

**SEBI AUTHORISED MERCHANT BANKER
CODE NO: MB/INM000011658**

ACPL/IB/SIL/2022-23

December 29, 2022

**Securities and Exchange Board of India
Plot No. C4-A, G Block
Bandra Kurla Complex, Bandra East
Mumbai – 400 051**

Dear Sir,

Sub: Submission of draft letter of offer dated December 29, 2022 ("Draft Letter of Offer") in relation to the 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 ("Buyback").

This is in relation to the captioned subject and in furtherance to our letter dated December 23, 2022, informing you of the publication of the public announcement dated December 22, 2022 ("Public Announcement") in connection with the Buyback, which was published on December 23, 2022 in the following newspapers:

Name of the Publication	Language	Edition
Financial Express	English	All India
Jansatta	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, as amended:

- 1) Draft Letter of Offer dated December 29, 2022;
- 2) Soft copy of the Draft Letter of Offer in pdf format;
- 3) Declaration of Solvency.
- 4) An amount of INR 20,65,000/- (Indian Rupees Twenty Lakhs Sixty Five Thousand only) towards Filing Fee (calculated @ 0.5% on INR 35,00,00,000/- (INR 17,50,000/- plus 18% GST INR 3,15,000/- = Total INR 20,65,000/-) has been transferred to SEBI's Bank Account vide UTR No. AXTB223637475632 on December 29, 2022.
- 5) Declaration from the Merchant Banker.
- 6) Due Diligence certificate dated December 28, 2022 along with the Annexure.



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akasam consulting private limited

"akasam"10-1-17/1/1, level 3 & 4, masab tank, hyderabad 500 004
Ph. : +91-40-66444955 Fax : +91-40-2333 5511

We hope you find the above documents in order. Your good office may contact the below mentioned official for any further information / details:

Name & Designation	Phone No.	Email Id
M. P. Naidu General Manager	99496 95940	mpnaidu@akasmconsulting.com

The above information will also be made available on the Company's website www.softsolindia.com and our website www.akasmconsulting.com. We request you to take the above information on record.

Thanking you,

Yours sincerely,
For **akasm consulting private limited**


M. R. S. Srinivas

Director

DIN: 01446644

Contact Phone: 040 – 6644 4993

Mobile No: 98660 14514

Email Id: mrs@akasmconsulting.com & info@akasmconsulting.com



Encl.: As above

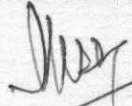
**SEBI AUTHORISED MERCHANT BANKER
CODE NO: MB/INM000011658**

**DETAILS ABOUT AKASAM CONSULTING PRIVATE LIMITED
THE LEAD MERCHANT BANKER**

Sl. No.	Particulars	
i.	Registration No.	MB/INM 000011658
ii.	Date of Registration / Renewal of registration.	26/02/2010
iii.	Date of expiry of registration.	Permanent unless suspended or cancelled by the Board (SEBI)
iv.	If applied for renewal, date of application.	Not Applicable
v.	Any communication from the Board prohibiting from acting as a merchant banker.	No
vi.	Any inquiry / investigation being conducted by the Board.	No
vii.	Period upto which registration / renewal fees has been paid.	25/02/2024

We hereby certify that the information furnished above is correct.

Yours sincerely,
For **akasam consulting private limited**


M. R. S. Srinivas
Director



DIN: 01446644

Contact Phone: 040 – 6644 4993

Mobile No: 98660 14514

Email Id: mrs@akasamconsulting.com & info@akasamconsulting.com

Place: Hyderabad

Date: 29/12/2022

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SEBI AUTHORISED MERCHANT BANKER
CODE NO: MB/INM000011658

ACPL/IB/SIL/2022-23

December 28, 2022

Securities and Exchange Board of India
Plot No. C4-A, G Block
Bandra Kurla Complex
Bandra East
Mumbai – 400 051

Dear Sir,

DUE DILIGENCE CERTIFICATE

Sub: Submission of draft letter of offer dated December 29, 2022 ("Draft Letter of Offer") in relation to the 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 ("Buyback").

We, the under-mentioned Merchant Banker to the above buy-back of equity shares state as follows:

We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated December 22, 2022 (the "Public Announcement") and the Draft Letter of Offer dated December 29, 2022 ("DLOF"). 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 Buy-back;
- All the legal requirements connected with the said offer including the SEBI (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 of the Company to make a well informed decision in respect of the captioned Buy-back;
- Funds used for Buy-back shall be as per the provisions of the Companies Act.



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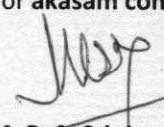
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ANNEXURE

S.No	Particulars	Remarks
1	Memorandum and Articles of Association of the Company	Obtained
2	Listing agreement of the Company for existing securities on the stock Exchanges	Obtained Listing Agreements entered with BSE.
3	Consent letter from the Company's Auditors to the Company	Consent has been given by the auditors to include their report in the Public Announcement/Draft Letter of Offer.
4	Audited balance sheets of the Company for the last 3 years	Obtained
5	Stock Exchange quotations for the last 6 months	Downloaded from www.bseindia.com
6	Resolutions of the Board and General Body Meetings of the Company for matters which are in the Letter of Offer/public Announcement	Obtained both Board Resolution and Members Resolution.

Yours sincerely,
For **akasam consulting private limited**


M. R. S. Srinivas
Director



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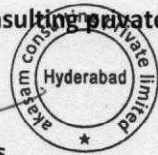
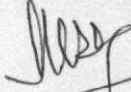
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- Directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Persons has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement/ misrepresentation 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 Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.
- Directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

Thanking you,

Yours sincerely,

For **akasa consulting private limited**



M. R. S. Srinivas

Director

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