

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

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

Shaikpet Nala, Hyderabad - 500 008. Tel: 040-23564441, 9642884441 Email: secretaries@gmail.com

H.No. 8-1-301/26, Lakshmi Nagar Colony

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).
- 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.
- 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.
- 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	il	
Favour Against Invalid	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	8	13788763	31	360752	39	14149515	99.99
C. Sales Sales (Sales)	1	102	0	0	1	102	0.01
Favour Against nvalid	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	
Favour Against Invalid	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	8	13788763	31	360752	39	14149515	99.99
	1	102	0	0	1	102	0.01
	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	ıl	
-avour Against	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	8	13788763	31	360752	39	14149515	99.99
1/0503/025000	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		Tota	d.	
Favour Against Invalid	Number of Shareholders	Votes	Number of Shareholders	Votes	Number of Shareholders	Votes	%
Favour	8	13788763	31	360752	39	14149515	99.99
. 1/180/AL-98-0000	1	102	0	0	1	102	0.01
	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	9	13788865	31	360752	40	14149617	100

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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. Jhundraseden
SRINIVAS RAO BELLAM FLAT NO 101 H NO G-80/A1 BRR COMPLEX MADHURA NAGAR YOSUFGUDA HYDERABAD - 500 038	IN302863 / 10259082	5.2-13

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)

	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

Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100	ting held (1) polled (2) (3=[(2)/(1)]* 100 12158028 99.7923 0 0.0000 12158028 0 0.0000 12158028 99.7923 0 0.0000 12158028 99.7923 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting	Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100	Mode of Voting	Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100 E-Voting 12158028 99.7923	Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100	% of Votes Polled on outstanding No. of shares No. of votes Shares	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special) thereon.	SPECIAL - 01. To receive and adopt the Audited Financial Statements of the Companyfor the year ended March 31, 2017 and together with the Report of the Directors and the Auditors_x00D_	Resolution No. 1	Public: Not Applicable	Promoters and Promoter Group: Not Applicable	No. of Shareholders attended the meeting through Video Conferencing	Public: 29	Promoters and Promoter Group: 2	ino. of shareholders present in the meeting either in person of through proxy:
	0.0000 0.0000 0.0000 0 42.9297 0.0000	0.0000 0.0000 0.0000 0.0000 0 42.9297 0.0000	0.0000 0.0000 0.0000 0.0000 42.9297 0.0000	0.0000 0.0000 0.0000 0.2000 42.9297											% of Votes Polled on outstanding shares No. of V			ncial Statements of the Companyfor th							
00 00 00 00 00 00 00 00 00 00													00		No. of Votes – against (5)			year ended March 31, 201							
										0.0000 0.0000	100	0.0000 0.0000	0.0000		on votes against on polled [/(2)]*100 [7]=[(5)/(2)			.7 and together with the							

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		cargo	Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)	Resolution No.		I MAIN TAKE FERRING CONTRACT	Public- Non Institutions		
E-Voting	Total	Postal Ballot (if applicable)	Poll	E-Voting	Mode of Voting	No	SPECIAL - 03. To r to ratification of \$	3	Total	Total	Postal Ballot (if applicable)	Poll	E-VOUNG
			12183328		No. of shares		SPECIAL - 03. To re-appoint Statutory Auditors for a period of Five years from the conclusion of 27th AGM untill the conclusion of 32nd AGM subject to ratification of Shareholders at every AGM.		16822513		TOUCH	4639185	
0	12158028	0	0	12158028	No. of votes		Auditors for a perio		14149617	1991589	0	0	100100
0.0000		0.0000	0.0000	99.7923	% of Votes Polled on outstanding shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)		d of Five years from		84.1112	42.9297	0.0000	0.0000	10000
00	121580		00	12158028	No. of Votes – in No. of Votes – favour (4) against (5)		n the conclusion of		14149515	1991487	00	00	
	1000		0				27th AGM untill th		102	102	0	0	
BOFTSOLVINA	OT O	0.0000	0.0000	10	% of Votes in favour on votes polled (6)=[(4)/(2)]*100		he conclusion of 32		99,9993			0.000	
For SOFTSOLOROLAR LINES - 0.0000	A I IMITE DODGO	0.0000	0.0000		% of Votes against on polled (7)=[(5)/(2)		2nd AGM subject		0.0007				0,000

Total		E-Voting				Total	Public- Institutions applicable)		Poll	E-Voting		Promoter and Promoter Group applicable)	Postal Ballot (if	Poll	E-Voting	Category Mode of Voting		The state of the s	Whether promoter/ promoter group are interested in the agenda/resolution?
16822513																No. of shares held (1)			
13 14149617	1991589				1991589		THE PERSON NAMED IN				12158028		1/1020001		12158028	polled (2)			
17 84.1112	39 42.9297		0.0000	0.0000		No. of Street, or other Persons and Street, o	STATE OF THE PARTY	0.0000	0.0000	0.0000	.8 99.7923	0.0000		0.0000	10	(3)=[(2)/(% of Votes Polled on outstanding		
2 14149515	The same		00	0	TEGT	1004		00	00		3 12158028			00	12158	favour (4)	No of Votes – in		
5 102		STATE OF THE PARTY				10	THE STATE OF THE PARTY OF THE P				THE PERSON NAMED IN			0		against (5)	No of Votes -		
2 99,9993		00 00/0	0.0000	0.000		90 90	0	0.0000	0.0000			0.		0.0000	TC		% of Votes in favour on votes polled		
0.0007		0.0051	0.0000			0.0051	0	0.0000	0.0000		THE PARTY	0.0000		0.0000		(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled		



I Ballot (if able) I Ballot (if 4639185 4639185	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll A639185	E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if 4639185	E-Voting Postal Ballot (if applicable) Total E-Voting Poll	E-Voting Poll Postal Ballot (if applicable) Total E-Voting	E-Voting Poll Postal Ballot (if applicable) Total	E-Voting Poll Postal Ballot (if applicable)	0	oting	ing	THE RESERVE THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS NAMED IN COLUMN TWIND TWO IS NAMED IN COLUMN TWO IS NAMED IN COLUMN TWO IS NAMED IN	Total 12158028	Promoter and Promoter Group applicable) 0	Postal Ballot (if		E-Voting 12158028	% of Votes Polled on outstanding No. of shares No. of votes shares shares Category Mode of Voting held (1) polled (2) (3)=[(2)/(1)]* 100	Whether promoter/ promoter group are interested in the agenda/resolution?	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.	Resolution No. 4	
121580	121580	121580	121580	121580 1991	121580	121580	121580	121580	121580			0.0000		0.0000	99.7923 12158028	% of Votes Polled on outstanding Shares No. of Votes – in (3)=[(2)/(1)]* 100 favour (4)		Director for a furthe		
10														00		No. of Votes –		r period of Three yea		
0 0.0000 0 100 0 0.0000 0 0.0000 0 0.0000 0 0 0.0000 0 0 0.0000 0 0.0000 0 0.0000									7.0	0.0	0.0			0.0000	0 100.0000	% of Votes in favour on votes polled (6)=[(4)/(2)]*100		ars effective 01/11/		
									No.					0.0000	0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100		2017.		

Public- Non Institutions Public- Institutions E-Voting applicable) Total Poll Total Postal Ballot (if Postal Ballot (if Total applicable) 16822513 4639185 14149617 1991589 1991589 42.9297 0.0000 84.1112 42.9297 0.0000 0.0000 0.0000 14149515 1991487 00 1991487 00 8 102 102 102 0 99.9948 99.9993 99.9949 0.0000 0.0000 0.0000 0.0007 0.0051 0.0000 0.0051 0.0000 0.0000 0.0000

For SOFTSOL INDIA LIMITED

BHASKARA RAD MADALA ...
Whole Time Director