

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

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

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.
- 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.



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

- 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.
- 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 AGM		Tota		
	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
Total	9	13788865	31	360752	40	14149617	100



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 AGM	at the	Tota	ıl	
	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
Total	9	13788865	31	360752	40	14149617	100

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 AGM	at the	Tota	.1	
	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
Total	9	13788865	31	360752	40	14149617	100

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 AGM	at the	Tota		7.
	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
Total	9	13788865	31	360752	40	14149617	100

HYDERABAD

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: 29-09-2017 Counters Singed by

Bhaskara Rao Madala Chairman of the Meeting

(Whole time Director)

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. Sally

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

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 1-98/90/1/20, SAI NAGAR MADHAPUR, HYDERABAD- 500 081	IN300394 / 18332053	R. Jhundrasende J
SRINIVAS RAO BELLAM FLAT NO 101 H NO G-80/A1 BRR COMPLEX MADHURA NAGAR YOSUFGUDA HYDERABAD - 500 038	IN302863 / 10259082	5.2-13

HYDERABAL

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: 29-09-2017 Counters Singed by

Bhaskara Rao Madala Chairman of the Meeting

(Whole time Director)

Data of the ACIA/ECIA	SOFTSOL INDIA LIMITED
Date of the AGM/EGM	29-09-2017
Total number of shareholders on record date	1825
No. of shareholders present in the meeting either in person or through proxy:	
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

	c							
Promoters and Promoter Group:			Not Applicable					
Public:			Not Applicable					
Resolution No	1							
	SPECIAL - 01. To r	SPECIAL - 01. To receive and adopt the Audited Financial Statements of the	ne Audited Financia	Statements of the		ear ended March 3	Companyfor the year ended March 31, 2017 and together with the	er with the
Resolution required: (Ordinary/ Special)	Report of the Dire	Report of the Directors and the Auditors_x00D_ thereon.	tors_x00D_					
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
				on outstanding			es	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes -	×	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		12158028	99.7923	12158028	0	0 100.0000	0.0000
	Poll	12102220	0	0.0000	00		0.0000	0.0000
	Postal Ballot (if	07550171						
Promoter and Promoter Group	applicable)		0	0.0000	00		0.0000	0.0000
	Total		12158028	99.7923	12158028		0 100	0
	E-Voting		0	0.0000	00		0.0000	0.0000
	Poll		0	0.0000	00		0.0000	0.0000
	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000	00		0.0000	0.0000
	Total		0	0	0	0	0	0
	E-Voting		1991589	42.9297	1991487	102	2 99.9948	0.0051
	Poll	1620105	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	001000						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1991589	42.9297	1991487	102	2 99.9949	0.0051
	Total	16822513	14149617	84.1112	14149515	102	2 99.9993	0.0007
	10001	TOOLLOTS	College Water	2111110	TTTTTTT	101		A SAME OF THE PARTY OF THE PART

For SOFTSOL INDIA LIMITED

Resolution required: (Ordinary/ Special)

being eligible, offers himself for re-appointment.

SPECIAL - 02. To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN 01180342), who retires by rotation and x00D_

Resolution No.

BHASKARA RAD MADALAT Whole Time Director

		Promoter and Promoter Group			carego, y	Cathagan	interested in the agenda/resolution:	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special)	Resolution No.	9			Public- Non Institutions					Public- Institutions				Promoter and Promoter Group		
E-Voting	Total	applicable)	Dotto Dollot (if	Poll come	F-Voting	Mode of Voting	Z	3	SPECIAL - 03. To re to ratification of S	3		Total	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Total	applicable)	Poll	E-Voting	Total	applicable)	Postal Ballot (if	112
			12183328			No. of shares			SPECIAL - 03. To re-appoint Statutory Auditor to ratification of Shareholders at every AGM.			16822513	The second second second		4000100	1630105				0					12183328
	12158028				12158028	No. of votes polled (2)			SPECIAL - 03. To re-appoint Statutory Auditors for a period of Five years to ratification of Shareholders at every AGM.			14149617	1991589	0		0	1991589	0	0	0	0	12158028	1000	0	
0.0000	9			0.0000	99.7923	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 favour (4)						84.1112				0.0000	42.9297		0.00	0.0000	0.0000	99.7923	2005.0	0.0000	The second secon
00	121580			00	12158028	No. of Votes – in favour (4)			m the conclusion of			14149515				00	19914			00		DOCTZT	101500	00	
						No. of Votes – against (5)			27th AGM untill			102	207	400			102		0				0	0	
SOF I SOLDIAM		0.0000		0.0000	0 100.0000				from the conclusion of 27th AGM untill the conclusion of 32nd AGM subject			2 99.9993			0 0000	0.0000			0.000	0.0000		0.0		0.0000	
For SOFTSOLOROUP	MA I IMIT E DOGGO	0.0000		0.0000		% of Votes against on polled (7)=[(5)/(2)			2nd AGM subject			3 0.0007			0,000	0.0000		TANK SAME AND	0.0000			0.0000		0.0000	

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category

Poll

12183328

Mode of Voting E-Voting

> No. of shares held (1)

No. of votes polled (2)

% of Votes Polled on outstanding

(3)=[(2)/(1)]* 100 favour (4) 99.7923 12: 0.0000

12158028

No. of Votes – in No. of Votes –

polled

(6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100

0.0000

0.0000

favour on votes

against on votes polled

% of Votes in

% of Votes

against (5)

12158028



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - 04. 1	To re-appoint Sri. Bh	naskara Rao Madala	as Whole time Dire	ORDINARY - 04. To re-appoint Sri. Bhaskara Rao Madala as Whole time Director for a further period of Three years effective 01/11/2017.	eriod of Three year	s effective 01/11/2	017.
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in favour on votes	% of Votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	tavour on votes against on votes polled polled [(6)=[(4)/(2)]*100 [(7)=[(5)/(2)]*100	against polled (7)=[(5)
11	E-Voting		12158028	99.7923	12158028	0	100.0000	
	Poll	12183328	0	0.0000	00	0	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	7200171	0	0.0000	00	0	0.0000	
	Total		12158028	99.7923	12158028	0	100	The second second
	E-Voting		0	0.0000	00	0	0.0000	
	Poll		0	0.0000	00	0	0.0000	
	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	
	Total		0	0	0	0	0	
	E-Voting		1991589	42.9297	1991487	102	99.9948	
	Poll	1	0	0.0000	00	0	0.0000	
	Postal Ballot (if	4639185						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	
	Total		1991589	42.9297	1991487	102	99.9949	
	Total	16822513	3 14149617	84.1112	14149515	102	99.9993	

Public- Non Institutions Public- Institutions E-Voting applicable) Poll Total Postal Ballot (if Total Postal Ballot (if Total applicable) 16822513 4639185 14149617 1991589 1991589 42.9297 84.1112 42.9297 0.0000 0.0000 0.0000 0.0000 14149515 1991487 1991487 00 00 102 102 0 102 0 0 99.9948 99.9949 99.9993 0.0000 0.0000 0.0000 0.0000 0.0007 0.0051 0.0000 0.0000 0.0051 0.0000

For SOFTSOL INDIA LIMITED

BHASKARA RAUMADALA ...
Whole Time Director