



14th January 2015

The Department of Corporate Services
The Bombay Stock Exchange Limited
25th Floor, P. J. Towers
Dalal Street,
Mumbai-400 001

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: SOFTSOL INDIA LIMITED - Scrip Code: 532344

With reference above and due to errors occurring in filling & converting Excel & XBRL files of the Quarterly Compliance Report on Corporate Governance, we are herewith filing duly filled, signed and PDF copy of the Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of our Company SOFTSOL INDIA LIMITED (SCRIP CODE: 532344) for your perusal and records.

We request you to kindly take this Report into the records of the Exchange.

Thanking you,

For SOFTSOL INDIA LIMITED

Bhaskara Rao Madala
Whole time Director



Encl. Quarterly Compliance Report on Corporate Governance



CIN: L72200AP1990PLC011771

SoftSol India Limited

Registered Office : Plot # 4, Software Units Layout, Madhapur,
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Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **SOFTSOL INDIA LIMITED (SCRIP CODE: 532344)**
2. Quarter ending: 31-12-2015

| I. Composition of Board of Directors | | | | | | | | | | |
|--------------------------------------|--------------------------|------------|----------|---|---|---------|--|---|---|--|
| Title (Mr./ Ms.) | Name of the Director | PAN | DIN | Category (Chairperson /Executive /Non-Executive / independent/ Nominee) | Date of Appointment in the current term / cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | |
| MR | BHASKARA RAO MADALA | ACQPM1775J | 00474589 | WHOLE TIME DIRECTOR | 01-11-2014 | 3 YEARS | 1 | 1 | 0 | |
| MR | DR. T. HANUMAN CHOWDHARY | AAHT5885Q | 00107006 | INDEPENDENT DIRECTOR | 30-09-2014 | 5 YEARS | 2 | 4 | 2 | |
| MR | B. S. SRINIVASAN | ABRP6564A | 00482513 | INDEPENDENT DIRECTOR | 30-09-2014 | 5 YEARS | 2 | 3 | 0 | |
| MR | P. VENKATRAMAIAH | AEJPP6014Q | 00030102 | INDEPENDENT DIRECTOR | 30-09-2014 | 5 YEARS | 1 | 2 | 0 | |
| MRS | NEELIMA THOTA | ABJPT8106A | 06938559 | WOMAN DIRECTOR | 14-08-2014 | NA | 1 | 0 | 0 | |
| MR | MADALA SRINIVASA RAO | AQEPM8851D | 01180342 | CHAIRMAN - PROMOTER | 27-12-1998 | NA | 1 | 0 | 0 | |

For SOFTSOL INDIA LIMITED

Bhaskara Rao Madala
BHASKARA RAO MADALA
 Whole Time Director

| II. Composition of Committees | | |
|---|---|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) |
| 1. Audit Committee | DR. T. HANUMAN CHOWDHARY MR. B. S. SRINIVASAN MR. P. VENKATRAMAIAH MR. BHASKARA RAO MADALA | INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR WHOLE TIME DIRECTOR |
| 2. Nomination & Remuneration Committee | DR. T. HANUMAN CHOWDHARY MR. B. S. SRINIVASAN MR. P. VENKATRAMAIAH | INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR |
| 3. Stakeholders Relationship Committee' | DR. T. HANUMAN CHOWDHARY MR. B. S. SRINIVASAN MR. P. VENKATRAMAIAH | INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR |

| III. Meeting of Board of Directors | |
|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
| 13-08-2015 | 13-11-2015 |
| | Maximum gap between any two consecutive (in number of days) 90 DAYS |

| IV. Meeting of Committees | | |
|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter |
| AUDIT COMMITTEE - 13-11-2015 | YES | 13-08-2015 |
| | | Maximum gap between any two consecutive meetings in number of days* 90 DAYS |

For SOFTSOL INDIA LIMITED


BHASKARA RAO MADALA
Whole Time Director

| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/NA)refer note below |
| Whether prior approval of audit committee obtained | NIL |
| Whether shareholder approval obtained for material RPT | NIL |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NIL |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
- Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For SOFTSOL INDIA LIMITED



Bhaskara Rao Madala

**BHASKARA RAO MADALA
WHOLE TIME DIRECTOR**

DATE: 14-01-2015

PLACE: HYDERABAD