



SOFTSOL INDIA LIMITED
CIN: L72200TG1990PLC011771
Regd Office: Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India
Tel: +91 40 42568500, Fax: +91 40 42568600
Email: cs@softsol.com, Website: www.softsolindia.com

December 29, 2022

The Principal Officer
The Department of Corporate Services
The BSE Limited, 25th Floor, P. J. Towers
Dalal Street, Mumbai - 400 001

Dear Sir/Madam,

Sub: Submission of draft letter of offer dated December 29, 2022 ("Draft Letter of Offer") in relation to Buyback of up to 20,58,824 fully paid-up Equity Shares of face value of INR 10/- each (the "Equity Shares") of SoftSol India Limited ('the Company') at a price of INR 170/- per Equity Share through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013 as amended ("Buy Back").

Scrip Code No. 532344 - SOFTSOL INDIA LIMITED

This is in relation to the captioned subject and in furtherance to our letter dated December 23, 2022, informing the publication of Public Announcement dt. December 22, 2022 ("**Public Announcement**") in connection with the Buyback, that was published on December 23, 2022 in the following newspapers.

Name of the Publication	Language	Edition
Financial Express	English	All India
Janasatta	Hindi	All India
Nava Telangana	Telugu	Hyderabad, Telangana

In this regard, we are submitting herewith the following documents in accordance with Regulation 8 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby enclose a copy of the Draft Letter of Offer dated December 29, 2022.

The above information is also available on the Company's website www.softsolindia.com.

We request you to take the above information on record.

Thanking you & Yours sincerely
For SoftSol India Limited

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

Encl. as mentioned

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered Equity Shareholder (as defined hereinafter) of SoftSol India Limited (the Company) as on the Record Date, being January 13, 2023, in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”). If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback i.e., akasam consulting private limited or the Registrar to the Buyback i.e., KFin Technologies Limited. Please refer to the section “*Definition of Key Terms*” on page 4 of this Draft Letter of Offer for the definition of the capitalised terms used herein.



SoftSol India Limited

CIN: L72200TG1990PLC011771

Registered Office: Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081, Telangana, India.

Phone: +91-40-4256 8500, Fax: +91-40-4256 8600; Website: www.softsolindia.com E-mail: cs@softsol.com

OFFER TO BUYBACK NOT EXCEEDING 20,58,824 FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH OF THE COMPANY (“EQUITY SHARES”) AT A PRICE OF INR 170/- (INDIAN RUPEES ONE HUNDRED AND SEVENTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE, I.E. JANUARY 13, 2023 ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE THROUGH THE STOCK EXCHANGE.

1. The Buyback is being undertaken in accordance with Article 20 of the Articles of Association of the Company, Sections 68, 69, 70, 108, 110 and all other applicable provisions of the Companies Act, 2013, as amended (the “**Companies Act**”) and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, other relevant rules made thereunder and each as amended from time to time and to the extent applicable, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, BSE Limited (“**BSE**”) and/or other authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
2. The Buyback Offer Size aggregates to a maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) excluding the Transaction Costs (defined below), which represents 15.30% and 21.12% of the total of the paid-up capital and free reserves as per the standalone and consolidated audited financial statements of the Company as on March 31, 2022 respectively (being the latest audited standalone and consolidated financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback). The Buyback Offer Size is within the statutory limit of 25% of the aggregate of the paid-up capital and free reserves of the Company as per Section 68(2)(c) of the Companies Act and Regulation 4(i) of the SEBI Buyback Regulations.
3. This Draft Letter of Offer shall be sent to all Eligible Shareholders/ Beneficial Owner(s) of the Company (as on the Record Date, being January 13, 2023) in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
4. For details of the procedure for tender and settlement, please refer to the “*Procedure for Tender Offer and Settlement*” on page 36 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “**Tender Form**”) is enclosed together with this Draft Letter of Offer.
5. For details of the procedure for Acceptance, please refer to the “*Process and Methodology for the Buyback*” on page 30 of this Draft Letter of Offer.

6. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “*Procedure for Tender Offer and Settlement - Method of Settlement*” on page 36 of this Draft Letter of Offer as may be prescribed by SEBI, Registrar of Companies, BSE Limited (“**BSE**”) and/or other authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.
7. A copy of the Public Announcement published on December 23, 2022, this Draft Letter of Offer, and the Letter of Offer (including the Tender Form and SH-4) shall be made available on the website of Securities and Exchange Board of India at www.sebi.gov.in and on the website of the Company at www.softsolindia.com.
8. Eligible Shareholders are advised to read this Draft Letter of Offer and in particular refer to “*Details of Statutory Approvals*” and “*Note on Taxation*” on pages 30 and 44 of this Draft Letter of Offer, respectively, before tendering their Equity Shares in the Buyback.

MANAGER TO THE BUYBACK

REGISTRAR TO THE BUYBACK



akasam consulting private limited
 CIN: U74140TG2000PTC035024
 “akasam” 10-1-17/1/1, level 3 & 4,
 Masab Tank, Hyderabad – 500 004, Telangana, India
Telephone No.: +91-40-6644 4999/55
Contact Person: M. P. Naidu (Mobile 99496 95940)
Email: info@akasamconsulting.com;
mpnaidu@akasamconsulting.com
Website: www.akasamconsulting.com
SEBI Registration No.: INM000011658
Validity Period: Permanent



KFin Technologies Limited
 CIN: U72400TG2017PTC117649
 Selenium, Tower B, Plot Nos. - 31 & 32,
 Financial District, Nanakramguda, Serilingampally
 Mandal, Rangareddy Hyderabad 500 032, Telangana,
 India
Telephone No.: +91 40 6716 2222
Toll Free No.: 1-800-3094-001 Fax: +91 40 23001153
Contact Person: M Murali Krishna
Email: softsol.buyback@kfintech.com;
Website: www.kfintech.com
Investor Grievance Email: inward.ris@kfintech.com
SEBI Registration No.: INR000000221
Validity Period: Permanent

BUYBACK PROGRAMME

BUYBACK OPENS ON [●]

BUYBACK CLOSES ON [●]

LAST DATE AND TIME FOR RECEIPT OF COMPLETED
 TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY [●] **By 5.00 p.m.**
 THE REGISTRAR TO THE BUYBACK

TABLE OF CONTENTS

1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK.....	4
2. DEFINITION OF KEY TERMS.....	4
3. DISCLAIMER CLAUSE.....	8
4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS.....	10
5. DETAILS OF THE PUBLIC ANNOUNCEMENT.....	14
6. DETAILS OF THE BUYBACK.....	14
7. AUTHORITY FOR THE BUYBACK.....	16
8. NECESSITY OF THE BUYBACK.....	17
9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY.....	17
10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE.....	20
11. SOURCES OF FUNDS FOR THE BUYBACK.....	21
12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN.....	21
13. FIRM FINANCIAL ARRANGEMENT.....	21
14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN.....	22
15. BRIEF INFORMATION ABOUT THE COMPANY.....	23
16. FINANCIAL INFORMATION ABOUT THE COMPANY.....	26
17. STOCK MARKET DATA.....	29
18. DETAILS OF THE STATUTORY APPROVALS.....	30
19. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE.....	31
20. PROCESS AND METHODOLOGY FOR THE BUYBACK.....	32
21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT.....	36
22. NOTE ON TAXATION.....	44
23. DECLARATION BY THE BOARD OF DIRECTORS.....	45
24. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT.....	46
25. DOCUMENTS FOR INSPECTION.....	50
26. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER.....	50
27. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS.....	50
28. DETAILS OF INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK.....	51
29. DETAILS OF MANAGER TO THE BUYBACK.....	51
30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER.....	52
31. TENDER FORMS.....	52

1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of Board Meeting approving the proposal for the Buyback	Monday	November 14, 2022
2.	Date of declaration of the result of the postal ballot for passing special resolution by the Equity Shareholders of the Company, approving the Buyback	Wednesday	December 21, 2022
3.	Date of Public Announcement for the Buyback	Thursday	December 22, 2022
4.	Date of publication of the Public Announcement for the Buyback in newspapers	Friday	December 23, 2022
5.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Friday	January 13, 2023
6.	Buyback Opening Date	[•]	[•]
7.	Buyback Closing Date	[•]	[•]
8.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	[•]	[•]
9.	Last date of verification of Tender Forms by Registrar to the Buyback	[•]	[•]
10.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of tendered Equity Shares by the Registrar to the Buyback	[•]	[•]
11.	Last date of completion of settlement of bids on the DSE	[•]	[•]
12.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback / / return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / payment to Eligible Shareholders.	[•]	[•]
13.	Last date of extinguishment of the Equity Shares boughtback	[•]	[•]

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance/Accepted/Accept	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback.
Acquisition Window	The facility for acquisition of Equity Shares through the mechanism provided by the Designated Stock Exchange i.e., BSE in the form of a separate window in accordance with the SEBI Circular.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date.
Articles of Association	Articles of Association of the Company, as amended from time to time.
Board/ Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buyback Committee' thereof).
Board Meeting	Meeting of the Board of Directors held on November 14, 2022, wherein among other things, the proposal for the Buyback was approved.
BSE	BSE Limited.

Term	Description
Buyback or Buyback Offer or Offer	Offer by the Company to buyback not exceeding 20,58,824 Equity Shares at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share from all the Eligible Shareholders, as on record date through the Tender Offer process on a proportionate basis in terms of the SEBI Buyback Regulations read with SEBI Circular.
Buyback Closing Date	[●]
Buyback Entitlement/ Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio/ percentage of Buyback applicable in the category, to which such Eligible Shareholder belongs
Buyback Opening Date	[●]
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share, payable in cash
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., not exceeding 20,58,824 Equity Shares multiplied by the Buyback Offer Price (i.e., INR 170/- (Indian Rupees One Hundred and Seventy Only) aggregating maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only). The Buyback Offer Size excludes Transaction Costs
Buyback Period	The period between the date of the declaration of results of the postal ballot through special resolution i.e., December 21, 2022 and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	Companies Act, 2013, as amended and rules framed thereunder
Company or Our Company or we or us or our	SoftSol India Limited
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred
Company's Broker	RLP Securities Private Limited
Compliance Officer	Baddam Laxman
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended and rules framed thereunder
Designated Stock Exchange or DSE	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer	This draft letter of offer dated December 29, 2022, filed with SEBI
EBITDA	Earnings before interest, taxes, depreciation, and amortization
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares of the Company on the Record Date, being January 13, 2023, but do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buyback
EPS	Earnings per Equity Share
Equity Shareholder(s)/ Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s)	Fully paid-up equity share(s) of the Company having the face value of INR 10/- (Indian Rupees Ten Only) each

Term	Description
Escrow Account	The Escrow Account in the name and style of 'Softsol India Limited Buyback Bank Escrow Account' opened with Axis Bank Limited in accordance with the SEBI Buyback Regulations
Escrow Agent	Axis Bank Limited
Escrow Agreement	The agreement dated December 21, 2022 entered into between the Company, the Manager to the Buyback and the Escrow Agent, pursuant to which certain arrangement for Escrow Account is made in relation to the Buyback
Exchange Act	United States Securities Exchange Act of 1934
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directors and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
Letter of Offer	The letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, including observations received from SEBI on the Draft Letter of Offer.
Management and Administration Rules	Companies (Management and Administration) Rules, 2014, as amended
Manager to the Buyback or Merchant Banker to the Buyback	akasam consulting private limited
NA	Not applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and FPIs and foreign corporate bodies (including erstwhile overseas corporate bodies)
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
Postal Ballot Notice	Notice of postal ballot dated November 14, 2022 for obtaining approval for the Buyback from the Equity Shareholders of the Company.
Promoter and Promoter Group or Promoters and members of Promoter Group	The promoter and promoter group of the Company as defined under (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, being, Bhaskara Rao Madala, Sridevi Madala, Sambasiva Rao Madala, Srinivasa Rao Madala, Durga VLK Madala and Raja Rao B.
Physical Share(s)	Equity Share(s) of the Company in physical form.
Public Announcement	Public announcement dated December 22, 2022 in connection with the Buyback in accordance with the SEBI Buyback Regulations which was published on December 23, 2022 in all editions of the English national daily newspaper, namely Financial Express, in all editions of the Hindi national daily newspaper, namely Jansatta, the Hyderabad edition of the Telugu daily newspaper, namely, Nava Telangana (Telugu being the regional language of Hyderabad wherein the registered office of the Company is located).
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Forms and SH-4) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is January 13, 2023
Registrar to the Buyback or Registrar	KFin Technologies Limited
Reserved Category	Equity Shares reserved for the Small Shareholders
Registrar of Companies or ROC	Registrar of Companies, Telangana, Hyderabad
Share Capital and Debentures Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
SEBI	Securities and Exchange Board of India

Term	Description
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Circular	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and such other circulars or notifications as may be applicable, including any further amendments thereof or statutory modifications for the time in force.
SEC	United States Securities and Exchange Commission
Shareholder's Broker or Sellerbroker	The stockbroker of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000 (Indian Rupees Two Lakhs only), on the basis of closing price on BSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., January 13, 2023.
Stock Exchange	BSE Limited, being the stock exchange where the Equity Shares of the Company are listed
Stock Exchange Mechanism	The "Mechanism for Acquisition of Shares through Stock Exchange", notified by the SEBI Circulars
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Tendering Period	Period of 10 Working Days from the Buyback Opening Date ([●]) till the Buyback Closing Date ([●]) (both days inclusive)
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip generated by the exchange bidding system
U.S.	United States or the United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

Currency and Units of Presentation

All references to "*Rupee(s)*", "*Rs.*" or "*INR*" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from the standalone and consolidated un-audited financial statement for the half year ended September 30, 2022 which have been subjected to a limited review by the Statutory Auditor and our audited standalone and consolidated financial statements for the financial year 2020, 2021 and 2022.

Our Company's financial year commences on April 1 of each year and ends on March 31 of the next year

(referred to herein as “**Financial Year**” or “**FY**”).

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

All data related to financials are given in INR, unless otherwise stated.

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer derived from the website of the stock exchange (BSE); www.bseindia.com

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback i.e., akasam consulting private limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback i.e., akasam consulting private limited, has furnished to SEBI a due diligence certificate dated December 29, 2022 in accordance with the SEBI Buyback Regulations, which reads asfollows:

*“We have examined various documents and materials relevant to the Buyback, as part of the due-diligence carried out by us in connection with the finalisation of the public announcement dated Thursday, December 22, 2022 for the Buyback (“**Public Announcement**”) which was published on Friday, December 23, 2022 and the Draft Letter of Offer dated Thursday, December 29, 2022 (“**Draft Letter of Offer**”). On the basis of such examination and the discussions with the Company, we hereby state that:*

- *the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *all the legal requirements connected with the said Buyback including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended have been duly complied with;*
- *the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/ beneficial owners of the Company to make a well informed decision in respect of the captioned Buyback; and*
- *funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

The filing of this Draft Letter of Offer with SEBI does not, however, absolve the company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters and members of the Promoter Group and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation, and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters and members of the Promoter Group and Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the

SEBI Buyback Regulations.

The Promoters and members of the Promoter Group and Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1 Special Notice to Shareholders in the United States:

The Buy-back is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that this document is subject to tender offer laws and regulations in India that are different from those in the U.S. and has been prepared in accordance with Indian format and style, which differs from customary U.S. format and style. The Buy-back will remain open for a fixed period of 10 Working Days as required under Regulation 9(vi) of the Buy-back Regulations and not a minimum of 20 U.S. business days as prescribed by Rule 14e-1(a) under the Exchange Act. For details of the exemption relief sought by the Company from the SEC, see the section titled “*Details of Statutory Approvals*” on page 30 of this Draft Letter of Offer. Any financial information included in this Draft Letter of Offer or in any other documents relating to the Buy-back has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. Generally Accepted Accounting Principles.

The receipt of cash pursuant to the offer by an Eligible Shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Eligible Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Buy-back.

It may be difficult for U.S. holders of Equity Shares to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Buy-back, since the Company is incorporated in a country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States. U.S. holders of shares in the Company may not be able to sue the Company or its officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel the Company or its affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

Neither the SEC nor any state securities commission of the United States has approved or disapproved the Buy-back or passed any comment upon the adequacy or completeness of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

3.2 Disclaimer for Persons in Countries other than India:

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Buy-back is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

This Draft Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.3 Forward Looking Statement:

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'aim', 'anticipate', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will pursue', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter-alia*, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback has been authorised and approved by the Board of Directors at its meeting held on November 14, 2022. The text of the resolution of the Board of Directors is set out below:

RESOLUTION:

“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 INR 170/- (**Indian Rupees One hundred and seventy only**) per Share (“**Buyback Price**”) payable in cash for an aggregate Buyback consideration not exceeding INR 35,00,00,000 (**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 Regulation 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, Whole-time Director and Dr T Hanuman Chowdary, Director of the Company, be and are hereby jointly authorized to sign and 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** RLP Securities Private Limited (the “**Trading Member**” / “**Stock Broker**” / “**Buyer Broker**”) be and is hereby appointed as the Stock Broker / Buyer Broker 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** 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 be submitted to the concerned authorities as and when necessary.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7 of the SEBI Buyback Regulations, the Company has made a Public Announcement dated December 22, 2022 for the Buyback which was published on December 23, 2022 in the newspapers mentioned below, which is within two Working Days from the date of declaration of the results of the postal ballot for special resolution passed by the Equity Shareholders, approving the Buyback (i.e., December 21, 2022):

Name of the Newspaper	Language	Editions
Financial Express	English	All India
Jansatta	Hindi	All India
Nava Telangana	Telugu	Hyderabad

The Company will publish further notices or corrigendum, if any, in the above mentioned newspapers.

A copy of the Public Announcement is available on the Company's website (www.softsolindia.com), the website of SEBI (www.sebi.gov.in), the website of the Manager to the Offer (www.akasamconsulting.com) and on the website of the Stock Exchange (www.bseindia.com).

6. DETAILS OF THE BUYBACK

Pursuant to the resolution passed by the Board of Directors of SoftSol India Limited on November 14, 2022 and the special resolution, passed by the Equity Shareholders of the Company by way of postal ballot (through remote e-voting only) pursuant to a postal ballot notice dated November 14, 2022, the results of which were declared on December 21, 2022, the Company hereby announces the buyback of such number of Equity Shares not exceeding 20,58,824 Equity Shares, (representing 12.24% of the total number of Equity Shares in the existing total paid-up equity capital of the Company and of the total number of Equity Shares in the total paid-up equity capital as of March 31, 2022), from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date, being January 13, 2023 (for further details in relation to the Record Date, refer to paragraph 20.5 of this Draft Letter of Offer), on a proportionate basis, through the “tender offer” process as prescribed under the SEBI Buyback Regulations, at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share (“**Buyback Offer Price**”), payable in cash, for an aggregate maximum amount not exceeding INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only). The Buyback Offer Size and the Buyback Offer Price do not include the Transaction Costs. The Buyback Offer Size represents 15.30% and 21.12% of the total paid-up capital and free reserves as on March 31, 2022 based on the standalone and consolidated financial statements of the Company, respectively, which is not exceeding 25% of the aggregate of the total paid-up capital and free reserves of the Company as per latest available standalone and consolidated audited financials of the Company as on March 31, 2022.

Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, the Board had sought approval of the Shareholders of the Company for the Buyback, by way of a special resolution. The shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot, the results of which were announced on December 21, 2022.

The Buyback is pursuant to Article 20 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules, Management and Administration Rules, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations.

The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified under SEBI Circulars.

In terms of the SEBI Buyback Regulations, under the tender offer method, the Promoters and members of the Promoter Group, and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters and members of the Promoter Group (who are the persons in control) of the Company have expressed their intention of participating in the Buyback vide letters dated November 14, 2022. Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the Promoter Group and persons in control of the Company, in the Company may increase from the existing shareholding of the total equity capital and voting rights of the Company. The Promoters and members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer to paragraph 6.1 & 14.4.1 of this Draft Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the Promoter Group in the Company.

Upon completion of the Buyback, the Company has undertaken to comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital as provided under Regulation 38 of the SEBI Listing Regulations.

The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are advised to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any 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 and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

This Buyback is subject to the grant of certain exemptions and no action relief by the staff of the U.S. SEC prior to the commencement of the tendering period in order to allow the Buyback to be made to U.S. Eligible Shareholders without breaching the rules under the Exchange Act.

6.1 Shareholding of the Promoters and members of the Promoter Group, persons in control and directors of the Promoters and members of the Promoter Group entities and persons in control

The aggregate shareholding of the Promoter and members of the Promoter Group, and of persons who are in control of the Company, and directors of Promoter and members of the Promoter Group, and of persons who are in control of the Company, as on the date of the Board Meeting i.e., November 14, 2022, the date of Postal Ballot Notice i.e., November 14, 2022, the date of the Public Announcement i.e. December 22, 2022 and the date of this Draft Letter of Offer, i.e., December 29, 2022 is as follows:

Sl. No.	Name of the Promoter / Promoter Group	Number of Equity Shares	% of the paid-up equity share capital as on the date of the Board Meeting and Postal Ballot Notice i.e. November 14, 2022	% of the paid-up equity share capital as on the date of the Public Announcement i.e. December 22, 2022 and the date of this Draft Letter of Offer i.e. December 29, 2022
1	Srinivasa Rao Madala	13,66,099	8.12%	8.12%
2	Durga VLK Madala	95,57,408	56.81%	56.81%
3	Raja Rao B	25,300	0.15%	0.15%
4	Bhaskara Rao Madala	10,69,766	6.36%	6.36%
5	Sridevi Madala	46,355	0.28%	0.28%
6	Sambasiva Rao Madala	1,18,400	0.70%	0.70%
	Total	1,21,83,328	72.42%	72.42%

6.2 Shareholding of the Directors and/ or the key managerial personnel of the Company

Except as disclosed below, none of the directors of the Company (“**Directors**”) or key managerial personnel of the Company (“**KMPs**”) hold any Equity Shares in the Company, as on the date of the Board Meeting, the date of Postal Ballot Notice i.e. November 14, 2022, the date of the Public Announcement i.e. December 22, 2022 and the date of this Draft Letter of Offer, i.e., December 29, 2022:

Sl. No.	Name of the Promoter / Promoter Group	Designation	Number of Equity Shares	% of the paid-up equity share capital as on the date of the Board Meeting and Postal Ballot Notice i.e. November 14, 2022	% of the paid-up equity share capital as on the date of the Public Announcement i.e. December 22, 2022 and the date of this Draft Letter of Offer i.e. December 29, 2022
1	Srinivasa Rao Madala	Director (Non- Executive Chairman)	13,66,099	8.12%	8.12%
2	Bhaskara Rao Madala	Whole-time Director	10,69,766	6.36%	6.36%

6.3 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by any of the Promoters, members of the Promoter Group, directors of the Promoters and Promoter Group, where such Promoter or Promoter Group entity is a Company, by persons who are in control of the Company, Directors and KMPs during a period of six months and twelve months preceding the date of the Board Meeting, the Postal Ballot Notice i.e., November 14, 2022, from the date of the Board Resolution till the date of the Public Announcement i.e., December 22, 2022 and from the date of publication of the Public Announcement i.e. December 23, 2022 till date of this Draft Letter of Offer i.e., December 29, 2022.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with Article 20 of the Articles of Association, Sections 68, 69, 70, 110 and other applicable provisions of the Companies Act, and applicable rules thereunder, including the Share Capital and Debentures Rules, Management and Administration Rules, to the extent applicable, and the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from SEBI and/ or BSE.

This Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on November 14, 2022, the special resolution passed by the Equity Shareholders through postal ballot, the results of which were declared on December 21, 2022 and the Order dated December 22, 2022 granting exemption from Exchange Act Rule 14E-1(A) from SEC, USA.

8. NECESSITY OF THE BUYBACK

The buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective manner. The Board at its meeting held on November 14, 2022 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2022 and also as on the date of the Board Meeting and considering these, the Board decided to allocate upto INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through buyback.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 20,58,824 Equity Shares at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share for an aggregate maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only). Buyback is being undertaken, *inter alia*, for the following reasons:

- (a) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (b) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholders;
- (c) The Buyback may help in improving its earnings per share and return on equity, by reduction in the equity base and based on assumption that the Company would earn similar profits as in past, thereby leading to long term increase in shareholders' value; and
- (d) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback would be an aggregate maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) which excludes the Transaction Costs.
- 9.2 The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is likely to result in improvement in earnings per Equity Share and enhance the return on equity. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders.

9.3 The Promoters and members of the Promoter Group and persons in control of the Company have expressed their intention of participating in the Buyback vide their letters dated November 14, 2022. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other eligible shareholders, the aggregate shareholding of the Promoters and members of the promoter group and persons in control of the Company post Buyback may remain same as Pre-Buyback (Presently Promoter holding is 1,06,92,271 Equity shares of the Company and of the public holding is 40,71,418 Equity Shares).

9.4 Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the SEBI Buyback Regulations furnished below:

9.5 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchange or off market transaction) by any of the promoters, members of the promoter group, directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months and twelve months preceding the date of the Board Meeting, the Postal Ballot Notice i.e., November 14, 2022, from the date of the Board Resolution till the date of the Public Announcement i.e., December 22, 2022 and from the date of publication of the Public Announcement i.e. December 23, 2022 till date of this Draft Letter of Offer i.e. December 29, 2022.

Sl.No.	Name of the Promoter	Maximum number of shares intended to be tendered
1	Mr Srinivasa Rao Madala	13,66,099
2	Mr Bhaskara Rao Madala	10,69,766
3	Mr Sambasiva Rao Madala	1,18,400
	Total	25,54,265

9.6 Subsequent to the intention letters submitted by the above mentioned promoters, one more promoter by name Ms Durga VLK Madala has expressed her intention to participate in the Buyback offer and submitted intention letter dated November 25, 2022 up to an aggregate maximum of 15,00,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. In this regard, the other three promoters who had submitted their intention on the date of the Board Meeting; November 14, 2022 to participate in the buyback offer, have submitted a No Objection Certificate for the participation of the 4th promoter to the extent of their eligibility. Consequently the intention of the promoters and promoter group for participation in the buyback is appended below:

Sl.No.	Name of the Promoter	Maximum number of shares intended to be tendered
1	Mr Srinivasa Rao Madala	13,66,099
2	Mr Bhaskara Rao Madala	10,69,766
3	Mr Sambasiva Rao Madala	1,18,400
4	Ms Durga VLK Madala	15,00,000
	Total	40,54,265

9.7 Details of the date and price of acquisition/transfer of the Equity Shares of the Promoters and members of the Promoter Group of the Company who intends to tender their Equity Shares in the Buyback are set out below:

Date of Transaction	Nature of Transaction	Number of Equity Shares acquired	Face Value per Equity Share (INR)	Acquisition/Transfer Price per share (INR)	Consideration (cash, other than cash)(INR)
Mr Srinivasa Rao Madala					
16/03/2015	Off-Market purchase	8,40,000	10	25	2,10,00,000
04/11/2015	Off-Market purchase	1,40,691	10	20	28,13,220
23/08/2016	Off-Market purchase	3,85,408	10	45	1,73,43,360
Total		13,66,099			

Mr Bhaskara Rao Madala					
Opening balance as on 1/4/2005 #		2,69,766	10		
23/11/2020	Inter-se transfer between promoters	8,00,000	10	Gift	Gift
Total		10,69,766			

Mr Sambasiva Rao Madala					
Opening balance as on 1/4/2005 #		9,18,400	10		
23/11/2020	Inter-se transfer between promoters	(8,00,000)	10	Gift	Gift
Total		1,18,400			

Mr Durga VLK Madala					
Opening Balance as on 30/09/2004 #		6,81,964			
21/09/2015	Transfer from Softsol Technologies Inc (Interse Transfer)	88,75,444			
Total		95,57,408			

Break up of opening balance is not available.

- 9.8 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 9.9 Consequent to the Buyback and based on the number of Equity Shares bought back from the non-resident shareholders (including NRIs, FIIs and FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change.
- 9.10 As required under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on a consolidated and standalone basis.
- 9.11 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and members of Promoter Group, and their associates, have/will not dealt/deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of passing of the special resolution till the date of closing of the Buyback.
- 9.12 the Company shall not issue any shares or other securities including by way of bonus issue till the expiry of the Buyback Period i.e., date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- 9.13 As per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

- 9.14 the Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- 9.15 Salient financial parameters consequent to the Buyback based on the financial information of standalone and consolidated audited financial statements as on March 31, 2022 are set forth below:

Parameters	Audited Standalone Financial Statements		Audited Consolidated Financial Statements	
	Pre-Buyback (as on March 31, 2022)	Post-Buyback	Pre-Buyback (as on March 31, 2022)	Post-Buyback
Net-worth (in INR lakh)	16217.13	12717.13	18029.83	14529.83
Return on Net-worth (%)	2.67%	3.40%	9.28%	11.51%
Basic earnings per Equity Share(INR)	2.57	2.93	9.94	11.33
Book value per share (INR)	96.40	86.14	107.18	98.42
P/E as per the latest audited financial results (BSE)	43.26	37.97	11.19	9.82
Total Debt/Equity Ratio	-	-	0.07	0.09

- (a) Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback and the post buyback numbers are adjusted accordingly. The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount of INR 35 crores and without factoring in any other impact to the net worth.
- (b) Basic earnings per Share post buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the financial year 2022.
- (c) Equity Share price used to calculate P/E has been taken as closing price of November 07, 2022 (date of notice of the Board Meeting convened to consider the proposal of the Buyback) on BSE i.e., INR 111.25

10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

- 10.1 The Equity Shares of the Company are proposed to be bought back at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share. The Buyback Offer Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on Stock Exchange where the Equity Shares are listed, impact on net worth of the Company, price earnings ratio, earnings per share and other financial parameters.
- 10.2 The Buyback Offer Price represents:
- Premium of 44.94% over the volume weighted average market price of the Equity Shares on BSE during the three months preceding November 07, 2022, being the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback (“**Intimation Date**”).
 - Premium of 60.07% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the Intimation Date.
 - Premium of 61.75% over the closing price of the Equity Shares on BSE, as on Friday, November 04, 2022, being the working day preceding the Intimation Date
 - Premium of 7.73% over the closing price of the Equity Share on BSE, as on November 14, 2022, being the Board Meeting Date wherein proposal for Buyback was approved.
- 10.3 For trends in the market price of the Equity Shares, please refer to “*Stock Market Data*” on page 30 of this Draft Letter of Offer.

- 10.4 Certain financial ratios as at March 31, 2022 (“**Pre-Buyback**”) as derived from our standalone and consolidated audited financial statements and the corresponding ratios assuming full acceptance of Equity Shares in the Buyback (“**Post-Buyback**”) are set out in paragraphs 9.15 and 16.

11. SOURCES OF FUNDS FOR THE BUYBACK

- 11.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback of not exceeding 20,58,824 Equity Shares at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share would be an aggregate maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) excluding the Transaction Costs.
- 11.2 The funds required for implementation of the Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and receivables of the Company. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the capital redemption reserve account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company. The Company has neither raised nor does it intend to raise debt in connection with the Buyback.
- 11.3 The Company confirms that the funds for the Buyback will be made available out of its internal accrual and not out of the funds borrowed, if any, from banks and financial institutions.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

- 12.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed Axis Bank Limited, having its registered office at Trishul, 3rd floor, opposite Samartheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380 006, Gujarat and Central Office at C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025, and acting through its Hyderabad Main Branch located at 6-3-879/B, First Floor, Pulla Reddy Building, Green Lands, Begumpet, Hyderabad, Telangana 500016 as the Escrow Agent for Buyback, and an Escrow Agreement (dated December 21, 2022) has been entered into amongst the Company, Manager to the Buyback and Escrow Agent.
- 12.2 In accordance with the SEBI Buyback Regulations and pursuant to the Escrow Agreement dated December 21, 2022, the Company has opened an Escrow Account with the Escrow Agent in the name and style “**SoftSol India Limited – Buyback Bank Escrow Account**” bearing Account No. 922020067074788. In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited a sum of INR 8,75,00,000/- (Indian Rupees Eight Crores Seventy Five Lakhs Only) in cash on December 29, 2022 in the Escrow Account, which is 25% of the Buyback Offer Size, in this regard a confirmation letter dated December 29, 2022 has been issued by the Escrow Agent, Axis Bank Limited. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered under the Escrow Agreement to operate the Escrow Account.

13. FIRM FINANCIAL ARRANGEMENT

- 13.1 Pavuluri & Co, Chartered Accountants and Statutory Auditors of the Company, through their partner CA N Rajesh (Membership Number: 223169) have issued a certificate dated November 14, 2022, certifying that the Company has adequate and firm financial resources to fulfill its obligations under the Buyback. The contact details of Pavuluri & Co, Chartered Accountants are set forth below:

Pavuluri & Co
Chartered Accountants
Plot No.48, Flat No.301
MICASA Phase 1
Kavuri Hills
Hyderabad – 500 033
Tel No.: 040 2970 2638/2639/2640
ICAI Firm Registration No.: 0121945

- 13.2 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

14.1 The present (as on the date of this Draft Letter of Offer) and the post-Buyback capital structure of the Company are set forth below:

Particulars	Pre-Buyback (As on the date of the Public Announcement) (In INR)	Post completion of the Buyback (In INR) #
Authorised share capital: 5,00,00,000 Equity Shares of face value of INR 10/-	50,00,00,000	50,00,00,000
Issued, subscribed and fully paid up share capital: <u>Pre-Buyback:</u> 1,68,22,513 Equity Shares of INR 10/- fully paid up 28,28,200 Equity Shares of INR 10/- 799,822 Forfeited shares of INR 5/- paid up (amount originally paid) <u>Post-Buyback:</u> 1,47,63,689 Equity Shares of INR 10/- fully paid up 28,28,200 Equity Shares of INR 10/- 799,822 of INR 5/- paid up Forfeited shares (amount originally paid)	16,82,25,130 2,82,82,000 39,99,110	14,76,36,890 2,82,82,000 39,99,110

**Note: Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.*

14.2 The Company has not undertaken any buyback programs in the last 3 (three) years.

14.3 As on the date of this Draft Letter of Offer:

- all specified Equity Shares for Buy-back are fully paid-up and there are no partly-up shares or calls-in-arrears;
- there are no outstanding convertible securities;
- no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company; and
- The Company confirms that it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of the Buyback Period in accordance with Regulation 24(i)(b) of the Buyback Regulations.

14.4 The shareholding pattern of the Company as on the date of this Draft Letter of Offer i.e., December 29, 2022 (pre-Buyback) and post-Buyback is set forth below:

Category of Shareholders	Pre Buyback		Post Buyback	
	No. of Equity Shares	% to the existing equity share capital	No. of Equity Shares	% to the existing equity share capital
Promoters & Promoter Group along with persons acting in concert, (collectively “the Promoters”)	1,21,83,328	72.42%	1,06,92,271	72.42%
Others (Public – Resident Indians, NRIs, Bodies Corporate, HUF, Trusts, Clearing Members, etc.)	46,39,185	27.58%	40,71,418	27.58%
Total	1,68,22,513	100.00%	1,47,63,689	100.00

[#]Note: Assuming the full Acceptance of the Buyback Offer Size in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ.

- 14.5 Assuming full acceptance of the Buyback, the issued, subscribed and paid up equity share capital of the Company would be as set out in paragraph 14.4 of this Draft Letter of Offer.
- 14.6 Please refer to paragraphs 6.1 and 14.4 of this Draft Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoters and members of the Promoter Group in the Company.

15. BRIEF INFORMATION ABOUT THE COMPANY

- 15.1 The Company was incorporated as a public limited company in its current name of Softsol India Limited on September 20, 1990 under the Companies Act, 1956. The registered office of the Company is situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad, Telangana, 500081, India. The Company is listed on BSE. The Company is a Business Process Transformation, Enterprise Application Transformation, Data Transformation, Tool Assisted Modernization and has its headquarters based out of Hyderabad, India. Further, the Company has its subsidiaries in India and U.S.A.
- 15.2 During April 1, 2021 to March 31, 2022, the Company achieved consolidated revenue of INR 8,204.06 Lakhs, registering an increase of 64.93% as against the consolidated revenue for the financial year ended March 31, 2021 and profit after tax was INR 1,672.39 Lakhs, registering an increase of approximately 20.97% as against profit after tax for the financial year ended March 31, 2021. For further details on financial information about the Company for the financial years 2020, 2021, and 2022 and the half year ended on September 30, 2022, see “Financial information about the Company” on page 27 of this Draft Letter of Offer.
- 15.3 Details of the listing of the equity shares on the various stock exchanges is set forth below:

Name of the stock exchange	Date of listing	Whether continues to be listed
BSE	July 12, 2000	Yes

- 15.4 The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 532344 at BSE. The ISIN of the Equity Shares is INE002B01016.

15.5 The following table sets forth the history of the equity share capital of the Company since incorporation:

Date of allotment/ Date of Extinguishment	No. of Equity Shares	Face value per Equity Share (INR)	Issue price per Equity Share (INR)	Nature of consideration	Nature of transaction/ Mode of allotment	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
Date of Incorporation 20.09.1990	200	10	10	Cash	Subscription to the Memorandum	200	2,000
27.12.1998	4,000	10	10	Cash	Preferential Allotment	4,200	42,000
06.08.1999	108	10	120	Cash	Preferential Allotment	4,308	43,080
04.11.1999	135,400	10	110	Cash	Preferential Allotment	139,708	1,397,080
05.11.1999	10,617,808	10	0	Bonus	Bonus Issue	10,757,516	107,575,160
31.05.2000	3,366,684	10	95	Cash	IPO	14,124,200	141,242,000
10.05.2001	5,331,430			Cash	Preferential Allotment	19,455,630	194,556,300
	-799,822				Forfeiture of partly paid up shares	18,655,808	186,558,080
	-28,200				Forfeiture of partly paid up shares	18,627,608	186,276,080
2009	-1,038,312				Buy Back of shares	17,589,296	175,892,960
2011	-766,783				Buy Back of shares	16,822,513	168,225,130

***The Company has bought back 10,38,312 Equity Shares at an average price of INR 54.50 per Equity Share during the year 2009, pursuant to the Buyback Regulations and subsequent amendments thereof. The extinguishment of the Equity Shares accepted under the buy-back was completed on 20.04. 2010.

****The Company has bought back 7,66,783 Equity Shares at an average price of INR 64.02 per Equity Share during the year 2011, pursuant to the Buyback Regulations and subsequent amendments thereof. The extinguishment of the Equity Shares accepted under the buy-back was completed on 04.10. 2012.

15.6 The following table sets forth details regarding the Board of the Directors as on the date of the Public Announcement, i.e., December 22, 2022:

Name, Occupation, Age (in years) and DIN	Qualification	Designation	Date of appointment/ reappointment	Other directorships (in other companies) and designated partnerships in LLPs
BHASKARA RAO MADALA Qualification: B. Sc, B. Ed. Occupation: Business Age: 76 years (DOB: 05.11.1946) DIN: 00474589		Whole-time Director	02/09/1995	1. SOFTSOL GLOBAL TECHNOLOGIES PRIVATE LIMITED
SRINIVASA RAO MADALA Qualification: B.E., PGDIE Occupation: Business Age: 61 years (DOB: 01.06.1961) DIN: 01180342		Chairman (Non-Executive)	27/12/1998	Nil

HANUMAN CHOWDARY TRIPURANENI Qualification: B. E. Occupation: Business Age: 91 years (DOB: 18.10.1931) DIN: 00107006	Independent Director	02/07/1999	1. TERA SOFTWARE LIMITED 2. SIFY TECHNOLOGIES LIMITED 3. SIFY DATA AND MANAGED SERVICES LIMITED 4. CTMS CENTER FOR TELECOM MANAGEMENT AND STUDIES FOUNDATION
SUBBIAH SRINIVASAN BATTINA Qualification: FCA Occupation: Business Age: 77 Years (DOB: 07.05.1945) DIN: 00482513	Independent Director	11/09/2001	1. VELJAN DENISON LIMITED 2. FORMATRICS I.T. SOLUTIONS (INDIA) PRIVATE LIMITED
NAGA PADMA VALLI KILARI Qualification: B. Tech Occupation: Business Age: 38 Years (DOB: 29.01.1984) DIN: 08466714	Independent Director	14/08/2019	Nil
VEERAGHAVULU KANDULA Qualification: M. A., M. Phil Occupation: Business Age: 72 Years (DOB:01.06.1950) DIN: 03090720	Independent Director	21/08/2020	Nil

15.7 The changes in our Board during the three years immediately preceding the date of the Public Announcement i.e, December 22, 2022 are as follows:

Name of Director	Appointment/ Cessation	Effective Date	Reasons
Mr. K. Veeraghavulu	Appointment	August 21, 2020	Appointed as Independent director

15.8 The Buyback will not result in any benefit to any Directors of the Company/ Promoter and Promoter Group/ Person Acting in Concert of the Company/ group companies, except to the extent of the intention to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which may lead to a reduction in the equity share capital post Buyback.

16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1 The selected financial information, as extracted from the standalone un-audited financial statement of the Company for the half year ended on September 30, 2022 and the audited financial statements of the Company for the last three financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, is detailed below:

(Amount in INR Lakhs)

Particulars	Un-audited (Limited Review)	Audited (IND-AS)		
		For the half year ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021
Revenue from Operations	1,672.95	2,421.07	1,889.78	2,241.28
Other Income	152.08	254.72	789.02	531.64
Total Income	1,825.03	2,675.80	2,678.79	2,772.92
Total Expense (excluding Interest, Depreciation & Amortization, Tax and Exceptional Items)	1,217.07	1,841.54	1,206.79	1,489.98
Finance Cost/Interest Expense	17.65	7.79	14.39	25.89
Depreciation & Amortization	76.18	169.65	181.48	207.17
Exceptional Items		-	-	-
Profit Before Tax	514.13	656.82	1,276.14	1,049.88
Total Tax (including Deferred Tax)	128.53	224.23	191.53	277.59
Profit After Tax⁽¹⁾	385.60	432.59	1,084.61	772.29
Other comprehensive income	539.59	648.41	16.86	13.58
Total comprehensive income for the period	925.19	1,081.00	1,101.47	785.87
Paid-up equity share capital	1,723.65	1,723.65	1,723.65	1,723.65
Reserves and Surplus ⁽²⁾	15,418.66	14,493.48	13,412.48	12,311.01
Net worth⁽³⁾	17,142.32	16,217.13	15,136.13	14,034.66

Particulars	Un-audited (Limited Review)	Audited (IND-AS)		
	For the half year ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Non-current Borrowings	-	-	-	-
Current Portion of Long-term Borrowings	-	-	-	-
Current Borrowings	-	-	-	-
Total debt	-	-	-	-

1. Represents Profit / (Loss) for the period.

2. Represents other equity which includes Reserves and surplus, and other comprehensive income.

3. "Net worth" is total equity attributable to equity holders of the Company.

16.2 Key financial ratios on standalone basis are as under:

Key Ratios	Un-audited (Limited Review)	(Audited) (IND-AS)		
	For the half year ended on September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic Earnings per Equity Share (INR) ¹	2.29	2.57	6.44	4.59
Diluted Earnings per Equity Share (INR) ²	2.29	2.57	6.44	4.59
Book value per Equity Share (INR) ³	101.90	94.09	87.81	81.42
Total Debt / Equity Ratio ⁴	-	-	-	-
Return on Net worth(%) ⁵	2.25%	2.67%	7.17%	5.50%

¹Earnings per share = Profit after tax / Weighted average number of equity shares for the year/period.

²Diluted Earnings per share = Profit after tax / Weighted average diluted number of equity shares for the year/period.

³Book value per share = Net worth / Number of equity shares at the end of the year/period.

⁴Debt-equity ratio = Total debt divided by net worth at the end of the year/period.

⁵Return on net worth = Profit after tax/ Net worth at the end of the year/period.

- 16.3 The selected financial information, as extracted from the consolidated un-audited financial statement for the half ended September 30, 2022 and the consolidated audited financial statements of the Company for the last three financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020, is detailed below:

(Amount in INR Lakhs)

Particulars	Un-audited	Audited (IND AS)		
	For the half year ended on September 30, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	4,458.79	7,426.39	3,976.02	4,455.56
Other Income	-2,388.83	777.67	998.11	558.65
Total Income	2,069.97	8,204.05	4,974.13	5,014.21
Total Expense (excluding Interest, Depreciation & Amortization, Tax and Exceptional Items)	3,863.93	6,622.74	3,078.31	3,802.50
Finance Cost/Interest Expense	35.09	103.01	33.89	26.62
Depreciation & Amortization	76.18	259.29	248.81	272.00
Exceptional Items	-	-742.03	-	-
Profit Before Tax	-1,905.24	1,961.05	1,613.12	913.09
Total Tax (including Deferred Tax)	137.14	288.66	230.59	237.94
Profit After Tax⁽¹⁾	-2,042.38	1,672.39	1,382.52	675.15
Other comprehensive income	693.09	790.76	14.38	174.63
Total comprehensive income for the period	-1,349.29	2,463.15	1,396.90	849.78
Paid-up equity share capital	1,723.65	1,723.65	1,723.65	1,723.65
Reserves and Surplus ⁽²⁾	15,520.43	16,306.18	13,843.03	12,485.91
Net worth⁽³⁾	17,244.08	18,029.83	15,566.68	14,209.56
Non-current Borrowings	-	-	-	-
Current Portion of Long-term Borrowings	-	-	-	-
Current Borrowings	1,681.00	1,304.40	47.79	0
Total debt	1,681.00	1,304.40	47.79	0

¹Represents Profit / (Loss) for the period.

²Represents other equity which includes Reserves and surplus, and Other comprehensive income.

³“Net worth” is total equity attributable to equity holders of the Company.

16.4 Key financial ratios on consolidated basis are as under:

Key Ratios	Un-audited (Limited Review)	Audited (IND-AS)		
	For the half year ended on September 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic Earnings per Equity Share (INR) ¹	-12.13	9.93	8.21	4.01
Diluted Earnings per Equity Share (INR) ²	-12.13	9.93	8.21	4.01
Book value per Equity Share (INR) ³	102.51	104.60	90.31	82.44
Total Debt / Equity Ratio ⁴	0.10	0.072	0.003	-
Return on Net worth (%) ⁵	-11.84%	9.28%	8.88%	4.75%

¹Earnings per share = Profit after tax / Weighted average number of equity shares for the year/period.

²Diluted Earnings per share = Profit after tax / Weighted average diluted number of equity shares for the year/period.

³Book value per share = Net worth / Number of equity shares at the end of the year/period.

⁴Debt-equity ratio = Total debt divided by net worth at the end of the year/period.

⁵Return on net worth = Profit after tax/ Net worth at the end of the year/period.

16.5 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

16.6 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buyback.

17. STOCK MARKET DATA

17.1 The Equity Shares are currently traded in compulsory dematerialized mode under the trading code(s) 532344 at BSE.

17.2 The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement and their corresponding volumes on BSE are given below:

Period	High (INR)#	Date of High	Number of Equity Shares traded on that date	Low (INR) ##	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceding three years								
FY 2020	33.45	03-06-2019	1228	19.15	20-12-2019	2	26.53	36633
FY 2021	95.7	25-02-2021	5451	21.4	30-04-2020	44	50.68	205193
FY 2022	229.65	04-01-2022	13605	71.4	14-05-2021	729	142.42	482815

Period	High (INR)#	Date of High	Number of Equity Shares traded on that date	Low (INR)##	Date of Low	Number of Equity Shares traded on that date	Average Price (INR)*	Total volume of Equity Shares traded in the period (Number of Equity Shares)
Preceding six months								
Nov-2022	162.35	28-11-2022	1496	99.05	02-11-2022	337	140.08	81718
Oct-2022	127.35	03-10-2022	1051	95.95	18-10-2022	1511	109.67	12397
Sep-2022	145.35	14-09-2022	2403	101	26-09-2022	4252	119.60	34996
Aug-2022	147.9	02-08-2022	1018	120	17-08-2022	951	130.27	12787
Jul-2022	151.45	01-07-2022	1141	115.65	19-07-2022	1098	137.51	13146
Jun-2022	174.5	03-06-2022	802	120.6	21-06-2022	505	144.00	9392

High of the daily high prices.

Low of the daily low prices.

*Arithmetic average of the closing prices of all trading days during the said period.

*Source: www.bseindia.com

17.3 The closing market price of the Equity Shares of the Company:

Event	Date	BSE (INR)
1 (one) trading day prior to the prior intimation of convening the Board Meeting	November 04, 2022	105.10
Date of prior intimation regarding convening of Board Meeting to consider the proposal of the Buyback	November 07, 2022	111.25
One trading day before November 14, 2022 being the date of Board Meeting approving the Buyback	November 11, 2022	134.45
the date of Board Meeting approving the Buyback and the Postal Ballot Notice	November 14, 2022	157.80
the trading day immediately after November 14, 2022, being the date of Board Meeting and date of Postal Ballot Notice approving the Buyback	November 15, 2022	149.70

Source: www.bseindia.com

18. DETAILS OF THE STATUTORY APPROVALS

- 18.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws from the appropriate authorities including from SEBI, RBI, BSE, and the Buyback from non-resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of appropriate authorities, if any, including from the RBI under FEMA and Division of Corporation Finance of the Securities Exchange Commission (SEC), USA.
- 18.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted.

- 18.3 By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to take all necessary action, including to make, sign, execute, deliver, acknowledge and perform all actions/applications to file regulatory reportings, filings and compliances, if required, including form FC-TRS, if necessary and undertake to provide assistance to the Company for such regulatory reporting if required by the Company.
- 18.4 Considering the shareholding of U.S. residents in the Company and conflicting regulatory requirements between Indian and U.S. laws, the Company has requested (through counsel appointed) that the staff of the Division of Corporation Finance of the Securities Exchange Commission (SEC), after the Board Meeting and prior to the filing of the Letter of Offer, to kindly grant an exemptive relief with respect to Rule 14e-1(a) under the Exchange Act. Rule 14e-1(a) of the Exchange Act provides that a tender offer must remain open for a minimum of 20 business days. SEC has vide its Order dated December 22, 2022 granted exemption from Exchange Act Rule 14-E-1(A).
- 18.5 As on date, the Company confirms that there is no other statutory or regulatory approval required by it for the Buyback as on the date of this Draft Letter of Offer, other than as indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.
- 18.6 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.
- 18.7 The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder's Broker through which the Eligible Shareholder places the bid

19. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

Eligible shareholders are required to send Tender Form along with the other requisite document(s), as mentioned in "Procedure for Tender Offer and Settlement" on page 36 of this Draft Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received not later than 2 (two) days of Buyback Closing Date [●] by 5:00 p.m. The envelope should be super scribed as "SoftSol India Limited Buyback Offer". The Company has appointed KFin Technologies Limited as the Registrar to the Buyback offer and in case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 9:30 a.m. and 5:30 p.m. at the following address:



KFin Technologies Limited

CIN: U72400TG2017PTC117649

Selenium, Tower B, Plot No- 31 & 32, Financial District

Nanakramguda, Serilingampally Hyderabad Rangareddy Telangana 500 032 India

Telephone No.: +91 40 6716 2222; **Toll Free No.1-800-3094-001** **Fax:** +91 40 23001153

Contact Person: M Murali Krishna

Email: softsol.buyback@kfintech.com; **Website:** www.kfintech.com

Investor Grievance E-mail: einward.ris@kfintech.com

SEBI Registration No.: INR000000221 - **Validity:** Permanent (unless suspended or cancelled by SEBI)

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS, ARE SENT TO THE REGISTRAR TO THE BUYBACK OFFER, OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

20. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 20.1 The Company has proposed the Buyback of not exceeding 20,58,824 Equity Shares (representing 12.24% of the total number of Equity Shares in the existing total paid-up equity capital of the Company and the total number of Equity Shares in the total paid-up equity capital as of March 31, 2022, respectively), from all Eligible Shareholders on a proportionate basis, through the 'tender offer' process, at a price of INR 170/- (Indian Rupees One Hundred and Seventy Only) per Equity Share, payable in cash, for an aggregate maximum amount of INR 35,00,00,000/- (Indian Rupees Thirty Five Crores Only) excluding the Transaction Costs, which represents 15.30% and 21.12% of the aggregate of the paid-up capital and free reserves as per the standalone and consolidated audited financial statements of the Company as on March 31, 2022, respectively (the latest audited standalone and consolidated financial statements available as on the date of the Board Meeting dated November 14, 2022 recommending the proposal of the Buyback). The Equity Shareholders of the Company approved the Buyback by way of special resolution through postal ballot (by way of remote e-voting), the results of which were declared on December 21, 2022.
- 20.2 The Buyback is pursuant to Article 20 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules, Management and Administration Rules, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the RBI, SEBI, and/ or the Stock Exchanges.
- 20.3 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.
- 20.4 The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement is 1,21,83,328 Equity Shares which represents 72.42% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, the Promoters and members of the Promoter Group and the persons in control have expressed their intention of participating in the Buyback. Assuming response to the Buyback is to the extent of 100% from all the Equity Shareholders up to their entitlement (full acceptance), the aggregate shareholding of the Promoter, members of the Promoter Group and persons in control may stand same as Pre-Buyback.

20.5 Record Date, ratio of Buyback and Buyback Entitlement:

- (a) As required under the SEBI Buyback Regulations, the Company has fixed January 13, 2022 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders of the Equity Shares, who are eligible to participate in the Buyback.
- (b) The Equity Shares to be bought back, as part of the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- (i) Reserved category for Small Shareholders ("**Reserved Category**"); and
 - (ii) General Category for all Eligible Shareholders other than Small Shareholders ("**General Category**").

- (c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000/- (Indian Rupees Two Lakh Only), on the basis of closing price on BSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was [●] Equity shares. Accordingly, [●] being the stock exchange with highest trading volume, the closing price was INR [●] and hence all Eligible Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.
- (d) Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Equity Shares (as on the Record Date), which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.
- (e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (Reserved Category), will be higher of:
- (i) 15% of the number of Equity Shares which the Company proposes to Buyback (15% of 20,58,824 Equity Shares), which works out to 3,08,824 Equity Shares; or
- (ii) The number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date (i.e., January 13, 2022 [●]/[●]×3,08,824), which works out to [●] Equity Shares.
- (f) Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, 3,08,824 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 17,50,000 Equity Shares.
- (g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Entitlement ratio in the Buyback
Reserved Category for Small Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	[●] Equity Shares out of every [●] Equity Shares held on the Record Date

*The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is [●]% and General Category for all other than eligible Shareholders is [●]%.

20.6 Fractional Entitlements

If the Buyback Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on the Record Date, is not a round number (i.e., not in the multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares.

20.7 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:

In accordance with this Draft Letter of Offer, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

- (a) Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

- (b) Post-acceptance as described in paragraph 20.7(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Equity Shares as part of the Buyback, they shall be given preference and one Equity Share each from the additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.
- (c) Post-acceptance as described in paragraphs 20.7(a) and 20.7(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Equity Shares**”) and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Small Shareholders shall be equal to the Reserved Category Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 20.7(b) above, shall be reduced by one.
- (d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 20.7(c) above, is set forth below:
 - (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this paragraph 20 of this Draft Letter of Offer.

20.8 Basis of Acceptance of Equity Shares validly tendered in the General Category:

In accordance with this Draft Letter of Offer, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

- (a) Full Acceptance (100%) in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity shares tendered by them, whichever is less.
- (b) Post-acceptance as described in paragraph 20.8(a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).
- (c) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 20.8(b) above:
 - (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer
 - (ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this paragraph 20 of this Draft Letter of Offer.

20.9 Basis of Acceptance of Equity Shares between Categories:

- (a) In case there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).
- (b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with “*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category*” will be reduced by one Equity Share.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 20.9(a) and (b) above:
 - (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
- (d) In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 20 of this Draft Letter of Offer

20.10 For avoidance of doubt, it is clarified that:

- (a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- (b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

20.11 Clubbing of Entitlements

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients

21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 21.1 The Buyback is open to all eligible shareholders/beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Physical Shares and the beneficial owners who on the Record Date were holding Demat Shares.
- 21.2 The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
- 21.3 The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 21.22 of this Draft Letter of Offer.
- 21.4 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.
- 21.5 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 21.6 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. The Eligible shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Draft Letter of Offer.

- 21.7 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement.
- 21.8 Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). In case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback, and such tendered Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar. The Board or the any person authorized by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 21.9 The Equity Shares proposed to be bought back in the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- (i) Reserved Category for Small Shareholders; and
 - (ii) The General Category for all other Eligible Shareholders.
- 21.10 After Accepting the Equity Shares tendered on the basis of the Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in the other category.
- 21.11 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 21.12 For implementation of the Buyback, the Company has appointed RLP Securities Private Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. In this regard, an Escrow Demat Account bearing no. 12043400-00191651 in the name and style of "SoftSol India Limited Buyback Escrow Demat Account" has been opened. The contact details of the Company's Broker are as follows:
- RLP Securities Private Limited**
402, Nirmal Towers
Dwarakapuri Colony, Punjagutta
Hyderabad - 500 082, Telangana, India
Tel. No.: +91 40 2335 2485; **Fax No.:** +91 40 2335 1238
Email: rlpsecurities@yahoo.com; **Website:** www.rlpsecurities.com
Contact Person: Mr Muralidhar
SEBI Registration No.: INZ000166638
Validity Period: Permanent (unless suspended or cancelled by SEBI)
CIN: U74920TG1996PTC025916
- 21.13 The Buyback will be implemented using the "*Mechanism for acquisition of shares through Stock Exchange*" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, on such terms and conditions as may be permitted by law from time to time.
- 21.14 The Company shall request BSE being the designated stock exchange ("**Designated Stock Exchange**") to provide a separate window (the "**Acquisition Window**") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").

- 21.15 In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code (“UCC”) facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., RLP Securities Private Limited to place their bids.
- 21.16 The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.
- 21.17 During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 21.18 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as ‘one’ bid for the purposes of Acceptance.
- 21.19 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.
- 21.20 The cumulative quantity tendered shall be made available on the website of BSE at www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 21.21 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER.

21.22 In case of non-receipt of the Letter of Offer and the Tender Form:

21.22.1 In case the Eligible Shareholders hold Equity Shares in Demat mode:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company at www.softsolindia.com or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 21.23 titled “*Procedure to be followed by Eligible Shareholders holding Demat Shares*” on page 39 of this Draft Letter of Offer.

21.22.2 In case the Eligible Shareholders holds Physical Shares:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company at www.softsolindia.com or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website at www.softsolindia.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 21.24 below), reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date (by 5:00p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 21.24 titled "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" on page 40 of this Draft Letter of Offer.

21.22.3 All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

21.23 Procedure to be followed by Eligible Shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by the Designated Stock Exchange and the Clearing Corporation
- (c) The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.
- (d) The lien shall be marked by the Seller Member in the demat account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation
- (e) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (f) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

- (g) Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Draft Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Closing Date ([●]). The envelope should be super scribed as “SoftSol India Limited Buyback Offer”. In the event of non- receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been Accepted for such shareholders holding Demat Shares.
- (h) The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance as decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.
- (i) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker’s depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- (j) In case of Equity Shares held in dematerialized form, submission of Tender Form and TRS is not mandatory. After the receipt of such Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Eligible Shareholders holding such Equity Shares are deemed to have successfully tendered the Equity Shares in the Buyback.
- (k) Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and
 - (iii) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

21.24 Procedure to be followed by Eligible Shareholders holding Physical Shares:

- (a) In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
 - (i) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholder (in case Physical shares are in joint names, in the same order in which they hold the share), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible

Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

- (b) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- (c) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., KFin Technologies Limited (at the address mentioned at paragraph 19 above) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "SoftSol India Limited Buyback Offer". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
- (d) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- (e) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.
- (f) An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

21.25 Additional requirements in respect of tenders by the Non-Resident Shareholders:

- (a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (b) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- (c) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- (d) The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (b) The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- (c) The Equity Shares bought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges
- (d) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- (e) Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form
- (f) The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (g) The Eligible Shareholders of the Demat Shares will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (h) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- (i) The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients/ will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback

- (j) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (k) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (l) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

D. Special Account opened with the Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

E. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- (i) the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- (ii) if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; or
- (iii) where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- (i) The documents mentioned in the instruction number 3 and 4 of the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or 5 pm on [●], 2023; or
- (ii) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- (iii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- (iv) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- (vi) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the titles to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

22. NOTE ON TAXATION

Disclosures in this section are based on an opinion sought by the Company from Pavuluri & Co, Chartered Accountants and Statutory Auditors of the Company.

Quote

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

FINANCE (NO.2) ACT, 2019 HAS AMENDED THE PROVISIONS OF SECTION 115QA OF THE INCOMETAX ACT, 1961 BY OMITTING THE WORDS “NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE”. THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ACT, 2019 TO STATE THAT THE PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ANNOUNCEMENT HAS BEEN MADE ON OR AFTER 5 JULY 2019.

IN VIEW OF THE COMPLEXITY AND SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY. THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 (“**Income Tax Act**” or “**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the ‘situs’ of the shares. As per judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement (“**DTAA**”) subject to satisfaction of the relevant conditions including but not limited to conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument (MLI) as ratified by India with the respective country of which the said shareholder is a tax resident, non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. INCOME TAX PROVISIONS IN RESPECT OF BUYBACK OF EQUITY SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUYBACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER JULY 5, 2019) CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ACT, 2019

- (a) Section 115QA of the ITA provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares of all domestic Indian companies including listed companies i.e. companies whose shares are listed on a recognised stock exchange. In respect of listed companies, the provisions of section 115QA are applicable in respect of all the buyback of shares whose public announcement has been made on or after July 5, 2019. Accordingly, the Company would be subject to an additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of shares.
- (b) As additional income-tax has been levied on the company under Section 115QA of the ITA, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the ITA. Accordingly, any income arising in the hands of shareholder on account of buyback of shares shall be exempt from tax under sub-clause (34A) of section 10 of the ITA. The said income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as “Investments” or “Stock in Trade”).
- (c) In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

Securities transaction tax

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulator nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

Unquote

23. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

- 23.1 The Board confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- 23.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:
- (a) immediately following the date of the Board resolution and the date on which the results of postal ballot approving the proposed Buyback be declared (“**Postal Ballot Resolution**”), there will be no grounds on which the Company can be found unable to pay its debts;

- (b) as regards the Company's prospects for the year immediately following the date of the Board resolution and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention 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 the Board resolution as well as from the date of the Postal Ballot Resolution;
- (c) in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable 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).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on November 14, 2022

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

Sd/-	Sd/-
Bhaskara Rao Madala	Dr T Hanuman Chowdary
Director	Director
DIN: 00474589	DIN: 00107006

24. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

The text of the report dated November 14, 2022 received from the statutory auditor of the Company ("**Auditor's Report**") addressed to the Board of the Company is reproduced below:

"Quote"

November 14, 2022

To

The Board of Directors
SoftSol India Limited
Plot No.4, Software Units Layout
Madhapur
Hyderabad 500 081

Dear Sirs/Madam,

Statutory Auditor's report, in terms of clause(xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), in respect of the proposed Buy-back of equity shares by SoftSol India Limited ("the Company") (CIN: L72200TG1990PLC011771) in terms of the Regulation 6 of SEBI Buyback Regulations and Sections 68 to 70 of the Companies Act, 2013 (as amended) read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014.

1. This report is issued in accordance with the terms of our engagement letter dated November 14, 2022.
2. The Board of Directors of SoftSol India Limited ("the Company") have approved a proposed buy-back of equity shares at its meeting held on November 14, 2022, in pursuance of the provisions of section 68, 69 and 70 of the Companies Act, 2013 and the SEBI Buyback Regulations.
3. We have been requested by the management of the Company to provide report on the accompanying statement of permissible capital payment (including premium) as at 31 March 2022 ("Annexure A") prepared by the management of the Company, which we have initialed for identification purpose only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("**Buyback Regulations**"), is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buyback Regulations.

Auditors' Responsibility

6. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on whether:
 - i. we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements as at and for the year ended 31 March 2022.
 - ii. the amount of permissible capital payment as stated in **Annexure A**, has been properly determined considering the audited standalone and consolidated financial statements for the year ended 31 March 2022 in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("**Buyback Regulations**")
 - iii. the Board of Directors in their meeting held on November 14, 2022, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date
7. The standalone and consolidated audited financial statements, referred to in paragraph 16 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated May 30, 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI) ("the guidance note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
 - a) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended March 31, 2022 which have been approved by the Board of Directors of the Company on May 30, 2022.

- b) The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith is, has been determined in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("**Buyback Regulations**") based on the audited financial statements for the year ended March 31, 2022. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2022.
- c) The Board of Directors of the Company, in their meeting held on November 14, 2022 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- d) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on Use

- 11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability are in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
- 12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, and (b) for providing to the Manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Pavuluri & Co
Chartered Accountants
Firm Registration No. 012194S

(CA N RAJESH)
PARTNER M.No: 223169
UDIN: 2223169BDAALE1441

Annexure A-Statement of permissible capital payment (including Premium)

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with the Section 68(2)(c) of the Companies Act, 2013, as amended ("Act") read with the proviso to Section 68(2)(b) of the Act, Regulation 4(i) of the Securities and Exchange of India (Buy-back Regulations) Regulations, 2018, as amended ("Buyback Regulations") based on audited standalone & consolidated financial statements as at and for the year ended 31 March 2022.

INR

Particulars	Standalone	Consolidated
Paid up equity share capital as on March 31, 2022 (A)	17,23,65,240.00	17,23,65,240.00
Free Reserves as on March 31, 2022		
Securities Premium Account	67,01,13,578.00	67,01,13,578.00
General Reserves	6,96,90,128.00	6,96,90,128.00
Retained Earnings	1,37,59,17,227.47	74,53,24,946.19
Total Free Reserves (B)	2,11,57,20,933.47	1,48,51,28,652.19
Total paid up capital and free reserves (A+B)	2,28,80,86,173.47	1,65,74,93,892.19
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations (25% of the total paid-up equity capital and free reserves)	57,20,21,543.37	41,43,73,473.05
Maximum amount permitted by board resolution dated November 14, 2022 approving Buyback, based on the audited financial statements for the year ended 31 March 2022.		35,00,00,000.00

We certify that above computation of permissible capital payment (including premium) for buyback of Equity Shares is based on audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2022 which have been approved by the Board of Directors in their meeting held on November 14, 2022.

For SoftSol India Limited

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

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

Statement referred to in our certificate of even date

For Pavuluri & Co

Chartered Accountants

Firm Registration No. 012194S

(CA N RAJESH)

PARTNER M.No: 223169

UDIN:

“Unquote”

25. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at SoftSol India Limited, Plot No.4, Software Units Layout, Madhapur, Hyderabad, Telangana - 500 081 between 10:30 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays or on the website of the Company (i.e., www.softsolindia.com), in accordance with the SEBI Buyback Regulations and such other circulars or notification, as may be applicable, during the Tendering Period:

Sl.No.	Description of the Document
1	Copy of the certificate of incorporation;
2	Copy of Memorandum and Articles of Association of the Company;
3	Copy of the financial statements/ annual reports of the Company for the financial years ended March 31,2022, March 31, 2021, March 31, 2021 and for the unaudited financial information for the half year period ended September 30, 2022;
4	Copy of the resolution passed by the Board of Directors at the meeting held on November 14, 2022 approving the proposal for Buyback and the copy of the special resolution through postal ballot (by way of remote e-voting) dated December 21, 2022 passed by the Shareholders of the Company;
5	Copy of Report dated November 14, 2022 received from Pavuluri & Co, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
6	Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
7	Copy of the Escrow Agreement dated December 21, 2022 entered into between SoftSol India Limited, akasam consulting private limited and Axis Bank Limited;
8	Certificate dated December 29, 2022 received from Pavuluri & Co, Chartered Accountants, the Statutory Auditor of the Company (Partner's name: CA N Rajesh; Membership No. 223169; Firm Registration No.012194S), certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations.
9	Copy of the opinion on the note on taxation, dated December 29, 2022, obtained by the Company from Pavuluri & Co, Chartered Accountants.
10	Order Granting Exemption from Exchange Act, Rule 14E-1(A) dated December 22, 2022 issued by Securities Exchange Commission, USA.
11	Copy of Public Announcement for Buyback dated December 22, 2022 published on December 23, 2022
12	Observations from SEBI on the Draft Letter of Offer issued by its letter no. [●] dated [●].

26. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company has appointed Mr Baddam Laxman as the Compliance Officer for the purpose of the Buyback. Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on all working days except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.:

Mr Baddam Laxman Company Secretary & Compliance Officer SoftSol India Limited, Plot No.4, Software Units Layout, Madhapur, Hyderabad, Telangana – 500 081 Tel. No.: +91 40 4256 8500 / 98667 62232; Fax No.: +91 40 4256 8600 Email: cs@softsol.com
--


27. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- (a) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- (b) If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.

- (c) The address of the concerned office of the Registrar of Companies is as follows: The Registrar of Companies Ministry of Corporate Affairs 2nd Floor, Corporate Bhawan GSI Post, Nagole, Bandlaguda Hyderabad - 500 068, India

28. DETAILS OF THE INVESTOR SERVICE CENTRE AND DETAILS OF REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday, Sunday and public holiday between 9.30 am to 5:30 pm at the following address:


<p>KFin Technologies Limited CIN: U72400TG2017PTC117649 Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana 500 032, India Telephone No.: +91 40 6716 2222; Toll free no: 1-800-3094-001 Fax: +91 40 23001153 Contact Person: M Murali Krishna Email: softsol.buyback@kfintech.com; Website: www.kfintech.com Investor Grievance Email: einward.ris@kfintech.com SEBI Registration No.: INR000000221 Validity Period: Permanent (unless suspended or cancelled by SEBI)</p>

29. DETAILS OF THE MANAGER TO THE BUYBACK


<p>akasam consulting private limited CIN: U74140TG2000PTC035024 “akasam” 10-1-17/1/1, level 3 & 4, Masab Tank, Hyderabad – 500 004, Telangana, India Telephone No.: +91-40-6644 4999/55 Mobile: 99496 95940 Contact Person: M P Naidu Email: info@akasamconsulting.com; mpnaidu@akasamconsulting.com Website: www.akasamconsulting.com SEBI Registration No.: INM000011658 Validity Period: Permanent (unless suspended or cancelled by SEBI)</p>

30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full responsibility for the information contained in this Draft Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on November 14.

For and on behalf of the Board of Directors of SoftSol India Limited		
Sd/- Bhaskara Rao Madala Whole-time Director DIN: 00474589	Sd/- Dr. T Hanuman Chowdary Director DIN: 00107006	Sd/- Baddam Laxman Company Secretary & Compliance Officer Membership No. ACS-20625

31. TENDER FORM

Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form)

Tender Form (for Eligible Shareholders holding Equity Shares in physical form)

Form No. SH-4 – Securities Transfer Form

Place: Hyderabad

Date: December 29, 2022

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)**

Bid Number: Date:

BUYBACK OPENS ON			
BUYBACK CLOSES ON			
<i>For Registrar / Collection Centre Use:</i>			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>	Mutual Fund	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
<i>India Tax Residency Status: Please tick appropriate box</i>			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
			Resident of _____ (Shareholder to fill the country of residence)
<i>Route of Investment (For NR Shareholders only)</i>			
<input type="checkbox"/>		<input type="checkbox"/>	Portfolio Investment Scheme
<input type="checkbox"/>		<input type="checkbox"/>	Foreign Investment Scheme

To,
The Board of Directors
SoftSol India Limited
C/o KFin Technologies Limited
Selenium, Tower-B, Plot No.31&32
Financial District, Nanakramguda
Serilingampally, Hyderabad - 500 032

Dear Sir / Madam,

Sub: Letter of Offer dated (*) in relation to the buyback of not exceeding 20,58,824 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of SoftSol India Limited (the "Company") at a price of INR 170/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash.

- I / We (having read and understood the Letter of Offer dated (*) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender / Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my/our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Shareholders.
- I / We agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.

----- Tear along this line-----

Acknowledgement Slip: SoftSol India Limited – Buyback 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No. / DP ID		Client Id	
Received from Mr / Ms / M/s			
Form of Acceptance cum Acknowledgement along with			
No. of Equity Shares offered for Buyback	(in figures)		
	(in words)		
Please quote Client ID No. & DP ID No. for all future correspondence			

11. Details of Equity Shares held and tendered / offered for Buyback Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date, i.e. January 13, 2023		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Seller may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Seller up to the Buyback Entitlement of such Eligible Seller shall be accepted to the full extent. The Equity Shares tendered by any Eligible Seller over and above the Buyback Entitlement of such Eligible Seller shall be accepted in accordance with clause 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance.

Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "SoftSol India Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> EDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

13. Equity ShareholdersDetails:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

**Corporate must affix rubber stamp and sign under the valid authority. The relevant corporate authorization shall be enclosed with the application form submitted.*

14. **Applicable for all Non-resident shareholders**

- I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

- This Offer will open on [●] and close on [●].
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of the Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" on paragraph 21 of the Letter of Offer.
- Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph [●] of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.
- The shares in the Buyback would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; and (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form
- The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.

8. Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
9. For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph [●] of the Letter of Offer.
10. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
11. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholders(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and the number of Equity Shares tendered for the Buyback.
13. Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.
14. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.



KFin Technologies Limited
CIN: U72400TG2017PTC117649
Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana 500 032, India
Telephone No.: +91 40 6716 2222; Toll free no: 1-800-3094-001 Fax: +91 40 23001153
Contact Person: M Murali Krishna
Email: softsol.buyback@kfintech.com; **Website:** www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INR000000221 **Validity Period:** Permanent (unless suspended or cancelled by SEBI)

TENDER FORM
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number and Date

BUYBACK OPENS ON			
BUYBACK CLOSES ON			
<i>For Registrar / Collection Centre Use:</i>			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/> Individual	<input type="checkbox"/> FII	<input type="checkbox"/> Insurance Co.	
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)	
<input type="checkbox"/> Mutual Fund	<input type="checkbox"/> Company	<input type="checkbox"/> Other QIBs	
<i>India Tax Residency Status: Please tick appropriate box</i>			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)	
<i>Route of Investment (For NR Shareholders only)</i>			
<input type="checkbox"/>	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme	

To,
The Board of Directors
SoftSol India Limited
C/o KFin Technologies Limited
Selenium, Tower-B, Plot No.31&32
Financial District, Nanakramguda
Serilingampally, Hyderabad - 500 032
Dear Sir / Madam,

Sub: Letter of Offer dated (*) in relation to the buyback of not exceeding 20,58,824 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of SoftSol India Limited (the "Company") at a price of INR 170/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash.

1. I / We having read and understood the Letter of Offer dated [●], 2023 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this tender/ offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the consideration for the accepted Equity Shares will be paid to the Seller Member as per secondary market mechanism.
6. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of SEBI Buyback Regulations and circulars issued by SEBI
7. I/ We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
8. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
9. I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
10. I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of documents and that the consideration may be paid to the first named Eligible Shareholder as per the secondary market mechanism.
11. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
12. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made there under and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and any other applicable laws.
13. I/ We authorise the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
14. Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback
15. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date, i.e. January 13, 2023		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Seller/Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Seller/Shareholder up to the Buyback Entitlement of such Eligible Seller/Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Seller/Shareholder over and above the Buyback Entitlement of such Eligible Seller/Shareholder shall be accepted in accordance with paragraph/clause 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line-----

Acknowledgement Slip: SoftSol India Limited – Buyback 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No. / DP ID	Client Id
Received from Mr. / Ms. / M/s.	
Form of Acceptance cum Acknowledgement along with, Original TRS along with:	
No. of Equity Shares offered for Buyback	(in figures)
	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker/Registrar

16 Details of Share Certificates enclosed: _____ Total number of Share Certificates submitted: _____

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
Total					

In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.

17 Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18 Details of other documents (Please ✓ as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Previous RBI approvals for acquiring the Equity Shares of SoftSol India Limited hereby tendered in the Buyback
<input type="checkbox"/>	Death Certificate	<input type="checkbox"/>	Succession Certificate
<input type="checkbox"/>	Self-attested copy of Permanent Account Number (PAN card)	<input type="checkbox"/>	Corporate Authorisations
<input type="checkbox"/>	TRS	<input type="checkbox"/>	Other (please specify)

19 Applicable for all Non-resident shareholders

I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.

I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "SoftSol India Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

20 Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of Sole/First Equity Shareholder				

*Corporate must affix rubber stamp and sign under the valid authority. The relevant corporate authorization shall be enclosed with the application form submitted.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

1. This Offer will open on [●] and close on [●].
2. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on ___day, January __, 2023 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to) (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
3. Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph [●] of the Letter of Offer) only post placing the bid via the Seller Member.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
5. Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
6. For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph [●] of the Letter of Offer.
7. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
8. All documents /remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share Certificate Number, Number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., [●] by 5:00 p.m. IST.
11. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
12. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●], 2023 by 5:00 p.m. IST.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:
INVESTOR SERVICE CENTRE: SOFTSOL INDIA LIMITED BUYBACK 2022



KFin Technologies Limited
CIN: U72400TG2017PTC117649
Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana 500 032, India
Telephone No.: +91 40 6716 2222; Toll free no: 1-800-3094-001 Fax: +91 40 23001153
Contact Person: M Murali Krishna
Email: softsol.buyback@kfintech.com; **Website:** www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INR000000221 **Validity Period:** Permanent (unless suspended or cancelled by SEBI)

**FORM NO. SH 4
SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: ____/____/____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	7	2	2	0	0	T	G	1	9	9	0	P	L	C	0	1	1	7	7	1
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the company (in full): **SOFTSOL INDIA LIMITED**

Name of the Stock Exchange where the company is listed, if any: **BSE Limited**

DESCRIPTION OF SECURITIES:

Kind/Class of Securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount Paid up per unit of Security (5)
Equity Shares	INR 10/-	INR 10/-	INR 10/-

No. of Securities being transferred		Consideration Received (INR)	
In figures	In words	In figures	In words

Distinctive Number	From	To					
Corresponding Certificate Nos.							

Transferor's Particulars:

Registered Folio Number:

	Name(s) in full	Signature(s)
1.		
2.		
3.		

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Pincode: _____

Transferees' Particulars

Name in full	Father's /Mother's /Spouse name	Address & E-mail id	Occupation	Existing folio No, if any.	Signature
SOFTSOL INDIA LIMITED	NOT APPLICBALE	Plot No. 4, Software Units Layout, Madhapur, Hyderabad-500081, Telangana, India Tel: +914042568500, Fax: +914042568600 Email: cs@softsol.com	BUSINESS	NA	

Folio No. of Transferee

Specimen Signature of Transferee

1. _____

2. _____

3. _____

Value of Stamp affixed: ₹ _____/-

Declaration:

Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;

Or

Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

1. Certificate of Shares or debentures or other securities
2. If no certificate is issued, letter of allotment.
3. Copy of PAN Card of all the Transferee(s)(For all Listed Cos.)
4. Others, specify _____

Stamps

For office use only

Checked by _____	Signature tallied by _____
Entered in the Register of Transfer on _____ vide Transfer No _____	
Approval Date _____	
Power of Attorney/ Probate/ Death Certificate/ Letter of Administration Registered on _____ at No. _____	