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 July, 2025

To
The General Manager
Department of Corporate Services,
BSE Limited
Floor 25, PJ Towers, Dalal Street,
Mumbai – 400001

Dear Sirs,

Sub: 35th Annual Report for the financial year 2024-25 including Notice of Annual General Meeting.

Ref: Code: 532344 - SOFTSOL INDIA LIMITED

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed 35th Annual Report of the Company for the financial year 2024-25 including the Notice convening Annual General Meeting for the Financial Year 2024-25, which is being sent to the Members, who have registered their email address with the Company/Depositories/RTA through electronic mode. The 35th AGM will be held on Saturday, July 26, 2025 at 9.30 a.m. IST at the Registered Office of the company at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500081, Telangana, India.

The Annual Report including Notice convening Annual General Meeting is also uploaded on the Company's website: https://shorturl.at/SQ5mq; https://shorturl.at/e4ZmC

Thanking you

Yours faithfully,
For **SoftSol India Limited**

M NAGARAJU Digitally signed by M NAGARAJU Date: 2025.07.03 15:37:20 +05'30'

CS Nagaraju Musinam
Company Secretary & Compliance Officer
M No.48209

Copy to:

NSDL Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai – 13	**CDSL** Marathon Futurex, AWing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 13	**KFin Technologies Ltd** Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad –32

SoftSol®

SoftSol India Limited

35th Annual Report 2024-25

SoftSol India Limited

Board of Directors

Mr. Srinivasa Rao Madala	Chairman – Non-Executive	DIN:01180342
Mr. Bhaskar Rao Madala	Whole Time Director	DIN:00474589
Mr. Subbiah Srinivasan Battina	Non-Executive Director	DIN:00482513
Mr. Veeraghavulu Kandula	Independent Director	DIN:03090720
Mr. Rakesh Sri Vankina	Independent Director	DIN:01873325
Mrs. Naga Padma Valli Kilari	Independent Director	DIN:08466714

Chief Financial Officer	Mr. Devi Prasad Rath w.e.f. 13.11.2024 Mr. Koteswara Rao Yerragopi upto 29.10.2024
Company Secretary and Compliance Officer	Mr. Nagaraju Musinam
Statutory Auditors	M/s. Pavuluri & Co. Chartered Accountants, Hyderabad.
Internal Auditors	M/s. Balarami & Nagarjuna, Chartered Accountants, Hyderabad.
Secretarial Auditors	M/s. B S S & Associates, Company Secretaries, Hyderabad
Bankers	Axis Bank Limited, Begumpet, Hyderabad. State Bank of India, Madhapur, Hyderabad.
Registered Office	Plot No. 4, Info City, Software Units Layout, Madhapur, Hyderabad - 500 081.
CIN	L72200TG1990PLC011771
Contact	Telephone: +91 (40) 42568500 Facsimile: + 91 (40) 42568600 E-mail: cs@softsol.com Website: www.softsolindia.com
Registrars & Share Transfer Agent	KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Email id - einward.ris@kfintech.com Website: https://www.kfintech.com and / or https://ris.kfintech.com New Toll free number - 1- 800-309-4001

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Notice of the 35th Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting ("AGM") of the members of SoftSol India Limited (CIN: L7220TG1990PLC011771) will be held on Saturday, 26th July, 2025, at 9.30 a.m. (IST) at the registered office of the company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500081

Ordinary Business:

Item No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the report of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the report of the Board of Directors and Auditors thereon, be and are hereby received, considered, approved and adopted."

Item No. 2: To re-appoint Mr. Srinivasa Rao Madala (DIN: 01180342), who retires by rotation as Director and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivasa Rao Madala (DIN: 01180342), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

Special Business:

Item No. 3: Reappointment of Mr. Veeraghavulu Kandula (DIN: 03090720) for a second term as a 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and Board of Directors, approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Veeraghavulu Kandula (DIN: 03090720) as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature, as an Independent Director of the Company, who has attained the age of Seventy Five (75) years on 01.06.2025, for a second term of 5 years w.e.f. 21.08.2025 to 20.08.2030.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

Item No. 4: To approve the appointment of Secretarial Auditor for the financial year 2025-2026 to 2029-2030

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

"**RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), M/s. B S S & Associates, Company Secretaries (Firm Registration Number: 3744), be and are hereby appointed as the Secretarial Auditor of the Company for a first term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2030, who shall conduct Secretarial Audit of the Company from the Financial Year ended March 31, 2026 to the financial Year ended March 31, 2030, at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company."

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the company, be and is hereby authorized to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

By Order of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No. A48209

Place: Hyderabad
Date: May 28, 2025

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

Notes:

1. An Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the AGM is attached herewith – Annexure A of this notice.

2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON BEHALF OF HIM AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM GIVEN IN **ANNEXURE B,** SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

   Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
   Corporate members intending to send their authorized representatives to attend the meeting pursuant to

Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting. Members are requested to notify immediately the changes of address, if any, to the Company or the Share Transfer Agent and Registrar.

3. Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip, given in the 'Annexure C' for attending the Meeting.

4. The Attendance slip, proxy form and the instructions for e-voting are annexed hereto. The route map to the venue of the Annual General Meeting is attached and forms part of the Notice.

5. Members/ proxies/ authorized representatives should bring their duly filled in Attendance Slips, as enclosed, for easy identification of attendance at the Annual General Meeting

6. The Register of Members and the Share Transfer books of the Company will remain closed from 19/07/2025 to 26/07/2025 (both days inclusive) for the purpose of Annual General Meeting.

7. The Company is registered with National Securities Depository Limited ('NSDL'), and Central Depository Services (India) Limited ('CDSL'), for dematerialization of its Equity Shares which has been allotted the ISIN INE002B01016.

8. M/s. KFIN TECHNOLOGIES LIMITED, is the Registrar and Share Transfer Agent (RTA) for the physical shares of the Company and also the depository interface of the Company with both NSDL and CDSL. Share Transfer documents and all correspondence relating thereto, should be addressed to the RTA. Below given are the contact details:

   KFin Technologies Limited
   Selenium Tower B, Plot 31 & 32,
   Financial District, Nanakramguda,
   Serilingampally Mandal, Hyderabad - 500032, Telangana.
   Email id - einward.ris@kfintech.com
   Website: https://www.kfintech.com and / or https://ris.kfintech.com/
   New Toll free number - 1- 800-309-4001

9. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.

10. SEBI has made it mandatory for every participant in the securities/capital market to furnish details of Income Tax Permanent Account Number (PAN). Accordingly, all members holding shares in physical form are requested to submit their details of PAN, along with a photocopy of the PAN Card, to the RTA of the Company. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with the Registrar and Share Transfer Agent.

11. SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This measure has come into effect from April 01, 2019. Notices have been issued to all Shareholders holding Shares in physical mode informing them that as per revised regulation 40 of the SEBI (LODR) Regulations, 2015, shares will no longer be transferred in physical mode. Shareholders are

therefore requested to dematerialize their existing shares in physical form. In this regard SEBI has also clarified as follows:

a) The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after April 01, 2019.
b) Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.
c) The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019.

12. Pursuant to the provisions of Section 124 of Companies Act, 2013 the unpaid/unclaimed Dividend and interest thereon which remained unpaid/unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

    Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as applicable, all shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more will be transferred to IEPF

    During the year under review, the Company is not required to transfer any amount to IEPF account.

13. Pursuant to the MCA Circulars and SEBI Circulars, Notice of AGM, Directors Report, Financial Statements etc. (including Auditor's report and other documents required to be attached therewith), such statements shall be sent only by email to the members, and to all other persons so entitled. Electronic copy of the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s).

14. Members may note that the Notice of the AGM and the Annual Report 2024-25 will also be available on the website of the Company at https://softsolindia.com/investors/annual-reports/. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of the Registrar and Share Transfer Agent and the agency engaged for providing the remote e-voting, KFin Technologies Limited (KFin) at https://evoting.kfintech.com/public/Downloads.aspx.

15. The Equity shares of the Company are mandated for trading in the compulsory Demat mode. The ISIN No. allotted for the Company's shares is INE002B01016.

PROCEDURE FOR REMOTE E-VOTING:

1. The Company has appointed M/s KFin Technologies Limited ("KFIN"), Registrar and Share Transfer Agent of the Company, as the authorized agency to provide remote e-voting facility.

2. The Board of Directors has appointed M/s. B S S & Associates, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with MCA Circulars and SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the 35th AGM by electronic means (e-voting from a place other than venue of the AGM) ("remote e-voting").

4. The remote e-voting period commences on 23/07/2025 (9:00 A.M. IST) and ends on 25/07/2025 (5:00 P.M. IST).

5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 18th July, 2025

6. However, in pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

7. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

8. During this period, Members holding shares either in physical form or in dematerialized form, as on 18th July, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. Those Members, who will be present in the AGM have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote at the AGM.

9. Any person holding shares in physical form and non-individual members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

10. Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).

    i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

       a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
       b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Limited by sending an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the duly signed request letter by first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

    ii. Those members who have registered their e-mail address, mobile no, postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

11. The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** Visit URL: https://eservices.nsdl.com/ Click on the "Beneficial Owner" icon under Login under 'IDeAS' Section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" Click on company name or e-voting service provider and you will be re-directed to e-voting service provider's website for casting the vote during the remote e-voting period.
	2. User not registered for IDeAS e-Services: To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1
	3. Alternatively, by directly accessing the e-Voting website of NSDL: Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder / Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider's name, i.e. **KFintech** On successful selection, you will be redirected to **KFintech**'s e-voting page for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi/Easiest:** Visit URL: https://web.cdslindia.com/myeasinew/home/loginOr URL: https://www.cdslindia.com Click on New System Myeasi: Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech's e-voting portal. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech's e-voting portal. Click one-Voting service provider's name to cast your vote.
	2. User not registered for Easi/Easiest: Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point1
	3. Alternatively, by directly accessing the e-Voting website of CDSL: Visit URL:https://evoting.cdslindia.com/Evoting/EvotingLogin Provide your demat Account Number and PAN No. 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., **KFintech** where the e-voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts /Website of Depository Participant	You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you click one-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication where in you can see e-voting feature. Click on options available against company name ore-voting service provider's name - **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.

Login type	Help desk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:18001020990 and1800224430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

12. The procedure and instructions for remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding shares in physical mode are provided as follows:

a. Open your web browser during the remote e-voting period and navigate to https://evoting.kfintech.com.

b. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your vote.

c. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z), one lower case(a-z), one numeric value(0-9) and a special character (like *, #, @, 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.

d. You need to login again with the new credentials.

e. On successful login, the system will prompt you to select the e-voting Event Number for **SoftSol India Limited.**

f. 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.

g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., 18th July, 2025 under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

h. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

i. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

j. 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.

k. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

l. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).

m. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: cs@bssandassociates.com with a copy to evoting@kfintech.com and cs@softsol.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name _EVENTNO."

n. 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. Raj Kumar, Assistant Vice President of KFin Technologies Limited at 1800-3094-001(tollfree).

o. The Scrutinizer's decision on the validity of the vote shall be final.

p. Once the vote 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. The Members who have cast their vote by remote e-voting may also attend the AGM, however such Member shall not be allowed to vote again at the AGM.

q. A Member can opt only for single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

r. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Kfintech website https://evoting.kfintech.com/public/Faq.aspx.

s. The members who have cast their vote by remote E-voting may also attend AGM, but shall not be entitled to cast their vote again.

t. The facility for ballot / polling paper shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.

u. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 18th July, 2025 shall be entitled to avail the facility of remote E-voting.

v. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days from the conclusion of the Annual General meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

w. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the Resolutions

x. The Results declared along with the consolidated 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. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

General Instructions and Information for Members / shareholders:

13. As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by December 31, 2025. Shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhar by December 31, 2025 or any other date as may be specified by the CBDT.

    The folios in which PAN is / are not valid as on the notified cut-off date of October 1, 2023 or any other date as may be specified by the CBDT, shall also be frozen by the RTA and shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend after April 1, 2025.

14. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This

platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: https://smartodr.in/login. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

15. **Updation of Members' details:** Pursuant to the SEBI Circular No(s). SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, KYC details, Nomination details, bank mandate details for payment of dividend etc. Members holding shares in physical form are requested to furnish the above details to the Company or KFintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to KFin Technologies Limited.

Members are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS), they should update their NECS / ECS details with the Company's Registrar and Share Transfer Agents i.e., KFin Technologies Limited (for the shares held in physical form) and their respective Depository Participants (for the shares held in electronic form).

Members who are holding the shares in physical form are requested to execute the ISR Form-1 & ISR Form-2 to update the changes, if any, in their registered address, signature, contact details, Bank Mandate etc., and to update their PAN number, Phone number, Email address, demat account details etc., and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

Members can execute the Form No. SH-13, Form ISR-3 & Form No. SH-14 in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 for registration of nomination, declaration Form for opting-out of Nomination and cancellation or variation of nomination respectively and send to the Company's Registrar and Share Transfer Agents indicating their Folio number therein at the address mentioned in Note No. 8.

The requisite ISR Forms and nomination forms can be downloaded from the website of the Company at https://softsolindia.com/investors/kyc-forms-for-physical-shares/ & also from the website of its Registrar and Share Transfer Agents i.e., KFin Technologies Limited at https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

Members holding shares in electronic form are therefore, requested to furnish their details to their respective Depository Participant ("DP") with whom they are maintaining their demat accounts for updating their PAN, KYC details, Nomination and Bank mandate details etc.

16. The members / investors may send their complaints / queries, if any to the Company's Registrar and Share Transfer Agents' e-mail id: einward.ris@kfintech.com or to the Company's official E-mail id: cs@softsol.com.

17. The information/documents referred to in the Notice with regard to the accounts or any other matter to be placed at the AGM are available for inspection up to the date of AGM and members are also requested to write to the Company on or before 7 days through email to cs@softsol.com for seeking information, If any, and the same will be replied by the Company suitably.

18. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/ P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

19. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission and Transposition etc). In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice for dematerializing the same. Members may also contact the Company or its Registrars and Transfer Agents, KFin Technologies Limited (KFIN) for assistance in this regard.

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes.

21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

22. All the relevant documents as mentioned in the Notice and Explanatory Statement will be available for inspection at the Registered office of the Company till the date of AGM on all working days during business hours.

Annexure-A

Explanatory Statement under Section 102 of the Companies Act, 2013

The following Explanatory Statement(s), as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the businesses under Item Nos. 3 and 4 of the accompanying Notice

Item No. 3:

The Board of Directors of the Company proposes the reappointment of Mr. Veeraghavulu Kandula (DIN: 03090720) as an Independent Non-Executive Director for a second term of five years, effective August 21, 2025, subject to shareholder approval at the upcoming Annual General Meeting (AGM). He was appointed as an Independent Director at the 30th AGM held on December 30, 2020, for a term of five years from August 21, 2020, to August 20, 2025.

Mr. Veeraghavulu Kandula has provided valuable independent judgment and strategic direction, contributing significantly to the Company's governance. As per Section 149(10) of the Companies Act, 2013, an Independent Director may be reappointed for a second term through a special resolution. Based on an evaluation, the Nomination and Remuneration Committee recommends his reappointment, considering his expertise and continued contributions.

The Company has received consent from Mr. Veeraghavulu Kandula for his proposed re-appointment as a Non-Executive Independent Director w.e.f August 21, 2025 in terms of Section 152 of the Companies Act, 2013 and confirmation that he is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a member, signifying his intention for proposing his candidature, for the office of Non-Executive Independent Director 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 annexed to this Notice.

The Board believes his continued association will be beneficial to the Company and recommends the Special Resolution set out at Item No. 3 of the Notice for Appointment of Mr. Veeraghavulu Kandula for a second term as a 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. 3 of the Notice.

Item No. 4:

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the board has considered the appointment of M/s. B S S & Associates, Company Secretaries (Firm Registration Number: 3744), as the secretarial auditors of the Company, for a term of five consecutive years, commencing from the conclusion of the 35th Annual General Meeting of the Company till the conclusion of the 40th Annual General Meeting to be held in the year 2030.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1.	Proposed Fee Payable	Rs. 1,50,000/- plus applicable taxes and out of pocket expenses.
2.	Terms of appointment	M/s. B S S & Associates, Company Secretaries, will hold office from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30.
3.	Any material Change in the fee payable to auditor from that paid to the outgoing auditor along with the rationale for such change	No such change
4.	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor (s) proposed to be appointed.	M/s. B S S & Associates, Company Secretaries, was founded by a Practicing Company Secretary, CS S.Srikanth, who is also a Registered Valuer, and Insolvency Professional, having vast experience in dealing with Corporates with respect to corporate law, SEBI, FEMA/RBI, Insolvency & Bankruptcy and Valuation. He along with his team of professionals through their unrelenting quest for excellence have established their remarkable position in the related professional field. During the last 17 years of its existence, it has grown into a multifaceted big sized Company Secretary firm offering a broad spectrum of services to its diverse clientele. The firm has had a long and trustworthy history. Since the firm's formation in 2008, the firm has pride itself on values such as professionalism, dedication, responsibility, honesty Serving to the wider business community from the last 17 years, firm enjoyed unparalleled reputation and respect of clients, who trust and rely on us for our expertise and professionalism.

M/s. B S S & Associates, Company Secretaries have given their consent and confirmed their eligibility for appointment as secretarial auditors of the company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or the Key Managerial Personnel (KMP) of the company or the relatives of Directors and KMPs is concerned or interested, financially or otherwise in the Resolution proposed in Item No.4.

By order of the Board of Directors
For SoftSol India Limited

Nagaraju Musinam
Company Secretary
M.No. A48209

Place: Hyderabad
Date: May 28, 2025

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

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 SEBI (LODR), Regulations, 2015:

Name of Director	**Mr. Srinivasa Rao Madala**	**Mr. Veeraghavulu Kandula**
DIN	**01180342**	**03090720**
Age	63 Years	75 years
Qualification	Bachelor of Engineering	MA Economics and Pre-PHD in Economics from Andhra University
Experience	Srini Madala is a successful entrepreneur based insilicon-valley. He is the founder and CEO of Aquila Systems AI, a cloud-based analytics and AI product to address fraud in insurance and healthcare industry. He also is the founder and Chairman of the SoftSol group of companies based in the US and India. He has excellent experience and track record in starting companies from scratch boot strapping them to grow, and had prior experience in taking a company public as well as M&A. He served on the Board of Directors at KQED (www.kqed.org), Pratham USA in Silicon Valley, and has also served the city of Monte Sereno in the capacity of Site and Architecture Commissioner. He is involved in multiple charitable activities, including personal contributions for nonprofits in health, education, and entrepreneurship. He, through his foundation www.Madala.org founded the Center for Community Development at Varni in Telangana to enrich the quality of life of about 500,000 people living within10 mile radius. He is a prolific investor and an active mentor. As a Charter Member of TiE Silicon Valley and Chair of Youth Entrepreneurship Programs at TiESV he assisted and mentored aspiring entrepreneurs.	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. 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. 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. Vaidhyanathan Committee on Co Operative Banks for NABARD. 2. Baseline survey of Horticulture crops, covering 1.65 lakh farmers in Andhra Pradesh for Govt of Andhra Pradesh. 3. Evaluation of Lift Irrigation Schemes in Nine coastal districts of Andhra Pradesh for Govt of A.P. 4. Completed a study on “Farmers Producers Organisations” of SFAC for Dept of Agriculture, Govt of India.

Nature of appointment (appointment / re-appointment)	Retires by rotation and being eligible offers himself for reappointment	Re-appointment for a second term as a Non-Executive Independent Director of the Company
Terms and conditions of appointment	Appointment as a director subject to retirement by rotation under Section 152 of the Companies Act, 2013	Not liable to retire by rotation
Date of first appointment on the Board	27/12/1998	20/08/2020
Remuneration last drawn	Nil	No remuneration except sitting fee for attending Board and Committee Meetings of the Company
Details of remuneration sought to be paid	Nil	No remuneration except sitting fee for attending Board and Committee Meetings of the Company
Shareholding in the company	30015 equity shares (0.20%)	Nil
Relationship with other Directors	He is the Brother's Son of Director Mr.Bhaskar Rao Madala	Nil
Number of meetings of the Board attended during the year	3 out of 4	4 out of 4
List of other companies in which directorship is held as on March 31, 2025	01	01
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board	01 – Covance Softsol Limited	01 – Covance Softsol Limited
Membership/ Chairmanship of Committees of other Boards	Covance Softsol Limited Member of Audit Committee and Corporate Social Responsibility Committee	Covance Softsol Limited Chairman of Nomination and Remuneration Committee, member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee
Listed entities from which the person has resigned in the past three years	Nil	Nil
Information as required pursuant to BSE Circular no. LIST/COMP/ 14/2018-19	Mr. Srinivasa Rao Madala is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.	Mr. Veeraghavulu Kandula is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Annexure B

FORM NO. MGT 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L72200TG1990PLC011771
Name of the company:	**SOFTSOL INDIA LIMITED**
Registered office:	Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500081.

Name of the member(s):

Registered address:

Email Id:

Folio No. / Client ID:

DP ID:

I/We, being the member (s) of ……. shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

Or failing him

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

Or failing him

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Saturday, July 26, 2025 at 9.30 a.m. at the Registered Office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	**Resolutions**	**(Please Tick [✓or X] against the box)**
Ordinary Business		
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025	
2.	To re-appoint Mr. Srinivasa Rao Madala (DIN: 01180342), who retires by rotation as Director and being eligible, offers himself for re-appointment	
Special Business		
3	Reappointment of Mr. Veeraghavulu Kandula (DIN: 03090720) for a second term as a Non-Executive, Independent Director of the Company	
4	To approve the appointment of Secretarial Auditor for the financial year 2025-2026 to 2029-2030	

Signed this _____day of_____ 2025

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Annexure C

ATTENDANCE SLIP

To be presented at the entrance

I hereby record my presence at the 35th Annual General Meeting of the Company held on Saturday, 26th July, 2025, at 9.30 a.m. (IST) at the Registered Office of the Company.

Name of shareholder / proxyholder	Folio No(s)	No of shares held

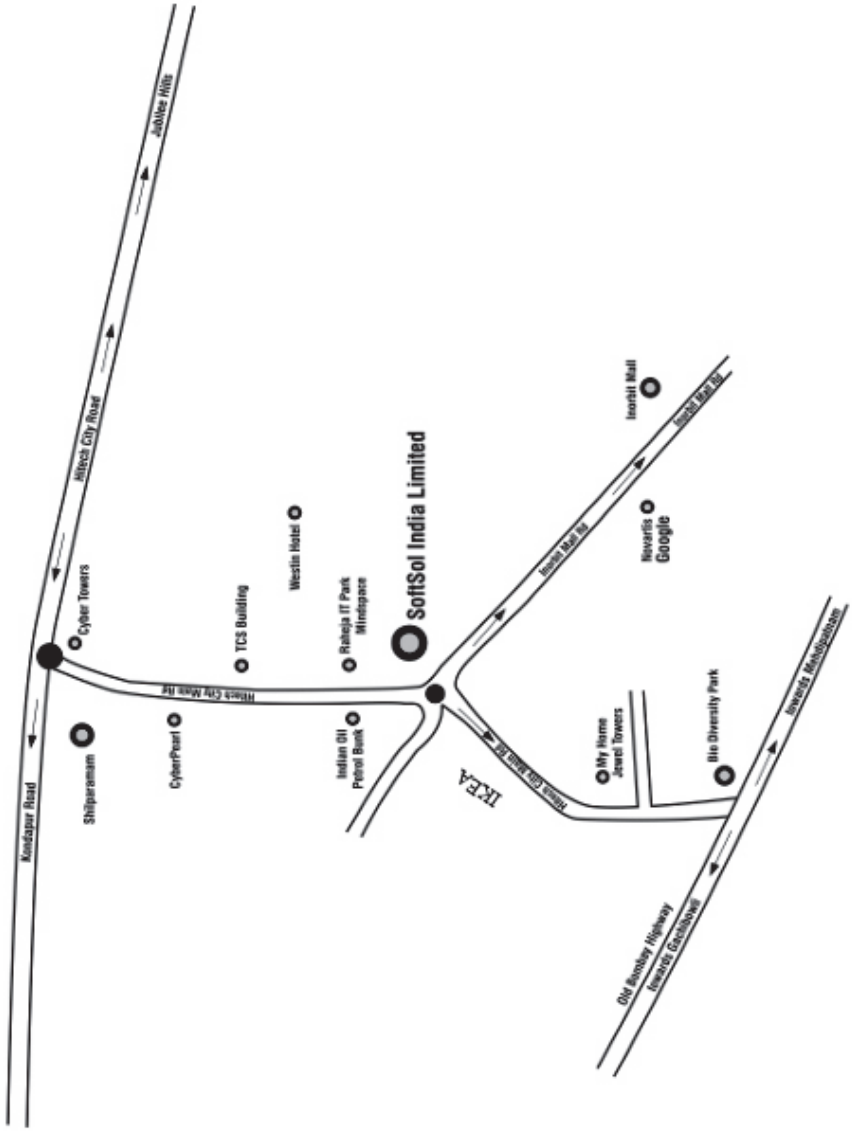
1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his / her copy of the notice for reference at the Meeting.

Note: Please complete this attendance slip and hand over at the entrance of the meeting hall. Joint shareholders may obtain additional attendance slip on request

Signature of Member / Proxy

SoftSol India Limited

Map to reach the Company Registered Office at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500081



BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 35th Annual Report on the business and operations of your Company, for the year ended March 31, 2025.

STATE OF COMPANY'S AFFAIRS

Financial Highlights

The Financial Highlights of the Company are as given hereunder

(Amount in Rs. Lakhs, unless otherwise stated)

Particulars	For the financial year 2024-2025	For the financial year 2023-2024
Revenue from Operations	1274.17	1351.30
Other Income	592.68	576.14
Total Revenue	**1866.85**	**1927.44**
Profit before Interest, Depreciation & Tax (Before Exceptional Items)	**1338.81**	**1445.62**
Depreciation	185.74	199.62
Finance Costs	32.98	33.89
Profit before Tax (Before Exceptional Items)	**1120.09**	**1212.11**
Exceptional Items	0	0
Current Tax	277.18	319.89
Deferred Tax	38.68	12.33
Earlier taxes	(59.34)	(108.11)
Profit after Tax	**863.57**	**988.00**
EPS (Basic & Diluted) (in Rs.)	**5.85**	**6.69**

Review of Operations:

The Composite Scheme of Arrangement (Scheme) for Transfer of Software Business Undertaking into Covance Softsol Limited has been made effective on 27th September, 2024. The Appointed Date for the Scheme is April 01, 2023. The financials of the Company reflect the impact of this transfer from the Appointed Date.

The Company is engaged in the business of real estate activities. During the year under review, your Company recorded turnover of Rs. 1274.17 Lakhs from Business activities in comparison with previous year's turnover of Rs. 1351.30 Lakhs.

Your company achieved net profit of Rs. 863.57 Lakhs for the year in comparison with the previous year's net profit of Rs.988.00 Lakhs.

FUTURE OUTLOOK & BUSINESS STRATEGY:

Industry Analysis:

The infrastructure (Infra) industry is poised for sustained growth, driven by the increasing global demand for digital transformation and the adoption of efficient property and rental management systems. According to recent industry reports, the rental management system market is projected to reach multimillion USD by 2031, growing at a robust CAGR of 15% from 2023 to 2031. This trend is fueled by the rapid urbanization, increasing investment

in smart cities, and the need for centralized and automated systems that streamline property operations and tenant services.

Competitive Landscape:
The Infra industry remains highly competitive, with both established players and new entrants vying for market share. Innovation, scalability, and integration with emerging technologies like AI, IoT, and blockchain are key differentiators. Companies with strong digital infrastructure and end-to-end service capabilities are better positioned to succeed in this evolving landscape.

Opportunities and Threats
Opportunities:
- Urbanization and demand for sustainable buildings present growth potential.
- Government initiatives like RERA and GST benefits are boosting the sector.

Threats:
- Regulatory challenges and market fluctuations could impact project timelines and profitability.
- Increased competition may lead to margin pressures.

Segment-wise or Product-wise Performance
As per the accounting standards and internal management structure, the Company operates in a single business segment—real estate related activities. Accordingly, no separate segment-wise reporting is required.

Outlook
The real estate market is expected to grow steadily, supported by favorable government policies and sustained demand for both residential and commercial properties. However, factors like economic fluctuations and interest rate changes may pose challenges.

Risks and Concerns
Key risks include regulatory changes, economic downturns, supply chain disruptions, and rising environmental compliance costs.

Internal Control Systems and Their Adequacy
The company has robust internal controls in place, with regular audits and effective risk management processes to ensure compliance and safeguard assets.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT

Scheme of Arrangement for Demerger:
The Board of Directors, in their meeting held on August 14, 2023 approved a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between SoftSol India Limited ("Demerged Company" or "SIL") and its wholly owned subsidiary, Covance SoftSol Limited ("Resulting Company" or "CSL") and their respective shareholders and creditors ("Scheme").

The Scheme was approved by the Hon'ble NCLT by way of its Order dated 12th September, 2024. The Effective Date of the Scheme was 27th September, 2024, with effect from the Appointed Date i.e., April 01, 2023. Pursuant to the Scheme, the Software Business Undertaking of the Company had demerged into Covance Softsol Limited with effect from the Appointed Date.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, the software business was transferred to Covance Softsol Limited pursuant to a Scheme of Arrangement, effective from the Appointed Date of April 01, 2023. The transfer was completed on September 27, 2024. The Company's business activities are now focused on real estate and related operations. However, there are no Material changes from the date of closure of the financial year.

ANNUAL RETURN

The Annual Return as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company and can be accessed at https://softsolindia.com/investors/annual-return/.

AMOUNTS TRANSFERRED TO RESERVES:

During the year under review, no amount was transferred to the Reserves by the Board.

DIVIDEND

The Directors have not recommended any dividend for this financial year.

SHARE CAPITAL

Authorised, Issued, Subscribed and Paid-up Capital:

There were no changes in the capital structure of the Company. As on March 31, 2025, the Authorised Share Capital was Rs. 50,00,00,000 divided into 5,00,00,000 Equity shares of Rs. 10/- each and the Issued, Subscribed and Paid-up Share Capital was Rs. 14,76,36,890/- divided into 1,47,63,689 Equity shares of Rs. 10/- each.

During the year under review, the Company did not issue any shares, including those with differential voting rights, nor did it grant stock options, sweat equity, or buyback of shares.

DEPOSITS

During the year, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. As on March 31, 2025, there are no unclaimed deposits with the Company. Further the Company has not defaulted in repayment of deposits or payment of interest thereon.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

Names of Companies which have become or ceased to be the subsidiaries, joint ventures or associate Companies during the year:

As on March 31, 2025, the Company does not have any Subsidiaries.

During the year under review, pursuant to Scheme of Arrangement, Covance Softsol Limited and Softsol Resources Inc. were ceased to be subsidiaries of the Company and currently Softsol Resources Inc. is the wholly-owned subsidiary of Covance Softsol Limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Details of Directors or Key Managerial Personnel who were appointed or resigned during the year:
During the year under review, in the Board Meeting held on November 13, 2024, the Board appointed Mr.Devi Prasad Rath as the CFO of the Company with effect from November 13, 2024 and approved the resignation of Mr. Y Koteswara Rao from the office of CFO w.e.f. October 29, 2024.

Mr. Rakesh Sri Vankina (DIN: 01873325) was appointed as Non-Executive Independent Director of the Company w.e.f June 19, 2024.

Dr. Hanuman Chowdary Tripuraneni (DIN: 00107006) ceased to be a Non-Executive - Independent Director w.e.f September 29, 2024 pursuant to completion of his tenure.

Mr. Subbiah Srinivasan Battina (DIN: 00482513) was re-designated from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company w.e.f October 01, 2024.

Mrs. Naga Padma Valli Kilari (DIN:08466714) was appointed as Non-Executive Independent Director of the Company through postal ballot on November 05, 2024 w.e.f August 14, 2024.

Except the above there has been no change in the Directors and Key Managerial Personnel of the Company.

None of the directors or KMP of the Company are disqualified under the provisions of the Companies Act, 2013 or under the provisions of Listing Regulations. The existing composition of the Company's Board is fully in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

Number of Meetings of the Board:
During the year under review, 4 Board Meetings were held and the intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013.

Name of the Director	May 29, 2024	August 13, 2024	November 13, 2024	February 14, 2025
Mr. Srinivasa Rao Madala	Present	Absent	Present	Present
Mr. Bhaskara Rao Madala	Present	Present	Present	Present
Dr. Hanuman Chowdary Tripuraneni	Present	Present	NA	NA
Mr. Subbiah Srinivasan Battina	Present	Absent	Present	Present
Mrs. Naga Padma Valli Kilari	Present	Present	Present	Present
Mr. Veeraghavulu Kandula	Present	Present	Present	Present
Mr. Rakesh Sri Vankina	NA	Present	Present	Present

BOARD EVALUATION
Pursuant to the provisions of section 134(3)(p) of the Companies Act, 2013 and Listing Regulations, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results,

which reflected the overall engagement and effectiveness of the Board and its Committees with the Company.

INDEPENDENT DIRECTORS

A statement regarding opinion of Board with regard to integrity, expertise and experience of Independent Directors:
The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company possesses integrity, relevant expertise and experience required to best serve the interest of the Company. The Independent Directors have affirmed compliance with the Code for the Independent Directors mentioned in Schedule IV of the Companies Act, 2013.

A Statement of Declaration by Independent Directors:
The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations and the Board is also of the opinion that the Independent Directors fulfill all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

Meeting of Independent Directors
A separate meeting of the Independent Directors was held, inter-alia, to discuss evaluation of the performance of Non-Independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

PARTICULARS OF EMPLOYEES:
In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules there under as amended from time to time is annexed as an **Annexure - 1** to this Report.

There are no instances of employees, who was in receipt of remuneration in excess of the limit prescribed in provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

HUMAN RESOURCES:
Your Company consistently invests in the attraction, retention, and development of talent, recognizing the dynamic nature of the Human Resources field. As the global economy, technology, and societal values continue to evolve, our HR professionals stay ahead of the curve by crafting strategies for upskilling and reskilling employees. Additionally, we prioritize employee well-being and mental health support to foster a positive and supportive work environment.

The Company has 15 employees as of March 31, 2025 on permanent rolls. The employees' relation at all levels and at all units continued to be cordial during the year.

COMMITTEES OF THE BOARD
The details of the following committees of the Board along with their composition and meetings held during the financial year 2024-25 are given in the Report on Corporate Governance forming part of this Report.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 relating to the remuneration for the Directors (including criteria of making payments to Non-Executive Directors), Key Managerial Personnel, and other employees.

The Nomination and Remuneration Policy was formulated in compliance with Section 178 of the Companies Act, 2013 read with rules framed thereunder and the Listing Regulations. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Objective: The objective of the policy is to guide the Board, in relation to appointment, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management, to evaluate the performance of the Directors, remuneration payable to the Directors, Key Managerial Personnel and Senior Management, so to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage and to guide succession plan for the Board and to regularly review the plan.

The Policy has been uploaded on the website of the Company at https://softsolindia.com/investors/corporate-governance-policies/.

CORPORATE SOCIAL RESPONSIBILITY ("CSR") POLICY

During the year under review, the Company spent the CSR amount against the statutory obligation with respect to CSR activities. The disclosure as per Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure - 2** to this Report.

The detailed CSR Policy has been uploaded on Company's website and can be accessed through the web-link https://softsolindia.com/investors/corporate-governance-policies/.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the requirement of Section 177(9) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism called the 'Whistle Blower Policy' for Directors and Employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and the details of the Whistle Blower Policy has been uploaded on the Company's website and can be accessed through the web-link https://softsolindia.com/investors/corporate-governance-policies/.

RISK MANAGEMENT POLICY

We believe that effective risk management policy is critical to mitigate potential risks and ensure business continuity. In order to achieve this, the Company has in place Risk Management Policy as per requirement of the Listing Regulations and Section 134(3)(n) of the Companies Act, 2013, which requires the Company to lay down procedure for risk assessment and risk minimization. The Board of Directors, Audit committee and the Senior Management of the Company are periodically reviewing the policy and monitoring its implementation to ensure the optimization of business performance, to promote confidence amongst stake holders in the business processes,

plan and meet strategic objectives and evaluate, tackle and resolve various risks associated with the Company.

BORROWINGS

The Company does not have any borrowings from Banks, Financial Institutions, Body Corporates or from any other persons.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the year under review, the Company has not made any investments or granted loans or provided security falling under the provisions of Section 186 of the Act.

DETAILS OF CREDIT RATING

The Company was not assigned with any Credit Rating.

SECRETARIAL STANDARDS

Your Directors confirm that the Company has, during the year, complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

LISTING OF SHARES:

The Equity shares of the Company are listed on BSE Limited, Mumbai, which provides a wider access to the investors nationwide.

AUDITOR'S AND THEIR REPORT(S):

Statutory Auditors:

In accordance with the provisions of Companies Act, 2013, at the 33rd Annual General Meeting, the members approved theappointment of M/s. Pavuluri & Co., Chartered Accountants, Hyderabad (FRN:012194S), as Statutory Auditors' of the Company, for a period of 5 years i.e. up to the conclusion of 38th Annual General Meeting.

There is no qualification or adverse remark in Auditors' report. As regards the comments made in the Auditors Report, the Board is of the opinion that the same are self-explanatory and does not require further clarification.

There have been no instances of fraud reported by the Statutory Auditors' under Section 143(12) of the Act and Rules framed there under, either to the Company or to the Central Government. The notes on accounts referred to and the Auditors Report are self explanatory and therefore do not call for any explanatory note.

Internal Auditors:

M/s. Balarami & Nagarjuna, Chartered Accountants, Hyderabad are the Internal Auditors' of the Company who have conducted the internal audit of the Company for the FY 2024-2025, as required under Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control System and suggests improvements to strengthen the same. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit function, Company undertakes corrective action in their respective areas and thereby strengthens the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the Company.

Secretarial Auditors:
Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has obtained Secretarial Audit Report from M/s B S S & Associates, Company Secretaries, Hyderabad (FRN:3744), for the financial year 2024-25.

The Secretarial Audit Report is self-explanatory and therefore do not call for any explanation and the same is annexed as an **Annexure - 3** to this Report.

Cost Records:
Maintenance of cost records as prescribed under the provisions of Section 148 of the Companies Act, 2013 are not applicable for the business activities carried out by the Company during the financial year.

Cost Auditors:
As per section 148 read with Companies (Audit and Auditors) Rule, 2014, Cost Audit is not applicable to the Company.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK
There are no qualifications, reservations or adverse remarks or disclaimers made –

(i) by the Statutory Auditors' in their report; and
(ii) by the Secretarial Auditors' in their report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES
There are no material Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The details of Related Party Transactions are provided in the accompanying Corporate Governance Report and Audited Financial Statements.

INFORMATION REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 PERTAINING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy:
Your Company's activities are service based, energy consumed is only in the nature of electrical consumption for use and maintenance of office appliances. However, the efforts of your Company are aimed at keeping the consumption levels to as low as practicable.

1) Steps taken for conservation of energy: The Company continues to work on reducing carbon footprint in all its areas of operations through initiatives like (a) green infrastructure, (b) green IT (data centers, laptops and servers and (c) operational energy efficiency.

2) Steps taken for utilizing alternate sources of energy/resources: Nil

3) Capital Investment on energy conservation equipments: Nil

(B) Technology Absorption:

Your Company not being engaged in any manufacturing activity, there is no material information to be provided in this regard.

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology.

1) Efforts made towards technology absorption: A continuous interaction and exchange of information in the industry is being maintained with a view to absorbing, adapting and innovating new methods that may be possible.
2) Benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable
3) Information regarding technology imported, during the last 3 years: Nil
4) Expenditure incurred on Research and Development: NIL

(C) Foreign Exchange Earnings and Outgo: Total foreign exchange earnings and outgo details during the year were NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts / tribunals which would impact the going concern status of the Company and its future operations except NCLT order dated.12.09.2024 approving scheme of demerger.

TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF

During the year under review, no amount was required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Section 124(5) of the Companies Act, 2013.

The details of all unpaid/ unclaimed dividend and shares transferred to IEPF are available on the website of the Company and the same can be accessed through the link: https://softsolindia.com/investors/iepf-unpaid-dividend-and-shares/ under the tab - "IEPF Unpaid Dividend and Shares".

Members, whose shares and unclaimed dividends have been transferred to IEPF Account/IEPF, are entitled to claim the said shares and dividend from IEPF Authority by submitting an online application in the prescribed form available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with requisite documents stated in the Form IEPF-5. The claim can be made only once in a financial year for all unclaimed/unpaid dividend and shares transferred to IEPF.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2025 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2025. The Notes to the Financial Statements forms an integral part of this Report.

FINANCIAL RATIOS

The Key Financial Ratios with detailed explanations were disclosed in the Financial Statements, which forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134 (3) (c) of the Companies Act, 2013 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

(a) In the preparation of the annual financial statement, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any:

(b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;

(c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis;

(e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Your Company's internal financial control systems commensurate with the nature and size of its business operations. Your Company has maintained a proper and adequate system of internal financial controls. This ensures that all Assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorised, recorded and reported diligently.

The Audit Committee and Independent Internal Auditors, regularly review internal financial controls and operating systems and procedures for efficiency and effectiveness. The Internal Auditors' Reports are regularly reviewed by the Audit Committee of the Board.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has put in place a Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the requirement of the 'Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013'.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed off up to March 31, 2025 were as under:
Number of complaints received: 0
Number of complaints disposed off: 0

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year under review, Company has not made any application under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with Schedule V(B) of the Listing Regulations, the Management Discussion and Analysis Report forms part of this Report.

CORPORATE GOVERNANCE

Your Company has always strived to maintain appropriate standards of good corporate governance. The report on corporate governance as stipulated under Schedule V (C) of the Listing Regulations forms as **Annexure – 4** of this Report. The requisite certificate confirming compliance with the conditions of corporate governance as stipulated under the said clause is attached to this report.

CORPORATE POLICIES

The Listing Regulations mandate the formulation of certain policies for all Listed Companies. The Corporate Governance Policies are available on the Company's website at https://softsolindia.com/investors/corporate-governance-policies/. The policies are reviewed periodically by the Board and updated as needed.

BUSINESS RESPONSIBILITY REPORT

The Board of Directors of the Company hereby confirms that according to the provisions of Regulation 34(2)(f) of the Listing Regulations, the report on Business Responsibility is not mandatorily applicable to our Company.

GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 35th Annual General Meeting of the Company including the Annual Report for Financial Year 2024-25 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

APPRECIATION

The Board of Directors, wish to place on record its sincere appreciation for the support and co-operation received from all its stakeholders including customers, promoters, shareholders, bankers, suppliers, auditors, various departments/ agencies of Central/State Government and other business associates of the Company. Your Board recognizes and appreciates the contributions made by all employees at all level that ensure sustained performance in a challenging environment.

On behalf of the Board of Directors
For SoftSol India Limited

Bhaskara Rao Madala
Whole time Director
DIN: 00474589

Naga Padma Valli Kilari
Director
DIN: 08466714

Place: Hyderabad
Date: May 28, 2025

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

Annexure - 1

Details as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

1	The Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the FY 2024-2025	2.65 times
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the FY 2024-2025	Whole time director- NIL CFO- NIL
3	The percentage increase in the median remuneration of employees in the financial year	15%
4	The number of permanent employees on the rolls of the Company.	Total employees – 148 As on March'2025 - 15
5	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	10%
6	Affirmation that the remuneration is as per the remuneration policy of the Company	YES

On behalf of the Board of Directors
For SOFTSOL INDIA LIMITED

Bhaskara Rao Madala
Whole time Director
DIN: 00474589

Naga Padma Valli Kilari
Director
DIN: 08466714

Place: Hyderabad
Date: May 28, 2025

Annexure - 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014)

1. **Brief outline of the Corporate Social Responsibility (CSR) Policy:**
   The Company is dedicated to enhancing the lives of the communities in which it operates. Below are the CSR activities that the Company actively engages in and supports:

   - Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation & making available safe drinking water;
   - Promotion of education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects;
   - Promoting gender equality and empowering women, setting up homes & hostels for women & orphans, setting up old age homes, day care centers & such other facilities for senior citizen & measures for reducing inequalities faced by socially & economically backwards groups:
   - Reducing child mortality and improving maternal health by providing good hospital facilities and low cost medicines;
   - Promoting accident help centers and providing with hospital and dispensary facilities with more focus on clean and good sanitation so as to combat human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases:
   - Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources & maintaining quality of soil, air & water:
   - Employment enhancing vocational skills;

     Imparting familiarization programmes for upgrading the professional skills and knowledge:

     Protection of national heritage, art & culture including restoration of building & sites of historical importance & works of arts; setting up public libraries; promotion & development of traditional arts & handicrafts;
   - Measures for the benefits of armed forces veterans, war widows & their dependents;
   - Training to promote rural sports, nationally recognized sports, sports & Olympic sports;

     Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the women;
   - Contribution or funds provided to technology incubators located within academic institution, which are approved by the Central Government;
   - Contribution to Rural development projects, etc and Slum area development.

2. Composition of the CSR Committee:

S.No	Name of Director	Designation	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Mr. Subbiah Srinivasan Battina	Independent Director & Chairman	1	1
2	Mr. Rakesh Sri Vankina	Independent Director & Chairman	0	0
3	Mr. Srinivasa Rao Madala	Non-Executive Director & Member	1	1
4	Mr. Veeraghavulu Kandula	Independent Director & Member	1	1
5	Mrs. Naga Padma Valli Kilari	Independent Director & Member	1	1

*The Board has reconstituted the committees in its meeting held on 13.08.2024 with effective from 14.08.2024, by which Mr. Subbiah Srinivasan Battina ceased to be the Chairman of the Committee and Mr. Rakesh Sri Vankina was appointed as Chairman of the Committee.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:
https://softsolindia.com/investors/corporate-governance-policies/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:
Not applicable for the financial year under review.

5. (a) Average net profit of the company as per sub-section (5) of section 135: Rs. 10,58,42,308/-
(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 21,16,846/-
(c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: 0
(d) Amount required to be set off for the financial year, if any: 0
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 21,16,846/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):
Rs. 21,16,846/-
(b) Amount spent in Administrative overheads: 0
(c) Amount spent on Impact Assessment, if applicable: 0
(d) Total amount spent for the Financial Year [(a)+(b)+(c): Rs. 21,16,846/-
(e) CSR amount spent or unspent for the Financial Year:

Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 21,16,846/-	-	-	-	-	-

(f) Excess amount for set off, if any: 0

S.No.	Particulars	Amount (in Rs)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 21,16,846
(ii)	Total amount spent for the Financial Year	Rs. 21,16,846
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

7. Details of Unspent CSR amount for the preceding three financial years:

S.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial year (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Not Applicable							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable.

On behalf of the Board of Directors
For SoftSol India Limited

Rakesh Sri Vankina
Chairman of CSR Committee
DIN: 01873325

Naga Padma Valli Kilari
Director
DIN: 08466714

Place: Hyderabad
Date: May 28, 2025

Annexure - 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
SOFTSOL INDIA LIMITED
Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SOFTSOL INDIA LIMITED [CIN: L72200TG1990PLC011771] (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)
    (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
    (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
    (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period);
    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
    (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; (Not applicable to the Company during the audit period)
(vi) Laws specially applicable to the industry to which the Company belongs, as identified by the Management:
    (a) Information Technology Act, 2000 and the rules made thereunder;
    (b) The Indian Copy Rights Act, 1957
    (c) The Patents Act, 1970; and
    (d) The Trade Marks Act, 1999..

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;
(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that on examination of the relevant documents and records and based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by respective department heads / Company Secretary of the Company, in our opinion, there exist adequate systems and processes and control mechanism in the Company to monitor and ensure compliance with applicable general laws.

We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this audit since the same is not within the scope of our audit.

We further report that the Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notice was given to all Directors to schedule the Board Meetings and agenda with detailed notes there on were sent to them at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications as may be required by them on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, all the decisions of the Board were without any dissent.

We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following events occurred in the Company, having a major bearing on the Company's affairs:

The Board of Directors ("Board") of the Company, at its meeting held on August 14, 2023, approved a Composite Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, between Softsol India Limited (the "Demerged Company") and Covance Softsol Limited, a wholly owned subsidiary of the Company, along with their respective shareholders and creditors (the "Scheme"). The Appointed Date for the Scheme is April 01, 2023.

In this regard, the Company convened meetings of its shareholders and creditors in accordance with the directions issued by the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT"), and obtained the requisite approvals. Thereafter, the Company filed a petition with the NCLT seeking approval of the Scheme. The NCLT heard the petition and reserved its order. The Scheme was subsequently approved by the NCLT by its order dated September 12, 2024, and became effective on September 27, 2024.

Pursuant to the Scheme, Covance Softsol Limited ceased to be a wholly owned subsidiary of the Company with effect from the Appointed Date, i.e., April 01, 2023.

For B S S & Associates
Company Secretaries

B. Sathish
Partner
ACS No.: 27885 || C.P. No.: 10089
UDIN: A027885G000455125
Peer Review No: 6513/2025

Place: Hyderabad
Date: May 28, 2025

This Report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

Annexure-A

To,
The Members,
SOFTSOL INDIA LIMITED
Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, that we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is not an assurance as to the future viability of the Company or of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For B S S & Associates
Company Secretaries

B. Sathish
Partner
ACS No.: 27885 || C.P. No.: 10089
UDIN: A027885G000455125
Peer Review No: 6513/2025

Place: Hyderabad
Date: May 28, 2025

Secretarial Compliance Report of Softsol India Limited for the year ended March 31, 2025

To,
The Members,
SOFTSOL INDIA LIMITED
Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India

We, B S S & Associates, Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by SoftSol India Limited [CIN: L72200TG1990PLC011771] ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

   (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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

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

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time - Not applicable during the Review Period;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;

(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - Not applicable during the Review Period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable during the Review Period;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable during the Review Period;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;

and circulars/ guidelines issued thereunder;

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

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

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil						

I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	-

3.	**Maintenance and disclosures on Website:** ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes Yes Yes	-
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	No such subsidiaries
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	-
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	SDD Software in place, and started working on it.

11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	-
12.	**Resignation of Statutory Auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the FY, the listed entity and /or its material subsidiary has / have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR regulations by the listed entities	NA	Not Applicable during the period under review.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NONE	-

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – NA

Assumptions & Limitations of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For B S S & Associates
Company Secretaries

B. Sathish
Partner
ACS No.: 27885 || C.P. No.: 10089
UDIN: A027885G000454951
Peer Review Certificate No.6513/2025

Place: Hyderabad
Date: May 28, 2025

Annexure - 4

CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025. A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**Listing Regulations**") is given below::

(1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Board of Directors of the Company is committed to the consistent adherence to the Corporate Governance code and constant review of the Board processes, practices and the management systems to maintain a greater degree of responsibility and accountability.

(2) BOARD OF DIRECTORS

Size and Composition of the Board:

The Board of Directors of the Company comprises of Six (6) members, of which Three (3) are Non-Executive & Independent Directors, out of which One (1) is a Women Independent Director. None of the Directors on the Board holds directorships in more than ten Public Limited Companies. Further, none of them is a Member of more than ten committees or Chairman / Chairperson of more than five Committees across all Public Limited Companies in which he/she is a director. The necessary disclosures regarding Committee positions have been made by the Directors. The Chairman is a Non-Executive Director. The number of Non-Executive & Independent Directors are half of the Board's total strength. All Non-Executive & Independent Directors comply with the legal requirements of being 'Independent'..

(i) Composition and Memberships of other Boards / Board Committees:

The Composition of the Board of Directors and their attendance at Board Meetings during the financial year 2024-2025 and at the last Annual General Meeting are given below:

Name of the Director	Category	Designation	Number of Meetings which director was entitled to attend	Board Meetings attended	Last AGM
Mr. Srinivasa Rao Madala	Promoter Director (Non-Executive)	Chairman	4	3	No
Mr. Bhaskara Rao Madala	Promoter Director (Executive)	Whole time Director	4	4	Yes
Dr. Hanuman Chowdary Tripuraneni	Non-promoter Non-Executive Director	Independent Director	2	2	Yes
Mr. Subbiah Srinivasan Battina	Non-promoter Non-Executive Director	Non Independent Director	4	3	Yes
Mrs. Naga Padma Valli Kilari	Non-promoter Non-Executive Director	Independent Director	4	4	Yes
Mr. Veeraghavulu Kandula	Non-promoter Non-Executive Director	Independent Director	4	4	Yes
Mr. Rakesh Sri Vankina	Non-promoter Non-Executive Director	Independent Director	3	3	NA

(ii) Details of number of Directorships and Committee Memberships held by Directors in other Companies as on March 31, 2025:

Name of the Director	*Number of Directorships in other Public Limited / Listed Companies		**Committee	
	Chairman	Member	Chairman	Member
Mr. Srinivasa Rao Madala	1	Nil	0	1
Mr. Bhaskara Rao Madala	Nil	1	0	0
Mr. Subbiah Srinivasan Battina	Nil	3 (one listed, two unlisted public)	1	1
Mrs. Naga Padma Valli Kilari	Nil	1	1	0
Mr. Veeraghavulu Kandula	Nil	1	0	2
Mr. Rakesh Sri Vankina	Nil	1	0	2

Notes:

**Excludes Directorships / Chairmanships in Associations, Private Limited Companies, Section 8 Companies, Foreign Companies, Government Companies and Alternate Directorships.*

***As per Regulation 26(1) of Listing Regulations, Committees means only Audit Committee and Stakeholder Relationship Committee.*

(iii) number of meetings of the board of directors held and dates on which held;

Minimum information being placed before the Board & Board procedure:

The Board meets at regular intervals to discuss and decide on various issues, including strategy related matters pertaining to the business of the Company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation at the Meetings of the Company. Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively. Where it is not practicable to attach the relevant information as a part of agenda papers, the same are tabled at the Meeting of the Board. Video-conferencing facilities are used to facilitate Directors to participate in the meetings.

Board Procedure:

The calendar of meetings of the Board of Directors is determined well in advance and Notices of the Meetings of the Board are issued by the Company Secretary on the advice and guidance of the Whole Time Director. The agenda and notes thereon are finalised by the Whole Time Director and circulated sufficiently in advance by the Company Secretary. During the financial year, Board of Directors of the Company met 4 times on May 29, 2024, August 13, 2024, November 13, 2024 and February 14, 2025.

Elaborate and meticulous deliberations take place at the meetings of the Board; all relevant information is put up to the Board and comprehensive presentations are made to it to facilitate considered and informed decision making. Heads of the business verticals also attend the meetings of the Board as invitees to provide a better perspective on the operations. The time gap between two meetings of the Board did not exceed 120 days.

(iv) Relationship between Directors:
Out of 6 Directors, 2 Directors are related Directors viz: Mr. Srinivasa Rao Madala, Non-Executive Chairman and Mr. Bhaskara Rao Madala, Whole time Director. None of the other Directors are related with each other.

(v) Shareholding of the Directors in the Company as on 31 March 2025:
As on March 31, 2025 other than Mr. Srinivasa Rao Madala - Director (30,015 Shares – 0.20%) and Mr. Bhaskar Rao Madala – Whole time Director (10,69,762 Shares - 7.25%), no other Directors of the Company holds shares of the Company.

(vi) Independent Directors:
The Independent Directors of the Company have been appointed in terms of the requirements of the Companies Act, 2013 and the Listing Regulations.

The Company has received declaration(s) from the Independent Directors pursuant to Section 149(7) confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1) (b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Director(s) have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has complied with the definition of Independence as per Regulation 16 (1) (b) of the Listing Regulations read with Section 149 (6) of the Companies Act, 2013.

Familiarization Programme for Independent Directors:
The Company follows a well-structured induction programme for orientation and training of Directors at the time of their joining so as to provide them with an opportunity to familiarise themselves with the Company, its management, its operations and the industry in which the Company operates.

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company.

The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, the Listing Regulations and other relevant regulations and affirmation taken with respect to the same.

The induction programme includes:

1) For each Director, a one-to-one discussion with the Whole Time Director to familiarise the former with the Company's operations.

2) An opportunity to interact with the CFO & Company Secretary, business heads and other senior officials of the Company, who also make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The Company is committed to offering ongoing support to its Independent Director(s) through the implementation of familiarization programmes. The details of the familiarization programmes can be accessed on the Company's corporate website through the web-link https://softsolindia.com/wp-content/uploads/simple-file-list/Directors-and-KMPs/Details-of-Familiarization-Programme.pdf.

Independent Directors Meeting:
In Compliance with the Companies Act, 2013 and Regulation 25 of the Listing Regulations, the Independent Directors Meeting of the Company was held on February 14, 2025. Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board. Mr. Rakesh Sri Vankina is the Chairman of Independent Directors Meeting.

(vii) Chart or matrix setting out skills/expertise/competence of Board of Directors

Name of the Director	**List of core skills/expertise/competencies identified by the Board of Directors as required in the context our business and sector to function effectively and available with the Board along with the names of Directors who have such skills/expertise/competencies**			
	Planning	Technical	Finance/ Accounts\ Taxation / Legal	Marketing/ Admin
Mr. Srinivasa Rao Madala	Yes	Yes	-	Yes
Mr. Bhaskara Rao Madala	-	-	Yes	Yes
Mr. Subbiah Srinivasan Battina	Yes	-	Yes	-
Mrs. Naga Padma Valli Kilari	-	Yes	-	Yes
Mr. Veeraghavulu Kandula	-	-	Yes	-
Mr. Rakesh Sri Vankina	Yes	-	Yes	Yes

(viii) Confirmation of Board for the independence of Independent Directors:
In terms of (i) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors hereby declares that the Independent Directors of the Company fulfills the conditions specified in Listing Regulations and Section 149 (6) of the Companies Act, 2013 and in the Opinion of Board, the Independent Directors are independent of the Management.

(ix) Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his / her tenure:
During the Financial Year ended March 31, 2025, no Independent Director resigned before the expiry of his / her tenure.

Code of Conduct:
Code of Conduct laid down by the Board of Directors is applicable to all the Directors and Senior Management of the Company. The Code of Conduct is posted on the Company's website https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/code-of-conduct-for-directors-and-smp.pdf. All the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2025.

Information and Compliance:
The information as required under Regulation 17(7) of the Listing Regulations is being made available periodically to the Board.

The Board periodically reviews the compliance status of the Company. The Company has adopted the Code of Conduct for Executive Directors, Senior Management Personnel and other Executives of the Company.

Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices:
In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code). All our Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company are governed under this Insider Trading Code.

COMMITTEES OF THE BOARD

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensure expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

(3) AUDIT COMMITTEE

The Company has an independent Audit Committee as per the requirement of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013. The composition, procedure, Role / Function of the Committee complies with the requirements of the Companies Act, 2013 as well as those of the Listing Regulations. The brief terms of reference of the Audit Committee includes the following:

- Overseeing the Company's financial report process and the disclosure of its financial information to ensure it is correct, sufficient and reliable.
- To review quarterly, half yearly and Annual Financial results before submission to the Board.
- To review the statement of significant related party transactions submitted by management.
- To review the adequacy of internal control systems with the management, external & internal auditors.
- Discussion with external auditors about the nature and scope of audit including their observation.
- To investigate into any matter referred to by the Board.

Composition and Committee meetings:
Audit Committee consists of three Non-executive Independent Directors and one Non-Executive Non-Independent Director. During the year under review, the Audit Committee met 4 times on May 29, 2024, August 13, 2024, November 13, 2024 and February 14, 2025. Present members of the Committee and the meetings attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	Number of Committee Meetings which director was entitled to attend	No. of Committee Meetings attended
*Mr. Subbiah Srinivasan Battina	Independent Director	Chairman	2	1
Mr. Rakesh Sri Vankina	Independent Director	Chairman	2	2
Mrs. Naga Padma Valli Kilari	Independent Director	Member	4	4
Mr. Veeraghavulu Kandula	Independent Director	Member	4	4
Mr. Srinivasa Rao Madala	Non-Executive Director	Member	4	3

**The Board has reconstituted the committees in its meeting held on 13.08.2024 with effective from 14.08.2024, by which Mr. Subbiah Srinivasan Battina ceased to be the Chairman of Audit Committee and Mr. Rakesh Sri Vankina was appointed as Chairman of Audit Committee.*

The Company Secretary acts as the Secretary to the Committee. All the Members of the Committee are well versed in finance, accounts, company law and general business practices.

Head of the Finance and Accounts Department (CFO), representative of the Statutory Auditors and other executives are considered necessary, attended meetings of the Audit Committee.

The Chairman of the Audit Committee, Mr. Subbiah Srinivasan Battina attended the Annual General Meeting held on July 17, 2024 to address the shareholder's queries.

(4) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors and One Non-Executive Non-Independent Director. During the year under review, the Nomination and Remuneration Committee met 2 times on August 13, 2024 and November 13, 2024. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	Number of Committee Meetings which director was entitled to attend	No. of Committee Meetings attended
Mr. Veeraghavulu Kandula	Independent Director	Chairman	2	2
*Mr. Subbiah Srinivasan Battina	Independent Director	Member	1	0
Mrs. Naga Padma Valli Kilari	Independent Director	Member	2	2
*Mr. Rakesh Sri Vankina	Independent Director	Member	1	1
*Mr. Srinivasa Rao Madala	Non-Executive Director	Member	1	1

**Note:* The Board has reconstituted the committees in its meeting held on 13.08.2024 with effective from 14.08.2024, by which Mr. Subbiah Srinivasan Battina ceased to be the member of the Committee, and Mr.Rakesh Sri Vankina and Mr. Srinivasa Rao Madala were appointed as members of the Committee.

The Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting held on July 17, 2024 to address the shareholder's queries.

The role of Nomination and Remuneration Committee is –

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Performance Evaluation Criteria for Independent Directors:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. Separate exercise was carried out to evaluate the performance of Non-Independent Directors including the Chairman of the Board who were evaluated on parameters such as Key achievements, short term and long-term targets, challenges faced, Implementation of Strategic decisions, organizational success, participation and attendance in Board and Committee Meetings etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

Independent Directors were evaluated on the parameters such as attendance and participation in the meetings and timely inputs on the minutes of the meetings, adherence to ethical standards & code of conduct of the Company, disclosure of non-independence, as and when exists and disclosure of interest, interpersonal relations with other Directors and Management, understanding of the Company and the external environment in which it operates and contribution to strategic direction, safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

(5) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in accordance with Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The Stakeholders Relationship Committee comprises of three Non-Executive Independent Directors and One Non-Executive Non-Independent Director. During the year under review, the Stakeholders Relationship Committee met 1 time on February 14, 2025. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	Number of Committee Meetings which director was entitled to attend	No. of Committee Meetings attended
Mrs. Naga Padma Valli Kilari	Independent Director	Chairperson	1	1
*Mr. Subbiah Srinivasan Battina	Independent Director	Member	0	0
Mr. Veeraghavulu Kandula	Independent Director	Member	1	1
*Mr. Rakesh Sri Vankina	Independent Director	Member	1	1
*Mr. Srinivasa Rao Madala	Non-Executive Director	Member	1	1

**Note: The Board has reconstituted the committees in its meeting held on 13.08.2024 with effective from 14.08.2024, by which Mr. Subbiah Srinivasan Battina ceased to be the member of the Committee and; Mr. Rakesh Sri Vankina and Mr. Srinivasa Rao Madala were appointed as members of the Committee.*

The Chairman of the Stakeholders Relationship Committee attended the Annual General Meeting held on July 17, 2024 to address the shareholder's queries.

The role of Stakeholders Relationship Committee is –

The Company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the transfer of Equity shares/transmission of Equity shares /issuance of duplicate Equity share certificates, complaints received from the shareholders of the Company and other allied connected matters.

Status of complaints of shareholders/investors is as under:

Complaints pending as on April 01, 2024	0
Number of complaints received during year	4
Number of complaints attended to/resolved during the year	4
Complaints pending as on March 31, 2025	0

Compliance Officer: Mr. Musinam Nagaraju, Company Secretary
Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081
Telephone: + 91 (40) 42568500, Facsimile: + 91 (40) 42568600
E-mail: cs@softsol.com, Website: www.softsolindia.com

(5A) RISK MANAGEMENT COMMITTEE

The provisions of Regulation 20 of the Listing Regulations are not applicable to the Company during the year under review.

(5B) SENIOR MANAGEMENT

Particulars of Senior Management:

Name	Designation	Date of joining / redesignation resignation (if any)	Department
Devi Prasad Rath	Chief Financial Officer	November 13, 2024	Finance
Musinam Nagaraju	Company Secretary	September 01, 2023	Legal and Secretarial

Changes therein in the Senior Management since the close of the previous financial year: Mr.Koteswara Rao Yerragopi resigned from the office of CFO w.e.f. October 29, 2024.

OTHER COMMITTEES

CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE

The Corporate Social Responsibility Committee is constituted in accordance with Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of three Non-Executive Independent Directors and one Non-Executive Non-Independent Director. During the year under review, the Corporate Social Responsibility

Committee met 1 time on May 29, 2024. Present members of the Committee and the attendance is given in the table below:

Name of the Committee Member	Category	Designation in Committee	No. of Committee Meetings held	No. of Committee Meetings attended
*Mr. Subbiah Srinivasan Battina	Independent Director	Chairman	1	1
*Mr. Rakesh Sri Vankina	Independent Director	Chairman	0	0
Mr. Veeraghavulu Kandula	Independent Director	Member	1	1
Mrs. Naga Padma Valli Kilari	Independent Director	Member	1	1
Mr. Srinivasa Rao Madala,	Non Executive Director	Member	1	1

**Note: The Board has reconstituted the committees in its meeting held on 13.08.2024 with effective from 14.08.2024, by which Mr. Subbiah Srinivasan Battina ceased to be the Chairman of the Committee and Mr. Rakesh Sri Vankina was appointed as Chairman of the Committee.*

The composition of CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The terms of reference of the CSR Committee broadly comprises to review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and to provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress. The detailed CSR Policy has also been uploaded on Company's Website.

The terms of reference of the Committee are as under:
The Committee shall carry out the following functions:

a) recommend the CSR Policy to the Board of Directors of the Company ("Board");
b) identify the projects/activities to be undertaken by the Company for CSR;
c) recommend to the Board CSR Activities to be undertaken along with detailed plan;
d) modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
e) monitor the CSR Policy of the Company from time to time;
f) ensure compliance of CSR Policy and the CSR Rules;
g) such other functions as may be delegated and/or assigned by the Board from time to time.

(6) REMUNERATION OF DIRECTORS

(a) Pecuniary relationship or transactions:
During the year under review, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Directors apart from sitting fees.

(b) Criteria of making payments to Non-Executive Directors
The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings attended by them, of

such sum as may be approved by the Board of Directors / Members of the Company within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time.

The Overall sitting fees are reasonable and commensurating with the responsibilities, time spent in Board and Committee meetings by the Non-Executive Directors.

(c) Disclosures with respect to remuneration to Executive Directors:
Mr. Bhaskara Rao Madala was re-appointed as a Whole time Director for a period of 3 years with effect from November 01, 2023 at a remuneration of up to Rs. 2,00,000/- per month in the 33rd Annual General Meeting held on September 30, 2023 with the approval of the members.

The details of remuneration and sitting fees paid or provided to each of the Directors during the year 2024-25 as required under Schedule V of Companies Act, 2013 and Listing Regulations are as follows:

(In Lakhs, unless otherwise stated)

Name of the Director	Designation	Salary & Perks	Commission	Sitting Fees	Notice period, Severance fees	Total
Mr. Srinivasa Rao Madala	Non-Executive Director	0	0	0	Not applicable	0
Mr. Bhaskara Rao Madala	Whole-time Director	23.53	0	0	Not applicable	23.53
Dr. Hanuman Chowdary Tripuraneni	Independent Director	0	0	0.40	Not applicable	0.40
Mr. Subbiah Srinivasan Battina	Independent Director	0	0	1.20	Not applicable	1.20
Mr. Veeraghavulu Kandula	Independent Director	0	0	1.20	Not applicable	1.20
Mrs. Naga Padma Valli Kilari	Independent Director	0	0	1.20	Not applicable	1.20

The Company has not granted Stock Option to any of its Directors

No other benefits, bonuses, stock options, pensions or performance-linked incentives are paid to directors except as mentioned above.

(7) GENERAL BODY MEETINGS

Details of the last three Annual General Meetings (**"AGM"**) are as follows:

Year/Period	AGM	Day, Date and Time	Location
2021-2022	32nd AGM	Friday, September 30, 2022 at 10.00 a.m.	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2022-2023	33rd AGM	Saturday, September 30, 2023 at 10.00 a.m.	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2023-2024	34th AGM	Wednesday, July 17, 2024 at 10.00 a.m.	VC/OAVM At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.

Whether any special resolutions passed in the previous AGM's:
Following Special Resolutions were passed at the 34th AGM held on July 17, 2024:

1. Continuation of Mr. Bhaskar Rao Madala (DIN: 00474589), as a Whole Time Director of the Company
2. Re-designation of Mr. Subbiah Srinivasan Battina (DIN: 00482513) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company
3. To appoint Mr. Rakesh Sri Vankina (DIN: 01873325) as Non-Executive Independent Director of the Company.

Following Special Resolution was passed at the 33rd AGM held on September 30, 2023:

Re-appointment of Mr. Bhaskara Rao Madala (DIN 00474589) as Whole time Director for a period of 3 years effective 1st November 2023.

No Special Resolutions were passed at the 31st AGM held on September 30, 2022.

Extra Ordinary General Meeting (EGM)
No Extra Ordinary General Meeting (EGM) was held during the last three financial years.

Postal Ballot
The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The shareholders are provided the facility to vote through e-voting. The postal ballot notice is sent to shareholders in electronic form to their email addresses, wherever available. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013 in connection with the above.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submits his report to the Chairman and the results of voting by postal ballot are announced within 48 hours of the conclusion of the e-voting period. The results are displayed on the website of the Company (www.softsolindia.com), and communicated to the Stock Exchanges, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for exercising e-voting.

During the period under review 2024-25, the following special resolutions were passed by means of Postal Ballot on November 05, 2024. M/s. B S S & Associates, Company Secretaries, (Unique Code of Partnership Firm: P2012AP02600) who were appointed as scrutinizer submitted their report and voting results and the details of which are as under

1. To appoint Mrs. Naga Padma Valli Kilari (DIN:08466714) as Non-Executive Independent Director of the Company

Particulars	Number of votes cast
Total Postal Ballots (Remote e-voting)	11,18,601
Less: Total number of votes Invalid/ abstained	0
Total Valid Postal Ballots (Remote e-voting)	11,18,601
Postal Ballots (Remote e-voting) Voted in favour of Resolution	11,18,499
Postal Ballots (Remote e-voting) Voted against the resolution	102

2. Continuation of Mr. Veeraghavulu Kandula (DIN: 03090720), as an Independent Director of the Company

Particulars	Number of votes cast
Total Postal Ballots (Remote e-voting)	11,18,601
Less: Total number of votes Invalid/ abstained	0
Total Valid Postal Ballots (Remote e-voting)	11,18,601
Postal Ballots (Remote e-voting) Voted in favour of Resolution	11,18,485
Postal Ballots (Remote e-voting) Voted against the resolution	116

NCLT Convened Meeting

During the period under review 2024-25, **NCLT** convened general meeting was held on Saturday, May 18, 2024 and passed the following special resolution

Approval of Scheme of Arrangement Between SoftSol India Limited (Demerged Company) and Covance SoftSol Limited (Resulting Company) and their respective Shareholders and Creditors.

(8) MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the Unaudited Quarterly Results and Audited Annual Results and submitted the results to the BSE where the shares of the Company are listed in the prescribed format as per the applicable circulars, notifications issued by SEBI from time to time. The same are published within 48 hours in The Financial Express (English daily newspaper) and Nava Telangana (Telugu daily newspaper) and are also uploaded on the Company's website can be accessed through the web-link https://softsolindia.com/investors/financial-results/.

All data required to be filed electronically or otherwise pursuant to the SEBI Regulations with the Stock Exchange, such as Annual Report, Quarterly Financial Statements, Shareholding Pattern, Report on Corporate Governance etc are being regularly filed with the Stock Exchange, namely, BSE Limited (www.bseindia.com) through BSE Listing Center and available on their websites.

During the year under review, the Company has not made any presentation to institutional investors or to the analysts. All official releases and other related information are also displayed on the website.

The Company follows April-March as its financial year. The Key Financial Reporting dates for the Financial Year 2025-26 are:

Unaudited Results for the First Quarter ended June 30, 2025	On or before 14th August 2025
Unaudited Results for the Second Quarter ended September 30, 2025	On or before 14th November 2025
Unaudited Results for the Third Quarter ended December 31, 2025	On or before 14th February 2026
Audited Results for the Financial year ended March 31, 2026	On or before 30th May 2026

(9) GENERAL SHAREHOLDERS INFORMATION:

1) **Annual General Meeting: (Date, Time and Venue):**
The 35th Annual General Meeting (AGM) of the Company,
Date: Saturday, July 26, 2025,
Time: 9:30 a.m.
Venue: Registered office of the company Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081

Book Closure

From July 19, 2025 to July 26, 2025 (both days inclusive) for the purpose of AGM.

2) **Financial year**
April 01, 2024 to March 31, 2025

3) **Dividend:**
Not applicable

4) **Listing of Shares and confirmation on annual listing fees**
The Company shares are listed on BSE Limited and the Company hereby confirms that it has paid listing fees for the financial year 2024-25 to the Stock Exchange.

5) **Suspension of securities from trading:**
During the year under review, no securities of the Company were suspended from Trading.

6) **Registrar and Share Transfer Agent:**
The share transfers are processed on behalf of the Company by the Registrar and Share Transfer Agents viz. M/s. KFin Technologies Limited (CIN: L72400MH2017PLC444072). Below given are the contact details:

KFin Technologies Limited
Address For Correspondence/Operational Address
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
Email id - einward.ris@kfintech.com
Website: https://www.kfintech.com and / or https://ris.kfintech.com/
New Toll free number - 1- 800-309-4001

7) **Share Transfer System:**
99.86% of the shares of the Company are held in electronic form. Transfer of these shares is affected through the depositories with no involvement of the Company. The shareholders may kindly note that in accordance with SEBI Notification dated June 08, 2018, with effect from April 01, 2019, except in case of transmission or transposition of securities, fresh requests for effecting the transfer of securities (shares) are not processed by the Company/Registrar (RTA), if the shares concerned are held in physical form. As regards transmission of shares held in physical form, the documents required for transmission, like original share certificate, death certificate, succession certificate/legal heir certificate can be lodged either with the Company at its Registered Office or with the Company's Registrars and Share Transfer Agents, whose address has been given above.

8) **Distribution of Shareholding as at March 31, 2025:**

Number of Equity Shares held	Shareholders (Numbers)	Shareholders (Percentage)	Shares (Numbers)	Shares (Percentage)
1 - 5000	2217	93.23	194092	1.31
5001 - 10000	93	3.91	75693	0.51
10001 - 20000	29	1.22	43973	0.30
20001 - 30000	13	0.55	32015	0.22
30001 - 40000	4	0.17	15000	0.10
40001 - 50000	4	0.17	17796	0.12
50001 - 100000	3	0.13	16333	0.11
100001 and above	15	0.63	14368787	97.33
TOTAL	**2378**	**100**	**14763689**	**100**

9) Dematerialization of shares and liquidity

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2025, 99.86% of the share capital stands dematerialized.

Liquidity: The Company's Equity Shares are traded on BSE Limited.

International Securities Identification Number: INE002B01016.

10) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, Conversion date and date and likely impact on the Equity: Not applicable.

11) Commodity price risk or foreign exchange risk and hedging activities: The foreign exchange risk, liquidity risk and market risk are disclosed in the notes to the Financial Statements, which forms part of this Report.

12) Plant location: The company's business activities are conducted at its registered office.

13) Address for Correspondence

For all kinds of Investor Correspondence:
For transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares and debentures of the Company.

The share transfers are processed on behalf of the Company by the Registrar and Share Transfer Agents viz. M/s. KFin Technologies Limited (CIN: L72400MH2017PLC444072).

Any query on Annual Report and Secretarial Department:

Mr. Musinam Nagaraju, Company Secretary
SOFTSOL INDIA LIMITED
Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081
Telephone: + 91 (40) 42568500, Facsimile: + 91 (40) 42568600
E-mail: cs@softsol.com, Website: www.softsolindia.com

14) List of all credit ratings obtained during the year: Not applicable

(10) OTHER DISCLOSURES:

a) Details of Related Party Transactions:
All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the Listing Regulations, during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Promoters, Directors, Key Managerial Personnel or other designated persons has any pecuniary relationships or transactions vis-à-vis the Company. Suitable disclosure as required by the

Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Company has framed Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and is placed on the Company's website.

In accordance with Schedule V(A) of the Listing Regulations, the Related Party Disclosures detailed in Note No. 27 of the Financial Statements, which forms part of this Annual Report.

There is no pecuniary relationship or transactions with non-executive director's vis-à-vis the Company, which has potential conflict with the interests of the Company at large.

b) **Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:** Nil

c) **Details of establishment of vigil mechanism / whistle blower policy:** The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has framed a Whistle Blower Policy. No personnel have been denied access to the Audit Committee. The detail Whistle Blower policy has been uploaded on website of the Company. During the year there was no reporting of any undesirable activity by any person.

d) The Company has complied with the mandatory requirements of the Listing Regulations. The Company has adopted various non-mandatory requirements as well, as discussed under relevant headings.

e) **Web link where policy for determining 'material' subsidiaries is disclosed:** The policy for determining material subsidiaries as approved by the Board is uploaded on the Company's website and can be accessed through the web-link https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/policy-for-determining-material-subsidiaries.pdf

f) **Web link where policy on dealing with related party transactions:** The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed through the web-link https://softsolindia.com/wp-content/uploads/simple-file-list/CorporateGovernancePolicies/policy-on-related-party-transactions.pdf.

g) **Disclosure of commodity price risks and commodity hedging activities:** During the Financial Year ended March 31, 2025 the Company did not engage in commodity hedging activities.

h) **Details of utilization of funds raised through preferential allotment:** During the Financial Year ended March 31, 2025, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).

i) A certificate from a Company Secretary in practice confirming that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed to this report.

j) There have been no instances of non-acceptance of any recommendations of the any Committee by the Board during the Financial Year under review.

k) Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor is as per Note No.21 (i) the Financial Statements, which forms part of this Annual Report.

l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** During the year from April 01, 2024 to March 31, 2025 the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a. number of complaints filed during the financial year: 0
b. number of complaints disposed of during the financial year: 0
c. number of complaints pending as on end of the financial year: 0.

m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount:** The disclosures pertaining to 'Loans and advances' in the nature of loans to companies in which directors are interested are given in Note No. 9 of the Financial Statements, which forms part of this Annual Report.

n) **Material Subsidiary Company:** Pursuant to Scheme of Amalgamation, M/s. Softsol Resources Inc, USA ceased to be a material unlisted subsidiary of the Company. In accordance with Regulation 16 of the Listing Regulations, as on March 31, 2025, Company does not have material subsidiary.

(11) NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS MENTIONED ABOVE WITH REASONS THEREOF SHALL BE DISCLOSED
There was no non-compliance of any of the provisions applicable to the Company.

(12) NON-MANDATORY REQUIREMENTS / DISCRETION REQUIREMENTS – PART E SCHEDULE II OF LISTING REGULATIONS
Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time to time and the Company has complied with the following:

A. The Chairman of the Company is a Non-Executive Director;
B. The financial results (including the half-yearly results) were disclosed to BSE and were also placed on the Company's website also detailed under the heading 'Financial Results' in this Report. Hence, the same is not sent to the households of the shareholders of the Company;
C. The audited financial statements of the Company are unqualified;
D. The Internal Auditor directly report to the Audit Committee.

(13) DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS
The disclosures of the compliance with Corporate Governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46 shall be made in the section of Corporate Governance of the Annual Report complied wherever applicable.

DISCLOSURE OF ACCOUNTING TREATMENT
The Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs and the applicable Accounting Standards/ Guidance Notes / Announcements issued by the Institute of Chartered Accountants of India as notified from time to time, have been followed in preparation of the financial statements of the company.

CODE OF CONDUCT
The Company has adopted a Code of Conduct for the members of the Board of Directors and the senior management of the Company. The Code of Conduct is displayed on the website of the Company. All the Directors and the Senior Management Personnel have affirmed compliance with the code for the Financial Year ended March 31, 2025. A declaration to this effect, signed by the Whole Time Director is annexed to this report.

COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY
Certificate from Practicing Company Secretary confirming compliance with conditions of Corporate Governance as stipulated in Regulations Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this report.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT
Not Applicable

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES
Not Applicable

FURTHER INFORMATION

i. **Matters related to Capital Markets:**
The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the company by any Stock Exchanges or SEBI or any statutory authority, on any matter relating to capital markets, during the last three years.

ii. **Reconciliation of Share Capital Audit:**
The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the RTA within stipulated period of 21 days and uploaded with the concerned depositories.

iii. **Information on Deviation from Accounting Standards, if any:**
There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2024-25.

iv. **CEO/CFO Certification:**
The requisite certification from the Whole Time Director and Chief Financial Officer required to be given under Regulation 17(8) of Listing Regulations was placed before the Board of Directors of the Company.

v. **Category wise Shareholding as at March 31, 2025:**

Category	Number of Shareholders	No. of Shares held	Percentage of Shareholding (%)
Promoters (Both Indian & Foreign)	6	10847240	73.47
Mutual Funds and UTI	0	0	0.00
Banks, Financial Institutions, Insurance Companies	0	0	0.00
FIIs	0	0	0.00
Private Corporate Bodies	18	12448	0.08

Indian Public	2283	471888	3.20
Non-Resident Indians			
Non-repatriable	11	8361	0.06
Repatriable	13	3339378	22.62
Trusts	1	400	0.00
HUF	45	40744	0.28
IEPF	1	43230	0.29
Total	**2378**	**14763689**	**100.00**

vi. Shareholders holding more than 1% of the Shares as on 31/03/2025:

Name of the Shareholder	Number of shares held	Percentage
Promoters:		
Durga VLK Madala	9557408	64.74
Bhaskara Rao Madala	1069766	7.25
Non-Promoters:		
Talluri Samatha	3324525	22.52

vii. As per the disclosures received from Senior Management Personnel, they have not entered into any financial or commercial transactions which may have a potential conflict with interests of the Company at large.

viii. During the Financial Year ended 31st March, 2025 the Company has not issued any debt instruments or fixed deposit programme involving mobilization of funds, whether in India or abroad.

ix. Prohibition of Insider Trading:
With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

x. Compliance Report:
Compliance reports of all applicable Laws and Regulations as certified by the Whole time Director are placed at periodic intervals for review by the Board. The Board reviews the compliance of all the applicable Laws and gives appropriate directions wherever necessary. The Board considers materially important Show Cause/Demand Notices received from Statutory Authorities and the steps/action taken by the Company in this regard.

A status report of material legal cases pending before the various courts is also put up to the Board on a quarterly basis.

The Board regularly discusses the significant business risks identified by the management and the mitigation process being taken up.

xi. Proceeds from Public Issues, Rights Issues, Preferential Issues etc.
The Company has not made any capital issues during the financial year.

xii. Green Initiative:
Pursuant to section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other Communication in electronic form. This

Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report along with the annexure etc. for the financial year 2024-25 in the electronic mode to the shareholders who have registered their e-mail ID's with the Company and/or their respective Depository Participates (DPS).

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in Demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

xiii. Other disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been given at relevant places in the Annual Report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SoftSol India Limited,
Plot No.4, Infocity, Madhapur,
Hyderabad - 500081, Telangana, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SoftSol India Limited** having CIN: L72200TG1990PLC011771 and having registered office at Plot No.4, Infocity, Madhapur, Hyderabad - 500081, Telangana, India (hereinafter referred to as "**the Company**"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

S. No.	Name of Director	DIN	Date of Appointment
1	Bhaskar Rao Madala	00474589	02/09/1995
2	Srinivasa Rao Madala	01180342	27/12/1998
3	Subbiah Srinivasan Battina	00482513	11/09/2001
4	Veeraghavulu Kandula	03090720	21/08/2020
5	Naga Padma Valli Kilari	08466714	14/08/2019
6	Rakesh Sri Vankina	01873325	19/06/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B S S & Associates
Company Secretaries

B. Sathish
Partner
ACS No.: 27885 || C.P. No.: 10089
Peer Review No.:6513/2025
UDIN: A027885G000458568

Place: Hyderabad
Date: May 28, 2025

Compliance with Code of Conduct

All the Directors and the Senior Management Personnel have affirmed Compliance of the Code of Conduct laid down by the Board of Directors in terms of Regulation 17(5)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Bhaskara Rao Madala
Whole time Director
DIN: 00474589

Place: Hyderabad
Date: May 28, 2025

Declaration Regarding Compliance with the Company's Code of Conduct pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by Regulation 26 (3), Regulation 34(3) read with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, I hereby declare that all the Directors and Senior Management of the Company have confirmed compliance with the Code of Conduct as adopted by the Company.

Bhaskara Rao Madala
Whole time Director
DIN: 00474589

Place: Hyderabad
Date: May 28, 2025

Certificate on Corporate Governance

(Pursuant to Regulation 34(3) and Schedule V Para C clause E of
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SoftSol India Limited,
Plot No.4, Infocity, Madhapur,
Hyderabad - 500081, Telangana, India.

1. We have examined the compliance of the conditions of Corporate Governance by SoftSol India Limited (CIN:L72200TG1990PLC011771) ("the Company") for the financial year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as am ended from time to time ("SEBI Listing Regulations").

Management's responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Our responsibility

3. Pursuant to the requirements of the SEBI Listing Regulations, our responsibility is limited to examining the procedures and implementations thereof, adopted by the Company and express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 1 above.

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the SEBI Listing Regulations, as applicable for the financial year ended on March 31, 2025.

Other matters and restriction on use

5. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

6. This report is addressed to and provided to the members of the Company solely for the purpose of enabling to comply with its obligations under the SEBI Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For B S S & Associates
Company Secretaries

B. Sathish
Partner
ACS No.: 27885 || C.P. No.: 10089
Peer Review No.:6513/2025
UDIN: A027885G000458568

Place: Hyderabad
Date: May 28, 2025

CEO & CFO Certification

(As per Regulation 17(8) of SEBI (LODR) Regulations, 2015, as amended from time to time)

To
The Board of Directors of
SoftSol India Limited
Hyderabad.

We, Bhaskar Rao Madala, Whole time Director and Mr. Devi Prasad Rath, Chief Financial Officer of SoftSol India Limited (the Company) to the best of our knowledge and belief certify that:

a) We have reviewed the Financial Statements and the Cash Flow Statements for the financial year ended March 31, 2025 and based on our knowledge and belief, we state that:
   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of Company's code of conduct.

c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee

   i. Significant changes, if any, in the internal controls over financial reporting during the year;

   ii. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

   iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Bhaskar Rao Madala
Whole-time Director
DIN: 00474589

Devi Prasad Rath
Chief Financial Officer

Place: Hyderabad
Date: May 28, 2025

Independent Auditor's Report

TO THE MEMBERS OF
SOFTSOL INDIA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of **M/s. SOFTSOL INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit matter
1.	1.The valuation and existence of the portfolio of investments is considered as a key audit matter as the portfolio of investments represents the principal element of the net asset of the Scheme. 2. As per Ind AS 36 – 'Impairment of assets', in assessing whether there is any indication that an asset may be impaired, an entity shall consider as a minimum, the external and internal sources of information, any other indications or evidences from internal reporting that indicates that the assets may be impaired.
	Auditor's Response **Principal AuditProcedure performed** 1. We gained an understanding of the internal control structure and operating effectiveness of key controls surrounding valuation and existence of investments. We tested the existence of the Investments by obtaining and reconciling the direct confirmations of the holdings from Custodians of the Scheme. 2. Obtained and read the mutual fund statements, to identify if any disclosure is made for impairment of assets in its financial statements. Obtained the impairment indicator assessment performed by management considering the internal/ external sources of information.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing thefinancial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken onthe basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

      ii. The Company didnot have any long-term contracts including derivative contracts for which there arefor material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly

lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company did not propose any dividend during the year.

vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered withand the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **PAVULURI & Co**.
Chartered Accountants
Firm Reg. No: 012194S

Place: Hyderabad
Date: 28.05.2025

(CA N RAJESH)
PARTNER
M.No: F-223169
UDIN # 25223169BMILLY9405

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Softsol India Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. Softsol India limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PAVULURI & Co**.
Chartered Accountants
Firm Reg. No: 012194S

Place: Hyderabad
Date: 28.05.2025

(CA N RAJESH)
PARTNER
M.No: F-223169
UDIN # 25223169BMILLY9405

"Annexure B" to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements 'section of our report to the Members of the company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Capital Work In Progress.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipmentand Capital Work In Progress so as to cover all the assets once every three years which, in ouropinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due forverification during the year and were physically verified by the Management during theyear.Accordingtotheinformationandexplanationsgiventous,nomaterialdiscrepancieswere noticedon such verification.

(c) Based on our examination of the property tax receipts, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and titledeeds of all other immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property,Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Companyas at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in2016) and rules made there under

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3 (ii) (b) of the Order is not applicable.

iii. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year.

iv. The Company has complied with the provisions of Sections185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3 (v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii. Inrespect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Nature of the statute	**Nature of dues**	**Forum where Disputeis Pending**	**Period to which the Amount Relates**	**Amount in Rs**
The Income Tax Act, 1961	**Income Tax**	Commissioner of Income Tax (Appeals)	Assessment Year 2018-19	3,35,544

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3 (ix) (a) of the Order is not applicable.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3 (ix) (c) of the Order is not applicable.

(d) On an over all examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company hasnot taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3 (ix) (f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x) (a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014withthe Central Government, during the year and up to the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion,the Company is in compliance with Section177and188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered in to any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section192 of the Companies Act, 2013 are not applicable to the Company.

xv. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934. Hence, reporting under clause 3 (xvi) (a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assetsand payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causesus to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, willget discharged by the Company as and when they fall due.

xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than on going projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3 (xx) (a) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company has no unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year. Accordingly, reporting under clause 3 (xx) (b) of the Order is not applicable for the year

For **PAVULURI & Co.**
Chartered Accountants
(Firm's RegistrationNo. 012194S)

Place: Hyderabad
Date: 29.05.2025

CA. N. RAJESH
Partner
(MembershipNo.223169)
UDIN: 25223169BMILLY9405

BALANCE SHEET AS AT 31 MARCH 2025

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note	As at 31-03-2025	As at 31-03-2024
ASSETS			
Non-current assets			
(a) Property,Plant and Equipment	5	977.18	1,068.43
(b) Investment Property	6	1,944.02	2,034.71
(c) Financial assets			
(i) Investments	7(i)	-	1.00
(ii) Other financial assets	8(i)	7,386.71	7,386.71
Total non-current assets		**10,307.91**	**10,490.86**
Current assets			
(a) Financial Assets			
(i) Investments	7(ii)	1,188.76	1,041.43
(ii) Trade receivables	10	190.45	229.37
(iii) Cash and cash equivalents	11	100.43	38.75
(iv) Other financial assets	8(ii)	5.76	4.45
(b) Other current assets	9	315.61	23.48
Total current assets		**1,801.01**	**1,337.48**
TOTAL ASSETS		**12,108.92**	**11,828.34**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	1,517.77	1,517.77
(b) Other equity	13	9,539.16	8,696.93
Total equity		**11,056.93**	**10,214.70**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	14(i)	647.37	762.42
(b) Provisions	15(i)	14.70	-
(c) Deferreed Tax Liabilities (net)		302.73	264.05
Total non-current liabilities		**964.80**	**1,026.47**
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	16	15.89	14.21
(ii) Other Financial Liabilities	14(ii)	49.10	501.60
(b) Provisions	15(ii)	22.19	71.35
Total current liabilities		**87.19**	**587.17**
TOTAL EQUITY AND LIABILITIES		**12,108.92**	**11,828.34**

Significant accounting policies are in the notes 1 to 4
The accompanying notes referred to above form an integral part of the financial statements.
As per our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of
SoftSol India Limited

CA N Rajesh
Partner
M.No:F-223169
UDIN # 25223169BMILLY9405

Bhaskara Rao Madala
DIN : 00474589
Wholetime Director

Naga Padma Valli Kilari
DIN:08466714
Director

Place: Hyderabad
Date: 28.05.2025

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2025
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Note No	For the year ended	
		31-03-2025	31-03-2024
INCOME			
Revenue from operations	17	1274.17	1351.31
Other income	18	592.68	576.14
Total income		**1866.85**	**1927.45**
EXPENSES			
Employee benefits expense	19	112.57	114.14
Finance costs	20	32.98	33.89
Depreciation and amortisation expense	5, 6 & 7	185.74	199.62
Other expenses	21	415.47	367.68
Total expenses		**746.76**	**715.33**
Profit before tax		**1120.09**	**1212.12**
Tax expense			
Current tax	22	277.18	319.89
Deferred tax Liability (Asset)		38.68	12.33
Previous year MAT credit utilisation/ entitlement		(59.34)	(108.11)
Profit for the year		**863.56**	**988.00**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement loss on defined benefit plans		(28.69)	-
Less: Income tax relating to items that will not be reclassified to profit and loss		8.35	-
Total Other Comprehensive Income for the year		**(20.33)**	**-**
Total Comprehensive Income for the year		**843.23**	**988.00**
Earnings per equity share [EPS]	23		
Par value per share		10	10
Basic EPS		5.85	6.69
Diluted EPS		5.85	6.69

Significant accounting policies are in the notes 1 to 4
The accompanying notes referred to above form an integral part of the financial statements.
As per our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of
SoftSol India Limited

CA N Rajesh
Partner
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Bhaskara Rao Madala
DIN : 00474589
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DIN:08466714
Director

Place: Hyderabad
Date: 28.05.2025

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025
(All amounts in ₹ lakhs, except share data and where otherwise stated)

	Year ended 31-03-2025	Year ended 31-03-2024
Cash flow from operating activities		
Profit before tax	**1,120.09**	**1,212.11**
Adjustments:		
Depreciation and amortisation expense	185.74	199.62
Interest income on fixed deposit	(440.73)	(461.02)
Finance cost - Ind AS	(2.65)	(1.51)
Provision/(reversal) for employee benefits	8.21	(77.62)
Gain on redemption of mutual funds	(2.62)	-
Unrealised gain on mark to market marking of mutual funds	(114.10)	(79.71)
Operating cash flows before working capital changes	**753.93**	**791.87**
(Increase)/decrease in trade receivables	38.92	182.22
Increase/(decrease) in trade payables	1.68	(27.09)
(Increase)/decrease in other current assets	(292.13)	69.78
(Increase)/decrease in other current financial assets	(1.31)	(1.74)
Increase in non-current financial assets	-	(114.64)
Decrease in other non-current financial liabilities	(112.40)	(69.52)
Increase/(decrease) in other current financial liabilities	(452.50)	301.05
Cash generated from operating activities	**(63.81)**	**1,131.95**
Income-taxes paid/(refund received), net	(280.85)	(328.05)
Net cash generated from operating activities (A)	**(344.66)**	**803.90**
Cash flows from investing activities		
Purchase of property, plant and equipment	(3.80)	(170.54)
Net Proceeds from (Investment in) mutual funds and venture capital funds	(30.61)	(926.51)
Interest income received	440.73	461.02
Net cash used in investing activities (B)	**406.32**	**(636.03)**
Cash flows from financing activities		
Buyback of shares	-	(313.93)
Net cash used in financing activities (C)	**-**	**(313.93)**
" Net (decrease)/ increase in cash and cash equivalents during the year (A + B + C)"	61.68	(146.06)
Cash and cash equivalents at the beginning of the year	38.75	184.81
Cash and cash equivalents at the end of the year	**100.43**	**38.75**
Cash and cash equivalents includes		
Balances with banks in current accounts	406.32	38.46
Cash on hand	0.35	0.30
	100.43	**38.75**

The Statement of the Cash Flow has been prepared using the indirect method as set out in IndAS-7 "Statement of Cash Flow"
As per our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

CA N Rajesh
Partner
M.No:F-223169
UDIN # 25223169BMILLY9405

Place: Hyderabad
Date: 28.05.2025

For and on behalf of Board of Directors of
SoftSol India Limited

Bhaskara Rao Madala
DIN : 00474589
Wholetime Director

Naga Padma Valli Kilari
DIN:08466714
Director

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

Statement of Changes in Equity for the year ended 31-03-2025
(All amounts in ₹ lakhs, except share data and where otherwise stated)

A. Equity Share Capital

	Notes	Number of shares	Amount
Equity share of Rs. 10/- each subscribe and fully paid As at 1 April 2023		**15,591,711**	**1,517.77**
Changes in equity share capital	12	-	-
As at 31 March 2024		**15,591,711**	**1,517.77**
Changes in equity share capital	12	-	-
As at 31 March 2025		**15,591,711**	**1,517.77**

B. Other Equity (Refer note 13)

	Reserves and Surplus				Other reserves			
	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	Remeasurement of defined benefit obligations	Unrealised Foreign Exchange Gain	Fair value changes in equity instruments through OCI	**Total**
Balance as at 31 March 2023	**386.39**	**3,093.09**	**696.90**	**14,158.77**	**(9.16)**	**459.66**	**(6,980.42)**	**11,805.23**
Profit for the year	-	-	-	988.00	-	-	-	988.00
Capital redemption reserve	-	-	-	-	-	-	-	-
Transfered in Pursuant to the scheme of arrangement	-	-	-	(10,626.22)	9.16	(459.66)	6,980.42	(4,096.30)
Other comprehensive income	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	**386.39**	**3,093.09**	**696.90**	**4,520.55**	**-**	**-**	**-**	**8,696.93**
Profit for the year		-	-	863.56	-		-	863.56
Capital redemption reserve	-	-	-	-	-	-	-	-
Cancellation of investment in Covance Softsol Limited	(1.00)	-	-	-	-	-	-	(1.00)
Other comprehensive income	-	-	-	-	(28.69)	-	-	(28.69)
Income tax relating to items of OCI	-	-	-	-	8.35	-	-	8.35
Balance as at 31 March 2025	**385.39**	**3,093.09**	**696.90**	**5,384.11**	**(20.33)**	**-**	**-**	**9,539.16**

This is the Statement of Change in Equity referred to in our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of
SoftSol India Limited

CA N Rajesh
Partner
M.No:F-223169
UDIN # 25223169BMILLY9405

Bhaskara Rao Madala
DIN : 00474589
Wholetime Director

Naga Padma Valli Kilari
DIN:08466714
Director

Place: Hyderabad
Date: 28.05.2025

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2025

1. Company information

Softsol India Limited ("the Company") is a listed public company domiciled and incorporated in India in accordance with the provisions of the Companies Act, 1956. The registered office of the Company is atPlot No. 4, Software Units Layout, Madhapur, Hyderabad – 500081.

The Company is engaged in the business of information and technology services and Infrastructural facilities including leasing of properties or spaces.

These financial statements for the year ended 31 March 2025 were authorized and approved for issue by the Board of Directors on 28May2025.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules 2015 issued by Ministry of Corporate Affairs ('MCA'). The Company has uniformly applied the accounting policies during the periods presented.

The financial statements have been prepared on going concern basis under the historical cost basis except for the following –

- Certain financial assets and liabilities which are measured at fair value; and
- Defined benefit plans – plan assets that are measured at fair values at the end of each reporting period.

3. Summary of significant accounting policies

The financial statements have been prepared using the accounting policies and measurement basis summarized below.

a. Operating Cycle

Based on the nature of services/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of its assets and liabilities as current and non-current.

b. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An **asset** is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

  All other assets are classified as non-current.

A **liability** is classified as current when:

- A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

c. Foreign currency:

Functional and presentation currency

The financial statements are presented in Indian Rupee ('INR' or '₹') which is also the functional and presentation currency of the Company.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items are converted to functional currency using the spotexchange rates as at the reporting date. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

d. Leases

Company as a lessor

The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

e. Property, plant and equipment (PPE)

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the written down value method, computed on the basis of useful lives as estimated by the management which coincides with the useful lives mentioned in Schedule II to the Companies Act, 2013Freehold land is not depreciated.

Cost of the leasehold land is amortized on a straight-line basis over the term of the lease.

The residual values, useful lives and method of depreciation of assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition
An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

f. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by theCompany, is classified as investment property. Investment property is measured initially at its cost, including relatedtransaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Companyand the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition ofthe property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

g. Other Intangible assets

Recognition and initial measurement
Other Intangible assets are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent measurement (amortisation)
The cost of capitalized software is amortized over a period of 3 years, on a written down value basis.

h. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

i. Financial instruments

Financial instruments
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity..

Financial assets

Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Equity instruments at fair value through profit or loss (FVTPL) and
- Equity instruments at fair value through other comprehensive income (FVOCI)

Debt instruments at amortised cost
A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Equity instruments measured at FVTPL and FVOCI
All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Cash and Cash Equivalents
Cash and Cash Equivalents represent cash and bank balances and fixed deposits with banks with original maturity of less than three months. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

Trade Receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

De-recognition
The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets that are debt instruments, and are measured at amortised cost e.g., deposits, trade receivables and bank balances.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value. The Company's financial liabilities include trade and other payables and security deposits.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Security deposits

After initial recognition, security deposits are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j. Income taxes

Tax expense recognized in statement of profit or loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Minimum Alternate Tax ('MAT') credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

k. Post-employment, long term and short term employee benefits

Defined contribution plan

The Company's contribution to provident fund and employee state insurance schemes is charged to the statement of profit and loss. The Company's contributions towards Provident Fund are deposited with the Regional Provident Fund Commissioner under a defined contribution plan.

Defined benefit plan

The Company has gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains and losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits

The Company also provides benefit of compensated absences to its employees which are in the nature of long -term benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recorded in the statement of profit and loss in the year in which such gains or losses arise.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

l. Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

m. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n. Cash Flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

4. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company.

Recognition of deferred tax assets: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Evaluation of indicators for impairment of assets: The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables: At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable/amortisable assets: Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

Defined benefit obligation (DBO): Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements: Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Provisions: At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

Interest Income
Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all financial instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate (EIR) method.

e. Property, plant and equipment (PPE)

Recognition and initial measurement
Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price. Any trade discount and rebates are deducted in arriving at the purchase price.
Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent measurement (depreciation and useful lives)
Depreciation on property, plant and equipment is provided on the written down value method, computed on the basis of useful lives as estimated by the management which coincides with the useful lives mentioned in Schedule II to the Companies Act, 2013 except for Plant and equipment which are depreciated over a useful life of 10 years as compared to useful life of 15 years mentioned in Schedule II of the Companies Act. Freehold land is not depreciated.

Cost of the leasehold land is amortized on a straight-line basis over the term of the lease.

The residual values, useful lives and method of depreciation of assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition
An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

f. Investment property

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. When the use of a property changes from owner occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

g. Other Intangible assets

Recognition and initial measurement
Other Intangible assets are stated at their cost of acquisition. The cost comprises purchase price. Any trade

(All amounts in ₹ lakhs, except share data and where otherwise stated)

5. Property, plant and equipment

	Freehold land	Buildings	Plant and Equipment (including Computers)	Furniture and Fixtures	Vehicles	Office equipment	Total
Gross carrying amount							
At 1 April 2023	190.86	1,040.72	464.28	256.90	41.21	7.80	2,001.78
Additions	-	-	-	3.46	153.02	1.79	158.26
Disposals/retirement	-	-	-	-	-	-	-
Transfered in pursuant to the scheme of arrangement	-	-	21.22	-	-	-	21.22
Balance as at 31 March 2024	**190.86**	**1,040.72**	**443.06**	**260.36**	**194.23**	**9.59**	**2,138.82**
Additions	-	-	3.17	0.64	-	-	**3.80**
Disposals/retirement	-	-	-	-	-	-	-
Transfered in pursuant to the scheme of arrangement	-	-	-	-	-	-	-
Balance as at 31 March 2025	**190.86**	**1,040.72**	**446.23**	**261.00**	**194.23**	**9.59**	**2,142.62**
Accumulated depreciation							
Up to 1 April 2023	2.79	334.75	373.52	234.23	32.18	3.92	981.38
Charge for the year	-	50.53	12.03	8.22	32.50	0.94	**104.23**
Adjustments for disposals/ retirement	-	-	-	-	-	-	-
Transfered in pursuant to the scheme of arrangement	-	-	15.21	-	-	-	15.21
Balance as at 31 March 2024	**2.79**	**385.28**	**370.34**	**242.45**	**64.69**	**5.00**	**1,070.39**
Charge for the year	-	48.00	5.05	7.13	33.86	1.01	95.04
Adjustments for disposals/ retirement	-	-	-	-	-	-	-
Transfered in pursuant to the scheme of arrangement	-	-	-	-	-	-	-
Balance as at 31 March 2025	**2.79**	**433.28**	**375.39**	**249.58**	**98.55**	**6.01**	**1,165.43**
Net book value as at 1 April 2023	188.07	705.97	90.76	22.67	9.03	3.88	1,020.39
Net book value as at 31 March 2024	188.07	655.44	72.72	17.91	129.54	4.59	1,068.43
Net book value as at 31 March 2025	**188.07**	**607.44**	**70.84**	**11.42**	**96.00**	**3.58**	**977.18**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

6. Investment property

	Buildings	Total
Gross carrying amount		
As at 1 April 2023	**2,622.23**	**2,622.23**
Additions	**13.76**	**13.76**
As at 31 March 2024	**2,636.00**	**2,636.00**
Additions	-	-
As at 31 March 2025	**2,636.00**	**2,636.00**
Accumulated depreciation		
Up to 1 April 2023	**505.89**	**505.89**
Charge for the year	95.39	95.39
Up to 31 March 2024	**601.28**	**601.28**
Charge for the year	90.70	90.70
Up to 31 March 2025	**691.98**	**691.98**
Net carrying amount		
As at 1 April 2023	2,116.35	2,116.35
As at 31 March 2024	2,034.72	2,034.72
As at 31 March 2025	**1,944.02**	**1,944.02**

7. Investments

	31 March 2025	31 March 2024
(i) Non-current		
Investments carried at fair value through OCI ('FVOCI')		
Investment in equity shares, unquoted		
Investments in subsidiary		
Covance Softsol Ltd Nil (31 March 2024:10000) Equity Shares of Rs 10 each, fully paid-up	-	1.00
	-	**1.00**

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Covance Softsol Limited and Softsol Resources Inc. have ceased to be subsidiary companies of Softsol India Limited Refer Note: 30

(ii) Current		
Investment carried at fair value through profit or loss ('FVTPL')		
Investment in mutual funds, quoted	1,167.23	1,019.90
	1,167.23	**1,019.90**
Investment carried at Fair Value through Other Comprehensive Income (FVOCI)		
Investment in units, unquoted		
Localbuy Technologies Pvt Ltd	21.53	21.53
32 CCPS of ₹10 Each(31 March 2024: 32)	**21.53**	**21.53**
	1,188.76	**1,041.43**
Aggregate amount of quoted investments and market value thereof	1,167.23	1,019.90
Aggregate amount of unquoted investments	21.53	21.53

(All amounts in ₹ lakhs, except share data and where otherwise stated)

8. Other financial assets

Unsecured, considered good	31 March 2025	31 March 2024
(i) Non-current		
Security deposits	70.10	70.10
Bank deposits (due to mature after 12 months from the reporting date)*	24.64	24.64
Loan to Covance Softsol Limited	7,291.98	7,291.98
Total	**7,386.71**	**7,386.71**
(ii) Current		
Interest accrued on deposits	5.76	4.45
Total	**5.76**	**4.45**

9. Other assets

	31 March 2025	31 March 2024
Current (Unsecured)		
- Considered good		
Advance for expenses	1.50	15.48
Other Receivables from Covance Softsol Limited	255.85	-
Prepaid expenses	4.60	8.00
Blances with Revenue Authorities	53.65	-
Total	**315.61**	**23.48**

10. Trade receivables

	31 March 2025	31 March 2024
(Unsecured)		
- Considered good	190.45	229.37
- Considered doubtful	-	-
	190.45	**229.37**
Less: Allowance for doubtful debts	-	-
b. Unbilled Receivable	-	-
Total	**190.45**	**229.37**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Trade Receivables ageing schedule:

As at 31 March 2025

		Outstanding for following periods from due to of payment				
Particulars	**Not due**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	190.45	-	-	-	-	190.45
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vii) Unbilled Receivables	-	-				-
Total	**190.45**	**-**	**-**	**-**	**-**	**190.45**

As at 31 March 2024

	Outstanding for following periods from due to of payment					
Particulars	**Not due**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	229.37	-	-	-	-	229.37
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
(vii) Unbilled Receivables	-	-	-	-	-	-
Total	**229.37**	**-**	**-**	**-**	**-**	**229.37**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

11. Cash and Bank Balances

	31 March 2025	31 March 2024
Cash and cash equivalents		
Balances with banks in current accounts	100.08	38.46
Cash on hand	0.35	0.30
Total	**100.43**	**38.75**

12. Equity share capital

i. Authorised share capital

	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
Equity shares of ₹10 each	50,000,000	5,000	50,000,000	5,000

ii. Issued, subscribed and paid up

Equity shares of ₹10 each fully paid up	14,763,689	1,476.37	14,763,689	1,476.37
Forfeited shares (amount originally paid)	828,022	41.40	828,022	41.40
Total	**15,591,711**	**1,517.77**	**15,591,711**	**1,517.77**

iii. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
Equity shares				
Balance at beginning and end of the year	15,591,711	1,517.77	15,591,711	1,517.77

iv. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing general meeting.

v. Details of shareholders holding more than 5% equity shares in the Company

	31 March 2025		31 March 2024	
	Number	% holding	Number	% holding
Durga VLK Madala	9,557,408	64.74%	9,557,408	64.74%
Talluri Samatha	3,324,525	22.52%	3,324,525	22.52%
Srinivasa Rao Madala	30,015	0.20%	30,015	0.20%
Sambasiva Rao Madala	118,400	0.80%	118,400	0.80%
Bhaskara Rao Madala	1,069,766	7.25%	1,069,766	7.25%

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Details of shares held by promoters

	31 March 2025			31 March 2024	
	Number of Shares	% Holding	% Change	Number of Shares	% holding
Durga VLK Madala	9,557,408	64.74		9,557,408	64.74
Srinivasa Rao Madala	30,015	0.20		30,015	0.20
Raja Rao Boyapati	25,300	0.17		25,300	0.17
Bhaskara Rao Madala	1,069,766	7.25		1,069,766	7.25
Sambasiva Rao Madala	118,400	0.80		118,400	0.80
M Sridevi	46,355	0.31		46,355	0.31
	10,847,244	**73.47**		**10,847,244**	**73.47**

vi. Calls unpaid on equity shares

	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
- By Directors and Officers	-	-	-	-
- By others at ₹5 per equity share	28,200	1.41	28,200	1.41
Total	**28,200**	**1.41**	**28,200**	**1.41**

13. Other equity

	31 March 2025	31 March 2024
Reserve and surplus		
Capital redemption reserve	386.39	386.39
Securities premium reserve	3,093.09	3,093.09
General reserve	696.90	696.90
Retained earnings	5,384.11	4,520.54
	9,559.49	**8,696.93**
Other reserves		
Remeasurement of defined benefit obligations	(20.33)	-
Total	**9,539.16**	**8,696.93**

Nature and purpose of reserves

Capital redemption reserve

The Company uses Capital redemption reserve for transactions in accordance with the provisions of the Companies Act, 2013.

Securities premium reserve

Securities premium is used to record the premium received on issue of equity shares.

General reserve

The Company generally appropriates a portion of its earnings to the general reserve to be used for contingencies. These reserves are freely available for use by the Company.

Fair value changes on equity instruments through OCI

The Company has elected to recognise changes in the fair value of certain investment in equity shares and units in OCI. This amount will be reclassified to retained earnings on derecognition of equity shares and units.

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Remeasurement of defined benefit obligations

The reserve represents the remeasurement gains/(losses) arising from the actuarial valuation of the defined benefit obligations of the Company. The remeasurement gains/(losses) are recognized in other comprehensive income and accumulated under this reserve within equity. The amounts recognized under this reserve are not reclassified to statement of profit or loss.

14. Other Financial Liabilities

	31 March 2025	31 March 2024
(i) Non-current		
Security deposits	548.14	627.96
Accrued Rent	99.23	134.46
	647.37	**762.42**
(ii) Current		
Accrued expenses	26.36	32.67
payable to Covance Softsol Limited	-	453.83
Capital creditors	1.51	-
Others	21.23	15.10
Total	**49.10**	**501.60**

15. Provisions

	31 March 2025	31 March 2024
(i) Non-current		
Gratuity	14.51	-
Compensated absences	0.19	-
Total	**14.70**	**-**
(ii) Current		
Gratuity	21.92	-
Compensated absences	0.27	-
Income tax	-	71.35
Total	**22.19**	**71.35**

(a) Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/ exit, restricted to a sum of ₹ 20 laks in accordance with Payment of Gratuity Act, 1972.

(i) Change in projected benefit obligation		
Projected benefit obligation at the beginning of the year	79.19	-
Service cost	2.03	-
Interest cost	5.72	-
Actuarial loss	28.69	-
Benefits paid	-	-
Transfered in pursuant to the scheme of arrangement	(79.19)	
Projected benefit obligation at the end of the year	**36.43**	**-**
(ii) Reconciliation of present value of obligation on the fair value of plan assets		
Present value of projected benefit obligation at the end of the year	36.43	-
Net liability recognised in the balance sheet	**36.43**	**-**
(iii) Expense recognized in the statement of profit and loss		
Interest cost	5.72	-
Service cost	2.03	-
Net gratuity costs/(benefits)	**7.75**	**-**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

	31 March 2025	31 March 2024
(iv) Expense recognized in OCI		
Recognized net actuarial loss	28.69	-
	28.69	**-**
(v) Key actuarial assumptions		
Discount rate	6.79%	-
Salary escalation rate	7.00%	-
(vi) Expected future cash flows		
The defined benefit obligation shall mature after year ended as follows:		
Within 1 year	22.54	-
2- 3 years	5.49	-
3 years and above	16.18	-

16. Trade payables - Not Due

	31 March 2025	31 March 2024
Dues to micro and small enterprises	-	-
Others	15.89	14.21
	15.89	**14.21**

As at 31 March 2025

	Outstanding for following periods from the due date of payment				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
i) MSME	-	-	-	-	-
ii) Others	15.89	-	-	-	15.89
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
Total	**15.89**	**-**	**-**	**-**	**15.89**

As at 31 March 2024

	Outstanding for following periods from the due date of payment				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
i) MSME	-	-	-	-	-
ii) Others	14.21	-	-	-	14.21
iii) Disputed Dues-MSME	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-
Total	**14.21**	**-**	**-**	**-**	**14.21**

(a) There are no micro and small enterprises, as defined under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues as at the reporting date (31 March 2025: Nil, 1 April 2024 : Nil). The micro and small enterprises have been identified by management on the basis of information available with the Company and have been relied upon by the auditors.

Ratios as per the Schedule III requirements

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Current Assets	1,801.01	1,337.48
Current Liabilities	87.19	587.17
Ratio	**20.66**	**2.28**
% Change from previous year	**806.92%**	**N.A**

Reason for change more than 25%:
This ratio has Increased from 2.28 in March 2024 to 20.66 in March 2025 mainly due to Reduction of current liabilities and Increase in current assets.

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Total debt	-	-
Total equity	11,056.93	10,214.70
Ratio	**-**	**-**
% Change from previous year	**N.A**	**N.A**

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at 31 March 2025	As at 31 March 2024
Profit after tax	863.56	988.00
Add: Non cash operating expenses and finance cost	219.00	234.00
-Depreciation and amortizations	**185.74**	**199.62**
-Finance cost	**32.98**	33.89
Earnings available for debt services	**1,083.00**	**1,222.00**
Interest cost on borrowings	-	-
Principal repayments	-	-
Total Interest and principal repayments	-	-
Ratio	-	-
% Change from previous year	**0.00%**	**0.00%**

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	As at 31 March 2025	As at 31 March 2024
Net profit after tax	863.56	988.00
Equity	11,056.93	10,214.70
Ratio	**0.08**	**0.10**
% Change from previous year	**-19.25%**	**N.A**

Reason for change more than 25%:
This ratio has been decreased due to decrease in profit.

e) Inventory Turnover Ratio = Cost of goods sold divided by closing inventory

Particulars	As at 31 March 2025	As at 31 March 2024
Cost of goods sold	-	-
Closing Inventory	-	-
Inventory Turnover Ratio	**-**	**-**
% Change from previous year	**0.00%**	0.00%

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Credit Sales	1,274.17	1,351.31
Closing Trade Receivables	190.45	229.37
Ratio	**6.69**	**5.89**
% Change from previous year	**13.56%**	**N.A**

Reason for change more than 25%: Not Applicable

g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Credit Purchases	394.30	346.20
Closing Trade Payables	15.89	35.30
Ratio	**24.81**	**9.81**
% Change from previous year	**153.03%**	**N.A**

Reason for change more than 25%: Not Applicable

h) Net capital Turnover Ratio = Sales divided by Working capital whereas working capital= current assets - current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Sales	1,274.17	1,351.31
Working Capital	1,713.82	750.32
Ratio	**0.74**	**1.80**
% Change from previous year	**-58.72%**	**N.A**

Reason for change more than 25%:

This ratio has decreased due to decline in sales.

i) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2025	As at 31 March 2024
Net profit after tax	863.56	988.00
Sales	1274.17	1351.31
Ratio	**0.68**	**0.73**
% Change from previous year	**-7.30%**	**N.A**

Reason for change more than 25% Not Applicable

j) Return on Capital employed (pre cash)=Earnings before interest and taxes (EBIT) divided by Capital Employed (pre cash)

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before tax (A)	1,120.09	1,212.12
Finance Costs (B)	32.98	33.89
Other Income (C)	592.68	**576.14**
EBIT (D) = (A)+(B)-(C)	**560.00**	**670.00**
Capital Employed (Pre Cash) (J)=(E)-(F)-(G)-(H)-(I)	**10,733.00**	**10,161.00**
Total Assets (E)	12,108.92	11,828.34
Current Liabilities (F)	87.19	587.17
Current Investments (G)	1,188.76	1,041.43
Cash and Cash equivalents (H)	100.43	38.75
Bank balances other than cash and cash equivalents (I)	-	-
Ratio (D)/(J)	0.05	0.07
% Change from previous year	**-2.94%**	**N.A**

Reason for change more than 25% : Not applicable

Note :The financial figures for the year ended March 31, 2024, have been restated pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal.Hence, percentage change from the previous year is not applicable for the financial year ended March 31, 2024.

As per our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

For and on behalf of Board of Directors of
SoftSol India Limited

CA N Rajesh
Partner
M.No:F-223169
UDIN # 25223169BMILLY9405

Bhaskara Rao Madala
DIN : 00474589
Wholetime Director

Naga Padma Valli Kilari
DIN:08466714
Director

Place: Hyderabad
Date: 28.05.2025

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

17. Revenue from operations

	31 March 2025	31 March 2024
Sale of services		
Rental income	1,274.17	1,351.31
Total	**1,274.17**	**1,351.31**

18. Other income

	31 March 2025	31 March 2024
Interest income	440.73	461.02
Gain on redemption of mutual funds and Venture Capital units	2.62	-
Unrealised gain on mark to market marking of mutual funds and other units	114.10	79.71
Other non-operating income	35.23	35.40
Total	**592.68**	**576.14**

19. Employee benefits expense

	31 March 2025	31 March 2024
Salaries and wages	103.25	94.88
Contribution to provident and other funds (refer note a below)	7.24	8.63
Staff welfare expenses	2.08	10.63
Total	**112.57**	**114.14**

(a) The amount recognized as an expense towards contribution to provident fund for the year aggregated to ₹5.41 (31 March 2024: ₹49.23) and towards employee state insurance fund aggregated to ₹0.44 (31 March 2024: ₹0.82).

20. Finance Costs

	31 March 2025	31 March 2024
Interest expense for financial liabilities carried at amortised cost	32.58	33.89
Bank Charges	0.40	-
Total	**32.98**	**33.89**

(All amounts in ₹ lakhs, except share data and where otherwise stated)

21. Other expenses

	31 March 2025	31 March 2024
Power and fuel	45.08	49.97
Repairs and maintenance:	-	-
- Buildings	77.15	58.05
- Plant and equipment	32.08	37.61
- Others	14.48	11.13
Insurance	5.43	6.18
Rates and taxes	76.52	47.22
Communication	2.60	2.10
Travelling and conveyance	6.01	3.85
Legal and professional fees	28.68	39.44
Director's sitting fees	4.80	5.20
Fees and subscriptions	5.36	6.76
Advertisement charges	1.86	1.57
Payments to the auditor (refer note (i))	7.00	7.00
Postage,Printing & Stationery	2.25	1.44
Security Service charges	32.76	27.93
Guest House maintenance	16.09	4.30
Water charges	4.44	2.92
Cleaning charges	22.66	19.32
Miscellaneous expenses	3.07	1.58
CSR Expenses	21.17	21.48
Dmerger Expenses	6.00	12.64
Total	**415.47**	**367.68**

(i) Details of payments to auditors :	**31 March 2025**	**31 March 2024**
As auditor:		
- Statutory & Audit fee	7.00	7.00
-Certificate fee	-	-
-Reimbursement of expenses	-	-

22. Income tax

	31 March 2025	31 March 2024
Tax expense comprises of:		
Current income tax	277.18	271.02
Deferred tax Liability (Asset)	38.68	12.33
Total	315.86	283.35

The major components of income tax expense and the reconciliation of expected tax expense based on the effective tax rate of the Company at 29.12% and the reported tax expense in the statement of profit and loss is as follows:

Tax on Other Comprehensive Income		
Re-measurement loss on defined benefit plans	(8.35)	-
Gain/(Loss) on fair value changes on equity instruments	-	-
Gain on exchange fluctuation	-	-
Total	(8.35)	-

Summary of significant accounting policies and other explantory information
(All amounts in ₹ lakhs, except share data and where otherwise stated)

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	31 March 2025	31 March 2024
Profit before tax	1,120.09	1,212.11
Tax at the Indian tax rate	29.12%	29.12%
Expected tax expenses	326.17	352.97
Permanent Difference		
Expenses disallowed under income tax Act, 1961	21.17	21.48
Income tax expense	**347.63**	**374.73**
Profit After Adjusting permanent difference	1,141.26	1,233.59
Expected Tax	315.86	283.35
Effective tax rate	27.68%	22.97%

Deffered Tax

Particulars	Depreciation	Gratuity – actuarial valuation	Total Deferred Tax (Net)
Opening Balance	264.05	-	264.05
Recognized in P&L	49.29	(2.26)	47.04
Recognized in OCI	-	(8.35)	-
Closing Balance	313.34	(10.61)	311.09

23. Earnings per share (EPS)

	31 March 2025	31 March 2024
Profit attributable to equity shareholders	863.56	988.00
Weighted average number of equity shares used in computing per share	14,763,689	14,763,689
Earnings per equity share (in absolute ₹ terms) :		
Basic and Diluted	5.85	6.69
Nominal Value per share equity share	10	10

24. Fair value measurements

(i) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Summary of significant accounting policies and other explantory information
(All amounts in ₹ lakhs, except share data and where otherwise stated)

(ii) Financial assets and financial liabilities measured at fair value

	31 March 2025	31 March 2024
Fair value hierarchy (Level 1)		
Financial assets		
Investment in mutual funds	1,167.23	1,019.90
Fair value hierarchy level (Level 3)		
Financial assets		
Investment in equity shares of subsidiary	-	1.00
Investment in equity units of venture capital fund	21.53	21.53

The Company does not have any financial instrument measured at fair value on recurring basis under Level 2 catergory. There are no transfers between levels during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

(iii) Valuation technique used to determine fair value

Investment in equity units of venture capital fund are valued based on valuation principles, techniques and methodology adopted by such venture capital fund. Investment in equity share of subsidiary are valued based on valuation techniques, including discounted cash flow method, adopted by the Company.

(iv) Financial instruments by category

for instruments carried at amortised cost, carrying value represents the best estimate of fair value.

	31 March 2025			31 March 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	1,167.23	21.53	-	1,019.90	21.53	-
Trade receivables	-	-	190.45	-	-	229.37
Cash and cash equivalents	-	-	100.43	-	-	38.75
Other bank balances	-	-	-	-	-	-
Other financial assets	-	-	5.76	-	-	4.45
Total financial assets	**1,167.23**	**21.53**	**296.64**	**1,019.90**	**21.53**	**272.57**

	31 March 2025			31 March 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial liabilities						
Trade payables	-	-	15.89	-	-	14.21
Other financial liabilities	-	-	49.10	-	-	501.60
Total financial liabilities	**-**	**-**	**64.99**	**-**	**-**	**515.81**

Summary of significant accounting policies and other explantory information
(All amounts in ₹ lakhs, except share data and where otherwise stated)

25. Financial instruments risk management

"The Company's principal financial liabilities comprises of trade and other payables. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Company also holds FVTOCI and FVTPL investments.

The Company is exposed to credit risk, market risk and liquidity risk. The Company's Board of Directors oversees the management of these risks. The Company's Board of Directors are supported by the senior management that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board of Directors that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

A. Credit risk

'Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for credit losses and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Trade and other receivables

'The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Financial assets that are neither past due nor impaired

'None of the Company's cash equivalents, including fixed deposits, were either past due or impaired as at 31 March 2025

Financial assets that are past due but not impaired

The Company's credit period for customers generally ranges from 30 - 60 days. The aging of trade receivables that are not due and past due but not impaired is given below:

	31 March 2025	31 March 2024
Neither past due nor impaired	-	-
Past due not impaired:		
less than 180 days	190.45	229.37
181-365 days	-	-
Greater than 365 days	-	-
	190.45	**229.37**

Other than trade receivables, the Company has no significant class of financial assets that is past due but not impaired.

On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses during the year ended 31 March 2025 and 31 March 2024.

Summary of significant accounting policies and other explantory information
(All amounts in ₹ lakhs, except share data and where otherwise stated)

B. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet obligations, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company's principal sources of liquidity are the cash flows generated from operations. Further the Company has no long term borrowings and working capital facilities which the management believes are not required considering its present scale of operations.

Maturities of financial liabilities

The tables below analyses the Company's financial liabilities following into different maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is insignificant.

31 March 2025	Up to 1 year	From 1 to 3 years	More than 3 years	Total
Non-derivatives				
Trade and other payables	15.89	-	-	15.89
Other financial liabilities	49.10	647.37	-	696.47
Total	**64.99**	**647.37**	**-**	**712.36**

31 March 2024	Up to 1 year	From 1 to 3 years	More than 3 years	Total
Non-derivatives				
Trade payable	14.21	-	-	14.21
Other financial liabilities	501.60	762.42	-	1,264.03
Total	**515.82**	**762.42**	**-**	**1,278.24**

Summary of significant accounting policies and other explantory information
(All amounts in ₹ lakhs, except share data and where otherwise stated)

C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk. Thus, the Company's exposure to market risk is a function of revenue generating and operating activities in foreign currencies.

26. Capital risk management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares. Total capital is the equity as shown in the statement of financial position. Currently the Company does not have any long term borrowings and working capital facilities.

27. Related party disclosures

(a) Names of the related parties and nature of relationship

Names of related parties	Nature of relationship
Madala Srinivasa Rao, Chairman Madala Bhaskar Rao, Whole Time Director Koteswara Rao Y, Chief Financial Officer (upto Nov'2024) Devi Prasad Rath, Chief Financial Officer (from Nov'2024) M Nagaraju , Company Secretary	Key Managerial Personnel (KMP)
Covance Softsol Limited	Enterprise over which KMP Personnel Exercise Significant influence

(b) Transactions with related parties

	For the year ended	
	31 March 2025	31 March 2024
Transactions with Covance SoftSol Limited		
Interest Received for the year	438.58	452.31
Rent Received for the year	32.88	-
Transactions with KMPs		
Short-term employee benefits*	57.12	58.44

(c) Balances receivable

	31 March 2025	31 March 2024
Receivable from Covance SoftSol Limited	7,547.83	6,838.14

*KMPs are eligible for gratuity and compensated absences along with other employees of the Company. The provision made for gratuity and compensated absences pertaining to the KMPs has not been included in the aforementioned disclosures as these are not determined on an individual basis.

28. Segment reporting

The Company is engaged Real Estate related services such lease of commercial spaces in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments, the Chairman,Whole time Director and Chief Financial Officer of the Company are considered as Chief Operating Decision Makers (CODM) who evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segments.

29. Contingent liabilities and commitments

	As at	
	31 March 2025	31 March 2024
(a) Commitments		
Pursuant to the Scheme of arrangement Commitment of invesment in funds transferred to Covance softsol Limited	-	-
(b) Contingent liabilities		
Guarantees excluding financial guarantees		
Bank guarantee	15.22	15.22

30. Composite Scheme of Arrangement

(A) The Board of Directors of the Company, in its meeting held on 14th August 2023, approved a Composite Scheme of Arrangement ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, between Softsol India Limited ("Transferor Company" or "Softsol") and Covance Softsol Limited ("Transferee Company" or "Covance"), a wholly owned subsidiary of the Company, and their respective shareholders and creditors.

The Scheme inter-alia provides for:

1. Transfer and vesting of the IT Consulting Services Business Undertaking ("Demerged Undertaking") from the Transferor Company to the Transferee Company;

2. Reduction and cancellation of the share capital of the Transferee Company held by the Transferor Company;

3. Issuance and allotment of shares by the Transferee Company to the shareholders of the Transferor Company in consideration for the transfer of the Demerged Undertaking.

The Hon'ble National Company Law Tribunal (NCLT), [Hyderabad Bench], sanctioned the Scheme on 12th September 2024, which became effective on 25th September 2024 upon filing of the certified copy of the NCLT Order with the respective Registrar of Companies.

Pursuant to the Scheme becoming effective, the Demerged Undertaking was transferred and vested into Covance Softsol Limited with effect from April 1, 2023, i.e., the Appointed Date as per the Scheme.

All transactions pertaining to the Demerged Undertaking from the Appointed Date up to the Effective Date have been carried out by Softsol on behalf of Covance, in accordance with the provisions of the Scheme.

Disclosure in Financial Statements

Further, the statement of profit and loss for the year ended March 31, 2024, has been restated by the Company to give effect to the Scheme.

The assets and liabilities of the Demerged Undertaking were transferred at their book values as appearing in the books of the Company with effect from April 1, 2023, being the Appointed Date as per the Scheme.

Particulars	1st April 2023
ASSETS:	
Non-Current Assets	
(a) Property,Plant and Equipment	6.01
(b) Other intangible assets	0.04
(c) Financial assets	
(i) Investments	1,760.93
(ii) Loan to Subsidiary Company	7,276.62
Total non-current assets-A	**9,043.60**
Current assets	
(a) Financial Assets	
(i) Investments	1,843.36
(ii) Trade receivables	418.71
(iii) Cash and cash equivalents	401.20
(b) Other current assets	
Prepaid expenses	11.51
Total current assets-B	**2,674.78**
TOTAL ASSETS -(A+B)	**11,718.38**
LIABILITIES:	
Non-current liabilities	
(a) Financial liabilities	
(i) Other financial liabilities	
Loan from Softsol India Limited	7,276.62
(b) Provisions	
Gratuity	57.92
Compensated absences	5.98
Income tax	195.47
Total non-current liabilities-C	**7,535.99**
Current Liabilities	
(a) Financial Liabilities	
(i) Trade payables	6.59
(ii) Other Financial Liabilities	
Accrued expenses	22.33
Others	43.45
(b) Provisions	
Gratuity	11.27
Compensated absences	2.44
Total current Liabilities-D	**86.07**
Net Assets Transferred	**4,096.32**

Pursuant to the Scheme, the difference between the book value of the assets and liabilities transferred to Covance Softsol Limited has been debited to the following reserves of the Company:

Particulars	1st April 2023
Retained earnings	10,626.22
Remeasurement of defined benefit obligations	(9.16)
unrealized Foreign Exchange Fluctuation Gain	459.66
Fair value changes in equity instruments through OCI	(6,980.42)
Total	**4,096.30**

(B) Basis of Carve-Out Financials with respect to Demerged Undertaking till Effective Date

The financial information related to the Demerged Undertaking has been prepared in accordance with the Guidance Note on 'Combined and Carve-out Financial Statements' ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"), which lays down the overall framework for the preparation and presentation of carve-out financial information. In preparing the said carve-out financial statements, the principles set out in the Guidance Note and the accounting treatment as per the Scheme have been applied as follows:

i. The directly identifiable assets, liabilities, income, and expenditure of the Demerged Undertaking are based on the books of accounts and underlying accounting records maintained by the Company.

ii. Other common assets including current investments in mutual funds, liabilities, income, and expenditure that are not directly attributable have been allocated other reasonable bases as approved by the Board.

(C) Issuance and Allotment of Equity Shares by Covance Softsol Limited

Pursuant to the Scheme, Covance Softsol Limited has issued and allotted equity shares to the shareholders of Softsol India Limited whose names appeared in the register of members of Softsol as on the Record Date, i.e., October 11, 2024. One equity share of ₹10/- each in Covance has been issued and allotted as fully paid up for every one equity share of ₹10/- each held in Softsol India Limited.

31. Additional Regulatory Information:

I. There are no immovable properties included in Property Plant and Equipment, whose title deeds are not held in the name of the Company.

II. The Company has not revalued its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year ended March 31, 2025.

III. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

IV. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority, as per the available information.

V. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

VI. The Company has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.

VII. Audit Trail:
The Company has used accounting software and certain other related software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level and the same has operated throughout the year for all relevant transactions recorded in the software, except that:

a. At accounting software, there are certain privileged / administrative access rights for which audit trail feature isn't enabled at application level.

b. audit trail feature is not enabled at the database level in so far as it relates to accounting and other related software.

Further no instance of audit trail feature being tampered with was noted in respect of these software

32. Deferred tax assets have been recognised only to the extent of deferred tax liabilities i.e deferred tax assets have been recognized only to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilized against future taxable income of the Company.

33. Where ever required figures have been regrouped.

As per our report of even date.

for **PAVULURI & CO**
Chartered Accountants
(Firm Regn.No:012194S)

CA N Rajesh
Partner
M.No:F-223169
UDIN # 25223169BMILLY9405

Place: Hyderabad
Date: 28.05.2025

For and on behalf of Board of Directors of
SoftSol India Limited

Bhaskara Rao Madala
DIN : 00474589
Wholetime Director

Naga Padma Valli Kilari
DIN:08466714
Director

M Nagaraju
Company Secretary

Devi Prasad Rath
Chief Financial Officer

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