



**SOFTSOL INDIA LIMITED**

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Andhra Pradesh

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**PUBLIC ANNOUNCEMENT**

**FOR THE ATTENTION OF THE SHAREHOLDERS / BENEFICIAL OWNERS OF THE  
EQUITY SHARES OF THE COMPANY**

*This Public Announcement is issued in compliance with the Securities and Exchange Board  
of India (Buy-Back of Securities) Regulations, 1998*

**OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK  
EXCHANGE**

**1 THE BUY-BACK OFFER AND PRICE**

- 1.1 SoftSol India Limited ("**SIL**" or the "**Company**") hereby announces its intention to Buy-back of its fully paid-up Equity Shares of face value Rs.10/- each ("**Equity Shares**") from the shareholders / beneficial owners of the Equity Shares of SIL ("**Buy-back**") through the open market using the nationwide electronic trading terminals of the Bombay Stock Exchange Limited ("**BSE**") pursuant to Article 20 of the Articles of Association of the Company and in accordance with Sections 77A, 77AA and 77B of the Companies Act, 1956 (the "**Act**") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (the "**SEBI Buy-Back Regulations**") at a price not exceeding Rs.65/- per Equity Share (the "**Maximum Offer Price**") payable in cash, for an aggregate amount not exceeding Rs.700.00 Lakhs (the "**Buy-back size**"/"**Offer Size**") i.e. within 10% of the existing paid-up Equity Share capital and free reserves of the Company as on 31<sup>st</sup> March, 2011 (the date of the last audited accounts) subject to a maximum of 12,90,000 Equity Shares of Rs.10/- each. At the proposed maximum price of Rs.65/- per share and for the deployed amount of Rs.700 Lakhs, the number of Equity Shares to be bought back would be 10,76,923 which would aggregate to approximately 6.12% of the pre Buy-back Equity Shares of the Company.
- 1.2 The number of shares to be bought back would depend upon the average price paid for the shares bought back and the amount deployed in the Buy-back, however the total number of shares to be bought back shall not exceed 12,90,000 Equity Shares.

- 1.3 Subject to Buy-back price being less than or equal to Rs.65/- per share, the Company shall buy-back a minimum of 8,00,000 Equity Shares.
- 1.4 The Maximum Offer Price of Rs.65/- per share has been arrived at after considering the stock market quotations, book value, return on net-worth and the possible impact of the Buy-back on the earnings per share of the Company. The maximum Buy-back price of Rs.65/- per share offers a premium of 45.41% over the closing price on 21 October, 2011 at BSE, the last trading day prior to the date of the board meeting for approving the Buy-back offer. The closing price of the Equity Shares of the Company as on 21 October, 2011 on BSE was Rs.44.70.
- 1.5 As required under the Act, and the SEBI Buy-back Regulations, the Company shall not purchase Equity Shares which are partly paid-up, Equity Shares with call-in-arrears, locked-in or non-transferable Equity Shares in the Buy-back till the time they become fully paid-up or till the pendency of the lock-in or till the Equity Shares become transferable. There will be no negotiated deals (whether on or off the Stock Exchanges), spot transactions or any other private arrangements in implementation of the Buy-back.

## 2. PROPOSED TIME TABLE

Board Meeting approving Buy-back	October 24, 2011
Date of opening of the Buy-back	November 24, 2011
Acceptance of Shares	Within 7 days of the relevant payout dates of the BSE
Extinguishment of Shares	Within 15 days of acceptance as above
Last Date for the Buy-back	30.09.2012 or when the company completes Buy-back to the extent of 12,90,000 Equity Shares under the offer or upon exhaustion of Rs.700.00 lakhs set aside for Buy-back, whichever is earlier.  The Board reserves the right to close the Buy-back offer at an earlier date subject however to, purchase of minimum offer shares under the Buy-back offer by giving appropriate notice and reasons for such early closure and completing all formalities.

Note: Last date given for the Buy-back also includes completion of payment obligations in respect of Buy-back

## 3. THE SPECIFIED DATE - Not applicable

## 4. AUTHORITY FOR THE OFFER OF BUY- BACK

Pursuant to Section 77A, 77AA and 77B and the other applicable provisions of the Act, the SEBI Buy-back Regulations and Article 20 of the Articles of Association of the Company, the present Buy-back offer has been duly authorized by a resolution passed by the Board of Directors of the Company at its meeting held on October 24, 2011.

## **5. EXTRACT OF THE PUBLIC NOTICE PUBLISHED ON 26<sup>TH</sup> October, 2011 IN COMPLIANCE WITH REGULATION 5A OF SEBI BUY-BACK REGULATIONS**

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.

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:-

**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 31<sup>st</sup> 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:

<b>a) Permissible limit for buy back under Section 77A(2)(b)</b>		
	<b>Amount (Rs)</b>	<b>Amount (Rs)</b>
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	6,96,90,129	163,20,90,769
Total of Paid up Capital and Free Reserves as at March 31, 2011		180,81,24,729
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

<b>b) Maximum limit of buy back of Equity Shares in a financial year</b>	
	<b>No. of Shares</b>
Fully paid up Equity Shares as at 31 <sup>st</sup> 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**

**Sd/-**

**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.

## **6. THE NECESSITY OF THE 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 to do 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.

## **7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK**

- 7.1 The Offer is open to all Shareholders / Beneficial Owners of the fully paid-up Equity Shares of the Company, both registered and unregistered, except Promoters or persons in control of the Company as indicated in this Public Announcement.
- 7.2 The SEBI Buy-back Regulations permit the Company to effect the Buy-back from the Open Market only through the Stock Exchanges having nation wide electronic trading facility. Accordingly, the Company proposes to Buy-back the shares on the BSE.
- 7.3 For the aforesaid Buy-back the Company has appointed **Karvy Stock Broking Limited**, Karvy House, 46, Avenue, Street No.1, Banjara Hills, Hyderabad – 500 034 as broker through whom the purchases and settlement on account of the Buy-back shall be made.
- 7.4 The Buy-back of Shares will be made only through the order matching mechanism except "all or none" order matching system.
- 7.5 The Company shall with effect from 24<sup>th</sup> November, 2011 place "buy" orders on the BSE at least once in every week to buy shares through the Broker, in such quantity and at such prices, not exceeding Rs.65/- per share, as it may deem fit, depending upon the prevailing quotations of the shares on the Stock Exchange. When the Company has placed an order for Buy-back of shares, the identity of the Company as purchaser would be displayed on the screen of the Broker of the BSE.
- 7.6 The equity shareholders holding Equity Shares in the physical form would be required to contact his/her broker, to submit physical shares under the Buy-back. The equity shareholder will be required to execute the share transfer deed(s) and attach the relevant share certificate(s) and hand over the complete set / documents to his/her broker for settlement within the timelines specified by his/her broker.
- 7.7 In case the share transfer deed(s) submitted are found to be invalid (date of transfer deed is outdated / signature on the deed does not tally with the registrars records etc.), the rule of good/bad delivery norms of the exchange shall apply and, inter alia, the shareholders broker may ask him/her to re-submit these document(s) duly corrected.
- 7.8 Shareholders/Beneficial Owners, who desire to sell their shares under the Buy-back, would have to do so through a stockbroker, who is a member of BSE, by indicating to their broker the details of shares they intend to sell. The Trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchange and SEBI.
- 7.9 It may be noted that all the shares bought back by the Company may not be at a uniform price. As long as the market price is lower than the maximum buy back price, order for buying back of Equity Shares shall be placed at least once in a week

until the last date for closure of the Buy-back offer. Such Buy-back orders shall be placed in normal and physical/odd lot segments. The Company shall intimate the Stock Exchange as well as the public through its release in the newspapers regarding quantity of shares purchased and amount to be utilized for Buy-back as prescribed by the SEBI Buy-back Regulations.

- 7.10 The Equity Shares of the Company are traded in the compulsory demat mode under the trading code 532344 at BSE. Shareholders holding Shares in physical form can sell their shares in the odd lot trading segment on BSE.
- 7.11 The Company and the Manager to the offer shall submit the information regarding the shares or other securities bought back to the stock exchanges on a daily basis and publish the said information in a national daily on a fortnightly basis and every time when an additional 5% of Buy-back has been completed. Provided that where there is no Buy-back during a particular period the Company and the Manager to the offer shall not be required to publish the details in a national daily.
- 7.12 Subject to the Company purchasing minimum offer shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares (other than minimum offer shares) or confer any right on the part of shareholder to offer any Equity Shares for Buy-back, even if the Buy-back Size i.e. Rs.700.00 lakhs has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, if so permissible by law.
- 7.13 The Buy-back shall be implemented in the manner and following the procedure prescribed in the Act and the SEBI Buy-back Regulations and as may be determined by the Board of Directors of the Company (including Committee thereof authorized to complete the formalities of the Buy-back) and on such terms and conditions as may be permitted by law from time to time.

**8. The maximum amount, which the Company would deploy for the purposes of the Buy-back is Rs.7,00,00,000 (Rupees seven Crores only) (Buy-back Size / Offer Size).**

**9. MAXIMUM AND MINIMUM NUMBER OF SHARES TO BUY-BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUY-BACK**

Subject to the Buy-back price being less than or equal to Rs.65/- per share, the Company shall Buy-back a minimum of 8,00,000 Equity Shares and a maximum of 12,90,000 Equity Shares. 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.

The Company has substantial accumulated free reserves as well as satisfactory liquidity. The funds required for Buy-back will be drawn out of the free reserves of the Company. The cost of financing the Buy-back would therefore be only a notional loss of income that the funds used for Buy-back would have earned had they been deployed in the ordinary course of the Company's business. Though the Company does not propose raising debt for effecting the proposed Buy-back, it may continue to borrow the funds in the ordinary course of business.

The funds for the Buy-back will be available from the current surplus and/or cash balances and/or internal accruals of the Company.



## 10. BRIEF INFORMATION ABOUT THE COMPANY

The Company was incorporated on 20<sup>th</sup> September, 1990 under the name "Napier Software Services Private Limited". The name of the Company was subsequently changed to Softsol India Private Limited with effect from June 21, 1999, pursuant to Section 23(1) of the Companies Act, 1956. The Company was converted into a public limited company with effect from November 6, 1999 pursuant to Section 31 and 44 of the Companies Act, 1956 vide fresh certificate of Incorporation dated November 11, 1999.

The Company specializes in Enterprise Technology Modernization solutions. It develops custom software in both .NET and J2EE environments, modernize legacy systems, and integrate ERP systems. The Company also helps their clients in technologies such as Service Oriented Architecture (SOA) or other ways to implement real world solutions for both industry and government clients.

## 11. BRIEF FINANCIAL INFORMATION OF THE COMPANY (ON STANDALONE BASIS)

Brief audited financial information of the Company for the last three financial years and unaudited financial results for the 3 months period ended June 30, 2011 are detailed below:

(Rs. in Lakhs)				
<b>Particulars</b>	<b><u>Three months period ended 30/06/2011</u></b>	<b><u>Year ending 31/03/2011</u></b>	<b><u>Year ending 31/03/2010</u></b>	<b><u>Year ending 31/03/2009</u></b>
	<b><u>Un-audited (Subjected to Limited Review by Statutory Auditors)</u></b>	<b><u>Audited</u></b>	<b><u>Audited</u></b>	<b><u>Audited</u></b>
<b>Income</b>				
Net Sales	50.59	1,065.83	2,682.63	3,707.91
Other Income	257.31	932.20	769.22	904.99
<b>Total Income</b>	<b>307.90</b>	<b>1,998.03</b>	<b>3,451.84</b>	<b>4,612.90</b>
<b>Expenditure</b>				
Personnel Cost	149.99	666.22	827.62	990.33
Operation and other expenses	65.65	353.61	343.10	273.66
<b>Total Expenditure</b>	<b>215.64</b>	<b>1,019.83</b>	<b>1,170.72</b>	<b>1,263.99</b>
<b>Profit Before Interest, Depreciation &amp; Tax</b>	<b>92.26</b>	<b>978.20</b>	<b>2,281.13</b>	<b>3,348.91</b>
Finance Charges	3.96	1.07	0.83	2.81
Depreciation & Amortization	79.73	238.41	264.25	292.57
<b>Profit Before Tax</b>	<b>8.57</b>	<b>738.72</b>	<b>2,016.05</b>	<b>3,053.53</b>
Extra Ordinary Items	0.00	0.00	0.00	0.00
<b>Add/(Less):</b>				

<b>Provision for Tax</b>				
Current Tax	2.00	150.50	350.00	435.00
Deferred Tax Liability / (Assets)	-	-	(18.71)	(37.06)
Fringe Benefit Tax	-	-	-	3.80
<b>Profit After Tax</b>	<b>6.57</b>	<b>588.22</b>	<b>1,684.76</b>	<b>2,651.79</b>
Prior Period Adjustments	0.00	0.00	0.00	0.00
<b>Profit After Prior Period Adjustments</b>	<b>6.57</b>	<b>588.22</b>	<b>1,684.76</b>	<b>2,651.79</b>
Equity Share Capital	1,800.33	1,800.33	1,805.59	1,904.16
Reserves & Surplus	16,431.31	16,424.74	15,860.05	14,614.63
<b>Net worth</b>	<b>18,231.64</b>	<b>18,225.07</b>	<b>17,665.64</b>	<b>16,518.79</b>
Total Debt	-	-	-	-
Equity Dividend (%)	-	-	-	-
Earnings per share (Rs.)	0.04*	3.34	9.54	14.23
Book value per share (Rs.)	103.57	103.53	100.05	88.61
Return on Net worth (%)	0.04	3.23	9.54	16.05
Debt-Equity Ratio	N.A	N.A	N.A	N.A

\* EPS is for the 3 month period ended June 30, 2011. (Not Annualized)

<b>The key ratios are computed as below:</b>	
Earnings per share	Profit After Tax / Weighted average no. of Equity Shares
Book value per share	Net worth / Number of Equity Shares issued & outstanding
Return on net worth	Profit After Tax / Net worth
Debt to Equity ratio	Total Debt / (Equity Share Capital + Reserves)

**12. ESCROW ACCOUNT:** Not applicable

**13. LISTING DETAILS AND STOCK MARKET DATA**

13.1 The Equity Shares of the Company are listed and traded on BSE.

13.2 The high, low and average market prices for the last three years and the monthly high, low and average market prices for the six months preceding this Public Announcement and the corresponding volumes on BSE, where the shares of the Company are traded are as follows:

Period	High (Rs.)	Date of High and No of shares traded on that date	Low (Rs.)	Date of Low and No. of shares traded on that date	Weighted Average Price# (Rs.)	Total Volume Traded in the period	Total Turnover (Rs.)
2008	84.90	08.01.2008 (3,810)	20.30	28.10.2008 (2)	52.72	6,03,514	3,18,18,635
2009	73.45	22.10.2009 (78,555)	21.85	20.03.2009 (868)	48.63	24,07,464	11,70,81,893

2010	79.75	15.04.2010 (7,770)	40.00	10.12.2010 (5,245)	57.42	8,13,782	4,67,23,957
May, 2011	36.95	02.05.2011 (301)	26.90	30.05.2011 (809)	30.83	7,092	2,18,667
June, 2011	48.80	20.06.2011 (407)	31.90	01.06.2011 (502)	40.57	8,114	3,29,161
July, 2011	44.50	25.07.2011 (425)	35.00	07.07.2011 (300)	39.29	4,113	1,61,590
August, 2011	36.85	01.08.2011 (1)	26.70	23.08.2011 (1,056)	30.50	5,682	1,73,308
September, 2011	35.25	30.09.2011 (305)	27.00	07.09.2011 (217)	32.79	7,470	2,44,967
October, 2011	56.90	31.10.2011 (598)	33.50	12.10.2011 (200)	46.92	15,659	7,34,716

#Weighted average price (total turnover / total volume of shares traded) for all trading days during the said period.

(Source: [www.bseindia.com](http://www.bseindia.com))

The closing price on 21<sup>st</sup> October 2011 i.e. the trading day before the board meeting was Rs.44.70.

The closing price on 25<sup>th</sup> October 2011 i.e. the trading day after the board meeting was Rs.49.20.

(Source: [www.bseindia.com](http://www.bseindia.com))

There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of Equity Shares other than Buyback of Equity Shares and forfeiture of partly paid shares, for the period disclosed under clause 13.2 above.

#### 14. PRESENT EQUITY CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

14.1 The share capital of the Company as on 30<sup>th</sup> September, 2011 is as follows:

<b>(Rs)</b>	
Authorised Capital: 50,000,000 Equity shares of Rs.10/- each	50,00,00,000
Paid-up Capital (1,75,89,296 Equity shares of Rs.10/- each fully paid-up and 28,200 Equity Shares of Rs.10/- each on which Rs.5/- paid up*).	17,60,33,960
Add: Forfeited shares (excluding the 28,200 Equity shares stated above)	39,99,110 -----
	<b>18,00,33,070</b>

\* The Company has forfeited 28,200 Equity Shares vide board resolution dated 19<sup>th</sup> October, 2009 and subsequently made an application to BSE on December 07, 2009 for obtaining the approval for forfeiture of the said shares. The matter is pending with BSE.

- 14.2 The shareholding pattern of the Company as on 30<sup>th</sup> September, 2011 as per clause 35 of the listing agreement is as follows:

<b>Particulars</b>	<b>No. of shares held</b>	<b>% of existing equity capital</b>	<b>No. of shares post Buy-back *</b>	<b>% holding post Buy-back</b>
Promoters and/or persons who are in the control and/or acting in concert	1,08,17,229	61.40	1,08,17,229	66.25
Foreign Investors (including Non Resident Indians / FIIs and Foreign Mutual Funds)	27,20,008	15.44	} 55,10,267	33.75
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	--	--		
Others (Public, Bodies Corporate, Employees, etc.,)	40,80,259	23.16		
<b>TOTAL**</b>	<b>1,76,17,496</b>	<b>100.00</b>	<b>1,63,27,496</b>	<b>100.00</b>

\* On the presumption of Buy-back of 12,90,000 Equity Shares.

\*\* Total number of shares include 1,75,89,296 Equity Shares of Rs.10/- each fully paid-up and 28,200 Equity Shares of Rs.10/- each on which Rs.5/- paid-up.

The shareholding, post Buy-back, may differ depending upon the actual number of shares bought back.

- 14.3 The aggregate shareholding of the Promoters and of the persons who are in control of the Company (collectively referred to hereinafter as "the Promoters") as on 30<sup>th</sup> September, 2011 is 1,08,17,229 Shares constituting 61.40% of the paid-up share capital of the Company.
- 14.4 The Promoters/Promoter Group, the directors of the promoters and persons who are in control of the Company have not purchased or sold any shares of the Company during last twelve months preceding the date of this Public Announcement except Ms Ch. Uma Devi who sold 7,700 Equity Shares of the Company through off-market transactions on September 23, 2011 and Mr.Ch.Radha Krishna who sold 534 Equity Shares of the Company through stock exchange on May 30, 2011. The maximum and minimum price at which the above shares were sold were Rs.35.00 on September 23, 2011 and Rs.26.70 on May 30, 2011 respectively. Other than the above, there has been no change in the shareholding of the promoter group post previous buy-back.
- 14.5 The Promoters/Promoter Group of the Company, the directors of the promoters and persons who are in control of the Company do not intend to participate in the Buy-back program of the Company as they are prohibited from doing so by virtue of Regulation 15(b) of the SEBI Buy-Back Regulations.
- 14.7 There are no convertible instruments outstanding as on the date of this PA.

14.8 No scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 1956 is pending, involving the Company as on the date of this PA.

**15. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY**

15.1 The Buy-back is not likely to cause any material impact on the profitability of the Company, except the loss of income, if any, on the amount of cash to be utilized for the Buy-back.

15.2 The Buy-back program is expected to contribute to the overall enhancement of shareholder value.

15.3 The Promoters / Promoter Group cannot offer shares held by them under the Buy-back. Consequent to the Buy-back and depending upon the response to the Buy-back, the holding of promoters would increase from the pre Buy-back holding of 61.40% to 66.25%, (assuming that 12,90,000 shares are bought back in the Buy-back). However, on receipt of BSE approval for forfeiture of 28,200 Equity Shares, the shareholding of Promoter Group would stand at 66.37% post Buy-back. The shareholding, post Buy-back, may differ depending upon the actual number of shares bought back.

15.4 Consequent to offer for Buy-back and based on the number of shares offered by / bought back from FIIs, NRIs, Indian Financial Institutions/ Banks / Mutual Funds and Public including Bodies Corporate shareholding would undergo a consequential change.

15.5 As required under the Act, the ratio of the debt owed by the Company would not be more than twice the share capital and free reserves after the Buy-back.

**16. Subject to the provisions of the Act, the Company will not issue fresh Equity shares during the period from the date of the Public Announcement up to six months after completion of the Buy-back.**

16.1 The Promoters /Promoter Group shall not deal in the Equity Shares of the Company during the period the Buy-back is open.

16.2 The Company shall not issue bonus shares during the period the Buy-back is open.

16.3 The Company shall not withdraw the Buy-back after the Public Announcement is made.

**17. STATUTORY APPROVALS**

17.1 The Board of Directors have passed a resolution at its meeting held on October 24, 2011 authorising the Buy-back.

17.2 The Company shall obtain such approvals as may be prescribed from time to time.

**18. COLLECTION AND BIDDING CENTRES – Not Applicable**

## **19. METHOD OF SETTLEMENT**

- 19.1 The Company will pay the consideration to the appointed Broker on or before pay-in date for each settlement, as applicable to the BSE.
- 19.2 The Beneficial Owners holding shares in the demat form would be required to transfer the number of shares sold by tendering the delivery instruction to their respective depository participant ("**DP**") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade is executed. The shareholders holding shares in physical form may present the share certificates along with valid transfer deeds to their respective brokers through whom the trade is executed.
- 19.3 The Company has opened a Depository account styled "**SOFTSOL INDIA LIMITED-BUY BACK OFFER**" with Karvy Stock Broking Limited. The Shares bought back in the demat form would be transferred into the aforesaid account by the appointed Broker on receipt of the shares from the clearing and settlement mechanism of BSE.
- 19.4 The Company shall complete the verification of acceptances within fifteen days of the pay-out. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of the Registrar to the issue or the Manager to the Offer and the Statutory Auditor within fifteen days of the date of acceptance of the Equity Shares. In case the shares bought back are in dematerialized form the same will be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the byelaws framed thereunder. The Company will extinguish all the shares bought back within seven days of the last date of completion of buyback.

## **20. COMPLIANCE OFFICER**


Mr. Srinivas Mandava, Chief-Finance, **SoftSol India Limited**, Regd. Off: Plot # 4, Software Units Layout, Infocity, Madhapur, Hyderabad-500 081. Tel: 91 40 3071 9500; Fax: 91 40 3078 4306; Email:srinivas.mandava@softsol.net Website: softsolindia.com

## **21. INVESTOR SERVICE CENTRE**

In case of any queries, the shareholders may contact the Registrar & Share Transfer Agent from Monday to Friday between 10 AM to 5 PM on all working days (Except Public Holidays), at the following address:

**Karvy Computershare Private Limited, Unit: SoftSol India Limited**,  
17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081, Phone: 91 40 2342 0818  
Fax: 91 40 2342 0814 or 2343 1551 Email: jayaramanvk@karvy.com Contact  
Person: Mr.V.K.Jayaraman.

## 22. MANAGER TO THE BUYBACK

	<b>KARVY INVESTOR SERVICES LIMITED</b> " Karvy House " , 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034 Tel. No. +91 - 40 - 2342 8774/2331 2454, Fax No. +91 - 40 - 2337 4714/2331 1968 Contact Person: Mr. M.P.Naidu Email: <a href="mailto:cmg@karvy.com">cmg@karvy.com</a> Investor Grievance Email Id: igmbd@karvy.com
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## 23. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Directors of the Company accept the responsibility for the information contained in this Public Announcement and confirm that the information contain true, factual and material information and does not contain any misleading information.

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

**BHASKAR RAO MADALA**  
**WHOLE TIME DIRECTOR**

**DR T. HANUMAN CHOWDARY**  
**DIRECTOR**

**CHAVALI LALITHA**  
**COMPANY SECRETARY**

Date: 12<sup>th</sup> November, 2011  
Place: Hyderabad