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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THURSDAY THE 30ᵗʰ JULY, 2009, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.4, SOFTWARE UNITS LAYOUT, MADHAPUR, HYDERABAD - 500 081.

Sub: AUTHORISATION FOR BUY BACK OF EQUITY SHARES OF THE COMPANY.

"**RESOLVED** that in accordance with the provisions of the Articles of Association of the Company, Section 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (Buy-back Regulations) (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Board of Directors of the Company be and is hereby accorded to purchase the company's own fully paid equity shares of Rs.10/- each for an amount not exceeding Rs.7,00,00,000/- (Rupees Seven crores only), for a price not exceeding Rs.55/- (Rupees Fifty five only) per equity share (hereinafter referred to as "Buy-back")."

"**RESOLVED FURTHER THAT** the Company may implement the Buy-back from out of its free reserves and that the Buy-back may be from the open market through stock exchange methodology in such manner as may be prescribed under the Act and the Buy-back regulations."

"**RESOLVED FURTHER THAT** the number of shares to be bough back shall not in any case be more than 14,00,000 (Fourteen lakhs only) equity shares."

"**RESOLVED FURTHER THAT** Mr. Bhaskara Rao Madala, Whole Time Director, Dr. T. Hanuman Chowdary, Director, Mr. B. S. Srinivasan, Director and Ms. Lalitha Chavali, Secretary of the Company be and are hereby severally authorized to sign and issue the Public Notice and Public Announcement."

"**RESOLVED FURTHER THAT** as required under the provision to Section 77(6) of the Act and Regulation 8(7) of the Buyback Regulations read with Schedule I annexed thereto, the Declaration of Solvency along with annexures thereof be and is hereby approved and that any two of the following Directors namely (1) Mr. Bhaskara Rao Madala, Whole Time Director, (2) Dr T Hanuman Chowdary, Director, (3) Mr B S Srinivasan, Director, be and are hereby authorized to sign the same.
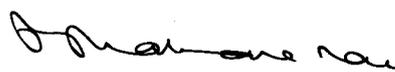
SEI-CMMI
LEVEL 3
Company

SoftSol India Limited.
Registered Office : Plot # 4, Software Units Layout, Hyderabad - 500 081. (A.P.) India.
http://www.softsolindia.com, Tel : 91-40-30719500, Fax : 91-40-30784306

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"RESOLVED FURTHER THAT Mr. Mandava Srinivas, Chief-Finance of the Company, be hereby appointed as Compliance Officer for the proposed buyback offer.

"RESOLVED FURTHER THAT Mr. Bhaskar Rao Madala, Whole Time Director, Dr T Hanuman Chowdary, Director, Mr. B. S. Srinivasan, Director and Ms Lalitha Chavali, Company Secretary of the Company, be and are hereby severally authorized to do all such acts deeds and things as may be necessary, expedient or proper with regard to the implementation of the buy back, including:

1. The appointment of Merchant Bankers, Brokers, Registrars, Advertisement Agency, and other Advisors, Consultants or Representatives.

2. The initiating of all necessary actions for preparation and issue of Public Notice and Public Announcement.

3. The filing of Public Notice and Public Announcement and also the certificates for Declaration of Solvency.

4. The making of all applications to the appropriate authorities for their requisite approvals.

5. The opening, operation and closure of all necessary accounts such as Broking account and Demat account.

6. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the buy-back.

7. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper.

8. To delegate all or any of the authorities conferred as above to any Officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors.

** Certified True Copy**

For SoftSol India Limited

Bhaskar Rao Madala
Whole time Director

SEI-CMMI LEVEL 3 Company

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