINESS RESPONSIBILITY REPORT**

The Board of Directors of the Company hereby confirms that according to the provisions of Regulation 34(2) (f) of the Listing Regulations, the report on Business Responsibility Report is not mandatorily applicable to our Company, hence not annexed with Annual Report.

**GREEN INITIATIVES**

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 34th Annual General Meeting of the Company including the Annual Report for Financial Year 2023-24 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

**APPRECIATION:**

The Board of Directors, wish to place on record its sincere appreciation for the support and co-operation received from all its stakeholders including customers, promoters, shareholders, bankers, suppliers, auditors, various departments/ agencies of Central/State Government and other business associates of the Company. Your Board recognizes and appreciates the contributions made by all employees at all level that ensure sustained performance in a challenging environment.

On behalf of the Board of Directors  
**For SoftSol India Limited**

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

**Dr. Hanuman Chowdary Tripuraneni**  
**Director**  
**(DIN: 00107006)**

Place: Hyderabad  
Date: 29-05-2024

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

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

## Part "A": Subsidiaries

Name of the Subsidiary	Softsol Resources Inc, USA	Covance Softsol Limited
Date since when subsidiary was acquired	January 11, 1993	August 11, 2023
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2024	March 31, 2024
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	USD	INR
Share capital	US \$ 1,312,000	Rs. 1,00,000/-
Reserves & surplus	US \$ 4,793,596	Rs. (15,35,387)/-
Total assets	US \$ 16,736,401	Rs. 1,00,000/-
Total Liabilities (excluding Share Capital and Reserves and Surplus)	US \$ 10,630,805	Rs. 15,35,387/-
Investments	US \$ 12,265,894	0
Turnover	US \$ 6,206,644	0
Profit / (Loss) before taxation	US \$ 161,482	Rs. (15,35,387)/-
Provision for taxation	US \$ 81,288	0
Profit / (Loss) after taxation	US \$ 80,194	Rs. (15,35,387)/-
Proposed Dividend	0	0
Extent of shareholding (in percentage)	100%	100%

1. Names of subsidiaries which are yet to commence operation: NIL

2. Names of subsidiaries which have been liquidated or sold during the year: NIL

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint ventures

There are no associate companies and joint ventures during the current financial year.

On behalf of the Board of Directors

**For SOFTSOL INDIA LIMITED**

**Bhaskara Rao Madala**

Whole time Director

DIN: 00474589

**Dr. Hanuman Chowdary Tripuraneni**

Director

DIN: 00107006

**Nagaraju Musinam**

Company Secretary

**Koteswara Rao Yerragopi**

Chief Financial Officer

Place: Hyderabad

Date: 29-05-2024

## Annexure - 2

**Details as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:**

1	The Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the FY 2023-2024	3.39 times
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the FY 2023-2024	Whole time director-12.5% CFO-20%
3	The percentage increase in the median remuneration of employees in the financial year	10%
4	The number of permanent employees on the rolls of the Company.	213
5	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	10%
6	Affirmation that the remuneration is as per the remuneration policy of the Company	YES

**On behalf of the Board of Directors  
For SOFTSOL INDIA LIMITED**

**Bhaskara Rao Madala**  
**Whole time Director**  
DIN: 00474589

**Dr. Hanuman Chowdary Tripuraneni**  
**Director**  
DIN: 00107006

Place: Hyderabad  
Date: 29-05-2024

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

(Pursuant to Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014)

**1. Brief outline of the Corporate Social Responsibility (CSR) Policy:**

The Company's Corporate Social Responsibility (CSR) vision is to make concerted efforts towards promotion of education, sanitation and making available safe drinking water, employment enhancing vocation skills, empowering women and rural development projects etc.

**2. Composition of the CSR Committee:**

S.No	Name of Director	Designation	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Mr. Subbiah Srinivasan Battina	Independent Director & Chairman	1	1
2	Mr. Srinivasa Rao Madala	Non-Executive Director & Member	1	1
3	Mr. Veeraghavulu Kandula	Independent Director & Member	1	1
4	Mrs. Naga Padma Valli Kilari	Independent Director & Member	1	1

**3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:**

<https://softsolindia.com/investors/corporate-governance-policies/>

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

Not applicable for the financial year under review.

**5. (a) Average net profit of the company as per sub-section (5) of section 135: Rs. 10,39,19,190/-**

**(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 20,78,385/-**

**(c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: 0**

**(d) Amount required to be set off for the financial year, if any: 0**

**(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 20,78,385**

**6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 21,47,642/-**

**(b) Amount spent in Administrative overheads: 0**

**(c) Amount spent on Impact Assessment, if applicable: 0**

**(d) Total amount spent for the Financial Year [(a)+(b)+(c): Rs. 21,47,642/-**

**(e) CSR amount spent or unspent for the Financial Year:**

Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 21,47,642/-	-	-	-	-	-

**(f) Excess amount for set off, if any: 0**

S.No.	Particulars	Amount (in Rs)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 20,78,385
(ii)	Total amount spent for the Financial Year	Rs. 21,47,642
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 69,257
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 69,257

**7. Details of Unspent CSR amount for the preceding three financial years:**

S.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial year (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Not Applicable							

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No**

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable.

On behalf of the Board of Directors  
For SoftSol India Limited

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

**B. S. Srinivasan**  
(DIN: 00482513)  
Director and Chairman of CSR Committee

Place: Hyderabad  
Date: 29/05/2024

**SECRETARIAL AUDIT REPORT**

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31-03-2024

The Members,  
SoftSol India Limited  
(CIN: L72200TG1990PLC011771)  
Plot No. 4, Software Units Layout, Madhapur  
Hyderabad - 500 081, Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SOFTSOL INDIA LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms, and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of the secretarial audit, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31-03-2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31-03-2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations (as amended from time to time) and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other laws applicable specifically to the Company, namely:
  - (a) Information Technology (IT) Act, 2005;
  - (b) Software Technology Parks of India (STPI) rules and regulations.

I have also examined compliance with the applicable clauses of the a) Secretarial Standards issued by The Institute of Company Secretaries of India b) The Listing Agreements entered into with Bombay Stock Exchange Limited.

I report that during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that, there were no events/actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.



- b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013.
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. (Not applicable to the Company)
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

requiring compliance thereof by the Company during the audit period.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules regulations, and guidelines.

The Board of Directors of the Company, in its meeting held on 14.08.2023 approved a Scheme of Arrangement between SoftSol India Limited (Demerged Company) and Covance SoftSol Limited (Resulting Company) a wholly owned subsidiary of the Company and their respective shareholders and creditors (“Scheme”). The Scheme inter-alia provides for the transfer and vesting of Software Business Undertaking by the Demerged Company to the Resulting Company and issuance and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company in consideration of the transfer of Software Business Undertaking. The Scheme is subject to receipt of regulatory and other approvals.

**For VBM Rao & Associates**

Company Secretaries

**M. Vijaya Bhaskara Rao**

Company Secretary in Practice

FCS No. 6273, CP No. 5237

UDIN: F006273E000801826

Place: Hyderabad

Date: 29.05.2024

**Annexure (Integral part of Secretarial Audit Report)**

The Members,  
SoftSol India Limited (CIN: L72200TG1990PLC011771)

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For VBM Rao & Associates**  
**Company Secretaries**

**M. Vijaya Bhaskara Rao**  
Company Secretary in Practice  
FCS No. 6273, CP No. 5237,  
UDIN: F006273F000479009

Place: Hyderabad  
Date: 29/05/2024

**ANNUAL SECRETARIAL COMPLIANCE REPORT of SOFTSOL INDIA LIMITED  
(CIN:L72200TG1990PLC011771) for the year ended 31st March 2024.**

We, VBM Rao & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by SoftSol India Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2024 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable in relevant Financial Year 2023-24)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable in relevant Financial Year 2023-24)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable in relevant Financial Year 2023-24)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable in relevant Financial Year 2023-24)**
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable in relevant Financial Year 2023-24)**
- h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable in relevant Financial Year 2023-24)**
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-

2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	Yes Yes Yes	-  -
4.	<p><b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes Yes	-  -
6.	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Yes	-  -
9.	<p><b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-

<b>10.</b>	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	SDD Software in place, and started working on it.
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	-
<b>12.</b>	<b>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the FY, the listed entity and /or its material subsidiary has / have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR regulations by the listed entities	NA	No such instance occurred during the audit period
<b>13.</b>	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NONE	-

Based on the above, examination, we hereby report that, during the period under Review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
NIL										

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations Made in the Secretarial compliance report for the year Ended (the Years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

Assumptions & Limitations of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **VBM Rao & Associates**  
**Company Secretaries**

**M. Vijaya Bhaskara Rao**  
Company Secretary in Practice  
FCS No. 6273, CP No. 5237  
UDIN: F006273F000478668

Place: Hyderabad  
Date: 29/05/2024

## CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024. A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "Listing Regulations") is given below:

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors of the Company is committed to the consistent adherence to the Corporate Governance code and constant review of the Board processes, practices and the management systems to maintain a greater degree of responsibility and accountability.

### BOARD OF DIRECTORS

#### Size and Composition of the Board:

The Board of Directors of the Company comprises of Six (6) members, of which Four (4) are Non-Executive & Independent Directors, out of which One (1) is a Women Independent Director. None of the Directors on the Board holds directorships in more than ten Public Limited Companies. Further, none of them is a Member of more than ten committees or Chairman / Chairperson of more than five Committees across all Public Limited Companies in which he/she is a director. The necessary disclosures regarding Committee positions have been made by the Directors. The Chairman is a Non-Executive Director. The number of Non-Executive & Independent Directors is more than half of the Board's total strength. All Non-Executive & Independent Directors comply with the legal requirements of being 'Independent'.

#### Composition and Memberships of other Boards / Board Committees:

The Composition of the Board of Directors and their attendance at Board Meetings during the financial year 2023-2024 and at the last Annual General Meeting are given below:

Name of the Director	Category	Designation	Board Meetings held	Board Meetings attended	Last AGM
Mr. Srinivasa Rao Madala	Promoter Director (Non-Executive)	Chairman	5	4	No
Mr. Bhaskara Rao Madala	Promoter Director (Executive)	Whole time Director	5	5	Yes
Dr. Hanuman Chowdary Tripuraneni	Non-promoter Non-Executive Director	Independent Director	5	5	Yes
Mr. Subbiah Srinivasan Battina	Non-promoter Non-Executive Director	Independent Director	5	5	Yes
Mrs. Naga Padma Valli Kilari	Non-promoter Non-Executive Director	Independent Director	5	5	Yes
Mr. Veeraghavulu Kandula	Non-promoter Non-Executive Director	Independent Director	5	5	Yes



Details of number of Directorships and Committee Memberships held by Directors in other Companies as on March 31, 2024:

Name of the Director	*Number of Directorships in other Public Limited / Listed Companies		**Committee	
	Chairman	Member	Chairman	Member
Mr. Srinivasa Rao Madala	Nil	Nil	Nil	Nil
Mr. Bhaskara Rao Madala	Nil	(one unlisted public)	Nil	Nil
Dr. Hanuman Chowdary Tripuraneni	Nil	3 (one listed, two unlisted public)	Nil	1
Mr. Subbiah Srinivasan Battina	Nil	4 (one listed, three unlisted public)	2	Nil
Mrs. Naga Padma Valli Kilari	Nil	1 (one unlisted public)	Nil	Nil
Mr. Veeraghavulu Kandula	Nil	Nil	Nil	Nil

Dr. Hanuman Chowdary Tripuraneni is an Independent Director in Tera Software Limited, a listed Company  
Mr. Subbiah Srinivasan Battina is an Independent Director in Veljan Denison Limited, a listed Company.

*\*Excludes Directorships / Chairmanships in Associations, Private Limited Companies, Section 8 Companies, Foreign Companies, Government Companies and Alternate Directorships.*

*\*\*As per Regulation 26(1) of Listing Regulations, Committees means only Audit Committee and Stakeholder Relationship Committee.*

#### **Relationship between Directors:**

Out of 6 Directors 2 Directors are related Directors viz: Mr. Srinivasa Rao Madala, Non-Executive Chairman and Mr. Bhaskara Rao Madala, Whole time Director. None of the other Directors are related with each other.

#### **Shareholding of the Directors in the Company as on 31 March 2024:**

As on March 31, 2024 other than Mr. Srinivasa Rao Madala - Director (30,015 Shares – 0.20%) and Mr. Bhaskara Rao Madala – Whole time Director (1069766 Shares - 7.25%) none of the other Directors of the Company holds shares of the Company.

#### **Information and Compliance:**

The information as required under Regulation 17(7) of the Listing Regulations is being made available periodically to the Board.

The Board periodically reviews the compliance status of the Company. The Company has adopted the Code of Conduct for Executive Directors, Senior Management Personnel and other Executives of the Company.

**Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices:**

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code). All our Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company are governed under this Insider Trading Code.

**Chart or matrix setting out skills/expertise/competence of Board of Directors**

Name of the Director	List of core skills/expertise/competencies identified by the Board of Directors as required in the context our business and sector to function effectively and available with the Board along with the names of Directors who have such skills/expertise/competencies			
	Planning	Technical	Finance/ Accounts/ Taxation / Legal	Marketing/ Admin
Mr. Srinivasa Rao Madala	Yes	Yes	-	Yes
Mr. Bhaskara Rao Madala	-	-	Yes	Yes
Dr. T. Hanuman Chowdary	Yes	Yes	Yes	-
Mr. Subbiah Srinivasan Battina	Yes	-	Yes	-
Mrs. Naga Padma Valli Kilari	-	Yes	-	-
Mr. Veeraghavulu Kandula	-	-	Yes	-

**Minimum information being placed before the Board & Board procedure:**

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company. Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting of the Board. Video-conferencing facilities are used to facilitate Directors to participate in the meetings.

**Board Procedure:**

The calendar of meetings of the Board of Directors is determined well in advance and Notices of the Meetings of the Board are issued by the Company Secretary on the advice and guidance of the Whole Time Director. The agenda and notes thereon are finalised by the Whole Time Director and circulated sufficiently in advance by the Company Secretary. During the financial year, Board of Directors of the Company met 5 times on May 30, 2023, August 04, 2023, August 14, 2023, November 14, 2023 and February 13, 2024.

Elaborate and meticulous deliberations take place at the meetings of the Board; all relevant information is put up to the Board and comprehensive presentations are made to it to facilitate considered and informed decision making. Heads of the business verticals also attend the meetings of the Board as invitees to provide a better perspective on the operations. The time gap between two meetings of the Board did not exceed 120 days..

**Independent Directors:**

The Independent Directors of the Company have been appointed in terms of the requirements of the Companies Act, 2013 and the Listing Regulations.

The Company has received declaration(s) from the Independent Directors pursuant to Section 149(7) confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1) (b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Director(s) have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has complied with the definition of Independence as per Regulation 16 (1) (b) of the Listing Regulations read with Section 149 (6) of the Companies Act, 2013.

**Familiarization Programme for Independent Directors:**

The Company follows a well-structured induction programme for orientation and training of Directors at the time of their joining so as to provide them with an opportunity to familiarise themselves with the Company, its management, its operations and the industry in which the Company operates.

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company.

The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, the Listing Regulations and other relevant regulations and affirmation taken with respect to the same.

The induction programme includes:

- 1) For each Director, a one to one discussion with the Whole Time Director to familiarise the former with the Company's operations.
- 2) An opportunity to interact with the CFO & Company Secretary, business heads and other senior officials of the Company, who also make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The Company is committed to offering ongoing support to its Independent Director(s) through the implementation of familiarization programmes. The details of the familiarization programmes can be accessed on the Company's corporate website through the web-link <https://softsolindia.com/wp-content/uploads/simple-file-list/Directors-and-KMPs/Details-of-Familiarization-Programme.pdf>.

**Independent Directors Meeting:**

In Compliance with the Companies Act, 2013 and Regulation 25 of the Listing Regulations, the Independent Directors Meeting of the Company was held on August 14, 2023 Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board. Dr. Hanuman Chowdary Tripuraneni is the Chairman of Independent Directors Meeting.

**Confirmation of Board for the independence of Independent Directors:**

In terms of (i) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors hereby declares that the Independent Directors of the Company fulfill the conditions specified in Listing Regulations and Section 149 (6) of the Companies Act, 2013 and in the Opinion of Board, the Independent Directors are independent of the Management.

**Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his / her tenure:**

During the Financial Year ended March 31, 2024 no Independent Director resigned before the expiry of his / her tenure.

**Code of Conduct:**

Code of Conduct laid down by the Board of Directors is applicable to all the Directors and Senior Management of the Company. The Code of Conduct is posted on the Company's website <https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/code-of-conduct-for-directors-and-smp.pdf>. All the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2024.

**COMMITTEES OF THE BOARD**

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

**AUDIT COMMITTEE**

The Company has an independent Audit Committee as per the requirement of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. The composition, procedure, Role / Function of the Committee complies with the requirements of the Companies Act, 2013 as well as those of the Listing Regulations. The brief terms of reference of the Audit Committee includes the following:

- Overseeing the Company's financial report process and the disclosure of its financial information's.
- To review quarterly, half yearly and Annual Financial results before submission to the Board.
- To review the statement of significant related party transactions submitted by management.
- To review the adequacy of internal control systems with the management, external & internal auditors.
- Discussion with external auditors about the nature and scope of audit including their observation.
- To investigate into any matter referred to by the Board.

**Composition and Attendance:**

Audit Committee consists of three Non-Executive Independent Directors and one Non-Executive Non-Independent Director. During the year under review, the Audit Committee met 4 times on May 30, 2023, August 14, 2023, November 14, 2023 and February 13, 2024. Present members of the Committee and the meetings attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Subbiah Srinivasan Battina	Independent Director	Chairman	4	4
Mrs. Naga Padma Valli Kilari	Independent Director	Member	4	4
Mr. Veeraghavulu Kandula	Independent Director	Member	4	4
Mr. Srinivasa Rao Madala	Non-Executive Director	Member	4	3

The \*Company Secretary acts as the Secretary to the Committee. All the Members of the Committee are well versed in finance, accounts, company law and general business practices.

*\*Note: Mr. Baddam Laxman (ACS – 20625) resigned on August 30, 2023 and Mr. Musinam Nagaraju (ACS – 48209) with effect from September 01, 2023 has been appointed as Company Secretary & Compliance Officer.*

Head of the Finance and Accounts Department (CFO), representative of the Statutory Auditors and other executives as are considered necessary, attended meetings of the Audit Committee.

The Chairman of the Audit Committee attended the Annual General Meeting held on September 30, 2023 to address the shareholder's queries.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors. During the year under review, the Nomination and Remuneration Committee met 1 time on August 14, 2023. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Veeraghavulu Kandula	Independent Director	Chairman	1	1
Mr. Subbiah Srinivasan Battina	Independent Director	Member	1	1
Mrs. Naga Padma Valli Kilari	Independent Director	Member	1	1

The \*Company Secretary acts as the Secretary to the Committee.

*\*Note: Mr. Baddam Laxman (ACS – 20625) resigned on August 30, 2023 and Mr. Musinam Nagaraju (ACS – 48209) with effect from September 01, 2023 has been appointed as Company Secretary & Compliance Officer.*

The Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting held on September 30, 2023 to address the shareholder's queries.

#### **The role of Nomination and Remuneration Committee is –**

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **Performance Evaluation Criteria for Independent Directors:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. Separate exercise was carried out to evaluate the performance of Non-Independent Directors including the Chairman of the Board who were evaluated on parameters such as Key achievements, short term and long term targets, challenges faced, Implementation of Strategic decisions, organizational success, participation and attendance in Board and Committee Meetings etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

Independent Directors were evaluated on the parameters such as attendance and participation in the meetings and timely inputs on the minutes of the meetings, adherence to ethical standards & code of conduct of the Company, disclosure of non-independence, as and when exists and disclosure of interest, interpersonal relations with other Directors and Management, understanding of the Company and the external environment in which it operates and contribution to strategic direction, safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Company is constituted in accordance with Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of three Non-Executive Independent Directors. During the year under review, the Stakeholders Relationship Committee met 1 time on February 13, 2024. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	No. of Committee Meetings held	No. of Committee Meetings attended
Mrs. Naga Padma Valli Kilari	Independent Director	Chairperson	1	1
Mr. Subbiah Srinivasan Battina	Independent Director	Member	1	1
Mr. Veeraghavulu Kandula	Independent Director	Member	1	1

The \*Company Secretary acts as the Secretary to the Committee.

*\*Note: Mr. Baddam Laxman (ACS – 20625) resigned on August 30, 2023 and Mr. Musinam Nagaraju (ACS – 48209) with effect from September 01, 2023 has been appointed as Company Secretary & Compliance Officer.*

The Chairman of the Stakeholders Relationship Committee attended the Annual General Meeting held on September 30, 2023 to address the shareholder's queries.

#### **The role of Stakeholders Relationship Committee is –**

The Company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the transfer of Equity shares/transmission of Equity shares /issuance of duplicate Equity share certificates, complaints received from the shareholders of the Company and other allied connected matters.

#### **Status of complaints of shareholders/investors is as under:**

Complaints pending as on April 01, 2023	0
Number of complaints received during year	5
Number of complaints attended to/resolved during the year	5
Complaints pending as on March 31, 2024	0

**Compliance Officer:** Mr. Musinam Nagaraju, Company Secretary  
Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081  
Telephone: + 91 (40) 42568500, Facsimile: + 91 (40) 42568600  
E-mail: cs@softsol.com, Website: www.softsolindia.com

#### **RISK MANAGEMENT COMMITTEE**

The provisions of Regulation 20 of the Listing Regulations are not applicable to the Company during the year under review.



**SENIOR MANAGEMENT****Particulars of Senior Management:**

Name	Designation	Date of joining / redesignation / resignation (if any)	Department
Koteswara Rao Yerragopi	Chief Financial Officer	November 03, 2020	Finance
Musinam Nagaraju	Company Secretary	September 01, 2023	Legal and Secretarial
Nagamani Y	Head – HR and Operations	August 01, 2013	HR
Srinivas Manne	Delivery Head	December 13, 2023	IT

**Changes therein in the Senior Management since the close of the previous financial year:** Mr. Baddam Laxman, Company Secretary (ACS – 20625) resigned on August 30, 2023

**OTHER COMMITTEES****CORPORATE SOCIAL RESPONSIBILITY (“CSR”) COMMITTEE**

The Corporate Social Responsibility Committee is constituted in accordance with Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of three Non-Executive Independent Directors and one Non-Executive Non-Independent Director. During the year under review, the Corporate Social Responsibility Committee met 1 time on May 30, 2023. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Subbiah Srinivasan Battina	Independent Director	Chairman	1	1
Mr. Veeraghavulu Kandula	Independent Director	Member	1	1
Mrs. Naga Padma Valli Kilari	Independent Director	Member	1	1
Mr. Srinivasa Rao Madala	Non-Executive Director	Member	1	1

The composition of CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The terms of reference of the CSR Committee broadly comprises to review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress. The detailed CSR Policy has also been uploaded on Company’s Website.

**The terms of reference of the Committee are as under:**

The Committee shall carry out the following functions:

- a) recommend the CSR Policy to the Board of Directors of the Company (“Board”);
- b) identify the projects/activities to be undertaken by the Company for CSR;
- c) recommend to the Board CSR Activities to be undertaken along with detailed plan;
- d) modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
- e) monitor the CSR Policy of the Company from time to time;
- f) ensure compliance of CSR Policy and the CSR Rules;
- g) such other functions as may be delegated and/or assigned by the Board from time to time.

**REMUNERATION OF DIRECTORS****(a) Pecuniary relationship or transactions:**

During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Directors apart from sitting fees.

**(b) Criteria of making payments to Non-Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings attended by them, of such sum as may be approved by the Board of Directors / Members of the Company within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

The Overall sitting fees are reasonable and commensurating with the responsibilities, time spent in Board and Committee meetings by the Non-Executive Directors.

**(c) Disclosures with respect to remuneration to Executive Directors:**

Mr. Bhaskara Rao Madala was re-appointed as a Whole time Director for a period of 3 years with effect from November 01, 2023 at a remuneration of up to Rs. 2,00,000/- per month in the 33rd Annual General Meeting held on September 30, 2023 with the approval of the members.

The details of remuneration and sitting fees paid or provided to each of the Directors during the year 2023-24 as required under Schedule V of Companies Act, 2013 and Listing Regulations are as follows:

(In Lakhs, unless otherwise stated)

Name of the Director	Designation	Salary & Perks	Commission	Sitting Fees	Notice period, Severance fees	Total
Mr. Srinivasa Rao Madala	Non-Executive Director	0	0	0	Not applicable	0
Mr. Bhaskara Rao Madala	Whole-time Director	20.36	0	0	Not applicable	20.36
Dr. Hanuman Chowdary Tripuraneni	Independent Director	0	0	1	Not applicable	1
Mr. Subbiah Srinivasan Battina	Independent Director	0	0	1.4	Not applicable	1.4

Mr. Veeraghavulu Kandula	Independent Director	0	0	1.4	Not applicable	1.4
Mrs. Naga Padma Valli Kilari	Independent Director	0	0	1.4	Not applicable	1.4

The Company has not granted Stock Option to any of its Directors

No other benefits, bonuses, stock options, pensions or performance-linked incentives are paid to directors except as mentioned above.

### GENERAL BODY MEETINGS

Details of the last three Annual General Meetings (“AGM”) are as follows:

Year/Period	AGM	Day, Date and Time	Location
2020-2021	31st AGM	Thursday, September 30, 2021 at 10.00 a.m.	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2021-2022	32nd AGM	Friday, September 30, 2022 at 10.00 a.m.	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2022-2023	33rd AGM	Saturday, September 30, 2023 at 10.00 a.m.	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.

### Whether any special resolutions passed in the previous AGM’s:

Following Special Resolutions were passed at the 33rd AGM held on September 30, 2023:

Re-appointment of Mr. Bhaskara Rao Madala (DIN 00474589) as Whole time Director for a period of 3 years effective 1st November 2023.

No Special Resolutions were passed at the 32nd AGM held on September 30, 2021.

No Special Resolutions were passed at the 31st AGM held on September 30, 2022

### Extra Ordinary General Meeting (EGM)

No Extra Ordinary General Meeting (EGM) was held during the last three financial years.

### Postal Ballot

No resolution was passed by means of Postal Ballot during the Financial Year 2023-2024.

No special resolution is proposed to be passed through postal ballot during the Financial Year 2023-2024.

### MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the Unaudited Quarterly Results and Audited Annual Results and submitted the results to the Bombay Stock Exchange where the shares of the Company are listed in the prescribed format as per the applicable circulars, notifications issued by SEBI from time to time. The same are published within 48 hours in The Financial Express (English daily newspaper) and Nava Telangana (Telugu daily newspaper) and are also uploaded on the Company’s website can be accessed through the web-link <https://softsolindia.com/investors/financial-results/>.

All data required to be filed electronically or otherwise pursuant to the SEBI Regulations with the Stock Exchange, such as Annual Report, Quarterly Financial Statements, Shareholding Pattern, Report on Corporate Governance etc are being regularly filed with the Stock Exchange, namely, BSE Limited (www.bseindia.com) through BSE Listing Center and available on their websites.

During the year under review, the Company has not made any presentation to institutional investors or to the analysts. All official releases and other related information are also displayed on the website.

The Company follows April-March as its financial year. The Key Financial Reporting dates for the Financial Year 2024-25 are:

Unaudited Results for the First Quarter ended June 30, 2024	On or before 14th August 2024
Unaudited Results for the Second Quarter ended September 30, 2024	On or before 14th November 2024
Unaudited Results for the Third Quarter ended December 31, 2024	On or before 14th February 2025
Audited Results for the Financial year ended March 31, 2025	On or before 30th May 2025

#### GENERAL SHAREHOLDERS INFORMATION:

**a) Annual General Meeting: (Date, Time and Venue):**

The 34th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, July 17, 2024 at 10:00 a.m. through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

**Book Closure**

From July 11, 2024 to July 17, 2024 (both days inclusive) for the purpose of AGM.

**b) Financial year**

April 01, 2023 to March 31, 2024

**c) Dividend:**

Not applicable

**d) Listing of Shares and confirmation on annual listing fees**

The Company shares are listed on The Bombay Stock Exchange Limited and the Company hereby confirms that it has paid listing fees for the financial year 2023-24 to the Stock Exchange.

**e) Stock Code**

BSE Limited, Mumbai

Address: 25th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India

Scrip Name: SOFTSOL INDIA LIMITED

Scrip Code: 532344

Depository Connectivity: NSDL and CDSL

ISIN No. for the Company’s Security: INE002B01016

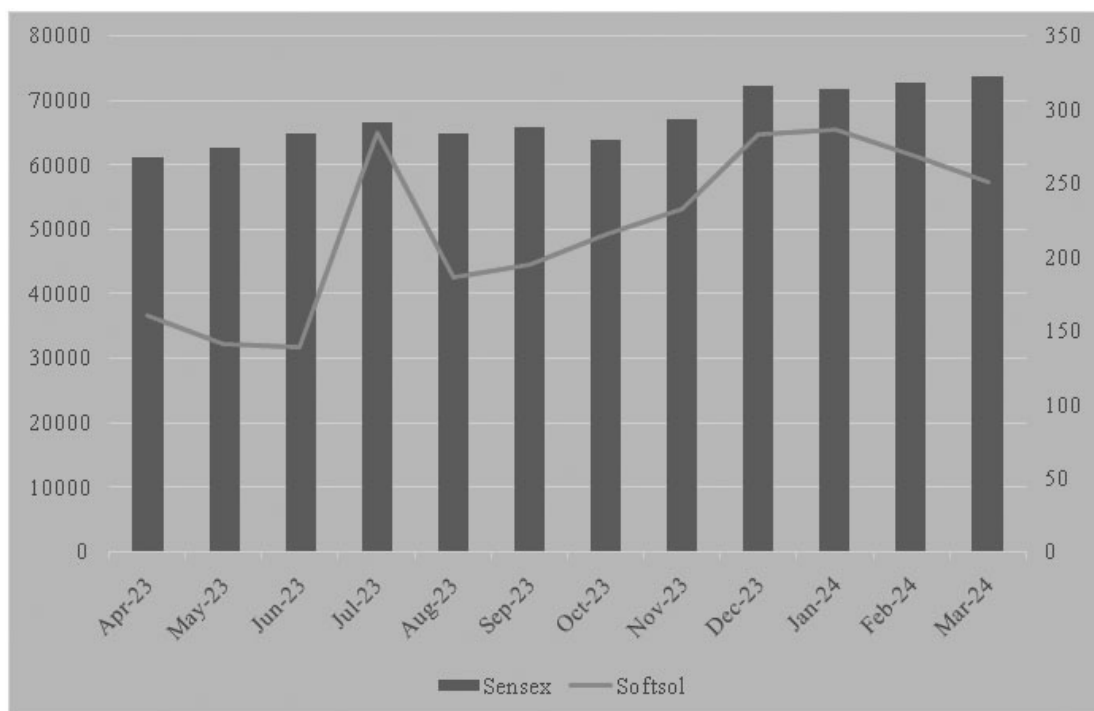
**f) Market Price Data in the last financial year:**

The monthly high and low quotations and volume of shares traded on the Stock Exchange, Mumbai (BSE) along with comparison with S&P BSE SENSEX is as follows:

Month	Monthly High (Rs.)	Monthly Low (Rs.)	Monthly Closing (Rs.)	Volume of Shares Traded
April 2023	169	142.10	160.30	4,314
May 2023	176.30	138	140.25	12,853
June 2023	163.95	132	138.30	14,070
July 2023	289.95	131.50	284.20	1,04,446
August 2023	283.75	186.35	186.35	7,920
September 2023	249.20	182.65	194.10	16,672
October 2023	244.90	190.30	215	12,805
November 2023	245	194	231.90	19,077
December 2023	283.55	204.95	283.55	29,038
January 2024	343.80	272	286.30	64,477
February 2024	307.05	249.55	269.00	14,811
March 2024	335	249.95	250.15	27,444

**g) Performance in comparison to broad-based indices such as BSE sensex:**

The Company Share Price movements during the year 2023-24 as compared with SENSEX, are depicted below:



**h) Suspension of securities from trading:**

During the year under review, no securities of the Company were suspended from Trading.

**i) Registrar and Share Transfer Agent:**

KFin Technologies Limited  
 Selenium Tower B, Plot 31 & 32,  
 Financial District, Nanakramguda, Serilingampally Mandal,  
 Hyderabad - 500 032, Telangana.  
 Email id - einward.ris@kfintech.com  
 Website: <https://www.kfintech.com> and / or <https://ris.kfintech.com/>  
 New Toll free number - 1- 800-309-4001

**j) Share Transfer System**

Equity Shares lodged for transfer in physical mode are normally registered within 15 days from the date of receipt. The Share Transfer Agent is handling all the Share Transfers and related transactions. As on March 31, 2024, no share transfer or complaints were pending.

Shares held in the dematerialised form are electronically traded in the Depository and the Registrars and Share Transfer Agents of the Company periodically receive from the Depository the beneficiary holdings so as to enable them to update their records.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders.

**k) Distribution of Shareholding as at March 31, 2024:**

Number of Equity Shares held	Shareholders (Numbers)	Shareholders (Percentage)	Shares (Numbers)	Shares (Percentage)
1 - 5000	2289	99.31	389628	2.64
5001 - 10000	1	0.04	5270	0.04
10001 - 20000	4	0.17	58543	0.40
20001 - 30000	3	0.13	71017	0.48
30001 - 40000	1	0.04	30015	0.20
40001 - 50000	3	0.13	139117	0.94
50001 - 100000	0	0	0	0
100001 and above	4	0.17	14070099	95.30
<b>TOTAL</b>	<b>2305</b>	<b>100.00</b>	<b>14763689</b>	<b>100.00</b>

**l) Dematerialization of shares and liquidity**

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2024, 99.86% of the share capital stands dematerialized.

Liquidity: The Company's Equity Shares are traded on BSE Limited.

International Securities Identification Number: INE002B01016.

- m) **Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity:** Not applicable.
- o) **Plant location:** Not applicable
- p) **Address for Correspondence**

**For all kinds of Investor Correspondence:**

For transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares and debentures of the Company.

The share transfers are processed on behalf of the Company by the Registrar and Transfer Agents viz. M/s. KFin Technologies Limited (CIN: L72400TG2017PLC117649).

Any query on Annual Report and Secretarial Department:

**Mr. Musinam Nagaraju, Company Secretary**

SOFTSOL INDIA LIMITED

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

Telephone: + 91 (40) 42568500, Facsimile: + 91 (40) 42568600

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

- q) **List of all credit ratings obtained during the year:** Not applicable

**OTHER DISCLOSURES:**

**a) Details of Related Party Transactions:**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the Listing Regulations, during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Promoters, Directors, Key Managerial Personnel or other designated persons has any pecuniary relationships or transactions vis-à-vis the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Company has framed Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and is placed on the Company's website.

In accordance with Schedule V(A) of the Listing Regulations, the Related Party Disclosures detailed in Note no. 28 of the Financial Statements, which forms part of this Annual Report.

There is no pecuniary relationship or transactions with non-executive director's vis-à-vis the Company, which has potential conflict with the interests of the Company at large.

- b) **Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:** Nil



- c) **Details of establishment of vigil mechanism / whistle blower policy:** The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has framed a Whistleblower Policy. No personnel have been denied access to the Audit Committee. The detail Whistleblower policy has been uploaded on website of the Company. During the year there was no reporting of any undesirable activity by any person.
- d) The Company has complied with the mandatory requirements of the Listing Regulations. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.
- e) **Web link where policy for determining ‘material’ subsidiaries is disclosed:** The policy for determining material subsidiaries as approved by the Board is uploaded on the Company’s website and can be accessed through the web-link <https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/policy-for-determining-material-subsidiaries.pdf>
- f) **Web link where policy on dealing with related party transactions:** The policy on Related Party Transactions as approved by the Board is uploaded on the Company’s website and can be accessed through the web-link <https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/policy-on-related-party-transactions.pdf>.
- g) **Disclosure of commodity price risks and commodity hedging activities:** During the Financial Year ended March 31, 2024 the Company did not engage in commodity hedging activities.
- h) **Details of utilization of funds raised through preferential allotment:** During the Financial Year ended March 31, 2024, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).
- i) A certificate from a Company Secretary in practice confirming that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed to this report.
- j) There have been no instances of non-acceptance of any recommendations of the any Committee by the Board during the Financial Year under review.
- k) Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor is as per Note no. 22(i) of the Financial Statements, which forms part of this Annual Report.
- l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** During the year from April 1, 2023 to March 31, 2024 the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. At the end of March 31, 2024, no complaint was pending for redressal.
- m) **Disclosure by listed entity and its subsidiaries of ‘Loans and advances’ in the nature of loans to firms/companies in which directors are interested by name and amount:** The disclosures pertaining to ‘Loans and advances’ in the nature of loans to companies in which directors are interested are given in note no. 9 of the Financial Statements, which forms part of this Annual Report.
- n) **Material Subsidiary Company:** In accordance with Regulation 16 of the Listing Regulations, M/s. Softsol Resources Inc, USA is the material non-listed subsidiary of the Company.

Pursuant to Regulation 24(1) and other applicable Regulations of the Listing Regulations, Mr. Subbiah Srinivasan Battina (Din: 00482513) Independent Director of the Company was appointed as Director of

Softsol Resources Inc, USA. the wholly owned unlisted subsidiary effective from March 14, 2020 and it is having Registered Office at 46755, Fremont Blvd, Fremont, California - 94538, USA. The Company was incorporated on January 11, 1993. and CHUGH CPA were the statutory auditors of the Company.

#### **NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS MENTIONED ABOVE WITH REASONS THEREOF SHALL BE DISCLOSED**

There was no non-compliance of any of the provisions applicable to the Company.

#### **NON-MANDATORY REQUIREMENTS / DISCRETION REQUIREMENTS – PART E SCHEDULE II OF LISTING REGULATIONS**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time to time and the Company has complied with the following:

- A. The Chairman of the Company is a Non-Executive Director;
- B. The financial results (including the half-yearly results) were disclosed to BSE and were also placed on the Company's website also detailed under the heading 'Means of Communication' in this Report. Hence, the same is not sent to the households of the shareholders of the Company;
- C. The audited financial statements of the Company are unqualified;
- D. The Company appointed separate persons to the post of Chairman and the Whole Time Director;
- E. The Internal Auditor directly report to the Audit Committee.

#### **DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS**

The disclosures of the compliance with Corporate Governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46 shall be made in the section of Corporate Governance of the Annual Report complied wherever applicable.

#### **DISCLOSURE OF ACCOUNTING TREATMENT**

The Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs and the applicable Accounting Standards/ Guidance Notes / Announcements issued by the Institute of Chartered Accountants of India as notified from time to time, have been followed in preparation of the financial statements of the company.

#### **CODE OF CONDUCT**

The Company has adopted a Code of Conduct for the members of the Board of Directors and the senior management of the Company. The Code of Conduct is displayed on the website of the Company. All the Directors and the Senior Management Personnel have affirmed compliance with the code for the Financial Year ended March 31, 2024. A declaration to this effect, signed by the Whole Time Director is annexed to this report.

#### **COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY**

Certificate from Practicing Company Secretary confirming compliance with conditions of Corporate Governance as stipulated in Regulations Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this report.

#### **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

Not Applicable

#### **DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

Not Applicable

**FURTHER INFORMATION****i. Matters related to Capital Markets:**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by any Stock Exchanges or SEBI or any statutory authority, on any matter relating to capital markets, during the last three years.

**ii. Reconciliation of Share Capital Audit:**

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the RTA within stipulated period of 21 days and uploaded with the concerned depositories.

**iii. Information on Deviation from Accounting Standards, if any:**

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2023-24.

**iv. CEO/CFO Certification:**

The requisite certification from the Whole time Director and Chief Financial Officer required to be given under Regulation 17(8) of Listing Regulations was placed before the Board of Directors of the Company.

**v. Category wise Shareholding as at March 31, 2024:**

Category	Number of Shareholders	No. of Shares held	Percentage of Shareholding (%)
Promoters (Both Indian & Foreign)	6	10847244	73.472
Mutual Funds and UTI	0	0	0
Banks, Financial Institutions, Insurance Companies	0	0	0
FII's	0	0	0
Private Corporate Bodies	18	5713	0.04
Indian Public	2218	481323	3.2602
Non-Resident Indians			
Non-repatriable	8	2679	0.02
Repatriable	8	3338957	22.62
Trusts	1	400	0.00
HUF	45	44143	0.30
IEPF	1	43230	0.29
<b>Total</b>	<b>2305</b>	<b>14763689</b>	<b>100.00</b>

**vi. Shareholders holding more than 1% of the Shares as on 31/03/2024:**

Name of the Shareholder	Number of shares held	Percentage
Promoters:		
Durga VLK Madala	9557408	64.74
Bhaskara Rao Madala	1069766	7.25
Non-Promoters:		
Talluri Samatha	3324525	22.52

**vii.** Management Discussion and Analysis is given in the Boards Report and forms part of this report.

**viii.** As per the disclosures received from Senior Management Personnel, they have not entered into any financial or commercial transactions which may have a potential conflict with interests of the Company at large.

**ix.** During the Financial Year ended 31st March, 2024 the Company has not issued any debt instruments or fixed deposit programme involving mobilization of funds, whether in India or abroad.

**x. Prohibition of Insider Trading:**

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

**xi. Compliance Report:**

A Compliance report of all applicable Laws and Regulations as certified by the Whole Time Director are placed at periodic intervals for review by the Board. The Board reviews the compliance of all the applicable Laws and gives appropriate directions wherever necessary. The Board considers materially important Show Cause/Demand Notices received from Statutory Authorities and the steps/action taken by the Company in this regard.

A status report of material legal cases pending before the various courts is also put up to the Board on a quarterly basis.

The Board regularly discusses the significant business risks identified by the management and the mitigation process being taken up.

**xii. Proceeds from Public Issues, Rights Issues, Preferential Issues etc.**

The Company has not made any capital issues during the financial year.

**xiii. Green Initiative:**

Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronic form. This Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report along with the annexure etc. for the financial year 2023-24 in the electronic mode to the shareholders who have registered their e-mail ID's with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

- xiv. Other disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been given at relevant places in the Annual Report.

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of  
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**SoftSol India Limited,**  
Plot No.4, Infocity, Madhapur,  
Hyderabad - 500032, Telangana, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SoftSol India Limited** having CIN: L72200TG1990PLC011771 and having registered office at Plot No.4, Infocity, Madhapur, Hyderabad - 500032, Telangana, India (hereinafter referred to as “**the Company**”), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

S. No.	Name of Director	DIN	Date of Appointment
1	Bhaskar Rao Madala	00474589	02/09/1995
2	Srinivasa Rao Madala	01180342	27/12/1998
3	Hanuman Chowdary Tripuraneni	00107006	02/07/1999
4	Subbiah Srinivasan Battina	00482513	11/09/2001
5	Veeraghavulu Kandula	03090720	21/08/2020
6	Naga Padma Valli Kilari	08466714	14/08/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**for B S S & Associates**  
**Company Secretaries**

**Srikanth Somepalli**  
Partner  
ACS No.: 22119  
C.P. No.: 7999  
Peer Review No.:726/2020  
UDIN: A022119F000502302

Place: Hyderabad  
Date: 29/05/2024

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### **Compliance with Code of Conduct**

All the Directors and the Senior Management Personnel have affirmed Compliance of the Code of Conduct laid down by the Board of Directors in terms of Regulation 17(5)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Bhaskara Rao Madala**

Whole time Director  
DIN: 00474589

Place: Hyderabad  
Date: 29/05/2024

**Declaration Regarding Compliance with the Company's Code of Conduct pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

As required by Regulation 26 (3), Regulation 34(3) read with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, I hereby declare that all the Directors and Senior Management of the Company have confirmed compliance with the Code of Conduct as adopted by the Company.

**On behalf of the Board of Directors  
For SoftSol India Limited**

**Bhaskara Rao Madala**

Whole time Director  
DIN: 00474589

Place: Hyderabad  
Date: 29/05/2024

**Certificate on Corporate Governance**

(Pursuant to Regulation 34(3) and Schedule V Para C clause E of  
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
SoftSol India Limited,  
Plot No.4, Infocity, Madhapur,  
Hyderabad - 500032, Telangana, India.

1. We have examined the compliance of the conditions of Corporate Governance by SoftSol India Limited (“the Company”) for the financial year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”).

**Management’s responsibility**

2. The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Our responsibility**

3. Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company and express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 1 above.

**Opinion**

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI Listing Regulations, as applicable for the financial year ended on March 31, 2024.

**Other matters and restriction on use**

5. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
6. This report is addressed to and provided to the members of the Company solely for the purpose of enabling to comply with its obligations under the SEBI Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**for B S S & Associates  
Company Secretaries**

**Srikanth Somepalli**  
Partner  
ACS No.: 22119  
C.P. No.: 7999  
Peer Review No.:726/2020  
UDIN: A022119F000502302

Place: Hyderabad  
Date: 29/05/2024



**CEO & CFO Certification**

(As per Regulation 17(8) of SEBI (LODR) Regulations, 2015, as amended from time to time)

To  
The Board of Directors of  
SoftSol India Limited  
Hyderabad.

We, Bhaskara Rao Madala, Whole time Director and Mr. Koteswara Rao Yerragopi, Chief Financial Officer of SoftSol India Limited (the Company) to the best of our knowledge and belief certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statements for the financial year ended March 31, 2024 and based on our knowledge and belief, we state that:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee
  - i. Significant changes, if any, in the internal controls over financial reporting during the year;
  - ii. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Bhaskar Rao Madala**  
Whole-time Director  
DIN: 00474589

**Koteswara Rao Yerragopi**  
Chief Financial Officer

Place: Hyderabad  
Date: 29.05.2024

## Independent Auditor's Report

TO THE MEMBERS OF  
SOFTSOL INDIA LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **M/s. SOFTSOL INDIA LIMITED** (“**the Company**”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “**the standalone financial statements**”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “**Act**”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“**Ind AS**”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“**SA**”)s specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“**ICAI**”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit matter
1.	<p>1. The valuation and existence of the portfolio of investments is considered as a key audit matter as the portfolio of investments represents the principal element of the net asset of the Scheme.</p> <p>2. As per Ind AS 36 – ‘Impairment of assets’, the standard is applicable to financial assets classified as subsidiaries. Accordingly, in assessing whether there is any indication that an asset may be impaired, an entity shall consider as a minimum, the external and internal sources of information, any other indications or evidences from internal reporting that indicates that the assets may be impaired.</p>
	<p><b>Auditor’s Response</b>  <b>Principal Audit Procedure performed</b></p> <p>1. We gained an understanding of the internal control structure and operating effectiveness of key controls surrounding valuation and existence of investments.  We tested the existence of the Investments by obtaining and reconciling the direct confirmations of the holdings from Custodians of the Scheme.</p> <p>2. Obtained and read the financial statements of Softsol Resources Inc., to identify if any disclosure is made for impairment of assets in its standalone financial statements.  Obtained the impairment indicator assessment performed by management considering the internal/ external sources of information.</p>
2	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of INDAS115 “Revenue from contracts with customers.</p> <p>The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>

	<p><b>Auditor's Response</b></p> <p><b>PRINCIPAL AUDIT PROCEDURE PERFORMED</b></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ul style="list-style-type: none"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.</li> <li>• Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures : <ul style="list-style-type: none"> <li>– Read, analyzed and identified the distinct performance obligations in these contracts.</li> <li>– Compared these performance obligations with that identified and recorded by the Company.</li> <li>– Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.</li> <li>– Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>– Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.</li> </ul> </li> </ul> <p>We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>
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### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position,

financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that :
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - ii. The Company didnot have any long-term contracts including derivative contracts for which there

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arefor material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company did not propose any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **PAVULURI & Co.**  
Chartered Accountants  
Firm Reg. No: 012194S

Place: Hyderabad  
Date: 29.05.2024

(CA N RAJESH)  
PARTNER  
M.No: F-223169  
UDIN # 24223169BKATCR9334



## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Softsol India Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“**the Act**”)

We have audited the internal financial controls over financial reporting of M/s. Softsol India limited (“**the Company**”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “**Guidance Note**”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PAVULURI & Co.**  
Chartered Accountants  
Firm Reg. No: 012194S

Place: Hyderabad  
Date: 29.05.2024

(CA N RAJESH)  
PARTNER  
M.No: F-223169  
UDIN # 24223169BKATCR9334

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**“Annexure B” to the Independent Auditors’ Report**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of the company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Capital Work In Progress.  
  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment and Capital Work In Progress so as to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) Based on our examination of the property tax receipts, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
  - (a) The Company does not have any inventory and hence reporting under clause 3(ii) (a) of the Order is not applicable.
  - (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3 (v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

## vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount in Rs
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	Assessment Year 2018-19	3,35,544

## viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. (a) The Company has not taken any loan so rather borrowings from any lender. Hence reporting under clause 3(ix) (a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix) (c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3 (ix) (f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the stand alone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi) (a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3 (xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than on going projects requiring at ransfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3 (xx) (a) of the Order is not applicable for the year.
- (b) In respect of on going projects, the Company has no unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year. Accordingly, reporting under clause 3(xx) (b) of the Order is not applicable for the year

For **PAVULURI & Co.**  
Chartered Accountants  
Firm Reg. No: 012194S

Place: Hyderabad  
Date: 29.05.2024

(CA N RAJESH)  
PARTNER  
M.No: F-223169  
UDIN # 24223169BKATCR9334

## STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note	As at	
		31-03-2024	31-03-2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	5	1,087.52	1,020.40
(b) Capital Work In Progress		-	1.44
(c) Investment Property	6	2,034.71	2,116.35
(d) Other intangible assets	7	0.04	0.04
(e) Financial assets			
(i) Investments	8(i)	1,761.93	1,760.93
(ii) Other financial assets	9(i)	7,485.99	7,371.36
(f) Non-current tax assets (net)		-	-
<b>Total non-current assets</b>		<b>12,370.19</b>	<b>12,270.52</b>
<b>Current assets</b>			
(a) Financial Assets			
(i) Investments	8(ii)	2,920.17	1,914.95
(ii) Trade receivables	11	551.64	733.86
(iii) Cash and cash equivalents	12	54.43	586.01
(iv) Other financial assets	9(ii)	4.45	2.71
(b) Other current assets	10	30.11	99.90
<b>Total current assets</b>		<b>3,560.80</b>	<b>3,337.43</b>
<b>TOTAL ASSETS</b>		<b>15,930.99</b>	<b>15,607.95</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	13	1,517.77	1,517.77
(b) Other equity	14	12,725.36	11,805.23
<b>Total equity</b>		<b>14,243.13</b>	<b>13,323.00</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	15(i)	762.42	833.45
(b) Provisions	16(i)	535.09	573.18
(c) Deferreed Tax Liabilities (net)		239.37	251.72
<b>Total non-current liabilities</b>		<b>1,536.88</b>	<b>1,658.35</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	17	23.79	50.88
(ii) Other Financial Liabilities	15(ii)	95.29	248.08
(b) Provisions	16(ii)	31.90	327.64
<b>Total current liabilities</b>		<b>150.98</b>	<b>626.60</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>15,930.99</b>	<b>15,607.95</b>

Significant accounting policies are in the notes 1 to 4

The accompanying notes referred to above form an integral part of the financial statements.

This is the Balance sheet referred to in our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N Rajesh  
Partner  
M.No:F-223169  
UDIN # 24223169BKATCR9334

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer



**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024**  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note No	For the year ended	
		31-03-2024	31-03-2023
<b>INCOME</b>			
Revenue from operations	18	2,455.89	3,152.52
Other income	19	886.93	736.77
<b>Total income</b>		<b>3,342.82</b>	<b>3,889.29</b>
<b>EXPENSES</b>			
Employee benefits expense	20	1,271.83	1,926.48
Finance costs	21	33.89	35.31
Depreciation and amortisation expense	5, 6 & 7	206.15	156.68
Other expenses	22	497.13	586.20
<b>Total expenses</b>		<b>2,009.00</b>	<b>2,704.66</b>
<b>Profit before tax</b>		<b>1,333.82</b>	<b>1,184.63</b>
Tax expense			
Current tax	23	305.27	327.43
Deferred tax Liability (Asset)		(12.35)	251.72
<b>Profit for the year</b>		<b>1,040.89</b>	<b>605.48</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
a) Re-measurement loss on defined benefit plans		4.99	11.27
b) Gain/(Loss) on fair value changes on equity instruments		(276.84)	68.81
c) Gain on exchange fluctuation gain		101.47	760.19
Less: Income tax relating to items that will not be reclassified to profit and loss		49.61	(233.76)
<i>Total Other Comprehensive Income for the year</i>		<b>(120.77)</b>	<b>606.50</b>
<b>Total Comprehensive Income for the year</b>		<b>920.13</b>	<b>1,211.99</b>
<b>Earnings per equity share [EPS]</b>			
Par value per share	24	10	10
Basic EPS		7.05	4.10
Diluted EPS		7.05	4.10

Significant accounting policies are in the notes 1 to 4

The accompanying notes referred to above form an integral part of the financial statements.

This is the Statement of Profit & Loss referred in our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N Rajesh  
Partner  
M.No:F-223169  
UDIN # 24223169BKATCR9334

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

	Year ended 31-03-2024	Year ended 31-03-2023
<b>Cash flow from operating activities</b>		
Profit before tax	1,333.82	1,184.63
<b>Adjustments:</b>		
Depreciation and amortisation expense	206.15	156.68
Realised exchange fluctuation gain from reserve	-	(292.19)
Interest income on fixed deposit	(461.02)	(366.54)
Finance cost - Ind AS	(1.51)	(6.53)
Provision/(reversal) for employee benefits	13.26	7.00
Gain on redemption of mutual funds	(253.81)	-
Unrealised gain on mark to market marking of mutual funds	(137.95)	(37.77)
<b>Operating cash flows before working capital changes</b>	<b>698.95</b>	<b>645.27</b>
(Increase)/decrease in trade receivables	182.22	(286.00)
Increase/(decrease) in trade payables	(27.09)	15.58
(Increase)/decrease in other current assets	69.79	(26.87)
(Increase)/decrease in other current financial assets	(1.74)	(1.19)
Increase in non-current financial assets	(13.16)	2,601.78
Decrease in other non-current financial liabilities	(69.52)	118.25
Increase/(decrease) in other current financial liabilities	(152.79)	22.58
<b>Cash generated from operating activities</b>	<b>686.67</b>	<b>3,089.39</b>
Income-taxes paid/(refund received), net	(283.84)	(282.10)
<b>Net cash generated from operating activities (A)</b>	<b>402.83</b>	<b>2,807.29</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(190.21)	(344.22)
Net Proceeds from (Investment in) mutual funds and venture capital funds	(891.31)	1,064.81
Movement in other bank balances	-	0.65
Interest income received	461.02	366.54
<b>Net cash used in investing activities (B)</b>	<b>(620.49)</b>	<b>1,087.79</b>
Cash flows from financing activities		
Buyback of shares	(313.93)	(3,500.00)
<b>Net cash used in financing activities (C)</b>	<b>(313.93)</b>	<b>(3,500.00)</b>
“ Net (decrease)/ increase in cash and cash equivalents during the year (A + B + C)”	(531.58)	395.08
Cash and cash equivalents at the beginning of the year	586.01	190.93
<b>Cash and cash equivalents at the end of the year</b>	<b>54.43</b>	<b>586.01</b>
<b>Cash and cash equivalents includes</b>		
Balances with banks in current accounts	53.97	585.58
Cash on hand	0.46	0.43
	<b>54.43</b>	<b>586.01</b>

This is the Cash Flow Statement referred to in our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N Rajesh  
Partner  
M.No:F-223169  
UDIN # 24223169BKATCR9334

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

Statement of Changes in Equity for the year ended 31-03-2024  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

## A. Equity Share Capital

	Notes	Number of shares	Amount
<b>As at 1 April 2022</b>		<b>17,650,535</b>	<b>1,723.65</b>
Changes in equity share capital	14	(2,058,824)	(205.88)
<b>As at 31 March 2023</b>		<b>15,591,711</b>	<b>1,517.77</b>
Changes in equity share capital	14	-	-
<b>As at 31 March 2024</b>		<b>15,591,711</b>	<b>1,517.77</b>

## B. Other Equity (Refer note 15)

	Reserves and Surplus				Other reserves			Total
	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	Remeasurement of defined benefit obligations	Unrealised Foreign Exchange Gain	Fair value changes in equity instruments through OCI	
<b>Balance as at 31 March 2022</b>	<b>180.51</b>	<b>6,701.14</b>	<b>696.90</b>	<b>13,759.17</b>	<b>(17.30)</b>	<b>203.15</b>	<b>(7,030.09)</b>	<b>14,493.48</b>
Finance Ind As adjustment	-	-	-	-	-	-	-	-
Transfer from retained earning on account of buyback of equity shares	205.88	-	-	-	-	-	-	205.88
Profit for the year	-	-	-	605.48	-	(292.19)	-	313.29
Capital redemption reserve	-	-	-	(205.88)	-	-	-	(205.88)
Buyback Premium	-	(3,294.12)	-	-	-	-	-	(3,294.12)
Buyback tax	-	(313.93)	-	-	-	-	-	(313.93)
Other comprehensive income	-	-	-	-	11.27	760.19	68.81	840.27
Income Tax relating to items of OCI	-	-	-	-	(3.14)	(211.48)	(19.14)	(233.76)
<b>Balance as at 31 March 2023</b>	<b>386.39</b>	<b>3,093.09</b>	<b>696.90</b>	<b>14,158.77</b>	<b>(9.16)</b>	<b>459.66</b>	<b>(6,980.42)</b>	<b>11,805.23</b>
Finance Ind AS adjustment	-	-	-	-	-	-	-	-
Transfer from retained earning on account of buyback of equity shares	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	1,040.89	-	-	-	1,040.89
Capital redemption reserve	-	-	-	-	-	-	-	-
Buyback Premium	-	-	-	-	-	-	-	-
Buyback tax	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	4.99	101.47	(276.84)	(170.38)
Income tax relating to items of OCI	-	-	-	-	(1.45)	(29.55)	80.62	49.61
<b>Balance as at 31 March 2024</b>	<b>386.39</b>	<b>3,093.09</b>	<b>696.90</b>	<b>15,199.67</b>	<b>(5.63)</b>	<b>531.58</b>	<b>(7,176.65)</b>	<b>12,725.35</b>

This is the Statement of Change in Equity referred to in our report of even date.

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## Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

### 1. General information

Softsol India Limited (“the Company”) is a listed public company domiciled and incorporated in India in accordance with the provisions of the Companies Act, 1956. The registered office of the Company is at Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500081.

The Company is engaged in the business of information and technology services and Infrastructural facilities including leasing of properties or spaces.

These financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Board of Directors on 29 May 2024.

### 2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 (“the Act”) read with the Companies (Indian Accounting Standards) Rules 2015 issued by Ministry of Corporate Affairs (‘MCA’). The Company has uniformly applied the accounting policies during the periods presented.

The financial statements have been prepared on going concern basis under the historical cost basis except for the following –

- Certain financial assets and liabilities which are measured at fair value; and
- Defined benefit plans – plan assets that are measured at fair values at the end of each reporting period.

### 3. Summary of significant accounting policies

The financial statements have been prepared using the accounting policies and measurement basis summarized below.

#### a. Operating Cycle

Based on the nature of services/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

#### b. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An **asset** is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A **liability** is classified as current when:

- A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

**c. Foreign currency:**

Functional and presentation currency

The financial statements are presented in Indian Rupee ('INR' or '₹') which is also the functional and presentation currency of the Company.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the spot exchange rates as at the reporting date. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

**d. Revenue recognition:**

The Company derives revenues primarily from information and technology services and leasing of properties or spaces.

Revenue is recognized upon transfer of control of promised services to the customer, recovery of the consideration is probable, the associated costs and possible return of services can be estimated reliably, there is no continuing management involvement with the services, and the amount of revenue can be measured reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the agreement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional Goods/ services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

The Company classifies the right to consideration in exchange for deliverables as a receivable.

A receivable is a right to consideration that is unconditional upon passage of time.

Revenue for time-and-material contracts are recognized as related control is transferred when services are performed.

Invoicing in excess of earnings is classified as unearned revenue.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, and adjustment for revenue that has not materialized and adjustments for currency.

Goods and service taxes not received by the Company on its own account. It is a tax collected by the Company on behalf of the government. Accordingly, it is excluded from revenue.

#### ***Interest Income***

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all financial instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate (EIR) method.

#### **e. Leases**

##### **Company as a lessor**

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its lease. The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor. The Company accounted for its leases in accordance with Ind AS 116 from the date of initial application. The Company does not have any significant impact on account of sub-lease on the application of this standard

**f. Property, plant and equipment (PPE)*****Recognition and initial measurement***

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

***Subsequent measurement (depreciation and useful lives)***

Depreciation on property, plant and equipment is provided on the written down value method, computed on the basis of useful lives as estimated by the management which coincides with the useful lives mentioned in Schedule II to the Companies Act, 2013 except for Plant and equipment which are depreciated over a useful life of 10 years as compared to useful life of 15 years mentioned in Schedule II of the Companies Act. Freehold land is not depreciated.

Cost of the leasehold land is amortized on a straight-line basis over the term of the lease.

The residual values, useful lives and method of depreciation of assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

***De-recognition***

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

**g. Investment property**

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. When the use of a property changes from owner occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

**h. Other Intangible assets*****Recognition and initial measurement***

Other Intangible assets are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

***Subsequent measurement (amortisation)***

The cost of capitalized software is amortized over a period of 3 years, on a written down value basis.

**i. Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable

amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

**j. Financial instruments**

**Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets**

***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Equity instruments at fair value through profit or loss (FVTPL) and
- Equity instruments at fair value through other comprehensive income (FVOCI)

***Debt instruments at amortised cost***

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

***Equity instruments measured at FVTPL and FVOCI***

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

***Cash and Cash Equivalents***

Cash and Cash Equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.



**Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**De-recognition**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

**Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets that are debt instruments, and are measured at amortised cost e.g., deposits, trade receivables and bank balances.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Financial Liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value. The Company's financial liabilities include trade and other payables and security deposits.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Security deposits**

After initial recognition, security deposits are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**De-recognition**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**k. Investment in the nature of equity in subsidiary company**

The Company has elected to recognise its investment in equity instrument in subsidiary at fair value in the financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

**l. Income taxes**

Tax expense recognized in statement of profit or loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**m. Post-employment, long term and short term employee benefits*****Defined contribution plan***

The Company's contribution to provident fund and employee state insurance schemes is charged to the statement of profit and loss. The Company's contributions towards Provident Fund are deposited with the Regional Provident Fund Commissioner under a defined contribution plan.

***Defined benefit plan***

The Company has gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains and losses resulting from re-measurements of the liability are included in other comprehensive income.

***Other long-term employee benefits***

The Company also provides benefit of compensated absences to its employees which are in the nature of long-term benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recorded in the statement of profit and loss in the year in which such gains or losses arise.

***Short-term employee benefits***

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**n. Provisions, contingent liabilities and contingent assets**

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

**o. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**p. Cash Flow statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

**4. Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company.

**Recognition of deferred tax assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

**Evaluation of indicators for impairment of assets:** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Recoverability of advances/receivables:** At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Useful lives of depreciable/amortisable assets:** Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

**Defined benefit obligation (DBO):** Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements:** Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Provisions:** At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**5. Property, plant and equipment**

	Freehold land	Buildings	Plant and Equipment (including Computers)	Furniture and Fixtures	Vehicles	Office equipment	Total
<b>Gross carrying amount</b>							
At 1 April 2022	190.86	1,040.72	459.18	256.90	41.21	7.80	1,996.67
Additions	-	-	5.11	-	-	-	5.11
Disposals/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>190.86</b>	<b>1,040.72</b>	<b>464.28</b>	<b>256.90</b>	<b>41.21</b>	<b>7.80</b>	<b>2,001.78</b>
Additions	-	-	19.62	3.46	153.02	1.79	<b>177.89</b>
Disposals/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>190.86</b>	<b>1,040.72</b>	<b>483.90</b>	<b>260.36</b>	<b>194.23</b>	<b>9.59</b>	<b>2,179.67</b>
<b>Accumulated depreciation</b>							
Up to 1 April 2022	2.79	289.26	349.12	222.63	28.60	3.67	896.07
Charge for the year	-	45.49	24.40	11.60	3.58	0.24	<b>85.31</b>
Adjustments for disposals/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>2.79</b>	<b>334.75</b>	<b>373.52</b>	<b>234.23</b>	<b>32.18</b>	<b>4.00</b>	<b>981.38</b>
Charge for the year	-	50.53	18.57	8.22	32.50	0.94	110.76
Adjustments for disposals/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>2.79</b>	<b>385.28</b>	<b>392.09</b>	<b>242.45</b>	<b>64.68</b>	<b>4.94</b>	<b>1,092.14</b>
<b>Net book value as at 1 April 2022</b>	<b>188.07</b>	<b>751.47</b>	<b>110.06</b>	<b>34.27</b>	<b>12.61</b>	<b>4.13</b>	<b>1,100.60</b>
<b>Net book value as at 31 March 2023</b>	<b>188.07</b>	<b>705.97</b>	<b>90.76</b>	<b>22.67</b>	<b>9.03</b>	<b>3.80</b>	<b>1,020.40</b>
<b>Net book value as at 31 March 2024</b>	<b>188.07</b>	<b>655.44</b>	<b>91.81</b>	<b>17.91</b>	<b>130.00</b>	<b>4.65</b>	<b>1,087.53</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**6. Investment property**

	<b>Buildings</b>	<b>Total</b>
<b>Gross carrying amount</b>		
As at 1 April 2022	1,839.07	1,839.07
Additions	783.17	783.17
<b>As at 31 March 2023</b>	<b>2,622.23</b>	<b>2,622.23</b>
Additions	13.76	13.76
<b>As at 31 March 2024</b>	<b>2,635.99</b>	<b>2,635.99</b>
<b>Accumulated depreciation</b>		
Up to 1 April 2022	434.53	434.53
Charge for the year	71.36	71.36
<b>Up to 31 March 2023</b>	<b>505.89</b>	<b>505.89</b>
Charge for the year	95.39	95.39
<b>Up to 31 March 2024</b>	<b>601.28</b>	<b>601.28</b>
<b>Net carrying amount</b>		
As at 1 April 2022	1,404.54	1,404.54
As at 31 March 2023	2,116.34	2,116.34
<b>As at 31 March 2024</b>	<b>2,034.71</b>	<b>2,034.71</b>

**7. Other intangible assets**

	<b>Computer Software</b>	<b>Total</b>
<b>Gross carrying amount</b>		
As at 1 April 2022	0.28	0.28
Additions	-	-
<b>As at 31 March 2023</b>	<b>0.28</b>	<b>0.28</b>
Additions	-	-
<b>As at 31 March 2024</b>	<b>0.28</b>	<b>0.28</b>
<b>Accumulated amortization</b>		
Up to 1 April 2022	0.24	0.24
Charge for the year	-	-
<b>Up to 31 March 2023</b>	<b>0.24</b>	<b>0.24</b>
Charge for the year	-	-
<b>Up to 31 March 2024</b>	<b>0.24</b>	<b>0.24</b>
<b>Net carrying amount</b>		
As at 1 April 2022	0.04	0.04
As at 31 March 2023	0.04	0.04
<b>As at 31 March 2024</b>	<b>0.04</b>	<b>0.04</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**8. Investments**

	31 March 2024	31 March 2023
<b>(i) Non-current</b>		
<b>Investments carried at fair value through OCI ('FVOCI')</b>		
Investment in equity shares, unquoted		
Investments in subsidiary		
“Softsol Resources Inc, USA	1,760.93	1,760.93
13,120 (31 March 2023:13,120)		
common stock of USD 100 each, fully paid-up”		
Covance Softsol Ltd., 10,000 (31st March 2023 Nil)	1.00	-
Common stock of 10 each, fully paid-up		
	<b>1,761.93</b>	<b>1,760.93</b>
<b>(ii) Current</b>		
<b>Investment carried at fair value through profit or loss ('FVTPL')</b>		
Investment in mutual funds, quoted	1,570.15	256.03
	<b>1,570.15</b>	<b>256.03</b>
<b>Investment carried at FVOCI</b>		
Investment in units, unquoted		
“Blume ventures Fund” and Inventus fund	1,328.48	1,587.33
“ Blume Venture-5.88 units of Fund 1A of ₹10,000 each ,		
1,01,094.90 units of Fund II of ₹100 each and 3,00,000 units		
of fund 1X of ₹100 each (31 March 2023 5.88		
units of Fund 1A of ₹10,000 each 1,01,115.04 units of Fund II		
of ₹100 each) and 3,00,000 units of IX of ₹100 each.		
Inventus III-India Fund 25,200 units of ₹ 1000 each (31st March 2023:21,000 units)		
Kids Aptivity Tech Pvt Ltd	-	50.06
136 CCPS of ₹10 Each (31 March 2023:136)		
Localbuy Technologies Pvt Ltd	21.53	21.53
32 CCPS of ₹10 Each (31 March 2023:32)		
	<b>1,350.02</b>	<b>1,658.92</b>
<b>Total</b>	<b>2,920.17</b>	<b>1,914.95</b>

Aggregate amount of quoted investments and market value thereof

1,570.15 256.03

Aggregate amount of unquoted investments

3,110.94 3,419.85

Note : During the year ended 31st March 2024 the company has written off its investment in Kids Aptivity Tech Pvt Ltd

**9. Other financial assets**

	31 March 2024	31 March 2023
<b>Unsecured, considered good</b>		
<b>(i) Non-current</b>		
Security deposits	70.10	70.10
Bank deposits (due to mature after 12 months from the reporting date)*	24.64	24.64
Loan to Subsidiary Company	7,391.26	7,276.62
	<b>7,485.99</b>	<b>7,371.36</b>

\*Represents deposits held as margin money with banks.

**(ii) Current**

Interest accrued on deposits 4.45 2.71

**Total 4.45 2.71**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**10. Other assets**

	31 March 2024	31 March 2023
<b>Current (Unsecured)</b>		
- <b>Considered good</b>		
Advance for expenses	4.52	3.39
Prepaid expenses	18.57	18.90
Blances with Government Authorities	7.03	77.61
<b>Total</b>	<b>30.11</b>	<b>99.90</b>

**11. Trade receivables**

	31 March 2024	31 March 2023
<b>(Unsecured)</b>		
- Considered good	353.59	593.29
- Considered doubtful	-	-
	<b>353.59</b>	<b>593.29</b>
Less: Allowance for doubtful debts	-	-
b. Unbilled Revenue	198.05	140.57
<b>Total</b>	<b>551.64</b>	<b>733.86</b>

**Trade Receivables ageing schedule:****As at 31 March 2024**

Particulars	Not Due	Outstanding for following periods from due to of payment				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	Total
(i) Undisputed Trade receivables – considered good	300.80	52.79	-	-	-	353.59
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vii) Unbilled Receivables	198.05	-	-	-	-	198.05
<b>Total</b>	<b>498.85</b>	<b>52.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>551.64</b>



(All amounts in ₹ lakhs, except share data and where otherwise stated)

**As at 31 March 2023**

Particulars	Outstanding for following periods from due to of payment					
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	417.33	175.96	-	-	-	593.29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vii) Unbilled Receivables	140.57	-	-	-	-	140.57
<b>Total</b>	<b>557.90</b>	<b>175.96</b>	-	-	-	<b>733.86</b>

**12. Cash and Bank Balances****Cash and cash equivalents**

Balances with banks in current accounts

Cash on hand

**Total**

	31 March 2024	31 March 2023
	53.97	585.58
	0.46	0.43
<b>Total</b>	<b>54.43</b>	<b>586.01</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

### 13. Equity share capital

#### i. Authorised share capital

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Equity shares of ₹10 each	50,000,000	5,000	50,000,000	5,000

#### ii. Issued, subscribed and paid up

Equity shares of ₹10 each fully paid up	14,763,689	1,476.37	14,763,689	1,476.37
Forfeited shares (amount originally paid)	828,022	41.40	828,022	41.40
<b>Total</b>	<b>15,591,711</b>	<b>1,517.77</b>	<b>15,591,711</b>	<b>1,517.77</b>

#### iii. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
<b>Equity shares</b>				
Balance at beginning and end of the year	15,591,711	1,517.77	15,591,711	1,517.77

#### iv. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

#### v. Details of shareholders holding more than 5% equity shares in the Company

	31 March 2024		31 March 2023	
	Number	% holding	Number	% holding
Durga VLK Madala	9,557,408	64.74%	9,557,408	64.74%
Talluri Samatha	3,324,525	22.52%	3,324,525	22.52%
Srinivasa Rao Madala	30,015	0.20%	30,015	0.20%
Sambasiva Rao Madala	118,400	0.80%	118,400	0.80%
Bhaskara Rao Madala	1,069,766	7.25%	1,069,766	7.25%

#### Details of shares held by promoters

	31 March 2024		31 March 2023	
	Number of Shares	% holding	Number of Shares	% holding
Durga VLK Madala	9,557,408	64.74	9,557,408	64.74
Srinivasa Rao Madala	30,015	0.20	30,015	0.20
Raja Rao Boyapati	25,300	0.17	25,300	0.17
Bhaskara Rao Madala	1,069,766	7.25	1,069,766	7.25
Sambasiva Rao Madala	118,400	0.80	118,400	0.80
M Sridevi	46,355	0.31	46,355	0.31
	<b>10,847,244</b>	<b>73.47</b>	<b>10,847,244</b>	<b>73.47</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

- vi. During the financial year 2022-23 the Company has completed its buy-back of 20,58,824 (representing 12.24% of the total number of Equity Shares in the total paid-up equity capital of the Company) Equity Shares at price of 170/- per Equity Share for an aggregate consideration of 35.00 Crores (Excluding Buyback expenses and buyback distribution tax). The offer size of the Buyback represents 15.3% and 21.12% of the aggregate of the Company's paid-up capital and free reserves as per the latest available standalone and consolidated audited financials of the Company for the year ended as on March 31, 2022. The buyback process was completed on 24th March 2023 and the shares were extinguished on 11th April 2023. no bonus shares have been issued during the year.

#### vii. Calls unpaid on equity shares

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
- By Directors and Officers	-	-	-	-
- By others at ₹5 per equity share	28,200	1.41	28,200	1.41
<b>Total</b>	<b>28,200</b>	<b>1.41</b>	<b>28,200</b>	<b>1.41</b>

### 14. Other equity

	31 March 2024	31 March 2023
<b>Reserve and surplus</b>		
Capital redemption reserve	386.39	386.39
Securities premium reserve	3,093.09	3,093.09
General reserve	696.90	696.90
Retained earnings	15,199.66	14,158.77
	<b>19,376.05</b>	<b>18,335.15</b>
<b>Other reserves</b>		
Remeasurement of defined benefit obligations	(5.63)	(9.16)
Unrealised Foreign Exchange Fluctuation Gain	531.58	459.66
Fair value changes on equity instruments through OCI	(7,176.65)	(6,980.42)
	<b>(6,650.70)</b>	<b>(6,529.93)</b>
<b>Total</b>	<b>12,725.36</b>	<b>11,805.23</b>

#### Nature and purpose of reserves

##### Capital redemption reserve

Capital redemption reserve to the extent of ₹386.39 was created on buy back of equity shares. The Company uses Capital redemption reserve for transactions in accordance with the provisions of the Companies Act, 2013.

##### Securities premium reserve

Securities premium reserve is used to record the premium received on issue of equity shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

##### General reserve

“The Company generally appropriates a portion of its earnings to the general reserve to be used for contingencies. These reserves are freely available for use by the Company.”

##### Fair value changes on equity instruments through OCI

The Company has elected to recognise changes in the fair value of certain investment in equity shares and units in OCI. This amount will be reclassified to retained earnings on derecognition of equity shares and units.

##### Remeasurement of defined benefit obligations

The reserve represents the remeasurement gains/(losses) arising from the actuarial valuation of the defined benefit obligations of the Company. The remeasurement gains/(losses) are recognized in other comprehensive income and accumulated under this reserve within equity. The amounts recognized under this reserve are not reclassified to statement of profit or loss.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**15. Other Financial Liabilities**

	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>(i) Non-current</b>		
Security deposits	627.97	663.58
Accrued Rent	134.46	169.86
	<b>762.42</b>	<b>833.45</b>
<b>(ii) Current</b>		
Accrued expenses	36.91	49.99
Capital creditors	-	14.56
Others	58.38	183.53
<b>Total</b>	<b>95.29</b>	<b>248.08</b>

**16. Provisions**

	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>(i) Non-current</b>		
Gratuity	49.34	57.92
Compensated absences	4.65	5.98
Income tax	481.09	509.28
<b>Total</b>	<b>535.09</b>	<b>573.18</b>
<b>(ii) Current</b>		
Gratuity	29.85	11.27
Compensated absences	2.04	2.44
Buyback tax	-	313.93
Income tax	-	-
<b>Total</b>	<b>31.90</b>	<b>327.64</b>

**(a) Gratuity**

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/ exit, restricted to a sum of ₹ 20 lacs in accordance with Payment of Gratuity Act, 1972.

	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>(i) Change in projected benefit obligation</b>		
Projected benefit obligation at the beginning of the year	69.20	62.11
Service cost	11.84	14.72
Interest cost	5.11	4.49
Actuarial loss	(4.99)	(11.27)
Benefits paid	(1.96)	(0.85)
Projected benefit obligation at the end of the year	<b>79.20</b>	<b>69.20</b>
<b>(ii) Reconciliation of present value of obligation on the fair value of plan assets</b>		
Present value of projected benefit obligation at the end of the year	79.20	69.20
Net liability recognised in the balance sheet	<b>79.20</b>	<b>69.21</b>
<b>(iii) Expense recognized in the statement of profit and loss</b>		
Interest cost	5.11	4.49
Service cost	11.84	14.72
Net gratuity costs/(benefits)	<b>16.95</b>	<b>19.21</b>
<b>(iv) Expense recognized in OCI</b>		
Recognized net actuarial loss	(4.99)	(11.27)
	<b>(4.99)</b>	<b>(11.27)</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**(v) Key actuarial assumptions**

Discount rate	7.46%-7.50%	7.12%-7.35%
Salary escalation rate	5%-8%	5% - 8%

**(vi) Expected future cash flows**

	31 March 2024	31 March 2023
The defined benefit obligation shall mature after year ended as follows:		
Within 1 year	28.80	21.54
2- 3 years	13.12	11.78
3 years and above	67.71	33.18

**17. Trade payables**

	31 March 2024	31 March 2023
Dues to micro and small enterprises	-	-
Others	23.79	50.88
	<b>23.79</b>	<b>50.88</b>

**As at 31 March 2024**

Particulars	Outstanding for following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	23.79	-	-	-	23.79
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
<b>Total</b>	<b>23.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23.79</b>

**As at 31 March 2023**

Particulars	Outstanding for following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	27.33	-	-	23.55	50.88
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
<b>Total</b>	<b>27.33</b>	<b>-</b>	<b>-</b>	<b>23.55</b>	<b>50.88</b>

(a) There are no micro and small enterprises, as defined under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues as at the reporting date (31 March 2024: Nil, 1 April 2023: Nil). The micro and small enterprises have been identified by management on the basis of information available with the Company and have been relied upon by the auditors.

**Ratios as per the Schedule III requirements****a) Current Ratio = Current Assets divided by Current Liabilities**

Particulars	As at 31 March 2024	As at 31 March 2023
Current Assets	3,560.08	3,337.43
Current Liabilities	150.98	626.60
<b>Ratio</b>	<b>23.58</b>	<b>5.33</b>
<b>% Change from previous year</b>	<b>342.78%</b>	<b>-53.23%</b>

**Reason for change more than 25%:**

This ratio has increased from 5.33 in march 2023 to 23.58 in march 2024 mainly due to reduction of current liabilities.

**b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings**

Particulars	As at 31 March 2024	As at 31 March 2023
Total debt	-	-
Total equity	14,243.13	13,323.00
<b>Ratio</b>	<b>-</b>	<b>-</b>
<b>% Change from previous year</b>	<b>N.A</b>	<b>N.A</b>

**c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments**

Particulars	As at 31 March 2024	As at 31 March 2023
Profit after tax	1,040.89	605.48
Add: Non cash operating expenses and finance cost	240.00	192.00
<b>-Depreciation and amortizations</b>	<b>206.15</b>	<b>156.68</b>
-Finance cost	33.89	35.31
<b>Earnings available for debt services</b>	<b>1,281.00</b>	<b>797.00</b>
<b>Interest cost on borrowings</b>	<b>-</b>	<b>-</b>
Principal repayments	-	-
<b>Total Interest and principal repayments</b>	<b>-</b>	<b>-</b>
<b>Ratio</b>	<b>-</b>	<b>-</b>
<b>% Change from previous year</b>	<b>0.00%</b>	<b>0.00%</b>

**d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity**

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit after tax	1,040.89	605.48
Equity	14,243.13	13,323.00
<b>Ratio</b>	<b>0.07</b>	<b>0.05</b>
<b>% Change from previous year</b>	<b>60.81%</b>	<b>70.37%</b>

**Reason for change more than 25%:**

This ratio has increased due to increase in other income and reduction of effective tax rate.

**e) Inventory Turnover Ratio = Cost of goods sold divided by closing inventory**

Particulars	As at 31 March 2024	As at 31 March 2023
Cost of goods sold	-	-
Closing Inventory	-	-
<b>Inventory Turnover Ratio</b>	<b>-</b>	<b>-</b>
<b>% Change from previous year</b>	<b>0.00%</b>	<b>0.00%</b>

**f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables**

Particulars	As at 31 March 2024	As at 31 March 2023
Credit Sales	2,455.89	3,152.52
Closing Trade Receivables	551.64	733.86
<b>Ratio</b>	<b>4.45</b>	<b>4.30</b>
<b>% Change from previous year</b>	<b>3.64%</b>	<b>-20.53%</b>

**Reason for change more than 25%: Not Applicable**

**g) Trade payables turnover ratio = Credit purchases divided by closing trade payables**

Particulars	As at 31 March 2024	As at 31 March 2023
Credit Purchases	475.65	566.20
Closing Trade Payables	23.79	35.30
<b>Ratio</b>	<b>19.99</b>	<b>16.04</b>
<b>% Change from previous year</b>	<b>24.66%</b>	<b>4.37%</b>

**Reason for change more than 25%: Not Applicable**

**h) Net capital Turnover Ratio = Sales divided by Working capital whereas working capital= current assets - current liabilities**

<b>Particulars</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
Sales	2,455.89	3,152.52
Working Capital	3,528.90	3,009.79
<b>Ratio</b>	<b>0.70</b>	<b>1.05</b>
<b>% Change from previous year</b>	<b>-33.56%</b>	<b>41.57%</b>

**Reason for change more than 25%:**

This ratio has decreased due to decline in sales.

**i) Net profit ratio = Net profit after tax divided by Sales**

<b>Particulars</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>
Net profit after tax	1,040.89	605.48
Sales	2,455.89	3,152.52
<b>Ratio</b>	<b>0.42</b>	<b>0.19</b>
<b>% Change from previous year</b>	<b>120.67%</b>	<b>7.49%</b>

**Reason for change more than 25%**

This ratio has increased due to increase in other income and reduction of effective tax rate.



**j) Return on Capital employed (pre cash)=Earnings before interest and taxes (EBIT) divided by Capital Employed (pre cash)**

Particulars	As at 31 March 2024	As at 31 March 2023
Profit before tax (A)	1,333.82	1,184.63
Finance Costs (B)	33.89	35.31
Other Income (C)	886.93	736.77
<b>EBIT (D) = (A)+(B)-(C)</b>	<b>481.00</b>	<b>483.00</b>
<b>Capital Employed (Pre Cash) (J)=( E)-(F)-(G)-(H)-(I)</b>	<b>12,805.00</b>	<b>12,480 .00</b>
Total Assets (E)	15,930.99	15,607.95
Current Liabilities (F)	150.98	626.60
Current Investments (G)	2,920.17	1,914.95
Cash and Cash equivalents (H)	54.43	586.01
Bank balances other than cash and cash equivalents (I)	-	-
Ratio (D)/(J)	0.04	0.04
<b>% Change from previous year</b>	<b>-2.94%</b>	<b>33.44%</b>

**Reason for change more than 25% : Not applicable**

As per our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
Firm Reg. No: 012194S

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N RAJESH  
Partner  
M.No:F-223169  
UDIN # 24223169BKATCR9334

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**18. Revenue from operations**

	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Sale of services</b>		
Software services	1,104.59	1,989.02
Rental income	1,351.31	1,163.50
<b>Total</b>	<b>2,455.89</b>	<b>3,152.52</b>

**19. Other income**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Interest income	461.02	366.54
Gain on redemption of mutual funds and Venture Capital units	253.81	-
Unrealised gain on mark to market marking of mutual funds	137.95	37.77
Foreign exchange gain	(1.24)	290.62
Other non-operating income	35.40	41.84
<b>Total</b>	<b>886.93</b>	<b>736.77</b>

**20. Employee benefits expense**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Salaries and wages	1,209.25	1,847.76
Contribution to provident and other funds (refer note a below)	50.09	65.96
Staff welfare expenses	12.49	12.75
<b>Total</b>	<b>1,271.83</b>	<b>1,926.48</b>

(a) The amount recognized as an expense towards contribution to provident fund for the year aggregated to ₹49.23 (31 March 2023: ₹64.51) and towards employee state insurance fund aggregated to ₹0.82 (31 March 2023: ₹1.44).

**21. Finance Costs**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Interest expense for financial liabilities carried at amortised cost	33.89	35.31
Bank Charges	-	-
<b>Total</b>	<b>33.89</b>	<b>35.31</b>

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**22. Other expenses**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Power and fuel	49.97	47.41
Repairs and maintenance:	-	-
- Buildings	58.05	144.94
- Plant and equipment	37.61	37.87
- Others	11.13	7.72
Insurance	10.49	9.31
Rates and taxes	47.22	37.08
Communication	29.12	25.44
Travelling and conveyance	6.24	6.12
Legal and professional fees	39.44	25.39
Director's sitting fees	5.20	4.80
Fees and subscriptions	6.76	6.24
Staff training and recruitment charges	0.35	-
Advertisement charges	1.57	1.17
Payments to the auditor (refer note (i))	7.00	7.00
Postage, Printing & Stationery	1.44	2.41
Security Service charges	27.93	28.04
Guest House maintenance	4.30	2.50
Water charges	2.92	3.24
Cleaning charges	19.32	23.56
Outsource Consultancy charges	93.67	67.91
Buy Back Expenses	-	69.92
Miscellaneous expenses	3.28	8.11
CSR Expenses	21.48	20.00
Demerger Expenses	12.64	-
<b>Total</b>	<b>497.13</b>	<b>586.20</b>

**(i) Details of payments to auditors :****As auditor:**

	<b>31 March 2024</b>	<b>31 March 2023</b>
- Statutory & Audit fee	7.00	7.00
-Certificate fee	-	-

**23. Income tax****Tax expense comprises of:**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Current income tax	305.27	327.43
Deferred tax Liability (Asset)	(12.35)	251.72
<b>Total</b>	<b>292.93</b>	<b>579.15</b>

The major components of income tax expense and the reconciliation of expected tax expense based on the effective tax rate of the Company at 29.12% and the reported tax expense in the statement of profit and loss is as follows:

**Tax on Other Comprehensive Income**

Re-measurement loss on defined benefit plans	1.45	3.14
Gain/(Loss) on fair value changes on equity instruments	(80.62)	19.14
Gain on exchange fluctuation	29.55	211.48
<b>Total</b>	<b>(49.61)</b>	<b>233.76</b>

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

### Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	31 March 2024	31 March 2023
Profit before tax	1,333.82	1,184.63
Tax at the Indian tax rate	0.29	0.28
Expected tax expenses	388.41	329.56
<b>Permanent Difference</b>		
Expenses disallowed under income tax Act, 1961	21.48	20.00
<b>Income tax expense</b>	<b>410.17</b>	<b>349.84</b>
Profit After Adjusting permanent difference	1,355.29	1,204.63
Expected Tax	292.93	579.15
Effective tax rate	21.61%	48.08%

### 24. Earnings per share (EPS)

	31 March 2024	31 March 2023
Profit attributable to equity shareholders	920	1,212
Weighted average number of equity shares used in computing per share	14,763,689	14,763,689
<b>Earnings per equity share (in absolute ₹ terms) :</b>		
Basic and Diluted	7.05	4.10
Nominal Value per share equity share	10	10

### 25. Fair value measurements

#### (i) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

#### (ii) Financial assets and financial liabilities measured at fair value

	31 March 2024	31 March 2023
Fair value hierarchy (Level 1)		
<b>Financial assets</b>		
Investment in mutual funds	1,570.15	256.03
Fair value hierarchy level (Level 3)		
<b>Financial assets</b>		
Investment in equity shares of subsidiary	1,761.93	1,760.93
Investment in equity units of venture capital fund	1,350.02	1,658.92

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

The Company does not have any financial instrument measured at fair value on recurring basis under Level 2 category. There are no transfers between levels during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**(iii) Valuation technique used to determine fair value**

Investment in equity units of venture capital fund are valued based on valuation principles, techniques and methodology adopted by such venture capital fund. Investment in equity share of subsidiary are valued based on valuation techniques, including discounted cash flow method, adopted by the Company.

**(iv) Financial instruments by category**

for instruments carried at amortised cost, carrying value represents the best estimate of fair value.

	31 March 2024			31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments	1,570.15	1,350.02	-	256.03	1,658.92	-
Trade receivables	-	-	551.64	-	-	733.86
Cash and cash equivalents	-	-	54.43	-	-	586.01
Other bank balances	-	-	-	-	-	-
Other financial assets	-	-	4.45	-	-	2.71
<b>Total financial assets</b>	<b>1,570.15</b>	<b>1,350.02</b>	<b>610.52</b>	<b>256.03</b>	<b>1,658.92</b>	<b>1,322.58</b>

	31 March 2024			31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial liabilities</b>						
Trade payables	-	-	23.79	-	-	50.88
Other financial liabilities	-	-	95.29	-	-	248.08
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>119.08</b>	<b>-</b>	<b>-</b>	<b>298.96</b>

**26. Financial instruments risk management**

“The Company's principal financial liabilities comprises of trade and other payables. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Company also holds FVTOCI and FVTPL investments.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's Board of Directors oversees the management of these risks. The Company's Board of Directors are supported by the senior management that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board of Directors that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

**A. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for credit losses and impairment that represents its estimate of expected losses in respect of trade and other receivables.

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

**Financial assets that are neither past due nor impaired**

None of the Company's cash equivalents, including fixed deposits, were either past due or impaired as at 31 March 2024.

**Financial assets that are past due but not impaired**

The Company's credit period for customers generally ranges from 60 - 270 days. The aging of trade receivables that are not due and past due but not impaired is given below:

	31 March 2024	31 March 2023
Neither past due nor impaired	-	-
Past due not impaired:		
less than 180 days	551.64	733.86
181-365 days	-	-
Greater than 365 days	-	-
	<b>551.64</b>	<b>733.86</b>

Other than trade receivables, the Company has no significant class of financial assets that is past due but not impaired.

On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses during the year ended 31 March 2024 and 31 March 2023.

**B. Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet obligations, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company's principal sources of liquidity are the cash flows generated from operations. Further the Company has no long term borrowings and working capital facilities which the management believes are not required considering its present scale of operations.

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

### Maturities of financial liabilities

The tables below analyses the Company's financial liabilities following into different maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is insignificant.

31 March 2024	Up to 1 year	From 1 to 3 years	More than 3 years	Total
<b>Non-derivatives</b>				
Trade and other payables	23.79	-	-	23.79
Other financial liabilities	95.29	762.43	-	857.72
<b>Total</b>	<b>119.08</b>	<b>762.43</b>	<b>-</b>	<b>881.51</b>

31 March 2023	Up to 1 year	From 1 to 3 years	More than 3 years	Total
<b>Non-derivatives</b>				
Trade payable	50.88	-	-	50.88
Other financial liabilities	248.08	833.45	-	1,081.53
<b>Total</b>	<b>298.96</b>	<b>833.45</b>	<b>-</b>	<b>1,132.40</b>

### C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk. Thus, the Company's exposure to market risk is a function of revenue generating and operating activities in foreign currencies.

#### Foreign exchange risk

"The Company's foreign exchange risk arises from its foreign currency revenues (primarily in US\$). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency. A significant portion of the Company's revenues are in US\$. As a result, if the value of the Indian rupee appreciates relative to US\$, the Company's revenues measured in Indian rupees may decrease.

	31 March 2024	31 March 2023
Loan to Subsidiary	88.00	88.00

The following table analyses foreign currency risk from non derivative financial instruments, which are denominated in US\$

	<b>Impact on profit</b>	
	<b>31 March 2024</b>	<b>31 March 2023</b>
USD sensitivity*		
₹ / USD - Increase by 2%	146.73	144.69
₹ / USD - Decrease by 2%	(146.73)	(144.69)

\* Holding all other variables constant.

## 27. Capital risk management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares. Total capital is the equity as shown in the statement of financial position. Currently the Company does not have any long term borrowings and working capital facilities.

## 28. Related party disclosures

### (a) Names of the related parties and nature of relationship

Names of related parties	Nature of relationship
Madala Srinivasa Rao, Chairman Madala Bhaskar Rao, Whole Time Director Koteswara Rao Y, Chief Financial Officer M Nagaraju , Company Secretary	Key Managerial Personnel (KMP)
Softsol Resources Inc., USA	100% Subsidiary Company
Covance Softsol Limited	100% Subsidiary Company

### (b) Transactions with related parties

	<b>For the year ended</b>	
	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>Transactions with subsidiary company</b>		
Services rendered	120.67	-
Investment	1.00	-
Expenses paid	15.35	-
Interest Received for the year	452.31	354.99
<b>Transactions with KMPs</b>		
Short-term employee benefits*	58.44	49.49

### (c) Balances receivable

	<b>31 March 2024</b>	<b>31 March 2023</b>
Subsidiary company	7,391.26	7,235.09
Other Receivables	15.35	-
Trade Receivables	120.67	-

\*KMPs are eligible for gratuity and compensated absences along with other employees of the Company. The provision made for gratuity and compensated absences pertaining to the KMPs has not been included in the aforementioned disclosures as these are not determined on an individual basis.



**29. Segment reporting**

The Management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 “Operating Segment”

Particulars	Standalone		
	IT/ITES	INFRA	Total
Revenue from Operations	1104.59	1351.31	2455.89
Identifiable Operating Expenses	944.13	224.63	1168.76
Allocated Expenses	147.39	180.31	327.70
Segmental Operating Income	13.07	946.37	959.43
Unallocable expenses	-	-	478.66
Other Income	-	-	886.93
Finance Costs	-	33.89	33.89
Reduction in the fair value of disposal group held for sale	-	-	-
Profit before tax	13.07	912.48	1333.82

<b>Segment Assets</b>	<b>2122.97</b>	<b>3397.42</b>	
Un Allocable Assets			10410.61
Segment Liabilities	127.10	816.50	
<b>Un Allocable Liabilities</b>			<b>744.26</b>

**30. Contingent liabilities and commitments**

	As at	
	31 March 2024	31 March 2023
<b>(a) Commitments</b>		
Capital commitments for investments in venture funds	48.00	90.00
<b>(b) Contingent liabilities</b>		
<b>Guarantees excluding financial guarantees</b>		
Bank guarantee	15.25	15.25

**31.** Deferred tax assets have been recognised only to the extent of deferred tax liabilities i.e deferred tax assets have been recognized only to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income of the Company.

**32.** Where ever required figures have been regrouped.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N RAJESH  
Partner  
M.No: F-223169  
UDIN # 24223169BKATCR9334

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

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## Independent Auditor's Report

TO THE MEMBERS OF  
SOFTSOL INDIA LIMITED

### Report on the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying Consolidated Ind AS financial statements of M/s. SOFTSOL INDIA LIMITED (**“the Holding Company”**) and its subsidiary company (the Holding Company and its subsidiary company together referred as ‘the Group’), which comprise the Consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as **“the Consolidated Ind AS financial statements”**).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (**“Ind AS”**) and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, the Consolidated profit, Consolidated total comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit matter
1.	<p>1. Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of INDAS115 “Revenue from contracts with customers.</p> <p>2. The application of the revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>

**Auditor's Response****Principal Audit Procedure Performed**

1. We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures :
  - Read, analyzed and identified the distinct performance obligations in these contracts.
  - Compared these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
  - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

**Auditor's Response****Principal Audit Procedure**

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :

- Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
- Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
- Selected a sample of continuing and new contracts and performed the following procedures :
  - Read, analyzed and identified the distinct performance obligations in these contracts.
  - Compared these performance obligations with that identified and recorded by the Company.
  - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
  - Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.
  - Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public



disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter**

We have relied upon the audited financial statements of Softsol Resources Inc., a wholly owned subsidiary, whose audited financial statements reflect total assets of Rs.13,953.14lakhs as at 31st March, 2024, total revenues of Rs.5,133.20 lakhs for the year ended on that date.

We have audited the financial statements of Covance Softsol Ltd., a wholly owned subsidiary, whose financial statements reflect total assets of Rs.Nil lakhs as at 31st March, 2024, total revenues of Rs. Nil lakhs for the year ended on that date.

The above financial information are before giving effect to any consolidated adjustments. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-section (3) of section 143 of the Act, insofar as it relates the aforesaid subsidiary is based solely on the reports of the other auditors.

The above subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in that country and which have not been audited under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our Opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the company and audited by us. Our Opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report to the extent applicable, that :
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the

Group Companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those Companies, for reasons stated therein.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
  - ii. The Company didnot have any long-term contracts including derivative contracts for which there arefor material foreseeable losses
  - iii. There were no amounts which were required to be transferred to the to the Investor Education and Protection Fund by the Company.
  - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The respective Managements of the (b) Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The company did not propose any dividend during the year.
- (vi) Based on our examination which included test checks, performed by us on the Company and its subsidiaries incorporated in India, except for the instances mentioned below, have used accounting softwares for maintaining their respective books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with.

The financial statements of two subsidiaries that are not material to the consolidated financial statements of the Group, have not been audited under the provisions of the Act as of the date of this report. Therefore, we are unable to comment on the reporting requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 in respect of these two subsidiaries.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is not applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **PAVULURI & Co.**  
Chartered Accountants  
Firm Reg. No: 012194S

Place: Hyderabad  
Date: 29.05.2024

(CA N RAJESH)  
PARTNER  
M.No: F-223169  
UDIN #24223169BKATCS4376

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## ANNEXURE ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Softsol India Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of **M/s. Softsol India limited** (“the Holding Company”) and such companies incorporated in India under the Act which are its subsidiary companies as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial

reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PAVULURI & Co.**  
Chartered Accountants  
Firm Reg. No: 012194S

Place: Hyderabad  
Date: 29.05.2024

(CA N RAJESH)  
PARTNER  
M.No: F-223169  
UDIN #24223169BKATCS4376

**CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note	As at	
		31-03-2024	31-03-2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	5	1,173.36	1,033.56
(b) Capital Work In Progress			1.44
(c) Investment Property	6	2,034.71	2,116.34
(d) Other intangible assets	7	48.98	50.64
(e) Financial assets			
(i) Other financial assets	09(i)&10(i)	1,610.65	1,363.46
(f) Deferred Tax assets(Net)		289.12	352.72
<b>Total non-current assets</b>		<b>5,156.82</b>	<b>4,918.15</b>
<b>Current assets</b>			
(a) Financial Assets			
(i) Investments	8	13,396.35	10,156.08
(ii) Trade receivables	11	1,534.49	1,540.34
(iii) Cash and cash equivalents	12	430.13	1,511.38
(iv) Other financial assets	09(ii)	4.45	2.71
(b) Other current assets	10(ii)	81.97	175.60
<b>Total current assets</b>		<b>15,447.39</b>	<b>13,386.11</b>
<b>TOTAL ASSETS</b>		<b>20,604.21</b>	<b>18,304.26</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	13	1,517.77	1,517.77
(b) Other equity	14	16,029.34	13,211.03
<b>Total equity</b>		<b>17,547.11</b>	<b>14,728.80</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	15(i)	762.42	833.45
(b) Provisions	16(i)	535.09	573.18
(c) Deferred Tax liabilities (net)		242.56	256.56
<b>Total non-current liabilities</b>		<b>1,540.07</b>	<b>1,663.18</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	17	360.82	397.66
(ii) Other financial liabilities	15(ii)	1,124.32	1,186.98
(b) Provisions	16(ii)	31.89	327.64
<b>Total current liabilities</b>		<b>1,517.03</b>	<b>1,912.28</b>
<b>Total equity and liabilities</b>		<b>20,604.21</b>	<b>18,304.26</b>

Significant accounting policies are in the notes 1 to 4

The accompanying notes referred to above form an integral part of the financial statements.

This is the Balance sheet referred to in our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N. RAJESH  
Partner  
M.No: F-223169  
UDIN #24223169BKATCS4376

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note No	Year ended 31-03-2024	Year ended 31-03-2023
<b>INCOME</b>			
Revenue from operations	18	7,468.43	8,259.37
Other income	19	886.37	(211.08)
<b>Total income</b>		<b>8,354.80</b>	<b>8,048.29</b>
<b>Expenses</b>			
Employee Benefits expense	20	3,820.80	4,391.50
Finance costs	21	171.58	167.25
Depreciation and amortisation expense	5, 6 & 7	225.33	181.88
Other expenses	22	2,687.98	3,037.00
<b>Total expenses</b>		<b>6,905.69</b>	<b>7,777.63</b>
<b>Profit before exceptional items and taxes</b>		<b>1,449.11</b>	<b>270.66</b>
Exceptional Item		-	-
<b>Profit before Tax</b>		<b>1,449.11</b>	<b>270.66</b>
Tax expense			
Current tax	23	372.50	315.01
Deferred tax		(12.35)	(52.33)
<b>Profit for the year</b>		<b>1,088.96</b>	<b>7.98</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
a) Remeasurement loss on defined benefit plans		4.99	11.27
b) Gain on fair value changes on equity instruments		1,515.39	(527.14)
c) Gain on exchange fluctuation gain		101.47	760.19
Less: Income tax relating to items that will not be reclassified to profit and loss		49.61	(233.76)
Items that will be reclassified to profit or loss			
Exchange difference in translating the financial statements of a foreign operation		85.59	(91.67)
Total other comprehensive income for the year		<b>1,757.06</b>	<b>(81.11)</b>
<b>Total comprehensive income for the year</b>		<b>2,846.01</b>	<b>(73.13)</b>
<b>Earnings per equity share [EPES]</b>			
<b>(in absolute ₹ terms)</b>			
Par value per equity share	24	10	10
Basic EPES		7.38	0.05
Diluted EPES		7.38	0.05

Significant accounting policies are in the notes 1 to 4  
The accompanying notes referred to above form an integral part of the financial statements.  
This is the Balance sheet referred to in our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N. RAJESH  
Partner  
M.No: F-223169  
UDIN #24223169BKATCS4376

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

	Year ended 31-03-2024	Year ended 31-03-2023
<b>Cash flow from operating activities</b>		
Profit before tax	1,449.11	270.65
<b>Adjustments:</b>		
Depreciation and amortisation expense	225.33	181.88
Interest income on fixed deposit and others	(78.94)	(214.98)
Finance cost - Ind AS	(1.51)	(6.53)
Provision/(reversal) for employee benefits	13.26	7.00
Gain on redemption of mutual funds	(672.85)	796.29
Unrealised gain on mark to market marking of mutual funds	(137.95)	(37.77)
<b>Operating cash flows before working capital changes</b>	<b>796.45</b>	<b>996.54</b>
(Increase)/decrease in trade receivables	5.85	(511.40)
Increase/(decrease) in trade payables	(36.84)	(265.01)
(Increase)/decrease in other current assets	93.63	(70.97)
decrease/(increase) in other current financial assets	(1.74)	(1.19)
Increase in other current financial assets	(247.19)	556.28
Increase/(decrease) in other non current financial liabilities	(71.03)	111.75
Increase/(decrease) in other current financial liabilities	(74.44)	(44.95)
<b>Cash generated from operating activities</b>	<b>464.69</b>	<b>771.05</b>
Income-taxes paid	(315.31)	(368.26)
<b>Net cash generated from operating activities (A)</b>	<b>149.38</b>	<b>402.79</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(280.40)	(385.32)
Net Investment in mutual funds and venture capital funds	(914.08)	3,230.74
Movement in other bank balances	-	0.65
Interest income received	78.94	214.98
<b>Net cash used in investing activities (B)</b>	<b>(1,115.54)</b>	<b>3,061.06</b>
<b>Cash flows from financing activities</b>		
Proceeds from short term Borrowings	11.78	(453.89)
Buyback of shares	(313.93)	(3,500.00)
<b>Net cash used in financing activities (C)</b>	<b>(302.15)</b>	<b>(3,953.89)</b>
<b>Net (decrease)/increase cash and equivalents during the year</b>	<b>(1,268.31)</b>	<b>(490.04)</b>
Effect of exchange rate changes on cash and cash equivalents	187.06	668.52
Cash and cash equivalents at the beginning of the year	1,511.38	1,332.90
<b>Cash and cash equivalents at the end of the year</b>	<b>430.13</b>	<b>1,511.38</b>
<b>Cash and cash equivalents includes</b>		
Balances with banks in current accounts	429.67	1,510.95
Cash on hand	0.46	0.43

This is the Consolidated Cash Flow Statement referred to in our report of even date.

for **PAVULURI & CO**

Chartered Accountants  
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of  
SoftSol India Limited

CA N. RAJESH  
Partner  
M.No: F-223169  
UDIN #24223169BKATCS4376

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer



Consolidated Statement of Changes in Equity for the year ended 31-03-2024  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

## A. Equity Share Capital

	Notes	Number of shares	Amount
<b>As at 1 April 2022</b>		<b>17,678,735</b>	<b>1,723.65</b>
Changes in equity share capital	13	-	-
<b>As at 31 March 2023</b>		<b>17,678,735</b>	<b>1,723.65</b>
Changes in equity share capital	13	(2,058,824)	205.88
<b>As at 31 March 2024</b>		<b>15,619,911</b>	<b>1,517.77</b>

## B. Other Equity (Refer note 15)

	Reserves and Surplus				Other reserves			Total
	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	Remeasurement of defined benefit obligations	Fair value changes in equity instruments through OCI	Exchange difference in translating the financial statements of a foreign operation	
<b>Balance as at 1 April 2022</b>	180.51	6,701.14	696.90	8,039.28	(17.03)	742.78	548.63	16,892.21
Finance Ind AS adjustment	-	-	-	-	-	-	-	-
Transfer from retained earning on account of buyback of equity shares	205.88	-	-	-	-	-	-	205.88
Profit for the year	-	-	-	7.98	-	-	-	7.98
Capital redemption reserve	-	-	-	(205.88)	-	-	-	(205.88)
Buyback Premium	-	(3,294.12)	-	-	-	-	-	(3,294.12)
Buyback tax	-	(313.93)	-	-	-	-	-	(313.93)
Other comprehensive income ("OCI")	-	-	-	-	11.27	(527.14)	668.52	152.65
Income tax relating to items of OCI	-	-	-	-	(3.14)	(19.14)	(211.48)	(233.76)
<b>Balance as at 31 March 2023</b>	<b>386.39</b>	<b>3,093.09</b>	<b>696.90</b>	<b>7,841.37</b>	<b>(8.89)</b>	<b>196.50</b>	<b>1,005.67</b>	<b>13,211.03</b>
Prior Period adjustment								
Balance as at 31 March 2023 after adjustment	386.39	3,093.09	696.90	7,841.37	(8.89)	196.50	1,005.67	13,211.03
Finance Ind AS adjustment	-	-	-	-	-	-	-	-
Transfer from retained earning on account of buyback of equity shares								-
Profit for the year			-	1,088.96		-		1,088.96
Capital redemption reserve								-
Buyback Premium								-
Buyback tax								-
Other comprehensive income	-	-	-	-		1,515.39	187.06	1,702.45
Income tax relating to items of OCI	-	-	-	-		48.45	(21.55)	26.90
<b>Balance as at 31 March 2024</b>	<b>386.39</b>	<b>3,093.09</b>	<b>696.90</b>	<b>8,930.33</b>	<b>(8.89)</b>	<b>1,760.34</b>	<b>1,171.18</b>	<b>16,029.34</b>

## Summary of significant accounting policies and other explanatory information for the year ended 31 March 2024

### 1. General information

The consolidated financial statements of “Softsol India Limited” (“the Company” or “Parent Company” or “Parent”) and its subsidiary (collectively referred to as “Group”) are for the year ended 31 March 2024. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on a recognised stock exchange in India. The registered office of the Company is at Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500081.

The Group is engaged in information and technology services and Infrastructural facilities including leasing of properties or spaces.

These consolidated financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Board of Directors on 29 May 2024.

### 2. Basis of preparation

The consolidated financial statements of the Group have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards (‘Ind AS’) as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs (‘MCA’)). The Group has uniformly applied the accounting policies during the periods presented.

The consolidated financial statements have been prepared on a going concern basis under historical cost, except for the following:

- certain financial assets and liabilities are measured either at fair value or at amortised cost depending on the classification; and
- Employee defined benefit assets/ (liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation.

The consolidated financial statements are presented in ` and all values are rounded to the nearest lakhs, except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group’s voting rights and potential voting rights
- The size of the Group’s holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of the entity used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March. When the end of the reporting period of the Parent Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Parent Company to enable the Parent Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the parent's investment in subsidiary and the parent's portion of equity of subsidiary.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Details of entity included in the consolidated financial statement is as under:

Name of the entity	Relationship	Country of incorporation	Proportion of ownership interest as at	
			31 March 2024	31 March 2023
Softsol Resources Inc.	Subsidiary	USA	100%	100%
Covance Softsol Limited	Subsidiary	India	100%	-

### 3. Summary of significant accounting policies

The financial statements have been prepared using the accounting policies and measurement basis summarized below.

#### a. Operating Cycle

Based on the nature of services/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

#### b. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A **liability** is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

#### c. Foreign currency

##### *Functional and presentation currency*

The financial statements are presented in Indian Rupee ('INR' or '₹') which is also the functional and presentation currency of the Company.

##### *Transactions and balances*

Foreign currency transactions are recorded in the functional currency, by applying to the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the spotexchange rates as at the reporting date. Non-monetary items denominated in a foreign currency which are carried at historical cost are

reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

#### **d. Revenue recognition**

The Company derives revenues primarily from information and technology services and leasing of properties or spaces.

Revenue is recognized upon transfer of control of promised services to the customer, recovery of the consideration is probable, the associated costs and possible return of services can be estimated reliably, there is no continuing management involvement with the services, and the amount of revenue can be measured reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the agreement.

Revenues in excess of invoicing are classified as contract assets (which we refer to as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional Goods/ services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

The Company classifies the right to consideration in exchange for deliverables as a receivable.

A receivable is a right to consideration that is unconditional upon passage of time.

Revenue for time-and-material contracts are recognized as related control is transferred when services are performed.

Invoicing in excess of earnings is classified as unearned revenue.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, and adjustment for revenue that has not materialized and adjustments for currency.

The impact on account of applying the erstwhile Ind AS 18, Revenue instead of Ind AS 115, Revenue from Contracts with Customers on the financials results of the Company for the year ended and as at March 31, 2019 is insignificant.

Goods and service tax is not received by the Company on its own account. It is a tax collected by the Company on behalf of the government. Accordingly, it is excluded from revenue.

#### *Interest Income*

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all financial instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate (EIR) method.

#### **e. Leases**

##### **Company as a lessor**

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

#### Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its lease. The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor. The Company accounted for its leases in accordance with Ind AS 116 from the date of initial application. The Company does not have any significant impact on account of sub-lease on the application of this standard

#### **f. Property, plant and equipment (PPE)**

##### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

##### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on the written down value method, computed on the basis of useful lives as estimated by the management which coincides with the useful lives mentioned in Schedule II to the Companies Act, 2013 except for Plant and equipment which are depreciated over a useful life of 10 years

as compared to useful life of 15 years mentioned in Schedule II of the Companies Act. Freehold land is not depreciated.

Cost of the leasehold land is amortized on a straight-line basis over the term of the lease.

The residual values, useful lives and method of depreciation of assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### *De-recognition*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

#### **g. Investment property**

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. When the use of a property changes from owner occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

#### **h. Other Intangible assets**

##### *Recognition and initial measurement*

Other Intangible assets are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

##### *Subsequent measurement (amortisation)*

The cost of capitalized software is amortized over a period of 3 years, on a written down value basis.

#### **i. Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss

#### **j. Financial instruments**

##### **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.



**Financial assets***Initial recognition and measurement*

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

*Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Equity instruments at fair value through profit or loss (FVTPL) and
- Equity instruments at fair value through other comprehensive income (FVOCI)

*Debt instruments at amortised cost*

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

*Equity instruments measured at FVTPL and FVOCI*

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Cash and Cash Equivalents**

Cash and Cash Equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

**Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.



*De-recognition*

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

**Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets that are debt instruments, and are measured at amortised cost e.g., deposits, trade receivables and bank balances.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Financial Liabilities***Initial recognition and measurement*

All financial liabilities are recognised initially at fair value. The Company's financial liabilities include trade and other payables and security deposits.

*Subsequent measurement*

The measurement of financial liabilities depends on their classification, as described below:

**Security deposits**

After initial recognition, security deposits are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

*De-recognition*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**k. Investment in the nature of equity in subsidiary company**

The Company has elected to recognise its investment in equity instrument in subsidiary at fair value in the financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

**l. Income taxes**

Tax expense recognized in statement of profit or loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

**m. Post-employment, long term and short term employee benefits***Defined contribution plan*

The Company's contribution to provident fund and employee state insurance schemes is charged to the statement of profit and loss. The Company's contributions towards Provident Fund are deposited with the Regional Provident Fund Commissioner under a defined contribution plan.

*Defined benefit plan*

The Company has gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognized in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains and losses resulting from re-measurements of the liability are included in other comprehensive income.

*Other long-term employee benefits*

The Company also provides benefit of compensated absences to its employees which are in the nature of long-term benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recorded in the statement of profit and loss in the year in which such gains or losses arise.

*Short-term employee benefits*

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

**n. Provisions, contingent liabilities and contingent assets**

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

**o. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **p. Cash Flow statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

#### **4. Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company.

**Recognition of deferred tax assets:** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

**Evaluation of indicators for impairment of assets:** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Recoverability of advances/receivables:** At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Useful lives of depreciable/amortisable assets:** Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Defined benefit obligation (DBO):** Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements:** Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Provisions:** At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

## 5. Property, plant and equipment

	Freehold land	Buildings	Plant and Equipment (including Computers)	Furniture and Fixtures	Vehicles	Office equipment	Total
<b>Gross carrying amount</b>							
At 1 April 2022	190.85	1,040.70	459.18	256.90	134.75	63.45	2,145.83
Additions	-	-	5.11	-	-	-	5.11
Disposals /Retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>190.85</b>	<b>1,040.70</b>	<b>464.28</b>	<b>256.90</b>	<b>134.75</b>	<b>63.45</b>	<b>2,150.93</b>
Additions	-	-	19.62	3.46	243.21	1.79	268.08
Disposals /Retirement/ merger	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>190.85</b>	<b>1,040.70</b>	<b>483.90</b>	<b>260.36</b>	<b>377.96</b>	<b>65.24</b>	<b>2,419.01</b>
<b>Accumulated depreciation</b>							
Up to 1 April 2022	2.79	289.26	349.41	222.63	89.20	55.14	1,008.43
Charge for the year	-	45.49	48.02	11.60	3.58	0.24	108.94
Adjustments for disposal/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>2.79</b>	<b>334.75</b>	<b>397.43</b>	<b>234.23</b>	<b>92.78</b>	<b>55.39</b>	<b>1,117.37</b>
Charge for the year	-	50.53	18.57	8.22	49.60	1.36	128.28
Adjustment for disposal/retirement	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	<b>2.79</b>	<b>385.28</b>	<b>416.00</b>	<b>242.45</b>	<b>142.38</b>	<b>56.75</b>	<b>1,245.65</b>
<b>Net book value as at 1 April 2022</b>	<b>188.06</b>	<b>751.44</b>	<b>109.77</b>	<b>34.26</b>	<b>45.55</b>	<b>8.30</b>	<b>1,137.39</b>
<b>Net book value as at 31 March 2023</b>	<b>188.06</b>	<b>705.95</b>	<b>66.85</b>	<b>22.67</b>	<b>41.97</b>	<b>8.06</b>	<b>1,033.56</b>
<b>Net book value as at 31 March 2024</b>	<b>188.06</b>	<b>655.42</b>	<b>67.90</b>	<b>17.91</b>	<b>236.00</b>	<b>8.49</b>	<b>1,173.36</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**6. Investment property**

	<b>Buildings</b>	<b>Total</b>
<b>Gross carrying amount</b>		
As at 1 April 2022	<b>1,839.07</b>	<b>1,839.07</b>
Additions	783.17	783.17
<b>As at 31 March 2023</b>	<b>2,622.23</b>	<b>2,622.23</b>
Additions	13.76	13.76
<b>As at 31 March 2024</b>	<b>2,636.00</b>	<b>2,636.00</b>
<b>Accumulated depreciation</b>		
Up to 1 April 2022	<b>434.53</b>	<b>434.53</b>
Charge for the year	71.36	71.36
<b>Up to 31 March 2023</b>	<b>505.89</b>	<b>505.89</b>
Charge for the year	95.39	95.39
<b>Up to 31 March 2024</b>	<b>601.28</b>	<b>601.28</b>
<b>Net carrying amount</b>		
As at 1 April 2022	1,404.54	1,404.54
As at 31 March 2023	2,116.35	2,116.35
<b>As at 31 March 2024</b>	<b>2,034.71</b>	<b>2,034.71</b>

**7. Other intangible assets**

	<b>Computer Software</b>	<b>Total</b>
<b>Gross carrying amount</b>		
As at 1 April 2022	<b>50.16</b>	<b>50.16</b>
Additions	41.11	41.11
<b>As at 31 March 2023</b>	<b>91.27</b>	<b>91.27</b>
Additions	-	-
<b>As at 31 March 2024</b>	<b>91.27</b>	<b>91.27</b>
<b>Accumulated amortization</b>		
Up to 1 April 2022	39.05	39.05
Charge for the year	1.58	1.58
<b>Up to 31 March 2023</b>	<b>40.63</b>	<b>40.63</b>
Charge for the year	1.65	1.65
<b>Up to 31 March 2024</b>	<b>42.28</b>	<b>42.28</b>
<b>Net carrying amount</b>		
As at 1 April 2022	11.11	11.11
As at 31 March 2023	50.64	50.64
<b>As at 31 March 2024</b>	<b>48.98</b>	<b>48.98</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**8. Investments**

	31 March 2024	31 March 2023
<b>(i) Current</b>		
<b>Investment carried at fair value through profit or loss ('FVTPL')</b>		
Investment in mutual funds, quoted	11,796.22	8,140.92
	<b>11,796.22</b>	<b>8,140.92</b>
<b>Investment carried at FVOCI</b>		
Investment in units, unquoted		
“Blume ventures Fund” and Inventus fund	1,328.48	1,587.33
“Blume Venture-5.88 units of Fund 1A of ₹10,000 each , 1,01,094.90 units of Fund II of ₹100 each and 3,00,000 units of fund 1X of ₹100 each (31 March 2023 5.88 units of Fund 1A of ₹10,000 each 1,01,115.04 units of Fund II of ₹100 each) and 3,00,000 units of IX of ₹100 each. Inventus III-India Fund 25,200 units of ₹ 1000 each (31st March 2023:21,000 units)		
Kids Activity Tech Pvt Ltd	-	50.06
136 CCPS of ₹10 each (31 March 2023:136)	-	-
Localbuy Technologies Pvt Ltd	21.53	21.53
32 CCPS of ₹10 each (31 March 2023:32)	-	-
Other investments	250.11	356.24
	<b>1,600.13</b>	<b>2,015.16</b>
<b>Total</b>	<b>13,396.35</b>	<b>10,156.08</b>

Aggregate amount of quoted investments and market value thereof

11,796.22

8,140.92

Aggregate amount of unquoted investments

1,600.13

2,015.16

Note : During the year ended 31st March 2024 the company has written off its investment in Kids Aptivity Tech Pvt Ltd

**9. Other financial assets**

	31 March 2024	31 March 2023
<b>Unsecured, considered good</b>		
<b>(i) Non-current</b>		
Security deposits	72.77	72.73
Bank deposits (due to mature after 12 months from the reporting date)	24.64	24.64
	<b>97.41</b>	<b>97.37</b>
<b>Total</b>	<b>97.41</b>	<b>97.37</b>
<b>(ii) Current</b>		
Interest accrued on deposits	4.45	2.71
	<b>4.45</b>	<b>2.71</b>
<b>Total</b>	<b>4.45</b>	<b>2.71</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**10. Other current assets**

	31 March 2024	31 March 2023
<b>(i) Non-current</b>		
<b>Unsecured,</b>		
<b>-Considered good</b>		
Other Loans and Receivables	1,513.24	1,266.09
<b>Total</b>	<b>1,513.24</b>	<b>1,266.09</b>
<b>(ii) Current</b>		
<b>Unsecured, considered good</b>		
Advance for expenses	4.52	3.39
Prepaid expenses	70.42	94.60
Balance with Revenue Authorities	7.03	77.61
<b>Total</b>	<b>81.97</b>	<b>175.60</b>

**11. Trade receivables**

	31 March 2024	31 March 2023
<b>(i) (Unsecured)</b>		
- Considered good	749.82	1,018.52
- Considered doubtful	-	-
	<b>749.82</b>	<b>1,018.52</b>
Less: Allowance for doubtful debts	-	-
b. Unbilled Revenue	784.67	521.82
<b>Total</b>	<b>1,534.49</b>	<b>1,540.34</b>

**Trade Receivables ageing schedule:**

As at 31 March 2024

Particulars	Outstanding for following periods from due to of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	697.03	52.79	-	-	-	749.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-
(iv) Disputed Trade Receivables– considered good		-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk		-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-	-	-	-	-
(vii) Unbilled Receivables	784.67	-				784.67
<b>Total</b>	<b>1,481.70</b>	<b>52.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,534.49</b>



(All amounts in ₹ lakhs, except share data and where otherwise stated)

As at 31 March 2023

Particulars	Not Due	Outstanding for following periods from due to of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	842.56	175.96	-	-	-	1,018.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vii) Unbilled Receivables	521.82	-	-	-	-	521.82
<b>Total</b>	<b>1,364.37</b>	<b>175.96</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,540.33</b>

**12. Cash and Bank Balances**

	31 March 2024	31 March 2023
(i) <b>Cash and cash equivalents</b>		
Balances with banks in current accounts	429.67	1,510.95
Cash on hand	0.46	0.43
	<b>430.13</b>	<b>1,511.38</b>

**13. Equity share capital****i. Authorised share capital**

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Equity shares of ₹10 each	50,000,000	5,000	50,000,000	5,000

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**ii. Issued, subscribed and paid up**

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Equity shares of ₹10 each fully paid up	14,763,689	1,476.37	14,763,689	1,476.37
Forfeited shares of ₹10 each, ₹ 5 paid up		-		-
Forfeited shares (amount originally paid)	828,022	41.40	828,022	41.40
<b>Total</b>	<b>15,591,711</b>	<b>1,517.77</b>	<b>15,591,711</b>	<b>1,517.77</b>

**iii. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year**

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
<b>Equity shares</b>				
Balance at beginning and end of the year	15,591,711	1,517.77	15,591,711	1,517.77

**iv. Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

**v. Details of shareholders holding more than 5% equity shares in the Company**

	31 March 2024		31 March 2023	
	Number	% holding	Number	% holding
Durga VLK Madala	9,557,408	64.74%	9,557,408	64.74%
Talluri Samatha	3,324,525	22.52%	3,324,525	22.52%
Srinivasa Rao Madala	30,015	0.20%	1,366,099	8.12%
Sambasiva Rao Madala	118,400	0.80%	118,400	0.80%
Bhaskara Rao Madala	1,069,766	7.25%	1,069,766	7.25%

**Details of shares held by promoters**

	31 March 2024		31 March 2023	
	Number of Shares	% holding	Number of Shares	% holding
Durga VLK Madala	9,557,408	64.74	9,557,408	64.74
Srinivasa Rao Madala	30,015	0.20	30,015	0.20
Raja Rao Boyapati	25,300	0.17	25,300	0.17
Bhaskara Rao Madala	1,069,766	7.25	1,069,766	7.25
Sambasiva Rao Madala	118,400	0.80	118,400	0.80
M Sridevi	46,355	0.31	46,355	0.31
	<b>10,847,244</b>	<b>73.47</b>	<b>10,847,244</b>	<b>73.47</b>

**vi.** During the financial year 2022-23 the Company has completed its buy-back of 20,58,824 (representing 12.24% of the total number of Equity Shares in the total paid-up equity capital of the Company) Equity Shares at price of 170/- per Equity Share for an aggregate consideration of 35.00 Crores (Excluding Buyback expenses and buyback distribution tax). The offer size of the Buyback represents 15.3% and 21.12% of the aggregate of the Company's paid-up capital and free reserves as per the latest available standalone and consolidated audited financials of the Company for the year ended as on March 31, 2022. The buyback process was completed on 24th March 2023 and the shares were extinguished on 11th April 2023. no bonus shares have been issued during the financial year.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**vii. Calls unpaid on equity shares**

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
- By Directors and Officers	-	-	-	-
- By others at ₹5 per equity share	28,200	1.41	28,200	1.41
<b>Total</b>	<b>28,200</b>	<b>1.41</b>	<b>28,200</b>	<b>1.41</b>

**14. Other equity**

	31 March 2024	31 March 2023
<b>Reserve and surplus</b>		
Capital redemption reserve	386.39	386.39
Securities premium reserve	3,093.09	3,093.09
General reserve	696.90	696.90
Retained earnings	8,930.33	7,841.37
	<b>13,106.71</b>	<b>12,017.75</b>
<b>Other reserves</b>		
Remeasurement of defined benefit obligations	(8.89)	(8.89)
Unrealised Foreign Exchange Fluctuation Gain	-	-
Fair value changes on equity instruments through OCI	1,760.34	196.50
Exchange difference in translating the financial statements of a foreign operation	1,171.18	1,005.67
	<b>2,922.63</b>	<b>1,193.27</b>
<b>Total</b>	<b>16,029.34</b>	<b>13,211.03</b>

**Nature and purpose of reserves**

**Capital redemption reserve**

Capital redemption reserve to the extent of ₹ 386.39 was created on buy back of equity shares. The Company uses Capital redemption reserve for transactions in accordance with the provisions of the Companies Act, 2013.

**Securities premium reserve**

Securities premium reserve is used to record the premium received on issue of equity shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013.

**General reserve**

The Company generally appropriates a portion of its earnings to the general reserve to be used for contingencies. These reserves are freely available for use by the Company.

**Fair value changes on equity instruments through OCI**

The Company has elected to recognise changes in the fair value of certain investment in equity shares and units in OCI. This amount will be reclassified to retained earnings on derecognition of equity shares and units.

**Remeasurement of defined benefit obligations**

The reserve represents the remeasurement gains/(losses) arising from the actuarial valuation of the defined benefit obligations of the Company. The remeasurement gains/(losses) are recognized in other comprehensive income and accumulated under this reserve within equity. The amounts recognized under this reserve are not reclassified to statement of profit or loss.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

## 15. Other Financial Liabilities

	31 March 2024	31 March 2023
<b>(i) Non-current</b>		
Security Deposits	627.96	663.58
Accrued Rent	134.46	169.86
	<b>762.42</b>	<b>833.45</b>
<b>(ii) Current</b>		
Accrued expenses	192.16	171.77
Capital Creditors	-	14.56
Revolving Line of Credit/short term Borrowings	862.30	850.52
Others	69.86	150.13
	<b>1,124.32</b>	<b>1,186.98</b>

## 16. Provisions

	31 March 2024	31 March 2023
<b>(i) Non-current</b>		
Gratuity	49.34	57.92
Compensated absences	4.65	5.98
Income Tax	481.09	509.28
<b>Total</b>	<b>535.09</b>	<b>573.18</b>
<b>(ii) Current</b>		
Gratuity	29.85	11.27
Compensated absences	2.04	2.44
Buyback tax	-	313.93
<b>Total</b>	<b>31.89</b>	<b>327.64</b>

### (a) Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the “Gratuity Plan”. The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/ exit, restricted to a sum of ₹ 20 in accordance with Payment of Gratuity Act, 1972.

### (i) Change in projected benefit obligation

	31 March 2024	31 March 2023
Projected benefit obligation at the beginning of the year	69.20	62.11
Service cost	11.84	14.72
Interest cost	5.11	4.49
Actuarial loss	(4.99)	(11.27)
Benefits paid	(1.96)	(0.85)
Projected benefit obligation at the end of the year	<b>79.19</b>	<b>69.20</b>

### (ii) Reconciliation of present value of obligation on the fair value of plan assets

	31 March 2024	31 March 2023
Present value of projected benefit obligation at the end of the year	79.19	69.20
Funded status of the plans	-	-
Net liability recognised in the balance sheet	<b>79.19</b>	<b>69.20</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

**(iii) Expense recognized in the statement of profit and loss**

Interest cost	5.11	4.49
Service cost	11.84	14.72
Expected returns on plan assets	-	-
Net gratuity costs/(benefits)	<b>16.95</b>	<b>19.21</b>

**(iv) Expense recognized in OCI**

Recognized net actuarial loss	(4.99)	(11.27)
	<b>(4.99)</b>	<b>(11.27)</b>

**(v) Key actuarial assumptions**

Discount rate	7.46%-7.50%	7.12%-7.35%
Salary escalation rate	5%-8%	5%-8%

**(vi) Expected future cash flows**

	<b>31st March 2024</b>	<b>31 March 2023</b>
The defined benefit obligation shall mature after year ended 31 March 2023 as follows:		
Within 1 year	28.80	11.42
2- 3 years	13.12	26.15
3 years and above	67.71	67.59

**17. Trade Payables**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Dues to micro and small enterprises	-	-
Others	360.82	397.66
<b>Total</b>	<b>360.82</b>	<b>397.66</b>

(All amounts in ₹ lakhs, except share data and where otherwise stated)

As at 31 March 2024

Particulars	Outstanding for following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	337.28	-	-	23.55	360.82
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
<b>Total</b>	<b>337.28</b>	<b>-</b>	<b>-</b>	<b>23.55</b>	<b>360.82</b>

As at 31 March 2023

Particulars	Outstanding for following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	374.12	-	-	23.55	397.66
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
<b>Total</b>	<b>374.12</b>	<b>-</b>	<b>-</b>	<b>23.55</b>	<b>397.66</b>

(a) There are no micro and small enterprises, as defined under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues as at the reporting date (31 March 2024: Nil, 31st March 2023: Nil). The micro and small enterprises have been identified by management on the basis of information available with the Company and have been relied upon by the auditors.

### Ratios as per the Schedule III requirements

a) **Current Ratio = Current Assets divided by Current Liabilities**

Particulars	As at 31 March 2024	As at 31 March 2023
Current Assets	15,447.39	13,386.11
Current Liabilities	1,517.03	1,912.28
<b>Ratio</b>	<b>10.18</b>	<b>7.00</b>
<b>% Change from previous year</b>	<b>45.46%</b>	<b>-7.20%</b>

#### Reason for change more than 25%:

This ratio has decreased from 7 in March 2023 to 10.18 in March 2024 mainly due to increase current Assets.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	As at 31 March 2024	As at 31 March 2023
Total debt	856.59	850.52
Total equity	17,547.11	14,728.80
<b>Ratio</b>	<b>0.05</b>	<b>0.06</b>
<b>% Change from previous year</b>	<b>-15.46%</b>	<b>0%</b>

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at 31 March 2024	As at 31 March 2023
Profit after tax	1,088.96	7.98
Add: Non cash operating expenses and finance cost	397.00	349.00
<b>-Depreciation and amortizations</b>	<b>225.33</b>	<b>181.88</b>
-Finance cost	<b>171.58</b>	167.25
<b>Earnings available for debt services</b>	<b>1,486.00</b>	<b>357.00</b>
<b>Interest cost on borrowings</b>	<b>171.58</b>	<b>167.25</b>
Principal repayments	-	-
<b>Total Interest and principal repayments</b>	<b>172.00</b>	<b>167.00</b>
<b>Ratio</b>	<b>0.12</b>	<b>0.47</b>
<b>% Change from previous year</b>	<b>-75.26%</b>	<b>0.00%</b>

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit after tax	1,088.96	7.98
Equity	17,547.11	14,728.80
<b>Ratio</b>	<b>0.06</b>	<b>0.00</b>
<b>% Change from previous year</b>	<b>11349.77%</b>	<b>-99.42%</b>

## Summary of significant accounting policies and other explanatory information

(All amounts in ₹ lakhs, except share data and where otherwise stated)

e) Inventory Turnover Ratio = Cost of goods sold divided by closing inventory

Particulars	As at 31 March 2024	As at 31 March 2023
Cost of goods sold	-	-
Closing Inventory	-	-
<b>Inventory Turnover Ratio</b>	-	-
<b>% Change from previous year</b>	<b>0.00%</b>	<b>0.00%</b>

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023
Credit Sales	7,468.43	7,426.39
Closing Trade Receivables	1,534.49	1,028.94
<b>Ratio</b>	<b>4.87</b>	<b>7.22</b>
<b>% Change from previous year</b>	<b>-32.57%</b>	<b>-25.71%</b>

g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	As at 31 March 2024	As at 31 March 2023
Credit Purchases	2,666.50	3,017.00
Closing Trade Payables	360.82	397.66
<b>Ratio</b>	<b>7.39</b>	<b>7.59</b>
<b>% Change from previous year</b>	<b>-2.59%</b>	<b>90.79%</b>

h) Net capital Turnover Ratio = Sales divided by Working capital whereas working capital= current assets - current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Sales	7,468.43	7,426.39
Working Capital	13,930.36	11,473.83
<b>Ratio</b>	<b>0.54</b>	<b>0.65</b>
<b>% Change from previous year</b>	<b>-17.17%</b>	<b>53.34%</b>



Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

i) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit after tax	1,088.96	7.98
Sales	7,468.43	7,426.39
<b>Ratio</b>	<b>0.15</b>	<b>0.00</b>
<b>% Change from previous year</b>	<b>13463.86%</b>	<b>-99.57%</b>

This ratio has decreased from 0.23 in March 2022 to 0.00 in March 2023 due to decrease in profit during the year.

j) Return on Capital employed (pre cash)=Earnings before interest and taxes (EBIT) divided by Capital Employed (pre cash)

Particulars	As at 31 March 2024	As at 31 March 2023
Profit before tax (A)	1,449.11	270.66
Finance Costs (B)	171.58	167.25
Other Income (C)	886.37	(211.08)
<b>EBIT (D) = (A)+(B)-(C)</b>	<b>734.00</b>	<b>649.00</b>
<b>Capital Employed (Pre Cash) (J)=( E)-(F)-(G)-(H)-(I)</b>	<b>5,261.00</b>	<b>4,725.00</b>
Total Assets (E)	20,604.21	18,304.26
Current Liabilities (F)	1,517.03	1,912.28
Current Investments (G)	13,396.35	10,156.08
Cash and Cash equivalents (H)	430.13	1,511.38
Bank balances other than cash and cash equivalents (I)	-	-
Ratio (D)/(J)	0.14	0.14
<b>% Change from previous year</b>	<b>1.57%</b>	<b>-75.96%</b>

Reason for change more than 25%:

This ratio has decreased from 0.57 in March 2022 to 0.14 in March 2023 mainly due to decrease EBIT during the year.

As per our report of even date.

for **PAVULURI & CO**  
Chartered Accountants  
Firm Reg. No: 012194S

For and on behalf of Board of Directors of  
SoftSol India Limited

CAN RAJESH  
Partner  
M.No. F-223169  
UDIN #24223169BKATCS4376

Bhaskara Rao Madala  
Wholetime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

**18. Revenue from operations**

	31 March 2024	31 March 2023
<b>Sale of services</b>		
Software services	6,117.12	7,095.86
Rental income	1,351.31	1,163.50
<b>Total</b>	<b>7,468.43</b>	<b>8,259.37</b>

**19. Other income**

	31 March 2024	31 March 2023
Interest income	78.94	214.98
Gain on sale of investment - redemption of mutual funds	672.85	(796.29)
Unrealised gain on mark to market marking of mutual funds	137.95	37.77
Foreign exchange gain	(1.24)	290.62
Other non-operating income	(2.12)	41.84
<b>Total</b>	<b>886.37</b>	<b>(211.08)</b>

**20. Employee benefits expense**

	31 March 2024	31 March 2023
Salaries and wages	3,758.22	4,312.78
Contribution to provident and other funds (refer note a below)	50.09	65.96
Staff welfare expenses	12.49	12.75
<b>Total</b>	<b>3,820.80</b>	<b>4,391.50</b>

(a) The amount recognized as an expense towards contribution to provident fund for the year aggregated to ₹49.23 (31 March 2023: ₹64.51) and towards employee state insurance fund aggregated to ₹0.82 (31 March 2023: ₹1.44).

**21. Finance Costs**

	31 March 2024	31 March 2023
Interest expense for financial liabilities carried at amortised cost	91.73	71.85
Bank Charges	79.85	95.40
	<b>171.58</b>	<b>167.25</b>

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

**22. Other expenses**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Power and fuel	49.97	47.41
Repairs and maintenance:		
- Buildings	58.05	144.94
- Plant and equipment	37.61	37.87
- Others	11.13	7.72
Consulting outsourced	1,708.88	2,019.86
Insurance	61.66	75.97
Rates and taxes	261.79	229.72
Communication	40.55	33.84
Travelling and conveyance	83.05	23.60
Legal and professional fees	135.23	150.28
Director's sitting fees	5.20	4.80
Fees and subscriptions	25.56	23.53
Staff training and recruitment charges	0.35	-
Rebate Charges	3.77	1.53
Advertisement charges	1.57	1.17
Payments to the auditor (refer note (i))	7.00	7.00
Postage, Printing & Stationery	1.44	3.24
Security Service charges	27.93	28.04
Office and Guest House maintenance	4.30	7.04
Water charges	2.92	3.24
Cleaning charges	19.32	23.56
Miscellaneous expenses	106.59	70.00
Buy Back Expenses	-	69.92
Commission	-	2.71
CSR Expenses	21.48	20.00
Demerger Expenses	12.64	-
<b>Total</b>	<b>2,687.98</b>	<b>3,037.00</b>

**(i) Details of payments to auditors :**

	<b>31 March 2024</b>	<b>31 March 2023</b>
<b>As auditor:</b>		
- Audit fee	7.00	7.00
- Certification fee	-	-

**23. Income tax**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Tax expense comprises of:		
Current income tax	302.15	355.14
<b>Total</b>	<b>302.15</b>	<b>355.14</b>

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

**24. Earnings per share (EPS)**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Profit attributable to equity shareholders	1,088.96	7.98
Weighted average number of equity shares outstanding during the year	14,763,689	14,763,689
<b>Earnings per equity share (in absolute ₹ terms) :</b>		
Basic and Diluted	7.38	0.05
Nominal Value per share equity share	10	10

**25. Fair value measurements****(i) Fair value hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(ii) Financial assets and financial liabilities measured at fair value**

	<b>31 March 2024</b>	<b>31 March 2023</b>
Fair value hierarchy (Level 1)		
<b>Financial assets</b>		
Investment in mutual funds	11,796.22	8,140.92
Fair value hierarchy level (Level 3)		
<b>Financial assets</b>		
Investment in equity shares of subsidiary	1,761.93	1,761.93
Investment in equity units of venture capital fund and others	1,600.13	2,015.16

The Company does not have any financial instrument measured at fair value on recurring basis under Level 2 category. There are no transfers between levels during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**(iii) Valuation technique used to determine fair value**

Investment in equity units of venture capital fund are valued based on valuation principles, techniques and methodology adopted by such venture capital fund. Investment in equity share of subsidiary are valued based on valuation techniques, including discounted cash flow method, adopted by the Company.

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

**(iv) Financial instruments by category**

For instruments carried at amortised cost, carrying value represents the best estimate of fair value.

	31 March 2024			31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments	11,796.22	1,600.13	-	8,140.92	2,015.16	-
Trade receivables			1,534.49			1,540.33
Cash and cash equivalents			430.13			1,510.73
Other bank balances						-
Other financial assets			4.45			2.71
<b>Total financial assets</b>	<b>11,796.22</b>	<b>1,600.13</b>	<b>1,969.07</b>	<b>8,140.92</b>	<b>2,015.16</b>	<b>3,053.77</b>

	31 March 2024			31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial liabilities</b>						
Trade payables	-	-	360.82	-	-	397.66
Other financial liabilities	-	-	1,124.32	-	-	1,186.98
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,485.14</b>	<b>-</b>	<b>-</b>	<b>1,584.64</b>

**26. Financial instruments risk management**

“The Group’s principal financial liabilities comprises of trade and other payables. The Group’s principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Group also holds FVTOCI and FVTPL investments.

The Group is exposed to credit risk, market risk and liquidity risk. The Group’s Board of Directors oversees the management of these risks. The Group’s Board of Directors are supported by the senior management that advises on financial risks and the appropriate financial risk governance framework for the Group. The senior management provides assurance to the Group’s Board of Directors that the Group’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group’s policies and risk objectives. “

**A. Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group’s receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for credit losses and impairment that represents its estimate of expected losses in respect of trade and other receivables.

**Trade and other receivables**

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals,

establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

#### Financial assets that are neither past due nor impaired

None of the Group's cash equivalents, including fixed deposits, were either past due or impaired as at 31 March 2024.

#### Financial assets that are past due but not impaired

The Group's credit period for customers generally ranges from 60 - 270 days. The aging of trade receivables that are not due and past due but not impaired is given below:

	31 March 2024	31 March 2023
Neither past due nor impaired	-	-
Past due not impaired:		
less than 180 days	1,534.49	1,517.37
181-365 days	-	-
Greater than 365 days	-	22.97
	<b>1,534.49</b>	<b>1,540.34</b>

Other than trade receivables, the Group has no significant class of financial assets that is past due but not impaired.

On account of adoption of Ind AS 109, the Group uses Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Group uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses during the year ended 31 March 2024 and 31 March 2023.

#### B. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet obligations, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Group's principal sources of liquidity are the cash flows generated from operations. Currently the Group has no long term borrowings and working capital facilities which the management believes are not required considering its present scale of operations.

#### Maturities of financial liabilities

The tables below analyses the Group's financial liabilities following into different maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is insignificant.

31 March 2024	Up to 1 year	From 1 to 3 years	More than 3 years	Total
<b>Non-derivatives</b>				
Trade and other payables	360.82	-	-	360.82

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Other financial liabilities	1,124.32	535.09	-	1,659.41
<b>Total</b>	<b>1,485.14</b>	<b>535.09</b>	<b>-</b>	<b>2,020.23</b>

31 March 2023	Up to 1 year	From 1 to 3 years	More than 3 years	Total
Non-derivatives				
Trade payable	397.66	-	-	397.66
Other financial liabilities	1,186.98	573.18	-	1,760.16
<b>Total</b>	<b>1,584.64</b>	<b>573.18</b>	<b>-</b>	<b>2,157.82</b>

### C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk. Thus, the Group's exposure to market risk is a function of revenue generating and operating activities in foreign currencies.

### Foreign exchange risk

"The Group's foreign exchange risk arises from its foreign currency revenues (primarily in US\$). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency. A significant portion of the Group's revenues are in US\$. As a result, if the value of the Indian rupee appreciates relative to US\$, the Group's revenues measured in Indian rupees may decrease.

The following table details non derivative financial instruments which are denominated in US \$.

	31 March 2024	31 March 2023
Trade receivables	-	-

The following table analyses foreign currency risk from non derivative financial instruments, which are denominated in US\$

	Impact on profit	
	31 March 2024	31 March 2023
USD sensitivity*		
₹/USD - Increase by 2%	-	-
₹/USD - Decrease by 2%	-	-

\* Holding all other variables constant.

## 27. Capital Risk Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares. Total capital is the equity as shown in the statement of financial position. Currently the Company does not have any long term borrowings and working capital facilities.

Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

## 28. Related party disclosures

### (a) Names of the related parties and nature of relationship

Names of related parties	Nature of relationship
Madala Srinivasa Rao, Chairman Madala Bhaskar Rao, Whole Time Director Koteswara Rao Y, Chief Financial Officer M. Nagaraju, Company Secretary	Key Managerial Personnel (KMP)
Softsol Resources Inc., USA	100% Subsidiary Company
Covance Softsol Limited	100% Subsidiary Company

### (b) Transactions with related parties

	For the year ended	
	31 March 2024	31 March 2023
<b>Transactions with subsidiary company</b>		
Services rendered	120.67	-
Investment	1.00	-
Expenses paid	15.35	-
Interest Received for the year	452.31	354.99
Transactions with KMPs	-	-
Short-term employee benefits*	58.44	49.49

\*KMPs are eligible for gratuity and compensated absences along with other employees of the Group. The provision made for gratuity and compensated absences pertaining to the KMPs has not been included in the aforementioned disclosures as these are not determined on an individual basis.

### (c) Balances receivable

	As at	
	31 March 2024	31 March 2023
Subsidiary Company	7,391.26	7,275.09
Other Receivables	15.35	-
Trade Receivables	120.67	-

## 29. Segmenting Report

The Management has assessed the identification of reportable segments in accordance with the requirements of Ind AS 108 “Operating Segment”

Particulars	Consolidated		
	IT/ITES	INFRA	TOTAL
Revenue from Operations	6,117.12	1,351.31	7,468.43
Identifiable Operating Expenses	5,288.27	224.63	5,512.90
Allocated Expenses	815.57	180.31	995.88
Segmental Operating Income	13.28	946.37	959.65
Unallocable expenses			225.33
Other Income			886.37
Finance Costs		33.89	171.58
Reduction in the fair value of disposal group held for sale			-
Profit before tax	13.28	912.48	1,449.11



Summary of significant accounting policies and other explanatory information  
(All amounts in ₹ lakhs, except share data and where otherwise stated)

<b>Segment Assets</b>	1,804.86	3,596.18	
<b>Un Allocable Assets</b>			<b>15,203.16</b>
<b>Segment Liabilities</b>	<b>446.71</b>	<b>922.19</b>	
<b>Un Allocable Liabilities</b>			<b>1,688.20</b>

### 30. Contingent liabilities and commitments

	As at	
	31 March 2024	31 March 2023
<b>(a) Commitments</b>		
Capital commitments for investments in venture funds	48.00	90.00
<b>(b) Contingent liabilities</b>		
<b>Guarantees excluding financial guarantees</b>		
Bank guarantee	15.25	15.25

**31.** Deferred tax assets have been recognized only to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income of the company.

**32.** Where ever required figures have been re grouped

for **PAVULURI & CO**  
Chartered Accountants  
Firm Reg. No: 012194S

For and on behalf of Board of Directors of  
SoftSol India Limited

CAN RAJESH  
Partner  
M.No. F-223169  
UDIN #24223169BKATCS4376

Bhaskara Rao Madala  
Wholtime Director  
(DIN : 00474589)

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

Place: Hyderabad  
Date: 29.05.2024

M. Nagaraju  
Company Secretary

Koteswara Rao Y  
Chief Financial Officer



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Madhapur, Hyderabad - 500 081, Telangana, India.  
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Website: [www.softsolindia.com](http://www.softsolindia.com)