



29th September 2018

The Manager (Listing)  
The Department of Corporate Services  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P. J. Towers, Dalal Street,  
Mumbai-400 001

Dear Sir

**Sub: Voting Results of 28th Annual General Meeting - 2018 held on 29th September 2018 along with Scrutinizers Report pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Scrip Code: 532344 - SOFTSOL INDIA LIMITED**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results in respect of resolutions passed at the 28th Annual General Meeting of the Company held on Saturday, 29th September 2018 at the Registered Office of the Company at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana, at 10.00 AM.

Also please find enclosed Scrutinizers Report on Remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting by Ballot at the 28th Annual General Meeting of SOFTSOL INDIA LIMITED held on Saturday, 29th September, 2018 at 10.00 a.m.

This is for your records and to place on the trading screen, other places of the website of the Exchange.

Thanking you  
Yours faithfully  
**For SoftSol India Limited**

**Bhaskar Rao Madala**  
**Whole time Director**

Encl. Voting Results and Scrutinizers Report



**VBM Rao & Associates, Company Secretaries**  
(Consultants in Corporate and Business Laws)

**M. Vijaya Bhaskara Rao** LLB, FCS  
Company Secretary in Practice

H.No. 8-1-301/26, Lakshmi Nagar Colony  
Shaikpet Nala, Hyderabad - 500 008.  
Tel: 040-23564441, 9642884441  
Email: secretaries@gmail.com

The Chairman  
28th Annual General Meeting of Equity Shareholders'  
SoftSol India Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Companies (Amendment) Act, 2017 and voting by Ballot at the 28th Annual General Meeting of SOFTSOL INDIA LIMITED held on Saturday, 29th September, 2018 at 10.00 a.m.

1. I, M. Vijaya Bhaskara Rao, Proprietor of M/s. VBM Rao & Associates, Company Secretary in Practice (Membership No. FCS 6273, CP 5237) having my office at Flat 509, Elite Fort Apartments, Near Secretariat Colony, Puppalaguda, Manikonda, Hyderabad - 500089, had been appointed as the Scrutinizer of SOFTSOL INDIA LIMITED (CIN: L7220TG1990PLC011771) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in respect of the Three items (Resolutions) referred to in subsequent paragraphs for the purpose of scrutinizing in fair and transparent manner the Remote e-voting process and to scrutinize Ballot forms as may be received from the Shareholders at the AGM Venue in respect of the below mentioned resolutions at the 28th Annual General Meeting (AGM) held on Saturday, 29th September, 2018 at 10.00 a.m. at the Registered Office of the Company at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through voting means i.e. Remote e-voting and Poll on the Resolutions contained in the Notice of the 28th Annual General Meeting of the Company.
3. As Scrutinizer for Remote e-voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's report of the Votes Cast in "favor" or "against" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy).
4. The notices of the 28th Annual General Meeting were dispatched on 5th September 2018 by Professional Couriers.
5. The public advertisement with respect to dispatch of Notice of the 28th Annual General Meeting and conducting of voting through electronic means was published in "Financial Express" English News Paper and "Nava Telangana" Telugu News Paper on 2nd September 2018.



6. The members were given an option to vote electronically on e-voting platform, provided by the M/s. Karvy Computershare Private Limited with which the Company had made necessary arrangement as well as by Ballot to those who had not cast their votes earlier through remote e-voting facility.
7. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 22nd September 2018 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
8. The Remote e-voting commenced from Tuesday, 25th September 2018 at 10.00 A.M, and ended on Friday, 28th September, 2018 at 05.00 P.M. and the Remote e-voting platform was blocked thereafter by Karvy.
9. The electronic votes cast accordingly were taken into account and at the end of the said voting period on 28th September 2018 at 5.00 PM and the Karvy e-voting portal was blocked thereafter.
10. The votes cast by e-voting were unblocked on 29th September 2018 after 12.00 Noon in the presence of two witness Mr. M V N SASTRY, Asst Manager-Corporate Registry | Karvy Computershare Private Limited and Ms. Mercy Sowjanya, Asst Manager-Corporate Registry | Karvy Computershare Private Limited who are not in the employment of the Company.
11. A register has been maintained electronically to record the assent and dissent votes in the respect of the resolutions.
12. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data from Karvy Computershare Private Limited e-voting system and voting by Poll at the AGM.
13. Accordingly, I hereby submit my Consolidated Report as under on the result of the Remote e-voting and Poll conducted at the meeting in respect following Resolutions:-

**ITEM No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company (both standalone and consolidated basis) for the year ended March 31, 2018 and together with the Report of the Directors and the Auditors thereon.

Particulars	Remote e-voting		Vote by Poll at the AGM		Total		%
	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	
Favour	7	11842164	16	355725	23	12197889	100
Against	0	0	0	0	0	0	0
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>7</b>	<b>11842164</b>	<b>16</b>	<b>355725</b>	<b>23</b>	<b>12197889</b>	<b>100</b>



**ITEM No. 2: Ordinary Resolution**

Appointment of M/s. PAVULURI & CO., Chartered Accountants, Hyderabad (FRN: 012194S) as the Statutory Auditors of the Company in the place of outgoing Statutory Auditors M/s. JVSL & Associates, Chartered Accountants, Hyderabad (FRN: 015002S) to hold office for a term of 5 years.

Particulars	Remote e-voting		Vote by Poll at the AGM		Total		
	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	7	11842164	16	355725	23	12197889	100
Against	0	0	0	0	0	0	0
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>7</b>	<b>11842164</b>	<b>16</b>	<b>355725</b>	<b>23</b>	<b>12197889</b>	<b>100</b>


**ITEM No. 3: Special Resolution**

Alteration of Objects Clause of Memorandum of Association of the Company with the inclusion of a New Clause 6 to the Main Objects and also alteration of Ancillary Clauses and removal of Other Objects to the Memorandum.

Particulars	Remote e-voting		Vote by Poll at the AGM		Total		
	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	7	11842164	16	355725	23	12197889	100
Against	0	0	0	0	0	0	0
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>7</b>	<b>11842164</b>	<b>16</b>	<b>355725</b>	<b>23</b>	<b>12197889</b>	<b>100</b>


Yours faithfully,

For VBM Rao & Associates

  
**M. Vijaya Bhaskara Rao**  
 Company Secretary in Practice  
 Membership No. FCS 6273  
 Certificate of Practice: 5237




Counters Signed by


  
**Bhaskara Rao Madala**  
 Chairman of the Meeting  
 (Whole time Director)

Place: Hyderabad, Date: 29-09-2018

We the undersigned witnessed that the votes were unblocked / finalized from the e-voting website of the Karvy Computershare Private Limited (<https://evoting.karvy.com>) and the polling boxes were opened after the conclusion of the 28th Annual General Meeting of the Company in our presence on 29th September 2018.

Witness:

1.   
 Name: Mr. M V N SASTRY  
 Asst Manager-Corporate Registry  
 Karvy Computershare Private Limited  
 Plot 31-32 | Karvy Selenium | Tower B  
 Gachibowli Financial District | Nanakramguda  
 Nanakramguda, Hyderabad – 500 032

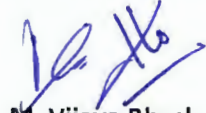
2.   
 Name: Ms. Mercy Sowjanya  
 Asst Manager-Corporate Registry  
 Karvy Computershare Private Limited  
 Plot 31-32 | Karvy Selenium | Tower B  
 Gachibowli Financial District |  
 Nanakramguda, Hyderabad – 500 032

Details of witnesses to the process of Polling conducted at the 28th Annual General Meeting of SOFTSOL INDIA LIMITED on Saturday, 29th day of September 2018 at 10.00 A.M. at the Registered Office at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081.

Name & Address	Folio No. / DP ID / Client ID	Signature
P. SHYAM PRASAD 1-98/90/1/20, SAI NAGAR MADHAPUR, HYDERABAD- 500 081	IN300394 / 18332053	
SRINIVAS RAO BELLAM FLAT NO 101 H NO G-80/A1 BRR COMPLEX MADHURA NAGAR YOSUFGUDA HYDERABAD - 500 038	IN302863 / 10259082	

Yours faithfully,

For VBM Rao & Associates



M. Vijaya Bhaskara Rao  
Company Secretary in Practice  
Membership No. FCS 6273  
Certificate of Practice: 5237

Place: Hyderabad  
Date: 29-09-2018



Counters Singed by



Bhaskara Rao Madala  
Chairman of the Meeting  
(Whole time Director)

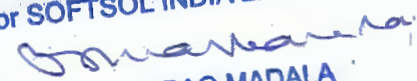
	SOFTSOL INDIA LIMITED
Date of the AGM/EGM	29-09-2018
Total number of shareholders on record date	1783
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - APPROVAL OF FINANCIAL STATEMENTS							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,183,328	11,841,907	97.1976	11,841,907	0	100.0000	0.0000
	Poll		316,121	2.5947	316,121	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,158,028	99.7923	12,158,028	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4,639,185	257	0.0055	257	0	100.0000	0.0000
	Poll		39,604	0.8537	39,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,861	0.8592	39,861	0	100.0000	0.0000
	Total	16,822,513	12,197,889	72.5093	12,197,889	0	100.0000	0.0000

For SOFTSOL INDIA LIMITED

  
BHASKARA RAO MADALA  
Whole Time Director

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - APPOINTMENT OF STATUTORY AUDITORS							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,183,328	11,841,907	97.1976	11,841,907	0	100.0000	0.0000
	Poll		316,121	2.5947	316,121	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,158,028	99.7923	12,158,028	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4,639,185	257	0.0055	257	0	100.0000	0.0000
	Poll		39,604	0.8537	39,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,861	0.8592	39,861	0	100.0000	0.0000
Total		16,822,513	12,197,889	72.5093	12,197,889	0	100.0000	0.0000

For SOFTSOL INDIA LIMITED  
  
BHASKARA RAO MADALA  
Whole Time Director

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - ALTERATION OF OBJECTS IN MEMORANDUM							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12,183,328	11,841,907	97.1976	11,841,907	0	100.0000	0.0000
	Poll		316,121	2.5947	316,121	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,158,028	99.7923	12,158,028	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4,639,185	257	0.0055	257	0	100.0000	0.0000
	Poll		39,604	0.8537	39,604	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,861	0.8592	39,861	0	100.0000	0.0000
Total		16,822,513	12,197,889	72.5093	12,197,889	0	100.0000	0.0000

For SOFTSOL INDIA LIMITED

*Bhaskara Rao Madala*  
 BHASKARA RAO MADALA  
 Whole Time Director