



**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  
27th 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 and voting by Ballot at the 27th Annual General Meeting of SOFTSOL INDIA LIMITED held on Friday, 29th September, 2017 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 H. No. 8-1-301/26, Lakshmi Nagar Colony, Shaikpet Nala, Hyderabad - 500 008 , 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 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 27th Annual General Meeting (AGM) held on Friday, 29th September, 2017 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 27th 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 27th Annual General Meeting were dispatched on 6th September 2017 by Professional Couriers.
5. The public advertisement with respect to dispatch of Notice of the 27th 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 5th September 2017.



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 2017 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
8. The Remote e-voting commenced from Monday, 25th September 2017 at 09.00 A.M, and ended on Thursday, 28th September, 2017 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 2017 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 2017 after 12.00 Noon in the presence of two witness Mr. M V N SASTRY, Asst Manager-Corporate Registry | Karvy Computershare Private Limited and Mr. Ramesh Desai, 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, 2017 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       | 8                      | 13788763        | 31                      | 360752        | 39                     | 14149515        | 99.99      |
| Against      | 1                      | 102             | 0                       | 0             | 1                      | 102             | 0.01       |
| Invalid      | Nil                    | Nil             | Nil                     | Nil           | Nil                    | Nil             | Nil        |
| <b>Total</b> | <b>9</b>               | <b>13788865</b> | <b>31</b>               | <b>360752</b> | <b>40</b>              | <b>14149617</b> | <b>100</b> |



**ITEM No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN 01180342), who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars  | Remote e-voting        |                 | Vote by Poll at the AGM |               | Total                  |                 | %          |
|--------------|------------------------|-----------------|-------------------------|---------------|------------------------|-----------------|------------|
|              | Number of Shareholders | Votes           | Number of Shareholders  | Votes         | Number of Shareholders | Votes           |            |
| Favour       | 8                      | 13788763        | 31                      | 360752        | 39                     | 14149515        | 99.99      |
| Against      | 1                      | 102             | 0                       | 0             | 1                      | 102             | 0.01       |
| Invalid      | Nil                    | Nil             | Nil                     | Nil           | Nil                    | Nil             | Nil        |
| <b>Total</b> | <b>9</b>               | <b>13788865</b> | <b>31</b>               | <b>360752</b> | <b>40</b>              | <b>14149617</b> | <b>100</b> |

**ITEM No. 3: Ordinary Resolution**

Re-appointment of M/s. JVSL & Associates, Chartered Accountants as Statutory Auditors of the Company for a further period 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       | 8                      | 13788763        | 31                      | 360752        | 39                     | 14149515        | 99.99      |
| Against      | 1                      | 102             | 0                       | 0             | 1                      | 102             | 0.01       |
| Invalid      | Nil                    | Nil             | Nil                     | Nil           | Nil                    | Nil             | Nil        |
| <b>Total</b> | <b>9</b>               | <b>13788865</b> | <b>31</b>               | <b>360752</b> | <b>40</b>              | <b>14149617</b> | <b>100</b> |

**ITEM No. 4: Special Resolution**

Re-appointment of Sri. Bhaskara Rao Madala as Whole time Director of the Company for a further period of 3 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       | 8                      | 13788763        | 31                      | 360752        | 39                     | 14149515        | 99.99      |
| Against      | 1                      | 102             | 0                       | 0             | 1                      | 102             | 0.01       |
| Invalid      | Nil                    | Nil             | Nil                     | Nil           | Nil                    | Nil             | Nil        |
| <b>Total</b> | <b>9</b>               | <b>13788865</b> | <b>31</b>               | <b>360752</b> | <b>40</b>              | <b>14149617</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: 29-09-2017

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 27th Annual General Meeting of the Company in our presence on 29th September 2017.

Witness:

1. M.V.N. SASTRY  
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. Ramesh Desai  
Name: Mr. Ramesh Desai  
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 27th Annual General Meeting of SOFTSOL INDIA LIMITED on Friday, 29th day of September 2017 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<br>1-98/90/1/20, SAI NAGAR<br>MADHAPUR, HYDERABAD- 500 081                                       | IN300394 / 18332053           | <u>P. Shyam Prasad</u> |
| SRINIVAS RAO BELLAM<br>FLAT NO 101 H NO G-80/A1<br>BRR COMPLEX<br>MADHURA NAGAR YOSUFGUDA<br>HYDERABAD - 500 038 | IN302863 / 10259082           | <u>S. R. B</u>         |

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: 29-09-2017

|                                                                               |                       |
|-------------------------------------------------------------------------------|-----------------------|
| Date of the AGM/EGM                                                           | SOFTSOL INDIA LIMITED |
| Total number of shareholders on record date                                   | 29-09-2017            |
| No. of shareholders present in the meeting either in person or through proxy: | 1825                  |
| Promoters and Promoter Group:                                                 | 2                     |
| Public:                                                                       | 29                    |
| 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)                                  | SPECIAL - 01. To receive and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 and together with the Report of the Directors and the Auditors_x00D_ thereon. |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
| 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                                                                                                                                                                                           |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Poll                                                                                                                                                                                               | 12183328               | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Non Institutions                                                  | Postal Ballot (if applicable)                                                                                                                                                                      |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Total                                                                                                                                                                                              | 12158028               | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                           |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Poll                                                                                                                                                                                               | 0                      | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Non Institutions                                                  | Postal Ballot (if applicable)                                                                                                                                                                      |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Total                                                                                                                                                                                              | 0                      | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                           |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Poll                                                                                                                                                                                               | 4639185                | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Non Institutions                                                  | Postal Ballot (if applicable)                                                                                                                                                                      |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |
|                                                                           | Total                                                                                                                                                                                              | 1991589                | 0                       | 0.0000                                                    | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0.0000 |
| Public- Non Institutions                                                  | Total                                                                                                                                                                                              | 16822513               | 14149617                | 84.1112                                                   | 14149515                     | 102                        | 99.9949                                                | 0.0051                                               | 0.0007 |
|                                                                           | Total                                                                                                                                                                                              |                        |                         |                                                           |                              |                            |                                                        |                                                      |        |

|                                          |                                                                                                                                                                               |  |
|------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Resolution No.                           | 2                                                                                                                                                                             |  |
| Resolution required: (Ordinary/ Special) | SPECIAL - 02. To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN 01180342), who retires by rotation and_x00D_ being eligible, offers himself for re-appointment. |  |

**For SOFTSOL INDIA LIMITED**

*BHASKARA RAO MADALA*  
**BHASKARA RAO MADALA**  
 Whole Time Director





|                          |                               |          |          |         |          |     |         |        |
|--------------------------|-------------------------------|----------|----------|---------|----------|-----|---------|--------|
| Public- Institutions     | Poll                          |          | 0        | 0.0000  | 00       | 0   | 0.0000  | 0.0000 |
|                          | Postal Ballot (if applicable) |          | 0        | 0.0000  | 00       | 0   | 0.0000  | 0.0000 |
|                          | Total                         |          | 0        | 0       | 0        | 0   | 0       | 0      |
|                          | E-Voting                      |          | 1991589  | 42.9297 | 1991487  | 102 | 99.9948 | 0.0051 |
| Public- Non Institutions | Poll                          |          | 0        | 0.0000  | 00       | 0   | 0.0000  | 0.0000 |
|                          | Postal Ballot (if applicable) |          | 0        | 0.0000  | 00       | 0   | 0.0000  | 0.0000 |
|                          | Total                         |          | 0        | 0.0000  | 00       | 0   | 0.0000  | 0.0000 |
|                          | E-Voting                      |          | 1991589  | 42.9297 | 1991487  | 102 | 99.9949 | 0.0051 |
| Total                    |                               | 16822513 | 14149617 | 84.1112 | 14149515 | 102 | 99.9993 | 0.0007 |

|                                                                           |                                                                                                                                        |                        |                         |                                                              |                              |                            |                                                           |                                                         |  |          |         |          |   |          |        |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|--------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------------|---------------------------------------------------------|--|----------|---------|----------|---|----------|--------|
| Resolution No.                                                            | 4                                                                                                                                      |                        |                         |                                                              |                              |                            |                                                           |                                                         |  |          |         |          |   |          |        |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - 04. To re-appoint Sri. Bhaskara Rao Madala as Whole time Director for a further period of Three years effective 01/11/2017. |                        |                         |                                                              |                              |                            |                                                           |                                                         |  |          |         |          |   |          |        |
| 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<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |  |          |         |          |   |          |        |
|                                                                           | E-Voting                                                                                                                               |                        |                         |                                                              |                              |                            |                                                           |                                                         |  | 12158028 | 99.7923 | 12158028 | 0 | 100.0000 | 0.0000 |
|                                                                           | Poll                                                                                                                                   |                        |                         |                                                              |                              |                            |                                                           |                                                         |  | 12183328 | 0.0000  | 00       | 0 | 0.0000   | 0.0000 |
|                                                                           | Postal Ballot (if applicable)                                                                                                          |                        |                         |                                                              |                              |                            |                                                           |                                                         |  | 0        | 0.0000  | 00       | 0 | 0.0000   | 0.0000 |
| Promoter and Promoter Group                                               | Total                                                                                                                                  |                        | 12158028                | 99.7923                                                      | 12158028                     | 0                          | 100                                                       | 0                                                       |  |          |         |          |   |          |        |
|                                                                           | E-Voting                                                                                                                               |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | Poll                                                                                                                                   |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | Postal Ballot (if applicable)                                                                                                          |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
| Public- Institutions                                                      | Total                                                                                                                                  |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | E-Voting                                                                                                                               |                        | 1991589                 | 42.9297                                                      | 1991487                      | 102                        | 99.9948                                                   | 0.0051                                                  |  |          |         |          |   |          |        |
|                                                                           | Poll                                                                                                                                   |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | Postal Ballot (if applicable)                                                                                                          |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
| Public- Non Institutions                                                  | Total                                                                                                                                  |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | E-Voting                                                                                                                               |                        | 1991589                 | 42.9297                                                      | 1991487                      | 102                        | 99.9949                                                   | 0.0051                                                  |  |          |         |          |   |          |        |
|                                                                           | Poll                                                                                                                                   |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
|                                                                           | Postal Ballot (if applicable)                                                                                                          |                        | 0                       | 0.0000                                                       | 00                           | 0                          | 0.0000                                                    | 0.0000                                                  |  |          |         |          |   |          |        |
| Total                                                                     |                                                                                                                                        | 16822513               | 14149617                | 84.1112                                                      | 14149515                     | 102                        | 99.9993                                                   | 0.0007                                                  |  |          |         |          |   |          |        |

For SOFTSOL INDIA LIMITED

*Bhaskara Rao Madala*  
BHASKARA RAO MADALA  
Whole Time Director