



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

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

Flat No. 509, Elite Fort Apartments  
Puppalaguda, Manikonda  
HYDERABAD - 500 089, Telangana  
Tel: 9642884441, 9492844441  
vbmrao@gmail.com, secretaries@gmail.com

**SECRETARIAL COMPLIANCE REPORT of SOFTSOL INDIA LIMITED (CIN: L72200TG1990PLC011771) for the year ended 31st March 2021.**

We, VBM Rao & Associates, have examined:

- all the documents and records made available to us and explanation provided by SoftSol India Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable in relevant Financial Year 2020-21)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable in relevant Financial Year 2020-21)
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable in relevant Financial Year 2020-21)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable in relevant Financial Year 2020-21)
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable in relevant Financial Year 2020-21)
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Non-compliance pertaining to composition of Board with respect to not having minimum 6 directors as per Reg 17(1) during the period from 01/04/2020 to 21/08/2020 (Applies to top 2000 listed companies)	Fine of Rs. 2,55,000 + GST of Rs. 45,900 aggregating to Rs. 3,00,900/- was levied by BSE Limited	Delay in appointment of 6th Director due to Covid-19 Pandemic. Company appointed Mr. Veeraghavulu Kandula (DIN: 03090720) as an Additional Director (under Independent category) effective 21st August 2020. BSE Limited waived off Rs. 455000/- on the application by the Company for first quarter default. Rs. 255000 +GST was paid by the Company on 21/12/2020 for the default period in the Second Quarter.
2.	SEBI	Incorrect disclosure in reference to Reg. 30(2) read with Reg. 4(1)(c) vide intimation dated 10th Feb 2020 on BSE website regarding Educational Qualifications of then CFO	SEBI Warning email and subsequent Letter dated 30th March 2021 No. SEBI/HO/CF D/CMD3/OW /P/2021/7376.	Company filed explanations to the SEBI and BSE that the information disclosed by the Company to the BSE on 10/02/2020 was exactly the same as was officially submitted by the candidate. Later, upon further verification, the company found out that the information he presented was inaccurate as one of the qualifications he claimed on his resume proved to be false. He subsequently submitted his resignation on 07/09/2020.



- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL.				

For VBM Rao & Associates  
Company Secretaries



M. Vijaya Bhaskara Rao  
Company Secretary in Practice  
FCS No. 6273, CP No. 5237  
UDIN: F006273C000436263



Place: Hyderabad  
Date: 09/06/2021