



SOFTSOL INDIA LIMITED
CIN: L72200TG1990PLC011771
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Extract of the Resolution passed at the 170th meeting of Board of Directors of the Company SOFTSOL INDIA LIMITED (CIN: L72200TG1990PLC011771) held on Monday, 14th November 2022 at the Registered office of the Company at Plot No. 4, Software Units Layout, Madhapur, Hyderabad- 500 081 at 11.00 A.M.

Item No 07: CONSIDERATION AND APPROVAL OF THE PROPOSAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY

The Chairman informed the members of the Board that the proposal of Buy-back of Equity shares of the Company shall be made out of the free reserves of the Company based on the audited financials of the Company for the financial year ended March 31, 2022 in accordance with SEBI (Buy Back of the Securities) Regulations, 2018 (hereinafter referred to as the Buyback Regulations") and the Companies Act, 2013 and rules made there under.

In view of the above, the Chairman placed before the Board the details of buyback within 25% of the aggregate of paid up capital and free reserves of the Company as per the audited financials of the Company as on March 31, 2022. After detailed discussion on this issued Directors unanimously passed the following resolutions:

"Resolved That pursuant to the provisions contained in Article 20 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (the "Act") and the provisions contained in the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("SEBI Buyback Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any amendments, statutory modification(s) or re-enactment of the Act or SEBI Buyback Regulations or SEBI LODR Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board be and is hereby accorded for the buyback of upto 20,58,824 Fully Paid up Equity Shares of face value of INR 10/- (hereinafter referred to as the "Equity Share(s)" or "Share(s)") of the Company at a price of INR170/- (Indian Rupees One hundred and seventy only) per Share ("Buyback Price") payable in cash for an aggregate Buyback consideration not exceeding INR35,00,00,000 (Indian Rupees Thirty Five Crores Only) ("Maximum Offer Size"), which is 15.30% and 21.12% of the paid up share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2022 through "tender offer" route as prescribed under the SEBI Buyback Regulations (the process being referred herein as "Buyback") from the equity shareholders / beneficial owners of the Equity Shares of the Company."

“Resolved further that the Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot and electronic voting (**“Postal Ballot”**) and all other applicable statutory approvals, be sought and the draft of the notice for the postal ballot (**“Postal Ballot Notice”**), the accompanying explanatory statement as circulated to the Board be and is hereby approved and in this regard, Mr. VBM Rao, PCS, Hyderabad (C.P. No. 5237) be and are hereby appointed as the scrutinizer for conducting the Postal Ballot process in accordance with the Companies Act, 2013.”

“Resolved Further That the Maximum Offer Size shall not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.”

“Resolved Further That the proposed Buyback be implemented through Tender Offer route as prescribed under the SEBI Buyback Regulations from the equity shareholders of the Company as on the Record Date including the Promoter and Promoter Group, persons in control (including such person acting in concert) of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.”

“Resolved Further That M/s akasam consulting private limited (the **“Merchant Banker”**) be and is hereby appointed as merchant banker/manager to the buyback offer for the purpose of the Buyback in terms of the SEBI Buyback Regulations and Mr Bhaskara Rao Madala (DIN: 00474589), Whole-time Director and Mr Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this regard.”

“Resolved Further That the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI LODR Regulations, 2015.”

“Resolved Further That the Buyback shall be implemented using the Mechanism for acquisition of shares through the Stock Exchanges notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time.”

“Resolved Further That such Buyback may be made out of the Company’s current surplus and /or cash balances and /or internal accruals /operating cash inflows and /or free reserves and / or such other sources as may be permitted by law through **“Tender Offer”** route and as required by the SEBI Buyback Regulations and the Companies Act, 2013; the Company may buyback equity shares from all the existing Members holding equity shares of the Company on a proportionate basis, provided 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Reg 6 of the SEBI Buyback Regulations.”

“Resolved Further That the Buyback from Non-Resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any including any amendments, statutory modification or re-enactments for the time being in force.”

“Resolved Further That Mr. Bhaskara Rao Madala(DIN: 00474589), Whole-time Director and Mr. Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby severally authorized in order to give effect to the aforesaid resolutions, including but not limited to the following:

- i. finalizing the terms of the Buyback like entitlement ratio, the time-frame for completion of Buyback,
- ii. to designate BSE Limited as the designated stock exchange for the purpose of Buyback;
- iii. appointment of Solicitors, Depository Participants, Advertising Agencies, Printers and such other Advisors / Consultants / Intermediaries / Agencies, as may be required, for the implementation of the Buyback and to finalize the terms of their appointment;
- iv. Preparation, signing of the Public Announcement, the Draft Letter of Offer/ Letter of Offer, documents, papers, undertaking, affidavits, newspaper advertisement, etc., including filing of relevant documents with the Securities and Exchange Board of India (SEBI), the Stock Exchange (BSE), the Registrar of Companies and other appropriate authorities;
- v. to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- vi. to initiate all necessary actions obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law,
- vii. to enter into Escrow arrangements as required or desirable in terms of the SEBI Buyback Regulations; issue necessary bank guarantee, opening, operation and closure of all necessary accounts including escrow account, special payment account, Demat Escrow Account, Trading Account as required or desirable in terms of the SEBI Buyback Regulations;
- viii. Coordination with Registrars and Transfer Agent for filing Corporate Action applications with regard to extinguishment of dematerialized shares and the required dealing with Depositors i.e NSDL, CDSL, DPs and all other concerned agencies.
- ix. extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or the Board; and
- x. preparation and filing of necessary documents such as; Board Resolution, Members Resolution, Declaration of Solvency, Letter of Offer, Buyback Return in the specified forms and such other required Forms and documents with Ministry of Corporate Affairs (Registrar of Companies, Telangana, Hyderabad.
- xi. to accept and make any alteration(s), modification (s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or

desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback."

"Resolved Further That the Company do enter into escrow agreement with an authorized Escrow Banker for opening of accounts required for the purpose of Buyback in the name *"Softsol India Limited - Buyback Bank Escrow Account"* and *"Softsol India Limited - Buyback Bank Special Account"* and the said account(s) be operated by the authorized representatives of akasam consulting private limited as per their Board Resolution and Mr. Bhaskara Rao Madala(DIN: 00474589), Whole-time Director and Mr Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby severally authorized to finalize the agreement and to sign such agreement or documents as may be required in this regard."

"Resolved Further That the Company shall maintain a Register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered and that Mr. Bhaskara Rao Madala (DIN: 00474589), Whole-time Director of the Company be and is hereby authorised to authenticate the entries made in the said Register."

"Resolved Further That nothing contained herein above shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board to Buyback any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law."

"Resolved Further That in accordance with the provision of Section 68 of the Act, the draft Declaration of Solvency along with annexures thereof, as placed before the Board be and is hereby approved and Mr Bhaskara Rao Madala (DIN: 00474589), Whole-time Director and Dr T Hanuman Chowdary (DIN: 00107006), Director of the Company, be and are hereby jointly authorized to signand severally authorised to file the same with the Registrar of Companies / Ministry of Corporate Affairs, Stock Exchange and the SEBI in accordance with applicable law."

"Resolved Further That drafts of the requisite Auditors' Certificates, placed before the meeting, be and are hereby noted and that the same be issued by the Statutory Auditors as required under clause (xi) of Schedule I of the Buyback Regulations."

"Resolved Further That the following confirmation be and is hereby made by the Board that it has made the necessary and full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (i) that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks;
- (ii) that immediately following the date of the Board Meeting held on November 14, 2022, there will be no grounds on which the Company could be found unable to pay its debts;
- (iii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on November 14, 2022, having regard to the Board's intentions with respect to the management of the Company's business during that

year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting approving the Buyback; and

- (iv) that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016 (to the extent notified and in force)."

"Resolved Further That the Board hereby confirms that:

- (i) All the Equity Shares for Buyback are fully paid-up;
- (ii) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- (iii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (iv) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- (v) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchange or through spot transactions or through any private arrangement in terms of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended from time to time;
- (vi) that the aggregate amount of the Buyback i.e. INR 35,00,00,000 (Indian Rupees Thirty Five Crores Only) does not exceed 25% of the total paid-up Equity Share capital and free reserves of the Company as on March 31, 2022;
- (vii) that the maximum number of Equity Shares proposed to be bought back under the Buyback, i.e. 20,58,824 shall not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited balance sheet as on March 31, 2022;
- (viii) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- (ix) the Company has been in compliance with Sections 92, 123 and 129 of the Act;
- (x) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- (xi) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- (xii) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback as prescribed under the Act."

"Resolved Further That BSE Limited is being appointed to act as the designated stock exchange for the purpose of this Buyback and matters connected therewith."

"Resolved Further That Mr. Bhaskara Rao Madala(DIN: 00474589), Whole-time Director and Mr Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby severally authorized to deposit the required amount for the purpose of escrow account required in compliance with the SEBI Buyback Regulations and to mark lien in favor of akasam consulting private limited, Merchant Banker to the Buyback (the "**Merchant Banker**") and to authorize the Merchant Banker for the purpose of payment obligation under the Buyback."

“Resolved Further That in compliance with the Buyback Regulations, M/s Kfin Technologies Limited (the **“Registrar”**) be appointed as the Registrar for the Buyback of Equity Shares in accordance with the SEBI Buyback Regulations and Mr Bhaskara Rao Madala(DIN: 00474589), Whole-time Director of the Company be and is hereby severally authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this connection.”

“Resolved Further That Mr Baddam Laxman, Company Secretary of the Company be and is hereby appointed as Compliance Officer under the SEBI Buyback Regulations who shall co-ordinate the activities for the Buyback with the SEBI, the Merchant Banker, Appointed Broker, Registrar, Stock Exchange, shareholders of the Company, Reserve Bank of India and other connected intermediaries and regulatory authorities, if required, and establishment of Investor Service Centre through M/s Kfin Technologies Limited the Registrar and Share Transfer Agents appointed for this Buyback of the Company.”

“Resolved Further That Mr. Bhaskara Rao Madala(DIN: 00474589), Whole-time Director and Mr Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby severally authorized to apply with National Depository Securities Limited and / or Central Depository Services (India) Limited for necessary corporate action for extinguishment of equity shares bought back in dematerialized form.”

“Resolved Further That for the purpose of giving effect to this resolution, Mr. Bhaskara Rao Madala(DIN: 00474589), Whole-time Director and Mr Y Koteswara Rao, Chief Financial Officer of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.”

“Resolved Further That Board is hereby decided the Directors to pass and decide through Circular Resolutions for the appointment of Bankers to the Buyback and other Intermediaries / Agencies, if required to be appointed through Directors Resolution as may be required, for the implementation of the Buyback and to finalize the terms of their appointment;

“Resolved Further that a copy of this resolution is submitted to the concerned authorities as and when necessary.”

****Certified True Copy****

For SoftSol India Limited

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