

**EXTRACT OF THE RESOLUTIONS PASSED AT THE MEETING OF
BOARD OF DIRECTORS OF THE COMPANY HELD ON 24th OCTOBER
2011 AT THE REGISTERED OFFICE AT 2.00 P.M.**

“RESOLVED THAT in accordance with the provisions of Article 20 of the Articles of Association of the Company, Section 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the Buy-back Regulations) (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to the purchase by the Company of its own fully paid equity shares of Rs.10/- each through Stock Exchange mechanism for an amount not exceeding Rs. 700.00 lakhs at prevailing market price on the Stock Exchange but subject to a price not exceeding Rs.65/- per equity share and subject to a minimum of 8,00,000 shares and maximum of 12,90,000 Equity shares (hereinafter referred to as “Buy-back”).”

“RESOLVED FURTHER THAT the Company may implement the buyback from out of its securities premium account and other free reserves within a period of 12 months from the date hereof and that the Buy-back shall be from the open market through the Stock Exchange mechanism in such manner as may be prescribed under the Act and the Buy-back Regulations and on such terms and conditions as the Board of Directors may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board of Directors to buy back any shares and/or impair any power of the Company or the Board of Directors to terminate any process in relation to such Buy Back if so permissible by law.”

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“RESOLVED FURTHER THAT any of the following two Directors of the Board viz; Mr Srinivasa Rao Madala, Chairman, Mr Bhaskar Rao Madala, Whole Time Director, Dr T Hanuman Chowdary, Director, Mr B S Srinivasan, Director, Mr. P. Venkatramaiah, Director and Mrs Chavali Lalitha, Company Secretary of the Company be and are hereby authorized to sign the Public Notice and Public Announcement and such other documents and intimations as may be necessary with regard to the Buy-back.”

“RESOLVED FURTHER THAT as required under the provision to Section 77(6) of the Act and Regulation 8(7) of the Buyback Regulations read with Schedule I annexed thereto, the Declaration of Solvency along with annexures thereof be and is hereby approved for filing with the Registrar of Companies, Andhra Pradesh, Hyderabad, Bombay Stock Exchange Ltd., and Securities and Exchange Board of India, after having it verified by an affidavit and signed by any of the following two Directors of the Board viz; Mr Srinivasa Rao Madala, Chairman, Mr Bhaskar Rao Madala, Whole Time Director, Dr T Hanuman Chowdary, Director and Mr B S Srinivasan, Director, Mr. P. Venkatramaiah who are hereby authorized to sign the same.

“RESOLVED FURTHER THAT Mr Srinivasa Rao Madala, Chairman, Mr Bhaskar Rao Madala, Whole Time Director, Dr T Hanuman Chowdary, Director, Mr B S Srinivasan, Director, Mr. P. Venkatramaiah, Director and Mrs Chavali Lalitha, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the buy back, including:

1. The appointment of Merchant Bankers, Brokers, lawyers, Registrars, Advertisement Agency, Compliance Officer and other Advisors, Consultants or Representatives.
2. The initiating of all necessary actions for preparation and issue of Public Notice and Public Announcement.
3. The filing of Public Notice and Public Announcement and also the certificates for Declaration of Solvency.
4. The making of all applications to the appropriate authorities for their requisite approvals.

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5. The opening, operation and closure of all necessary accounts such as Broking account and Demat account.
6. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the buy-back.
7. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper.
8. To delegate all or any of the authorities conferred as above to any Officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors”.

“FURTHER RESOLVED THAT the Common Seal of the Company be affixed on such documents as may be necessary in the presence of any of the following Directors namely Mr Srinivasa Rao Madala, Chairman, Mr Bhaskar Rao Madala, Whole Time Director, Dr T Hanuman Chowdary, Director, Mr B S Srinivasan, Director, Mr. P. Venkatramaiah, Director and Mrs Chavali Lalitha, Company Secretary, who shall sign the same in token thereof.”

// Certified Copy //

For **Softsol India Limited**



Chavali Lalitha
Company Secretary

SoftSol India Limited

**Registered Office: Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081
Andhra Pradesh.**

**Phone: 91-40-30719500; Fax: 91-40-30784306;
Email: cs@softsol.net; Website: www.softsolindia.com**

PUBLIC NOTICE

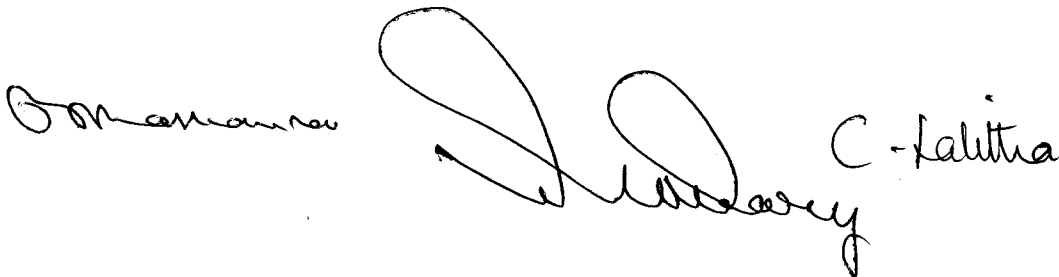
Issued in compliance with Regulation 5A of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.

Section 77A of the Companies Act, 1956 (the "Act") read with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "SEBI Buy-back Regulations") permits, the buy-back of equity shares of a company up to 10% of its paid-up equity share capital and free reserves, if authorized by the Board of Directors of the Company pursuant to a resolution passed at its Meeting.

The Board of Directors of SoftSol India Limited (the "Company") at its meeting held on October 24, 2011 approved the proposal of Buy-Back of the Company's fully paid-up Equity Shares of Rs.10/- each from the open market through the stock exchange mechanism (the "Buy-back") in accordance with the provisions contained in the Articles of Association of the Company, Sections 77A, 77AA, 77B and other applicable provisions of the Act and the SEBI Buy-back Regulations including any statutory modifications and amendments thereto from time to time and for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary.

(a) Necessity for Buy Back

The Buy Back program is expected to contribute to the overall shareholder value. The buy back would lead to (a) maximization of returns to investors and enhance overall shareholder value by returning surplus funds to shareholders in an investor-friendly manner; (b) provide an efficient mechanism for an exit opportunity to those shareholders who desire so, in a manner that does not substantially impact the market price of the Company's shares to the detriment of the continuing shareholders; (c) enhance the earnings per share of the Company in future, and (d) create long-term shareholder value.



(b) Mode of Buy-back

The Buy-back is proposed to be implemented by the Company through open market purchases on the Bombay Stock Exchange Limited ("BSE") using their electronic trading mechanism. The Company shall not Buy-back its shares from any person through a negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement in the implementation of the Buy-back. The Buy-back shall not be made from the promoters of the Company or persons who are in control of the Company.

(c) Size and price of Buy Back

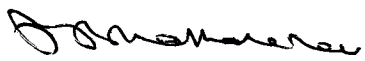
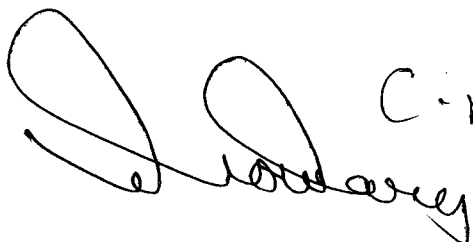
The Board of Directors has approved a maximum limit of Rs.7,00,00,000 (Rupees Seven Crores only) for the Buy Back at a price not exceeding Rs.65/- (Rupees Sixty Five only) per share and the same will be financed out of the free reserves of the Company.

The price of the Buy-back will be based on the price quotations ruling at that particular time, subject to a maximum of Rs.65/- (Rupees Sixty Five only) per share. This price has been arrived at, after considering the stock market quotations and the possible impact the Buy Back may have on the earnings per Share of the Company. The maximum Buy Back price of Rs.65/- per share offers a premium of approximately 45.41% over the closing price on Friday, October 21, 2011 at BSE, the last trading day prior to the date of board meeting in which the Buy-back was approved. The maximum Buy-back price as proposed above will not impair the growth of the Company and also contribute to the overall enhancement of the shareholder value.

The Board of Directors have authorized buy back only up to maximum of 12,90,000 equity shares and minimum of 8,00,000 equity shares of Rs.10/- each. However, the actual number of equity shares to be bought back would depend upon the average price paid for the equity shares bought back and the amount deployed in the Buy Back. As an illustration, at the proposed maximum price of Rs.65/- per equity share and for the deployed amount of Rs.7,00,00,000 (Rupees Seven Crores only) the number of equity shares that can be bought back would be 10,76,923 which would aggregate to approximately 6.12% of the pre - Buy Back paid up equity share capital of the Company. If the average purchase price be lower than Rs.65/-, the number of equity shares bought back would be more, assuming the same deployment of Rs. 7,00,00,000 (Rupees Seven Crores only). However, the maximum number of equity shares proposed to be bought back would fall within the overall limit of 12,90,000 equity shares as approved by the Board of Directors.

(d) Shareholding of the Promoters

The aggregate shareholding of the promoters/persons who are in control of the Company as on October 18, 2011 (being the date of notice convening the meeting of the Board of Directors for approving the proposed Buy Back) is 1,08,17,229 equity shares of Rs.10/- each aggregating to 61.40% of the paid up equity share capital of the Company.

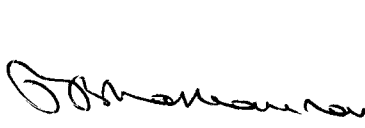
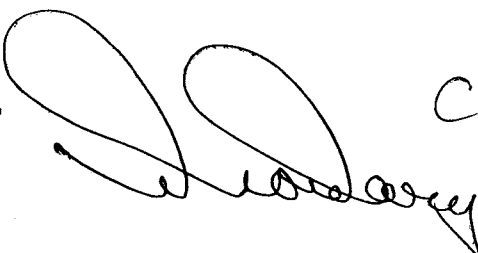
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The promoter group has not acquired any equity shares of the Company through stock exchanges during the last six months preceding the date of the Board Meeting (from April 24, 2011 to October 23, 2011). However, the following persons forming part of the promoter group have sold their shares in the Company:

- Ms. Ch Uma Devi has sold 7,700 equity shares of the Company through off-market transactions on September 23, 2011
- Mr.Ch Radha Krishna has sold 534 equity shares of the Company on stock exchange on May 30, 2011.

The maximum price and minimum price at which the above shares were sold was Rs. 35 on September 23, 2011 and Rs. 26.70 on May 30, 2011 respectively.

- (e) The promoters of the Company, persons in control and directors of the promoter (where the promoter is a company) have confirmed that they will not sell their holding under the Buy-back as they are prohibited from selling their Shares in terms of Regulation 15(b) of the SEBI Buy-back Regulations. In accordance with the same, no promoter and no persons in the control of the Company intend to tender their equity shares to the Company for the Buy-back.
- (f) The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or bank.
- (g) The debt equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under the Act.
- (h) The Board of Directors of the Company confirms that, they had made a full enquiry into the affairs and prospects of the Company and that they have formed the following opinion:
- (i) that immediately following the date on which the meeting of the Board of Directors is convened, there will be no grounds on which the Company could be found unable to pay its debts.
- (ii) as regards its prospects for the year immediately following that date, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during the year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date, and
- (iii) in forming their opinion for the above purposes, the Board of Directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).
- (i) The text of the report dated October 24, 2011 received from M/s. Brahmayya & Co, Chartered Accountants, the Company's Statutory Auditors addressed to the Board of Directors is reproduced below:-



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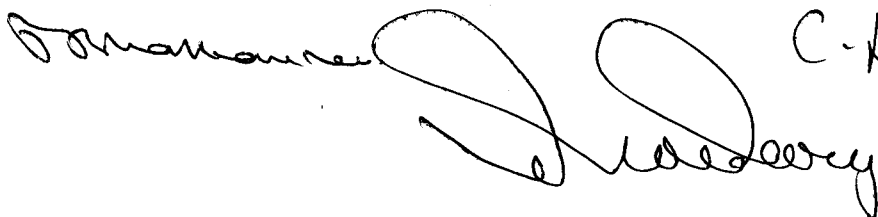
Date: October 24, 2011

To
The Board of Directors
SoftSol India Limited
Plot No.4, Software Units Layout
Madhapur, Hyderabad – 500 081

In connection with the proposed Buy-back of Equity Shares approved by the Board of Directors of SoftSol India Limited ('the Company') at its meeting held on October 24, 2011, in pursuance of the provisions of the Companies Act, 1956 and the Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998 and based on the information and explanations given to us, we report that:

1. We have enquired into the state of affairs of the Company in relation to its audited accounts (on standalone basis) for the period ending 31st March, 2011, which were taken on record by the Board of Directors at their meeting held on May 23, 2011 and shareholders at their meeting held on September 30, 2011.
2. The capital payment of an amount not exceeding Rs.7,00,00,000 (Rupees Seven Crores only) towards the buy back of equity shares has been properly determined in accordance with Section 77A(2)(b)(A) of the Companies Act, 1956 which is within the permissible amount of 10% of the paid up equity capital and free reserves of the Company, as computed below:

a) Permissible limit for buy back under Section 77A(2)(b)		
	Amount (Rs)	Amount (Rs)
Total paid up Capital as at March 31, 2011 (1,75,89,296 Equity shares of Rs.10/- each fully paid-up and 28,200 equity shares of Rs.10/- each and Rs.5/- each paid-up)		17,60,33,960
Free Reserves as at March 31, 2011:		
Securities Premium	71,15,93,613	
Profit and Loss Account	85,08,07,027	
General Reserve	69,690,129	163,20,90,769
Total of Paid up Capital and Free Reserves as at March 31, 2011		<u>180,81,24,729</u>
10% thereof being permissible limit for buy back of equity shares with approval of Board of Directors		18,08,12,473
Amount approved by the Board for Buyback		7,00,00,000

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b) <u>Maximum limit of buy back of equity shares in a financial year</u>	
	No. of Shares
Fully paid up Equity Shares as at 31 st March 2011	1,75,89,296
25% thereof being maximum equity Capital eligible for buy-back	43,97,324
Maximum no. of shares approved by the Board for Buy-back	12,90,000
Minimum no. of shares approved by the Board for Buy-back	8,00,000


3. The Board of Directors at their meeting held on October 24, 2011 have formed an opinion as specified in Clause (x) in Schedule 1 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 on reasonable grounds and that the company will not, having regard to its state of affairs, be rendered insolvent within a period of one-year from the date of the Board Meeting i.e., October 24, 2011.

**For Brahmayya & Co
Chartered Accountants**

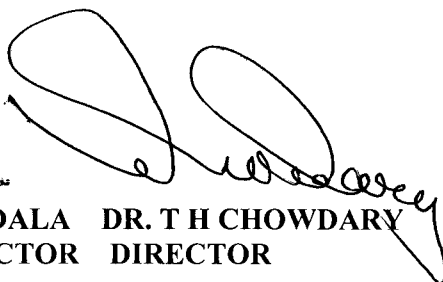
**D. Seetaramaiah
Partner
Membership No. 2907**

- (j) As per the provisions of the Act, the resolution passed by the Board of Directors approving the Buy-back will be valid for a maximum period of twelve months from the date of passing the resolution. The exact time and manner of Buy-back will be announced by way of Public Announcement.
- (k) The Board of Directors of the Company accepts responsibility for the information contained in this notice.

**For and on behalf of the Board of Directors of
SOFTSOL INDIA LIMITED**



**BHASKAR RAO MADALA
WHOLE TIME DIRECTOR**



**DR. T H CHOWDARY
DIRECTOR**



**CHAVALI LALITHA
COMPANY SECRETARY**

Place: Hyderabad
Date: October 24, 2011