



SOFTSOL INDIA LIMITED
CIN: L72200TG1990PLC011771
Registered Office: Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India
Tel: +91 40 42568500, Fax: +91 40 42568600
Email: cs@softsol.com, Website: www.softsolindia.com

3rd October, 2024

To,
The Manager - Corporate Relationship Department,
BSE Limited,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai 400001

Sub: Intimation of Postal Ballot Notice

Ref: SOFTSOL INDIA LIMITED - Scrip Code: 532344; ISIN: INE002B01016

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated September 28, 2024, along with the explanatory statement. The notice is being sent to those shareholders, who hold equity shares of the Company as on the cut off date i.e. Monday, September 30, 2024 on their registered email id with the depositories/Depository Participant(s)/Company for seeking their approval for the following business items by way of Special Resolution:

S. No.	Resolutions Description	Type of Resolution
1	To appoint Mrs. Naga Padma Valli Kilari (DIN:08466714) as Non-Executive Independent Director of the Company	Special Resolution
2	Continuation of Mr. Veeraghavulu Kandula (DIN: 03090720), as an Independent Director of the Company	Special Resolution

The remote e-voting period commences on Monday, October 07, 2024 (9.00 a.m. IST) and ends on Tuesday, the November 05, 2024 (5.00 p.m. IST) (both days inclusive). The Postal Ballot Notice is also available on the website of the Company.

This is for your information and record.

Thanking you

Yours faithfully
On behalf of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No.48209

Place: Hyderabad
Date: 03.10.2024



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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force (“the Act”), read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020, General Circular No. 9/2023 dated September 25, 2023 and other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), the Resolutions set out in this Notice are proposed to be passed by the Members of Softsol India Limited (“Company”) by way of Postal Ballot only by way of electronic voting (“remote e-voting”) process.

This postal ballot notice includes the proposed resolutions and explanatory statement seeking the consent of the Members of the Company through remote e-voting. These documents outline the material facts as required by Section 102 of the Act, along with the relevant Rules and MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. Accordingly, the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The company has appointed KFintech Technologies Limited (“KFintech”) for facilitating remote e-voting to enable the Members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice under the head ‘General information and instructions relating to e-voting’ at Note No.15, which the Members are requested to carefully read. In accordance with the MCA Circulars, the company has made necessary arrangements to enable the members to register their email address. Those members who have not yet registered their email address, are requested to register the same by following the procedure set out in Note No.15 in this Postal Ballot Notice.

The Board of Directors of the Company has appointed Shri S. Srikanth, (M.No.22119) Partner of M/s.B S S & Associates, Practicing Company Secretaries (FRN: 3744) to act as a Scrutinizer to conduct the Postal Ballot only through e-voting process in a fair and transparent manner.

Members holding equity shares of the company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. IST on Tuesday, November 05, 2024, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit their report to the Chairman of the company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorised by him shall declare the results of Postal Ballot remote e-voting. The results of Postal Ballot shall be declared will be announced not later than 48 hours from the conclusion of the e-voting and along with the Scrutinizer's Report shall be made available at the Registered Office as well as the Corporate Office of the company, and uploaded on the company's website at <https://softsolindia.com/investors/scrutinizers-reports-e-voting-results/> as well as on the website of KFintech at <https://www.kfintech.com>. The Results shall also be simultaneously forwarded to the Stock Exchange within the timelines specified in the SEBI Listing Regulations.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. Tuesday, November 05, 2024, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Item No. 1: To appoint Mrs. Naga Padma Valli Kilari (DIN:08466714) as Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and 161 read with Schedule IV and all applicable provisions of the Companies Act, 2013 (hereinafter referred as **“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as **“SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to appoint **Mrs.Naga Padma Valli Kilari (DIN:08466714)**, as an Independent Director of the Company, who was appointed as an Additional Director in Non-Executive Independent Director Category, of the Company by the Board of Directors with effect from August 14, 2024 and who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of Listing Regulations, as amended from time to time, to the effect that she meets the criteria of independence, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. August 14, 2024 to August 13, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mrs. Naga Padma Valli Kilari (DIN:08466714), shall be entitled to receive sitting fees for attending meetings of Board or Committees within the overall limits prescribed under the Act, as approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: Continuation of Mr. Veeraghavulu Kandula (DIN: 03090720), as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of **Mr.Veeraghavulu Kandula (DIN: 03090720)**, as Non-executive Independent Director of the Company, who shall attain the age of Seventy Five (75) years on 01.06.2025, till the expiry of his current term on 20th August, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

On behalf of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No.48209

Place: Hyderabad
Date: 28.09.2024

Registered Office: Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081
cs@softsol.com, www.softsolindia.com

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts in respect of Item Nos. 1 to 2 as set out in this Postal Ballot Notice is annexed hereto.
2. The Ministry of Corporate Affairs (‘MCA’) vide General Circular No. 11/2022 read with other circulars issued for this purpose from time to time (‘MCA Circulars’) has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 (‘Act’) & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). The businesses mentioned in the Notice require the consent of the members of the Company through Postal Ballot by e-voting.
3. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Notice only by email to the members who have registered their email addresses with the Company or depository / depository participants and hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.

4. The notice is being sent to all the Members electronically i.e. by email only as per the MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on September 30, 2024 i.e. the cut-off date.
5. In the light of the MCA Circulars, shareholders who have not yet registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, by clicking the link:<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to inward.ris@kfintech.com or contact Mr. K.Raj Kumar, Assistant Vice President, KFin Technologies Limited at 040-67162222 or at 1800-3094-001 (Toll Free).
6. It is clarified that for permanent registration of email address, the shareholders are requested to register their email addresses, in respect of their electronic holdings with the Depository through the Depository Participants concerned and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Building, Tower B, Plot No(s). 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, by following due procedure.
7. The Company has also made arrangements to publish notice in newspapers, informing the shareholders the aforesaid procedure to register their email address with the Depository Participant(s)/ RTA/ the Company.
8. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
9. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company <https://softsolindia.com> and on the website of e-voting agency i.e. <https://evoting.kfintech.com> and on the website of BSE Limited at <https://www.bseindia.com>, in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection electronically until the last date for receipt of votes through e-voting process. Members seeking to inspect such documents can send an email to **cs@softsol.com**.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the Listing Regulations, Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically and vote on the resolution through e-voting facility provided by KFin Technologies Limited. The instructions for e-voting are provided as part of this Notice.
11. Postal Ballot (e-Voting) commences on Monday, October 07, 2024 (9.00a.m. IST) and ends on Tuesday, November 05, (5.00 p.m. IST)(both days inclusive).
12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power of attorney, etc.) in favour of their authorised representatives to the

Scrutinizer through e-mail to cs@bssandassociates.com with a copy marked toevoting@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFin Technologies Limited, while casting the vote.

13. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., November 05, 2024. The Resolution passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@softsol.com.
15. **General information and instructions relating to e-voting.**
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - ii. e-Voting process has been enabled to all the individual demat account holders, byway of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting facility will be available during the following period:
Commencement of e-voting Monday, October 07, 2024 (9.00 a.m. IST)
End of e-voting Tuesday, November 05, 2024 (5.00 p.m. IST)
 - v. The voting rights of shareholders/ beneficiary owners shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The shareholders of the Company who are holding shares either in dematerialised or in physical form, as on the cut-off date, can cast their vote electronically. A person who is not a shareholder as on the cut-off date, should treat this Notice for information purposes only.
 - vi. The voting rights for the shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.
 - vii. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFIN for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
 - viii. In case of Individual Shareholders holding securities in demat mode as on the cutoff date may follow steps mentioned below under “Login method for remote e-Voting” (Step 1).
 - ix. In case of Individual Shareholders holding securities in physical mode and other than Individual Shareholders holding securities in physical mode / electronic mode as on the cut-off date may follow the steps mentioned below under “Login method for remote e-Voting” (Step 2).
 - x. **PROCEDURE FOR EVOTING**
The details of the process and manner for remote e-Voting are explained hereinbelow:
Step1: Access to Depositories e-Voting system in case of individual Shareholders holding shares in demat mode.

Step2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders holding shares in physical/demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders Login Method

Individual Shareholders holding securities in demat mode with NSDL

1. Existing Internet-based Demat Account Statement(‘IDeAS’) facility registered Users:

- i. Visit the e-services of NSDL
<https://eservices.nSDL.com> either on a personal computer website or on a mobile.
- ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e. ‘Softsol India Limited’ or ESP i.e. KFintech.
- v. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.

2. Those not registered under IDeAS:

- i. Visit <https://eservices.nSDL.com> for registering
- ii. Select ‘Register Online IDeAS for NSDL IDeASPortal’ or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-voting website of NSDL <https://www.evoting.nSDL.com>.
- iv. Once the homepage of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder / Member’ section. A new screen will open.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on Company name i.e. ‘Softsol India Limited’ or KFintech after which the Member will be redirected to ESP website for casting their vote during the remote evoting period.

Type of shareholders Login Method

Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest

- I. Visit URL:<https://web.cdslindia.com/myeasinew/home/login> Or URL:<https://www.cdslindia.com>
- II. Click on New System Myeasi
- III. Login with your registered user id and password.
- IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
- V. Click on e-Voting service provider’s name to cast your vote.

2. User not registered for Easi/Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- II. Proceed with completing the required fields.
- III. Follow the steps given in point 1.

3. Alternatively, by directly accessing the e-Voting website of CDSL

- I. Visit [URL:https://evoting.cdslindia.com/Evoting/EvotingLogin](https://evoting.cdslindia.com/Evoting/EvotingLogin)
- II. Provide your demat Account Number and PAN No.
- III. System will authenticate user by sending OTP on registered Mobile & email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFIN Technologies Limited where the e-Voting is in progress.

Type of shareholders Login Method

Individual Shareholders login through their demat accounts /Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option.
- III. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- IV. Click on options available against company name or e-Voting service provider–**KFintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders Helpdesk details

Securities held with NSDL Securities held with CDSL

Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **18001020990** and **1800224430**

Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in physical/demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the e-voting Event Number (EVEN) of Softsol India Limited and click on "Submit".
- vii. If you are holding shares in Demat form and had logged onto <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- viii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above.
- ix. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xii. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xiii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- xiv. During the voting period, Members can login any number of times till they have voted on the Resolution.
- xv. Corporate / Institutional Members (i.e. other than Individuals, HUF,NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email IDcs@bssandassociates.com with a copy marked toevoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”
- xvi. In case of any queries, you may refer the Frequently Asked Questions(FAQs) for Members and e-voting User Manual for Members available at the download Section of <https://evoting.kfintech.com> or contact Mr. K. RajKumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001 (toll free number).
Details of Scrutinizer: Shri S. Srikanth, Practicing Company Secretary(M.No.22119) of M/s. B S S & Associates, Practicing Company Secretaries (FRN: 3744 has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.
- xvii. Once the votes on resolutions stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final
- xviii. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- xix. The Scrutinizer after scrutinizing the votes cast in favour or against, if any, in remote e-voting will make a Scrutinizer's Report within 48 hours of conclusion of the e-voting period and submit the same to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same, who shall based on the Scrutinizer’s report declare the results not later within 48 hours of conclusion of the e-voting period.
- xx. The Results declared along with the Scrutinizer's Report shall be hosted on the website of the Company i.e. <https://softsolindia.com> and on the website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited, where the shares of the Company are listed.
- xxi. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

On behalf of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No.48209

Place: Hyderabad
Date: 28.09.2024

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1:

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) appointed Mrs. Naga Padma Valli Kilari (DIN: 08466714) as an Additional Director in the Non-Executive Independent category at its meeting held on August 14, 2024. After considering her performance evaluation, background, business knowledge, skills, and experience, the Board has concluded that her skills and capabilities are well-suited for the role of Independent Director. They believe that her appointment would be advantageous for the Company and consider it desirable to engage her services in this capacity.

The Company has received a notice from a Members proposing Mrs. Naga Padma Valli Kilari candidature for the office of Director, in terms of Section 160(1) of the Act. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from her all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the aforesaid Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. Notices under the provisions of Section 160 of the Act have been received from a member signifying her intention to propose the candidature of Mrs. Naga Padma Valli Kilari, as Director of the Company.

Mrs. Naga Padma Valli Kilari In terms of Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a company. In view of the above provisions, the proposal for appointment of Mrs. Naga Padma Valli Kilari, as an Independent Director not liable to retire by rotation for a period of five consecutive years with effect from August 14, 2024, is placed before the members for their approval.

In accordance with provisions of Regulation 25(2A) of the SEBI Listing Regulations read with provisions of the Act, Independent Director shall be appointed subject to the approval of the Members of the Company by way of Special Resolution. Further, in accordance with the proviso to Regulation 25(2A) of the SEBI Listing Regulations, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A).

A brief profile of Mrs. Naga Padma Valli Kilari and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as *Annexure-2* to this Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for Appointment of Mrs. Naga Padma Valli Kilari as Non-Executive Independent Director of the Company for approval by the Members.

Except, Mrs. Naga Padma Valli Kilari and her relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1 of the Notice.

Item No. 2:

Mr. Veeraghavulu Kandula (DIN: 03090720), was appointed as an Independent Non-Executive Director of the Company by the members at the 30th Annual General Meeting of the Company held on 30th December, 2020 for a period of five consecutive years commencing from 21st August, 2020 to 20th August, 2025.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Veeraghavulu Kandula will attain the age of 75 years with effect from 1st June, 2025 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term on 20th August, 2025.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Veeraghavulu Kandula as an Independent Director.

Accordingly, based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and the Board recommends passing of the Special Resolution in relation to continuation of directorship of Mr. Veeraghavulu Kandula as an Independent Director till the expiry of the current term on 20th August, 2025, for the approval by the shareholders of the Company.

A brief profile of Mr. Veeraghavulu Kandula and other information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as *Annexure-2* to this Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for Appointment of Mr. Veeraghavulu Kandula as Non-Executive Independent Director of the Company for approval by the Members.

Except, Mr. Veeraghavulu Kandula and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No.2 of the Notice.

On behalf of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No.48209

Place: Hyderabad
Date: 28.09.2024

Brief resume and additional information of Directors seeking appointment / re-appointment, at the Annual General Meeting of the Company as required under Secretarial Standard-2 notified under Section 118(10) of the Companies Act, 2013 and Regulation 36(3) of Listing Regulations:

Name of the Director	SMT. NAGA PADMA VALLI KILARI
DIN	08466714
Date of Birth & Age	29-01-1984 & 40 years
Educational Qualifications	BE (IT)
Experience & expertise in specific functional areas	Qualified Computer Science Graduate and she is an entrepreneur in Interior Decoration Business.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Terms and Conditions of appointment / re-appointment	Not liable to retire by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No remuneration is proposed except sitting fee for attending Board and Committee Meetings of the Company
Date of first appointment on the Board	14/08/2024
Shareholding in the company	NIL
The number of Meetings of the Board attended in FY 2023-24	5 meetings out of 5
List of other companies in which directorship is held	Director in Covance Softsol Limited
Chairman/Member of the Committees of the Board of the Other Companies in which he is a director	Nil
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mrs. Naga Padma Valli Kilariis not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the explanatory statement
Justification for appointment as an Independent Director	As detailed in the explanatory statement

Name of the Director	Veeraghavulu Kandula
DIN	03090720
Date of Birth & Age	01/06/1950 & 74 years
Educational Qualifications	MA Economics and Pre-PHD in Economics from Andhra University
Experience & expertise in specific functional areas:	
<p>After completion of studies, he worked as lecturer and research officer in National Institute of Rural Development, later on he joined RBI in 1978 and subsequently joined NABARD 1983. He worked as faculty in College of Agricultural Banking, Reserve Bank of India, Pune and worked as Chief General Manager for 10 years in Dept of Economic & Research, officer in charge of States of Assam, Tamilnadu and Andhra Pradesh.</p> <p>He has completed training programmes in banking in Harvard University, USA and in Strathclyde University, UK. He Conducted study on working of community development in USA, undertook study tour of Rural Banks in France, Italy and Netherlands. He also attended a programme in Germany in Micro-credit organized by GTZ. He published a number of papers on Agriculture, Rural Development and agriculture marketing in reputed journals as Times, Rural Development Journals etc. He Presented papers in National & International Seminars on subjects relating to Agriculture, Rural Development, Micro credit and Banking.</p> <p>After retiring from NABARD as CGM in May 2010, he started consultancy organization namely, Centre for Agri and Rural Development Services (CARDS). He completed these four projects during last one year i.e. 1. Evaluation study of implementation of Dr. Vaidhyathan Committee on Co Operative Banks for NABARD.</p> <p>2. Baseline survey of Horticulture crops, covering 1.65 lakh farmers in Andhra Pradesh for Govt of Andhra Pradesh.</p> <p>3. Evaluation of Lift Irrigation Schemes in Nine coastal districts of Andhra Pradesh for Govt of A.P.</p> <p>4. Completed a study on “Farmers Producers Organisations” of SFAC for Dept of Agriculture, Govt of India.</p>	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Nature of appointment (appointment / re-appointment)	For a remaining term up to 20 th August, 2025
Terms and Conditions of appointment / re-appointment	Not liable to retire by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No remuneration is proposed except sitting fee for attending Board and Committee Meetings of the Company
Date of first appointment on the Board	August 20, 2020
Shareholding in the company (including shareholding as a beneficial owner)	Nil
The number of Meetings of the Board attended in FY 2023-24	5 meetings out of 5
List of other companies in which directorship is held	NIL
Chairman/Member of the Committees of the Board of the Other Companies in which he is a director	Chairman of Nomination and Remuneration Committee and member in Corporate Social Responsibility Committee
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	-

Listed entities from which the person has resigned in the past three years	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/14/2018-19	Mr. Veeraghavulu Kandulais not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the explanatory statement
Justification for appointment as an Independent Director	As detailed in the explanatory statement
Performance Evaluation	As detailed in the explanatory statement
