
SoftSol India Limited

Board of Directors	Mr. Srinivasa Rao Madala Mr. Bhaskar Rao Madala Dr. T. Hanuman Chowdary Mr. B.S. Srinivasan Mr. P. Venkatramaiah Mrs. Neelima Thota	Chairman Whole time Director Independent Director Independent Director Independent Director Independent Director
Chief Financial Officer	Mr. Srinivasa Mandava	
Company Secretary	Mrs. Chavali Lalitha (ACS-15660) (Upto 30-09-2014) Mr. B. Laxman (ACS-20625) (effective from 01-10-2014)	
Statutory Auditors	M/s. JVSL & Associates Chartered Accountants, Hyderabad.	
Internal Auditors	M/s. Balarami & Nagarjuna, Chartered Accountants, Hyderabad.	
Bankers	Axis Bank Limited, Begumpet, Hyderabad. Axis Bank Limited, Madhapur, Hyderabad. Axis Bank Limited, Dwarakanagar, Visakhapatnam. State Bank of India, Madhapur, Hyderabad.	
Registered Office	Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081. Telephone: +91 (40) 30719500 Facsimile: + 91 (40) 30784306 E-mail: cs@softsol.com Website: www.softsolindia.com	
Registrars & Share Transfer Agent	M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 008, Telangana Phone: 040 - 67161519, Emails: shastry.mvn@karvy.com, srikrishna.p@karvy.com mercy.soujanya@karvy.com.	

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Letter to Shareholders

Dear members

I take pleasure in presenting the Twenty Fifth Annual Report of your Company. I use this opportunity to present the past year performance and what we hope to do in the future.

During the year under review, your Company recorded consolidated revenues of Rs. 65.77 crores and achieved net profit of Rs. 1.76 crores for the year.

We hope to review the company situation and determine the best course of action to continue to find ways to improve our financial performance and offer liquidity to our shareholders. We will make conscious efforts to focus on IT market in India and also other opportunities available.

I am confident that our company will do well in the coming years.

Sincerely Yours

Srinivasa Rao Madala
Chairman

Notice of the 25th Annual General Meeting

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of SoftSol India Limited (CIN: L7220TG1990PLC011771) will be held on Wednesday, the 30th day of September, 2015 at 10.00 a.m., at the registered office of the Company situated at Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana to transact the following business:

1. To receive and adopt the Audited Financial Statements of the Company (both standalone and consolidated basis) for the year ended March 31, 2015 and together with the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Srinivasa Rao Madala (DIN 01180342), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications(s), the following resolution as ordinary resolution.

“RESOLVED THAT pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, the appointment of M/s. JVSL & Associates, Chartered Accountants, Hyderabad (FRN: 015002S) for continuance as Auditors for financial year 2015 – 16 be and hereby ratified by the members of the Company at such remuneration as may be determined by the Board of Directors of the Company.”

On behalf of the Board of Directors

Bhaskar Rao Madala

Whole time Director

Place: Hyderabad

Date: 13-08-2015

Registered Office:

Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081

Bhaskara.Madala@softsol.net, www.softsolindia.com

Notes:

- 1) 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 (AVAILABLE ELSEWHERE IN THE ANNUAL REPORT) 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.

- 2) The Register of Members and the Share Transfer Books of the company will be closed from 24 September 2015 to 30 September 2015 (both days inclusive) in connection with the AGM.
- 3) Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. Copies of the Annual Report will not be provided at the AGM.
- 4) M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 008, Telangana 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.
- 5) 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.
- 6) 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 R&T agents of the Company.
- 7) The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its members in the electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their e-mail address for the said purpose. Members are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications.
- 8) In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. Mr. M. Vijaya Bhaskara Rao, (Membership No. FCS 6273) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- 1) The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - a) In case of Members receiving an e-mail from Karvy :
 - i. Launch an internet browser and open <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). The Event No.+ Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering the above details Click on - Login.
 - iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to 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. You need to login again with the new credentials.
 - v. On successful login, the system will prompt you to select the E-Voting Event
 - vi. Select the EVENT of SOFTSOL INDIA LIMITED and click on - Submit.
 - vii. Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - ix. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at vbmraoassociates@gmail.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_EVENT NO."
- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- i. INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.
- | EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
| – | – | – |
- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- 2) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
 - 3) If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
 - 4) The voting rights shall be as per the number of equity share held by the Member(s) as on wednesday, 23rd September 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - 5) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting

period shall commence at 9.00 a.m. on Friday, 25th September, 2015 and will end at 5.00 p.m. on Monday, 28th September, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.

- 6) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- 7) The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 8) Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

 Example for NSDL : MYEPWD <SPACE> IN12345612345678
 Example for CDSL : MYEPWD <SPACE> 1402345612345678
 Example for Physical : MYEPWD <SPACE> XXX1234567
 - b) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy’s toll free number 1-800-3454-001
 - d) Member may send an e-mail request to evoting@karvy.com
- 9) The results shall be declared on or after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Item No. 2: Brief Profile of Directors seeking re-appointment at this Annual General Meeting:

a) Name:	Mr. Srinivasa Rao Madala
b) DIN:	01180342
c) Date of Birth:	01-06-1961
d) Date of Appointment:	27-12-1998
e) Designation:	Director (Chairman)
f) Number of Shares held in the Company:	840000
g) Directorships & Committee memberships in other companies:	NIL

Srini Madala is the Founder of SoftSol Inc. and the SoftSol group of companies. He served as the Chairman and CEO until early 2012, and is currently Chairman of the Board of the SoftSol group of companies. With more than 20 years of experience in the information technology industry, he developed SoftSol’s global presence by successfully executing large mission-critical IT projects of well-known corporations and government organizations within and outside the United States.

Srini served on the Board of Directors at KQED, a nonprofit public media organization in San Francisco, and has also served the city of Monte Sereno in the capacity of Site and Architecture Commissioner. Srini is involved in multiple charitable activities, including personal contributions for nonprofits in health, education, and entrepreneurship. Srini has conceived and helped create Center for Community Development (www.madala.org), at Varni, Nizamabad District, Telangana, a rural town in India to act as a catalyst for integrated development targeting a population of 500,000 in a 300 sq. mile area. As a Charter Member of TiE Silicon Valley, he assisted and mentored aspiring entrepreneurs.

An alumnus of the Stanford Graduate School of Business, Srini received his graduate diploma in Industrial Engineering from the National Institute of Industrial Engineering, Mumbai, and a Bachelor's degree in Mechanical Engineering from the National Institute of Technology, Warangal. He now resides in Monte Sereno with his wife and their two children.

On behalf of the Board of Directors

Bhaskar Rao Madala

Whole time Director

Place: Hyderabad

Date: 13-08-2015

Registered Office:

Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081

Bhaskara.Madala@softsol.net, www.softsolindia.com

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the 25th Directors' Report on the business and operations of your Company, for the year ended March 31, 2015.

Financial Highlights

(Amount in Rs. Lakhs)

	Stand Alone		Consolidated	
	31-03-2015	31-03-2014	31-03-2015	31-03-2014
Revenue from Operations	498.41	563.99	6,577.03	5,766.75
Other Income	1,029.11	1,102.16	1,064.37	1,141.69
Total Revenue	1,527.52	1,661.15	7,641.40	6,908.44
Profit before Interest, Depreciation & Tax (Before Exceptional Items)	478.88	789.62	729.15	828.72
Depreciation	312.03	460.26	470.84	313.43
Finance Costs	-	-	10.02	-
Profit before Tax (Before Exceptional Items)	166.85	329.36	248.29	515.29
Exceptional Items	-	-	-	-
Current Tax	34.00	66.00	61.19	140.36
Deferred Tax	11.57	85.12	11.57	85.12
Profit after Tax	121.28	178.24	175.53	289.81
Dividend Proposed	-	-	-	-
General Reserve	696.90	696.90	696.90	696.90
EPS (Basic & Diluted) (in Rs.)	0.72	1.06	1.04	1.72

Review of Operations

During the year under review, your Company recorded income of Rs. 498.41 from export of software in comparison with previous year's income of Rs. 563.99 Lakhs. Your company achieved net profit of Rs. 121.28 Lakhs for the year in comparison with the previous year's net profit of Rs. 178.24 Lakhs.

Review of operations of Wholly owned subsidiary

SoftSol Resources Inc., (SRI) a wholly owned subsidiary of your Company, recorded total revenue of US\$ 10.2 Millions for the year 2014 in comparison with the previous year's revenue of US\$ 9.37 Millions. SRI recorded net profit of US\$ 88,422 for the year 2014 in comparison with the previous year's net profit of US\$ 1,94,874.

Outlook and Business:

Softsol India Limited is an IT services company that focuses on enabling businesses to achieve their strategic objectives.

The tech industry is being reshaped in numerous ways. Disruption is evident in software and services delivery, business models, the vast amount of money being poured into startups of all stripes, the cloud, big data,

entrepreneurialism, and constant innovation. Against that backdrop, companies can no longer rely on one-note value strategies. Analysts indicate which immediate path holds the most chance for short-term success, but over time, both improving margins and finding new revenue streams are critical for success.

The Company is taking planned steps to diversify its revenue sources by changing its strategic growth plan to move to a hybrid outsourcing model with a focus on products and platforms in addition to services offerings. This strategy enables the Company to capitalize on the opportunities as the world transitions to digital commerce. This transition is prone to challenges as well opportunities which bring potential volatility with it. Fortunately, the Company with its 20+ years of experience has demonstrated success in navigating volatility and achieving managed transition to strengthen its long-term foundation. The Company is committed to use this opportunity to diversify its business and expand its reach to geographies beyond North America.

The Company's approach to focus on strategic accounts, continue to differentiate its service offerings within its focus area, attracting & retaining top talent, focus towards enhancing operational efficiency and scale-up towards building a delivery capability & excellence has established the Company as a preferred partner for its clients within its focused verticals. The client's response towards its solution offering was encouraging. The Company shall continue to propel further in its area of strength through alliances, developing customer center of excellence and by readying its clients to be prepared for digital age. The Company believes that its efforts in becoming a reliable partner to its clients will make it a leader in digital solution provider in the years to come.

The Company will enhance its cutting-edge proposition to address new customers, strengthening its emphasis on marketing to small and medium-sized firms.

Management Discussions and Analysis Report

Management Discussions and Analysis Report, as required under the Listing Agreement with the Stock Exchanges is forms part of the Report.

Dividend

In view of the financial performance of your Company during the year 2014-15, your Directors have not recommended any dividend for this financial year.

Amounts transferred to Reserves:

During the year under review the Board carried Rs. 5792794/- to the Reserves.

Extract of the Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed to this report.

Directors:

None of the directors of the company is disqualified under the provisions of the Companies Act, 2013 or under the Listing Agreement with the BSE.

As per the provisions of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Srinivasa Rao Madala, retire by rotation and being eligible offer himself for re-appointment at this Annual General Meeting.

The existing composition of the Company's board is fully in conformity with the applicable provisions of the Act 2013 and Clause 49 of the Listing Agreement having the following directors as non-executive Independent

Director's, namely Dr T. Hanuman Chowdhary, Mr. B. S. Srinivasan, Mr. P. Venkatramaiah and Mrs. Thota Neelima.

Number of meetings of the Board

During the year Four Board Meetings and Four Audit Committee Meetings were convened and held. The details of these are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Board Committees:

Details regarding the composition, terms and references, number of meetings and attendance of respective members of the various committees of board are provided separately in the Corporate Governance Report.

Statement on declaration given by Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Company's policy on Directors' appointment and remuneration

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 of the Companies Act, 2013 relating to the remuneration for the Directors, key managerial personnel, and other employees.

Explanations or comments by the Board on every qualification, reservation or adverse remark

There is no qualification, reservation or adverse remark or disclaimer made –

- (i) by the auditor in his report; and
- (ii) by the Company Secretary in practice in her secretarial audit report.

Particulars of Loans, Guarantees or Investment

There are no loans given, guarantees issued or investments made to which provisions of Section 186 of the Companies Act, 2013 are applicable to the Company.

Corporate Governance:

The Company will continue to uphold the true spirit of Corporate Governance and implement the best governance practices. A report on Corporate Governance pursuant to the provisions of Clause 49 of the Listing Agreement forms part of the Annual Report. As required under Clause 49 of the Listing Agreement, the Certificate regarding compliance of conditions of corporate governance is enclosed to the Report.

WTD and CFO Certification

In accordance with the provisions of the Clause 49 of the Listing Agreement, the Whole time Director and Chief Financial Officer of the Company have submitted a certificate for the year ended 31st March, 2015, to the Board of Directors.

Listing at Stock Exchange:

The Equity Shares of the Company continue to be listed on Bombay Stock Exchange Limited and the annual listing fees for the year 2015-16 have been paid to the Exchange.

Auditors:

In accordance with the provisions of Section 139 of the Companies Act, 2013 and the transition period mentioned therein, M/s. JVSL & Associates, Chartered Accountants, Hyderabad were appointed as Statutory Auditors of the Company for a period of three years at the 24th Annual General Meeting of the Company held on 30th September 2014 and they will continue in office upto the conclusion of the 27th Annual General Meeting.

However, in accordance with the provisions of Section 139 of the Companies Act, 2013, their continuance of office as Auditors shall be subject to ratification of members at the forthcoming Annual General Meeting.

The Company has obtained necessary certificate under Section 141 of the Companies Act, 2013 from the Auditors conveying their eligibility for the above appointment. The Audit Committee and Board reviewed their eligibility criteria, as laid down in Section 141 of the Companies Act, 2013 and recommended their appointment as auditors for the aforesaid period.

Secretarial Auditors

During the year under review the Board of Directors had appointed M/s VBM Rao & Associates, Company Secretaries, Hyderabad for conducting secretarial audit in accordance with the provisions of Companies Act, 2013 and the rules framed there under. The Secretarial Audit Report is annexed and forms part of this report.

Fixed 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 31st March, 2015, there are no unclaimed deposits with the Company. Further the Company has not defaulted in repayment of deposits or payment of interest thereon.

Particulars of contracts or arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons who may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:**A. Conservation of energy:**

- a) 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 etc), (c) operational energy efficiency.
- b) The steps taken by the Company for utilising alternate sources of energy: NIL

- c) The capital investment on energy conservation equipments: NIL

B. Technology absorption:

- a) 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.
- b) The 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.

- (ii) The expenditure incurred on Research and Development: Nil.

- C. Foreign Exchange earnings and outgo: Total foreign exchange earnings during the year were Rs. 444.91 Lakhs (Previous year Rs. 181.20 Lakhs) and foreign exchange outgo was: NIL (previous year: NIL).

Report on Risk Management Policy

The Company has formed the Risk Management Committee with its members as Mr. T. Hanuman Chowdhary, Mr. B. S. Srinivasan and Mr. P. Venkatramaiah and the committee will perform its activities according to the Risk Policy finalized by the Board indicating the development and implementation of Risk Management.

Corporate Social Responsibility (CSR) Initiatives

Pursuant to Section 135 Companies Act, 2013 read with Rules and General Circular No. 21/2014 dated 18th June 2014 issued by MCA Corporate Social Responsibility is not applicable to the Company for the financial year 2014-15.

Particulars of Employees

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

Annual Evaluation by the Board of its Own Performance

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

Transfer of Unpaid/Unclaimed amounts to IEPF

Pursuant to the provisions of Section 125 of Companies Act, 2013 the 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 Section 125 of the Companies Act, 2013.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 as at March 31, 2015 and of the profit and loss of the company for that period;
- c) the directors had 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 had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

“Internal Financial Controls” means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including the adherence to 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;

- f) the directors had devised proper systems to ensure compliances with the provisions of the applicable laws and that such systems were adequate and operating effectively.

Vigil Mechanism / Whistle Blower Policy

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

Subsidiaries, Joint Venture or Associate Companies

Your company has prepared the consolidated financial statements in accordance with the relevant accounting standards and the provisions of the Companies Act, 2013 (Act). Pursuant to the provisions of the Act, documents in respect of the subsidiary company M/s. SoftSol Resources Inc., USA viz., Directors' Report, Auditor's Report, Balance Sheet and Profit and Loss Account, are attached the Annual Report.

Details of Significant and Material Orders passed by the Regulators

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Details in respect of Adequacy of Internal Controls

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 (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to 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'. All employees of the Company are covered under the aforementioned Policy.

The summary of complaints received and disposed off upto 31st March 2015 were as under:

Number of complaints received: Nil

Number of complaints disposed off: Not Applicable

Acknowledgements:

Your Directors take this opportunity to thank all investors, business partners, clients, banks, regulatory and governmental authorities, stock exchanges and employees for their continued support.

On behalf of the Board of Directors

Bhaskar Rao Madala

Whole time Director

Place: Hyderabad

Date: 13-08-2015

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. SoftSol has complied with the requirements of the Corporate Governance Code in terms of Clause 49 of the Listing Agreement with the Stock Exchange as disclosed here in below:

SoftSol continues to follow procedures and practices in conformity with the Code of Corporate Governance as stipulated by the Securities & Exchange Board of India (SEBI).

2. Board of Directors

Composition of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. The Chairman is a Non-Executive Director. The number of Independent Non-Executive Directors is more than half of the Board's total strength. All Independent Non-Executive Directors comply with the legal requirements of being "Independent."

The composition of the Board of Directors and their attendance at Board Meetings during year and at the last Annual General Meeting are given below:

Name of the Director	Director Identification Number	Category	Designation	Board Meetings held	Board Meetings attended	Last AGM
Mr. Srinivasa Rao Madala	01180342	Promoter Non-Executive Director	Chairman	4	1	No
Mr. Bhaskara Rao Madala	00474589	Promoter Director	Whole time Director	4	4	Yes
Dr. T. Hanuman Chowdary	00107006	Independent Non-Executive Director	Director	4	4	Yes
Mr. B.S. Srinivasan	00482513	Independent Non-Executive Director	Director	4	4	Yes
Mr. P. Venkatramaiah	00030102	Independent Non-Executive Director	Director	4	4	Yes
Mrs. Neelima Thota	06938559	Independent Non-Executive Director	Director	3	3	No

* Mrs. Neelima Thota was appointed as Independent Director (Woman Director) with effect from 14th August 2014.

Details of number of Directorships and Committee Memberships held by Directors in other Companies:

Name of the Director	Board		Committee	
	Chairman	Member	Chairman	Member
Mr. Srinivasa Rao Madala	Nil	Nil	Nil	Nil
Mr. Bhaskara Rao Madala	Nil	Nil	Nil	Nil
Dr. T. Hanuman Chowdary	Nil	2	2	4
Mr. B. S. Srinivasan	Nil	2	Nil	3
Mr. P. Venkatramaiah	Nil	Nil	Nil	Nil
Mrs. Neelima Thota	Nil	Nil	Nil	Nil

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 four times on 21-05-2014, 14-08-2014, 14-11-2014 and 13-02-2015.

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 four months.

Code of Conduct:

In pursuance of the amended Clause 49 of the Listing Agreement, the Board has suitably modified the 'Code of Conduct for Board of Directors and Senior Management' and same has been circulated and posted on the Company's website. The directors and senior management personnel have given their declarations confirming compliance of provisions of above Code of Conduct.

Declaration

As provided under Clause 49 of the Listing Agreements with the stock exchanges, it is hereby declared that all board members and senior management personnel of the Company have affirmed the compliance of the Code of Conduct for the year ended 31st March, 2015

Bhaskar Rao Madala

Whole-time Director

Place: Hyderabad

Date: 13-08-2015

3. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013. The terms of reference includes:

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) monitoring the end use of funds raised through public offers and related matters.

Composition and Attendance:

Audit Committee consists of three independent Non-executive Directors and one Executive Director. Members are Dr. T.Hanuman Chowdary, Mr. B.S.Srinivasan, Mr. P. Venkatramaiah and Mr. Bhaskar Rao Madala. Dr. T.Hanuman Chowdary is the Chairman of the Committee. The Company Secretary Mr. Baddam Laxman (ACS – 20625) acts as the Secretary to the Committee. Members of the Committee are well versed in finance, accounts, company law and general business practices.

During the financial year 2014-15 Audit Committee of the Board of Directors met four times on 21-05-2014, 14-08-2014, 14-11-2014 and 13-02-2015. All the members of the Committee attended all the meetings.

The Chairman of the Audit Committee was present at the 24th Annual General Meeting (AGM). Representatives of the statutory and internal auditors attended the meetings of the audit committee. The chief financial officer is present at the meetings of the committee.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of three non-executive independent directors Dr. T.Hanuman Chowdary, Mr. B.S.Srinivasan and Mr. P. Venkatramaiah. Dr. T. Hanuman Chowdary is the Chairman of the Committee. The Committee met once on 14-08-2014 during the financial year and all members present at the meeting.

The Company Secretary Mr. Baddam Laxman (ACS – 20625) acts as the Secretary to the Committee.

The role of Nomination and Remuneration Committee is –

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Remuneration Policy:

The Committee has the mandate to review and recommend compensation payable to the Whole-time Director and Senior Executives of the Company. No director other than Mr. Bhaskar Rao Madala is drawing remuneration from Company. Mr. Bhaskar Rao Madala is drawing remuneration for the services rendered in the capacity of Whole-time Director of the Company. A sitting fee of Rs. 10,000 (Rupees Ten thousand only) is being paid to non-executive directors for attending each board meeting.

The details of remuneration and sitting fees paid or provided to each of the Directors during the year 2014-15 are as follows:

(In Rs.)					
Name of the Director	Designation	Salary & Perks	Commission	Sitting Fees	Total
Mr. Srinivasa Rao Madala	Director	Nil	Nil	Nil	Nil
Mr. Bhaskara Rao Madala	Whole-time Director	13,17,600	Nil	Nil	Nil
Dr. T. Hanuman Chowdary	Director	Nil	Nil	30,000	30,000
Mr. B. S. Srinivasan	Director	Nil	Nil	30,000	30,000
Mr. P. Venkatramaiah	Director	Nil	Nil	30,000	30,000

No other benefits, bonuses, stock options, pensions or performance-linked incentives are paid to directors except as mentioned above and there are no pecuniary relationships or transactions by the non-executive directors during the financial year.

Shareholding of the Directors in the Company as on 31 March 2015:

Mr. Srinivasa Rao Madala holds 8,40,000 Equity Shares and Mr. Bhaskar Rao Madala, Whole time Director, holds 2,49,966 equity shares in the Company. No other director holds any shares, convertible instruments or stock options in the company.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of three non-executive independent directors and one executive director. Mr. Bhaskar Rao Madala, Mr. B. S. Srinivasan, Mr. P. Venkatramaiah and Dr. T. Hanuman Chowdary (Chairman).

The Company Secretary Mr. Baddam Laxman (ACS – 20625) acts as the Secretary to the Committee.

The role of the committee

The role includes considering and resolving of grievances of stakeholders and speedy disposal of requests received from security holders. During the year, the Committee met 4 times to review status and redressal of shareholders' / investors' complaints.

Status of complaints of shareholders/investors is as under:

Complaints pending as on 1st April, 2014	NIL
Number of complaints received during year ended 31st March, 2015	NIL
Number of complaints attended to/resolved during the year	NIL
Complaints pending as on 31st March, 2015	NIL

The share transfers are processed on behalf of the Company by the Registrar and Transfer Agents viz. Karvy Computershare Private Limited and are placed for approval by the Committee which are noted and ratified in subsequent board meeting.

Number of share transfers pending for approval as on 31st March, 2015	NIL
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Compliance Officer: Mr. Baddam Laxman, Company Secretary
Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081
Telephone: + 91 (40) 30719500, Facsimile: + 91 (40) 30784306
E-mail: cs@softsol.com, Website: www.softsol.com

6. General Body Meetings

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

Year/Period	Day, Date and Time	Location
2011-2012	Saturday, 29th September, 2012 at 10.00 a.m.,	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2012-2013	Monday, 30th September, 2013 at 10.00 a.m.,	At the Registered office of the Company at Plot No.4, Software Units Layout, Madhapur, Hyderabad – 500 081.
2013-2014	Tuesday, 30th September 2014 at 10.00 a.m.,	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 AGMs: NO.
- Whether any special resolution passed last year through postal ballot: NO.
- Whether any special resolution is proposed to be conducted through postal ballot: NO.
- Procedure for postal ballot: N.A.

7. Disclosures:**a) Details of Related Party Transactions:**

SoftSol Technologies Inc., USA (STI) holds 52.76% of the total shareholding of SoftSol India Limited. SoftSol India Limited (SIL) holds 100% shareholding of SoftSol Resources Inc., USA (SRI) and hence SRI is a wholly owned subsidiary of SIL. The transactions details of the Company with the STI & SRI as of 31.03.2015 are:

Details	Party Name	31-03-2015 (in Rs.)	31-03-2014 (in Rs.)
Sales	SoftSol Technologies Inc.	2,35,09,095	Nil
	SoftSol Resources Inc.	2,09,81,461	1,81,20,238
Investment	SoftSol Resources Inc.	-	95,34,04,053

No Loans and Advances to Subsidiary Company have been made in the financial year 2014-15. But the Company has issued guarantees / securities to the Bank for the loans granted to the Subsidiary Company. 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) There were no materially significant related party transactions (i.e. transactions of the Company of material nature), in potential conflict with interests of the Company at large. Transactions with related parties are disclosed in Notes to the Accounts in Annual Report.
- c) There were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter relating to Capital Market during last three years.
- d) During the year under review, the Vigil Mechanism and Whistle Blower Policy was adopted by the board of directors to provide a framework to promote responsible and secure reporting of undesirable activities. During the year there was no reporting of any undesirable activity by any person.
- e) All mandatory requirements have been appropriately complied with and non-mandatory requirements are dealt with at the end of the Report.
- f) Management Discussion and Analysis is annexed to the Directors' Report to shareholders and forms part of Annual Report.
- g) As per 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.

The Company has complied with all the applicable mandatory requirements of the Clause 49 (Corporate Governance) of the Listing Agreement.

Prohibition of Insider Trading:

In compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct for insider trading regulations which is applicable to all the directors, officers and such employee's of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.

Compliance Report:

A Compliance report 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.

8. Means of Communication

- a) In compliance with Clause 41 of Listing Agreement, the Company regularly intimates un-audited quarterly and audited annual financial results to Stock Exchanges immediately after they are taken on record by Board.
- b) The financial results were published in National English and vernacular daily newspapers viz. Business Standard/Indian Express (English) and Andhra Bhumi/Andhra Prabha/Andhra Jyothi (Telugu).
- c) The financial results and official press releases are posted on the Company's website www.softsolindia.com.
- d) The official news releases and the presentation made to the investors/ analysts are also displayed on the Company's website.

Management Discussion and Analysis Report forms part of the Report of the Directors.

9. CEO/CFO Certification:

The requisite certification from the Whole time Director and Chief Financial Officer required to be given under Clause-49 was placed before the Board of Directors of the Company.

10. General Shareholders Information:

a) Registered Office & address for Correspondence

Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081
Telephone: + 91 (40) 30719500, Facsimile: + 91 (40) 30784306
E-mail: cs@softsol.com, Website: www.softsol.com

b) Annual General Meeting: (Date, Time and Venue)

Wednesday, the 30th day of September 2015 at 10.00 A.M. at the Registered Office of the Company.

c) Financial Calendar

The Company follows April-March as its financial year. The results for every quarter beginning from April are declared in the month following the quarter.

d) Book Closure

From September 24, 2015 to September 30, 2015 (both days inclusive)

e) Listing of Shares

The Company shares are listed on The Bombay Stock Exchange Limited and the Company has paid listing fees for the financial year 2015-16 to the Stock Exchange.

f) Stock Code/Symbol

The Bombay Stock Exchange Limited - 532344

g) Share Transfer Agent

M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 008, Telangana

Contact Persons: Mr. MVN Shastry, Mr. P. Srikrishna and Ms. Mercy Sowjanya

Phone: 040 - 67161519, Emails: shastry.mvn@karvy.com, srikrishna.p@karvy.com mercy.soujanya@karvy.com.

h) Share Transfer System

Equity Shares lodged for transfer in physical mode are normally registered within 15 days from the date of receipt. The Share Transfer Agent is handling all the Share Transfers and related transactions. As on March 31, 2015, no share transfer or complaints were pending.

Shares held in the dematerialised form are electronically traded in the Depository and the Registrars and Share Transfer Agents of the Company periodically receive from the Depository the beneficiary holdings so as to enable them to update their records.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders.

i) Dematerialization of shares and liquidity**Dematerialisation of shares:**

Mode of Holding	Number of Shares	Percentage of holding
NSDL	16509156	98.14
CDSL	101086	0.60
Physical	212271	1.26
Total	16822513	100.00

Liquidity: The Company's Equity shares are traded on BSE Limited.
International Securities Identification Number: INE002B01016.

j) Category wise Shareholding as at March 31, 2015.

Category	Number of Shareholders	No. of Shares held	Percentage of Shareholding (%)
Promoters (Both Indian & Foreign)	9	11657229	69.30
Mutual Funds and UTI	0	Nil	Nil
Banks, Financial Institutions, Insurance Companies	0	Nil	Nil
FII's	0	Nil	Nil
Private Corporate Bodies	38	24306	0.14
Indian Public	1798	590873	3.51
Non-Resident Indians	8	2654044	15.78
Overseas Body Corporates	2	1896061	11.27
Total	1855	16822513	100

k) Shareholders holding more than 1% of the Shares:

Name of the Shareholder	Number of shares held	Percentage
Promoters:		
SoftSol Technologies Inc	8875444	52.76
Sambasiva Rao Madala	904715	5.38
Srinivasa Rao Madala	840000	4.99
Durga VLK Madala	681964	4.05
Bhaskar Rao Madala	249966	1.49
Public:		
Adalat Corporation	1755370	10.43
Radha Krishna Ghanta (Trustee of AAM Trust)	1250000	7.43
Radha Krishna Ghanta (Trustee of SSM Trust)	1250000	7.43

l) Market Price Data:

The monthly high and low quotations of shares traded on The Bombay Stock Exchange Limited during each month in last financial year are as follows:

Month	BSE– High	BSE– Low	Volume (number of Shares)	Month	BSE– High	BSE–	Volume (number of shares)
April 2014	50.00	40.60	7,528	October 2014	58.00	45.00	8,519
May 2014	54.60	38.55	10,020	November 2014	64.00	43.55	20,330
June 2014	53.90	43.15	11,059	December 2014	53.00	43.60	6,189
July 2014	55.65	41.45	36,468	January 2015	62.85	44.10	11,531
August 2014	56.70	40.35	28,823	February 2015	65.00	45.70	16,549
September 2014	56.00	41.50	31,477	March 2015	52.00	43.50	3,430

m) Distribution of Shareholding as at March 31, 2015.

Number of Equity Shares held	Shareholders (Numbers)	Shareholders (Percentage)	Shares (Numbers)	Shares (Percentage)
1 – 5000	1635	88.09	2730490.00	1.63
5001 – 10000	136	7.33	1158880.00	0.69
10001 – 20000	37	1.99	560770.00	0.33
20001 – 30000	18	0.97	473960.00	0.28
30001 – 40000	3	0.16	112000.00	0.07
40001 – 50000	2	0.11	90980.00	0.05
50001 – 100000	4	0.22	233330.00	0.14
100001 & above	20	1.13	162864720.00	96.81
Total	1855	100.00	168225130.00	100.00

Compliance Officer: Mr. Baddam Laxman, Company Secretary
 Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081
 Telephone: + 91 (40) 30719500, Facsimile: + 91 (40) 30784306
 E-mail: cs@softsol.com, Website: www.softsol.com

Certificate pursuant to Clause 49(V) of the Listing Agreement

To
The Board of Directors of
SoftSol India Limited
Hyderabad.

This is to certify that:

a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of their knowledge and belief:

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) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

d) We have indicated to the auditors and the Audit committee

i. There are no significant changes in internal control over financial reporting during the year;

ii. There has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Bhaskar Rao Madala
Whole-time Director

Srinivas Mandava
Chief Financial Officer

Place: Hyderabad
Date: 13-08-2015

**Certificate of Compliance with the conditions of Corporate Governance under Clause
49 of the Listing Agreement**

The members of
SoftSol India Limited

1. We have examined the compliance of conditions of Corporate Governance by SoftSol India Limited (the Company) the year ended March 31, 2015 as stipulated in clause 49 of the listing agreement of the said Company with the stock exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.
4. We further state that such compliance 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.

M. Vijaya Bhaskara Rao
Company Secretary in Practice
Certificate of Practice No. 5237

Place: Hyderabad
Date: 13-08-2015

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part “A”: Subsidiaries

1	S. No.	01
2	Name of the Subsidiary	SOFTSOL RESOURCES INC, USA
3	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	31-12-2014
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	USD
5	Share capital	13120 Ordinary Shares of USD 100 each
6	Reserves & surplus	
7	Total assets	USD 42,94,156
8	Total Liabilities	USD 42,94,156
9	Investments	0
10	Turnover	USD 1,02,50,105
11	Profit before taxation	USD 1,32,748
12	Provision for taxation	USD 44,326
13	Profit after taxation	USD 88,422
14	Proposed Dividend	0
15	% of shareholding	100%

- Names of subsidiaries which are yet to commence operation: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

SECRETARIAL AUDIT REPORT**Form No. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31-03-2015

To,
The Members,
SoftSol India Limited
(CIN: L72200TG1990PLC011771)
Plot No. 4, Software Units Layout, Madhapur
Hyderabad - 500 081, Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SoftSol India Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the SoftSol India Limited 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31-03-2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31-03-2015 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- 5) 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, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable during the audit period);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable during the audit period);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable during the audit period); and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable during the audit period);
- 6) and other laws generally applicable to the company.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India. (Not applicable during the audit period 2014-15)
- b) The Listing Agreement entered into by the Company with BSE Limited (BSE);

To the best of our knowledge and understanding, we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as referred above.

I further report that

The Board of Directors of the Company is 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 generally carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings are carried through and recorded as part of the minutes.

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

I further report that during the audit period, there were no instances of:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

For VBM Rao & Associates
Company Secretaries

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

Place: Hyderabad
Date: 13-08-2015

Management's Discussion and Analysis

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

A. Industry structure and developments

Changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporations to transform their operations. Consumers of products and services are increasingly demanding accelerated delivery times and lower prices. Companies are focusing on their core competencies and are using outsourced technology service providers to adequately address these needs. The role of technology has evolved from supporting corporations to transforming them. There is an increasing need for highly skilled technology professionals in the markets in which we operate. At the same time, corporations are reluctant to expand their internal IT departments and increase costs. Corporations are increasingly turning to offshore service providers for higher quality, cost competitive technology solutions. As a result, offshore service providers have become critical to the operations of many enterprises and they continue to grow in recognition and sophistication. In view of this, the addressable market for offshore technology services has expanded.

India IT Industry

The IT Industry in India continues to grow in double digit and as per NASSCOM is estimated to have reached USD 146 billion in FY15, a growth of around 13% over FY14. Of the total industry the IT Services segment which is the largest contributor to the industry is estimated to have reach USD 68.6 billion in FY15, a growth of 12.1% over FY14. The IT services segment in India has fast evolved from being an application development and management to now a full service provider. The IT outsourcing market prospects in India are very strong and are driven by increased spends in Infrastructure Service Outsourcing (ISO), Software Testing, Custom Application Development and Management (CADM) and SPA / web service segments. With increased digitalization the CADM segment is fast growing driven by mobility, social, cloud and analytics.

Further the nature of technology outsourcing is changing. Historically enterprise either outsourced their technology requirement entirely or on a standalone, project-project basis. In an environment of rapid technological change, globalization and regulatory changes, the complete outsourcing model is often perceived to limit a company's operational flexibility and not fully deliver potential cost savings and efficiency benefits. Similarly, project-by-project out sourcing is also perceived to result in increased operational risk and coordination costs and is failing to leverage technology service provider's full range of capabilities. To address these issues, companies are looking at outsourcing approaches that require their technology service providers to develop specialized systems, processes and solutions along with cost-effective delivery capabilities.

B. Opportunities and threats of Global IT services and Products

These are challenging times for the Indian IT Industry given the current global financial crisis. All companies are under threat given the uncertainties in the market today. India is no longer decoupled from the global economy

and all sectors, whether it is IT or BPO which are directly linked to the fortunes of global business or retail, manufacturing and real estate which depend on the prosperity of the citizens to succeed will need to prepare themselves for a period of uncertainty and start building strategies and new capabilities for success in the future.

Every crisis creates new opportunities and there are new possibilities emerging in every segment. Service firms have the opportunity to build wider and deeper relationships with their clients, challenging the assumptions on what work can be done in near shore and offshore locations and identifying new areas to partner to meet the customer's need to preserve profits in difficult times.

Companies in the knowledge services business will need to be watchful and avoid excessive cost or capacity build up at a time when demand will be weak at least for the next few quarters. Product and IP creating firms can identify niche areas that emerge through the periods of instability and education and training firms can address the task of re-skilling both the existing workforce and job seekers to make them more suitable for the new challenges.

The main risks causing concern to the IT Industry and your Company as well are ability to attract and retain talent, withdrawal of Tax benefits, Currency Exchange risks, etc.

Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share Price to decline. We may not be able to sustain our previous profit margins or levels of profitability. The economic environment, pricing pressure and decreased employee utilization rates could negatively impact our revenues and operating results.

Your Company has a Risk Assessment and minimization process, which is monitored on a periodic basis. Various risks that are closely monitored are Business risks i.e. Client concentration risk, geographical risk, competition risk and financial risk mainly in the area of foreign currency fluctuations.

We have a well-defined business contingency plan and disaster recovery plan to address these unforeseen events and minimize the impact on services delivered from our development centre

With solid management practices driven by a stable leadership team, a well diversified service portfolio aligned to market needs, a wide geographic presence, increased levels of productivity through efficiency frameworks and a proven track record through its Innovation, the Company is confident of increased success in the years to come.

C. Outlook

We have made very good progress in deepening the relationship with existing customers. As we are entering in to the domestic business, we expect to achieve higher growth rates in income and profits during the coming year.

With the economic uncertainties, we are exploring the domestic market as well as Asia Pacific region for driving the growth and mitigating risk in the developed world. This growth is largely driven by increased acceptance of IT within the country as a major growth enabler and a competitive tool for Indian corporations to compete in an increasingly globalized environment.

D. Internal Control Systems and their adequacies

The company strictly adheres to the internal control systems proven to be effective over the years. The internal audit team carries out extensive audit on all operations at regular intervals. The company implements the policies and procedures so as to safeguard the assets and interests of the company.

The internal control systems are implemented with a view to achieve good ethical culture within the organization. The internal control systems would ensure that any vulnerability in the achievement of company's objectives caused by risk factors whether internal or external, existing or emerging, is detected and reported in a timely manner and is meted out with appropriate corrective action. Strong internal controls minimize the risk of frauds by introducing effective checks and balances into the financial system.

The company has quarterly internal audit, an independent appraisal function, to evaluate the effectiveness of the company's internal control system. The findings of internal audit are periodically placed before the Audit committee and the Board of Directors of the company.

E. Financial Performance of the company

Your company had recorded consolidated revenues of Rs. 65.77 crores and achieved net profit of Rs. 1.76 crores in the current year. We expect to achieve significant growth in revenue and net income in the coming year.

F. Human Resources

Our focus is to develop individual and team competencies and capabilities for driving operational excellence and building a high performance organization. Hence our Talent Management program is focused on Talent Acquisition, Development and Retention.

We have our employees undergo certification programs each year to develop the skills relevant for their roles. We have also adopted a performance-linked compensation program that links compensation to individual performance, as well as meeting organisational goals.

We have initiated various measures from time to time to maintain a competitive, healthy and harmonious work environment at all levels.

EXTRACT OF ANNUAL RETURN FORM NO. MGT-9

As on the financial year ended on 31/03/2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

A	CIN	L72200TG1990PLC011771
B	Registration Date	20th September 1990
C	Name of the Company	SOFTSOL INDIA LIMITED
D	Category/Sub-Category of the Company	Indian Non-Government Company
E	Address of the Registered office and contact details	Plot No. 4, Software Units Layout, Madhapur, Hyderabad - 500 081, Telangana Compliance Officer : Mr. Baddam Laxman, Company Secretary, Tel: +91 (40) 30719500 Facsimile: +91 (40) 30784306 Email: cs@softsol.com, Website: www.softsol.com
F	Whether listed company Yes/No	Yes, Listed with BSE Limited
G	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500008, Telangana Contact Persons: Mr. MVN Shastry, Mr. P. Srikrishna and Ms. Mercy Sowjanya Phone: 040 - 67161519, Emails: shastry.mvn@karvy.com, srikrishna.p@karvy.com mercy.soujanya@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Computer programming, consultancy and related activities	62-620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held held	Applicable Section
1.	SOFTSOL RESOURCES INC 46755, Fremont Blvd, Fremont, California – 94538, USA	Not applicable	SUBSIDIARY	100	2(87)

IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% of Change during the year
(A) Promoters									
(1) Indian									
(a) Individual/HUF	1234521	0	1234521	7.34	1234521	0	1234521	7.34	0
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	1234521	0	1234521	7.34	1234521	0	1234521	7.34	0
(2) Foreign									
(a) NRIs - Individuals	707264	0	707264	4.20	1547264	0	1547264	9.20	5%
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	8875444	0	8875444	52.76	8875444	-	8875444	52.76	0
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	9582708	0	9582708	56.96	10422708	0	10422708	61.96	5%
Total Shareholding of Promoter (A)= (A) (1) + (A) (2)	10817229	0	10817229	64.30	11657229	0	11657229	69.30	5%

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% of Change during the year
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt (s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
(2) Non- Institutions									
(a) Bodies Corp									
i. Indian	23407	0	23407	0.14	24306	0	24306	0.14	0
ii. Overseas									
(b) individuals									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	443428	75826	519254	3.09	439655	71526	511181	3.04	-0.5%
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	69161	0	69161	0.41	79692	0	79692	0.47	0.6%
(C) Others (Specify)									
NRI's	2654890	54	2654944	15.78	2653990	54	2654044	15.78	0
Foreign Bodies	2595370	0	2595370	15.43	1755370	0	1755370	10.43	-5%
OCB	0	140691	140691	0.84	0	140691	140691	0.84	0
Clearing Members	2457	0	2457	0.01	0	0	0	0	-0.1%
Sub-Total (B)(2)	5788713	216571	6005284	35.70	4953013	212271	5165284	30.70	-5%
Total Public Shareholding = (B) (1) + (B) (2)	5788713	216571	6005284	35.70	4953013	212271	5165284	30.70	-5%
C. Shares held by custodian for GDRs & ADRs									
Grand Total (A+B+C)	16605942	216571	16822513	100	16610242	212271	16822513	100	0

(ii) Shareholding of Promoters:

S. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change during the Year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SOFTSOL TECHNOLOGIES INC	8875444	52.76	0	8875444	52.76	0	Nil
2	SAMBASIVARAO MADALA	904715	5.38	0	904715	5.38	0	Nil
3	DURGA V L K MADALA	681964	4.05	0	681964	4.05	0	Nil
4	M BHASKARA RAO	249966	1.49	0	249966	1.49	0	Nil
5	M SRIDEVI	46355	0.28	0	46355	0.28	0	Nil
6	RAJA RAO BOYAPATI	25300	0.15	0	25300	0.15	0	Nil
7	B ANURADHA	19800	0.12	0	19800	0.12	0	Nil
8	VIJAYA LAKSHMI K	13685	0.08	0	13685	0.08	0	Nil
9	MADALA SRINIVASA RAO	Nil	Nil	0	840000	4.99	0	+5%
	Total	10817229	64.30	0	11657229	69.30	0	+5%

(iii) Change in Promoters' Shareholding (please specify, if there is no change): Mr. Srinivasa Rao Madala

S. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	840000	5%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Transfer of Shares on 16-03-2015 (Promoter acquired 840000 Shares)	-	-	-
	At the End of the year	-	-	840000	5%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Adalat Corporation				
	At the beginning of the year	2595370	15.43		
	Changes during the year	Transfer of 840000 shares on 16-03-2015	5.00		
	At the End of the year	1755370	10.43		
2.	AAM Trust				
	At the beginning of the year	1250000	7.43		
	Changes during the year	0	0		
	At the End of the year	1250000	7.43		
3.	SSM Trust				
	At the beginning of the year	1250000	7.43		
	Changes during the year	0	0		
	At the End of the year	1250000	7.43		
4.	National Heritage Foundation				
	At the beginning of the year	140691	0.84		
	Changes during the year	0	0		
	At the End of the year	140691	0.84		
5.	B. Prameela				
	At the beginning of the year	95369	0.57		
	Changes during the year	0	0		
	At the End of the year	95369	0.57		
6.	N. Chandrashekar Murthy				
	At the beginning of the year	58121	0.35		
	Changes during the year	0	0		
	At the End of the year	58121	0.35		
7.	Ramesh Premchand Mehta				
	At the beginning of the year	25000	0.15		
	Changes during the year	0	0		
	At the End of the year	25000	0.15		
8.	Dr. K. Vasundhara				
	At the beginning of the year	20000	0.12		
	Changes during the year	0	0		
	At the End of the year	20000	0.12		
9.	D. Venkateshwar Rao				
	At the beginning of the year	13391	0.08		
	Changes during the year	0	0		
	At the End of the year	13391	0.08		
10.	Vatsala Gandhi				
	At the beginning of the year	10770	0.06		
	Changes during the year	0	0		
	At the End of the year	10770	0.06		

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	249966	1.49	840000	5%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Transfer of Shares on 16-03-2015 (Promoter acquired 840000 Shares)	-	-	-
	At the End of the year	-	-	1089966	6.49%

V. INDEBTEDNESS:**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Mr. Bhaskara Rao Madala	-	-	-	
1	Gross salary					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,17,600	-	-	-	13,17,600
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
Total (A)		13,17,600		-	-	-
Ceiling as per the Act		60,00,000		-	-	-

B. Remuneration to other Directors:

S. No	Particulars of Remuneration	Name of Directors			Total Amount
		Dr. T. H. Chowdhary	Mr. B. S. Srinivasan	Mr. P. Venkatramaiah	
3.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	30,000	30,000	30,000	90,000
Total (1)					
4.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify				
Total (2)		30,000	30,000	30,000	90,000
Total (B) = (1)+(2)					14,07,600
Total Managerial Remuneration					14,07,600
Overall Ceiling as per the Act					19,30,821

C. Remuneration to other Directors key managerial personnel other than MD/MANAGER/WTD:

		Key Managerial Personnel			
S. No	Particulars of Remuneration	CEO	CS	CFO	Total
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		615000	1485000	2100000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
Total (A)		-	615000	1485000	2100000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief Description	Details of Penalty Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal Made if any (give Details)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Independent Auditor's Report

To The Members of
SOFTSOL INDIA LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of SOFTSOL INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a

true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section-143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, 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 Company had no branch offices during the year under audit.
 - (d) the balance sheet, the statement of profit and loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (e) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) on the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (g) 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company has no long-term contracts including derivative contracts on which provision is required to be made under the applicable law or accounting standards for any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For J V S L & ASSOCIATES
Chartered Accountants
(Firm Regn No. 15002S)

Place: Hyderabad
Date: 26.05.2015

J. VENKATESWARLU
Partner
ICAI Ms. No. 022481

**Annexure to Independent Auditors' Report dated 26.05.2015
issued to the Members of SoftSol India Limited on the standalone financial statements
for the year ended 31st March,2015**

**Statement on the matters specified in Paragraphs 3 and 4 of the Companies
(Auditor's Report) Order, 2015**

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The company's fixed assets have been physically verified by the management at reasonable intervals as per a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii) (a) The company has not acquired / handled / dealt in / held any inventory. Hence, Clause (ii) of paragraph 3 of the CARO'15 is not applicable to the company for the year under report.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained U/s.189 of the Act. Hence, our comments on clauses (iii)(a)and (b) of paragraph 3 of the order are Nil.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company nor have we been informed of any such continuing failures.
- v) The Company has not accepted any deposits from the public. Therefore, provisions of clause (v) of the CARO'15 are not applicable to the company for the year under audit.
- vi) According to the information and explanations furnished to us, the Central Government has not prescribed maintenance of cost records U/s.148(1)(d) of the Companies Act, 2013 to this company.
- vii) (a) The company is regular in depositing undisputed statutory dues including Provident Fund, employees' state insurance, income tax, Sales-Tax, Wealth-Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts in respect of Provident Fund, employees' state insurance, income tax, Sales-Tax, Wealth-Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues were in arrears as at 31/03/2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of Income Tax, Sales Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added tax and Cess which have not been deposited on account of any dispute. However, according to the information and explanations given to us, the following Service tax amounts have not been deposited on account of disputes.

Name of the Statute	Nature of the dues	Amount of demand (₹)	Period to which the amount relates	Forum where dispute is pending	Amount deposited (₹)
Finance Act, 1994 (Service tax Provisions)	Service tax	6,18,962/-	2007-08 to 2011-12	CESTAT, Bangalore	2,23,544/-

- (c) According to the information and explanations given to us no amounts were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under. Hence, clause vii (c) paragraph 3 of CARO'15 is not applicable to the company.
- viii) The company has no accumulated losses as at the end of the financial year under audit and it has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued debentures.
- x) According to the information and explanations given to us, during the period covered under our audit, the Company has given a guarantee and lien on its investments in units of mutual funds, whose aggregate face value is Rs.10,90,00,000/- to Citi Bank NA, India for issuing a standby letter of credit (SBLC) on behalf of SoftSol Resources Inc., the wholly owned subsidiary of the company, enabling it to avail working capital limits of USD 15,00,000 (INR 9,00,00,000) from Citi Bank NA USA. The terms and conditions on which the company has given the guarantee and lien on its investments are not prejudicial to the interest of the company..
- xi) According to the information and explanations given to us and as per the books of account audited by us, during the period covered under our audit, the company has not availed any term loans.
- xii) According to the information and explanations given to us, during the year covered under our audit, no material fraud on or by the company has been noticed or reported to us.

For J V S L & ASSOCIATES
Chartered Accountants
(Firm Regn No. 15002S)

Place: Hyderabad
Date: 26.05.2015

J. VENKATESWARLU
Partner
ICAI Ms. No. 022481

BALANCE SHEET AS AT 31st MARCH 2015

Particulars	Note No	As at 31-03-2015		As at 31-03-2014	
		₹	₹	₹	₹
I.EQUITY AND LIABILITIES					
(1) Shareholders' funds					
(a) Share capital	01	172,365,240		172,365,240	
(b) Reserves and surplus	02	1,661,434,984		1,655,642,190	
			1,833,800,224		1,828,007,430
(2) Non-current liabilities					
(a) Other Long term liabilities	03	33,747,224		33,020,588	
(b) Long-term provisions	04	2,323,019		1,304,803	
			36,070,243		34,325,391
(3) Current liabilities					
(a) Trade Payables	05	2,880,248		28,124,005	
(b) Other current liabilities	06	7,785,967		5,349,815	
(c) Short term Provisions	07	729,330		680,479	
			11,395,545		34,154,299
Total			<u>1,881,266,012</u>		<u>1,896,487,120</u>
II.ASSETS					
(1) Non-current assets					
(a) Fixed assets	08				
(i) Tangible assets		340,158,130		337,183,666	
(ii) Intangible assets		50,014		401,943	
(iii) Capital work-in-progress		-		52,153,767	
(b) Non-current investments	09	1,139,538,105		1,062,406,915	
(c) Long-term loans and advances	10	17,806,312		21,792,020	
(d) Other non-current assets	11	1,405,872		1,661,332	
			1,498,958,433		1,475,599,643
(2) Current assets					
(a) Current Investments	12	298,256,344		91,500,000	
(b) Trade receivables	13	45,306,101		45,180,651	
(c) Cash and Bank Balances	14	17,480,517		254,407,969	
(d) Short-term loans and advances	15	10,506,625		2,588,868	
(e) Other current assets	16	10,757,992		27,209,989	
			382,307,579		420,887,477
Total			<u>1,881,266,012</u>		<u>1,896,487,120</u>

Significant accounting policies and notes on financial statements

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Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

Particulars	Note No	Year Ended 31.03.2015 ₹	Year Ended 31.03.2014 ₹
INCOME:			
Revenue from operations	17	49,841,013	56,399,034
Other income	18	102,911,353	110,216,821
Total Revenue		152,752,366	166,615,855
EXPENSES			
Purchase of Traded goods & Support Services		-	24,219,500
Employee benefits expense	19	59,009,012	33,450,636
Depreciation and amortization expense	08	45,854,084	29,983,275
Other expenses	20	31,203,713	46,026,027
Total expenses		136,066,809	133,679,438
Profit before exceptional and extraordinary items and tax		16,685,557	32,936,417
Exceptional items		-	-
Profit before extraordinary items and tax		16,685,557	32,936,417
Extraordinary Items		-	-
Profit before tax		16,685,557	32,936,417
Tax expense:			
Current Tax		3,400,000	6,600,000
Prior Period Taxes		1,157,323	8,511,981
Profit after tax for the year		12,128,234	17,824,436
Earnings per equity share			
i) Basic		0.72	1.06
ii) Diluted		0.72	1.06

Significant accounting policies and notes on financial statements

21

Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Year ended 31-03-2015	Year ended 31-03-2014
	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax and Extraordinary Items	16,685,557	32,936,417
Adjustments for :		
Depreciation	45,854,084	29,983,275
Interest (Net)	(7,600,145)	(36,618,342)
Provision for Leave Encashment	(7,052)	(179,635)
Provision for Gratuity	(1,146,665)	(541,383)
Profit on sale of assets	-	(27,193)
Gain on redemption of units of Mutual funds	(8,580,763)	-
Excess Provision/Credit Balnces Written back	(86,650)	(15,001)
Dividend Received	(134,052)	(2,862)
Operating Profit before Working Capital changes	44,984,314	25,535,276
Adjustments for Working Capital:		
(Increase)/Decrease in trade payables	(25,243,756)	26,384,168
(Increase)/Decrease in other Current liabilities	6,993,476	(8,885,593)
(Increase)/Decrease in short term provisions	1,289,218	1,287,690
(Increase)/Decrease in Other Long term Liabilities	726,636	(6,757,910)
(Increase)/Decrease in Long term provisions	1,018,216	169,347
Increase/(Decrease) in trade receivables	(125,450)	(31,116,161)
Increase/(Decrease) in Short-term loans and advances	(7,917,757)	(216,537)
Increase/(Decrease) in Other current assets	417,761	(857,053)
Increase/(Decrease) in Loans and advances	(571,615)	16,170,097
Increase/(Decrease) in Other non-current assets	255,460	-
Net Cash generated from operations	21,826,503	21,713,324
Direct Taxes Paid	(4,557,323)	(15,111,981)
Net Cash from operating activities(A)	17,269,180	6,601,343
B CASH FLOW FROM INVESTING ACTIVITIES :		
Interest received	23,634,381	45,460,916
Purchase of Fixed Assets	(2,658,294)	(15,008,355)
Purchase of Investments	(402,804,784)	(200,502,862)
Sale of Investments	118,917,250	115,000
Gain on redemption of units of Mutual funds	8,580,763	-
Dividend Received	134,052	2,862
Net Cash flow from Investing Activities(B)	(254,196,632)	(169,932,439)
Net Increase in Cash and Cash Equivalents (A+B+C)	(236,927,452)	(163,331,096)
Cash and cash Equivalants as at beginning of the year	254,407,969	417,739,065
Cash and cash Equivalants as at end of the year	17,480,517	254,407,969

The above cash flow statement has been prepared using indirect method, in accordance with AS-3, Cash flow statements. Previous year figures have been restated wherever necessary to conform to this year's classification.

Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of shares	Amount ₹	Number of shares	Amount ₹
1.Share Capital				
Authorised:				
Equity Shares of Rs 10/- each.	50,000,000	500,000,000	50,000,000	500,000,000
Issued, subscribed and paid up:				
Equity Shares of Rs 10/- each fully paid up	16,822,513	168,225,130	16,822,513	168,225,130
Add:				
Equity Shares of Rs.10/-each, Rs.5/-Paid up	28,200	141,000	28,200	141,000
Forfeited shares (amount originally paidup)	799,822	3,999,110	799,822	3,999,110
Closing Balance	17,650,535	172,365,240	17,650,535	172,365,240

(a) Details of share holders holding more than 5% of total number of shares

Name of the Share Holder	As at 31-03-2015		As at 31-03-2014	
	Number of Shares held	% to paid up capital	Number of Shares held	% to paid up capital
Softsol Technologies Inc.	8,875,444	52.76%	8,875,444	52.76%
Sambasiva Rao Madala	904,715	5.38%	904,715	5.38%
Adalat Corporation	1,755,370	10.43%	2,595,370	15.43%
Radhakrishna Ghanta (Trustee of AAM Trust)	1,250,000	7.43%	1,250,000	7.43%
Radhakrishna Ghanta (Trustee of SSM Trust)	1,250,000	7.43%	1,250,000	7.43%
Srinivasa Rao Madala	840,000	4.99%	-	-
Total	14,875,529	88.43%	14,875,529	88.43%

(b) Reconciliation of Number of Shares (fully paid up):

Particulars	As at 31-03-2015		As at 31-03-2014	
	No. of Equity Shares Rs. 10/- each	₹	No. of Equity Shares Rs. 10/- each	₹
Shares of fully paid up outstanding at the beginning of the year	16,822,513	168,225,130	16,822,513	168,225,130
Add: Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	16,822,513	168,225,130	16,822,513	168,225,130

(c) Calls unpaid on equity shares:

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of Equity Shares	₹	Number of Equity Shares	₹
(i) Calls unpaid by Directors and Officers	-	-	-	-
(ii) Others(@Rs.5/- per share)	28,200	141,000	28,200	141,000
Total	28,200	141,000	28,200	141,000

(d) Forfeited Shares (Amount originally paid up):

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of Equity Shares	₹	Number of Equity Shares	₹
Equity shares of partly paid Forfeited in earlier Years	799,822	3,999,110	799,822	3,999,110
Total	799,822	3,999,110	799,822	3,999,110

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
2. Reserves and Surplus		
(a) Capital Redemption Reserve		
Balance as per last Balance sheet	18,050,950	18,050,950
Closing Balance(a)	18,050,950	18,050,950
(b) Securities Premium Reserve		
Balance as per last Balance sheet	670,113,578	670,113,578
Closing Balance(b)	670,113,578	670,113,578
(c) General Reserve		
Balance as per last Balance sheet	69,690,129	69,690,129
Closing Balance(c)	69,690,129	69,690,129
(d) Surplus in Statement of Profit and Loss		
Balance as per last Balance sheet	897,787,533	879,963,097
Add: Profit for the year	12,128,234	17,824,436
Less: Depreciation on assets whose useful life is expired	6,335,440	-
Closing Balance(d)	903,580,327	897,787,533
Total (a+b+c+d)	1,661,434,984	1,655,642,190
3. Other Long Term Liabilities		
Deposits	33,718,844	32,992,208
Liabilities for Capital Goods	28,380	28,380
Total	33,747,224	33,020,588
4. Long-term provisions		
Provision for Employee benefits:		
Gratuity	2,164,841	1,067,027
Leave Encashment	158,178	237,776
Total	2,323,019	1,304,803

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
5.Trade Payables		
Trade Payables-Unsecured		
(a) Due to Micro, Small and Medium enterprises (Refer sub-note(i) below)	-	-
(b) Others	2,880,248	28,124,005
(i) There are no defaults as on the balance sheet date in repayment of the trade payables.		
(ii) Micor, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprise Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the company		
(iii) Disclosure relating to Micro, Small and Medium Enterprises are as under		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest Paid	-	-
Payments made beyond the appointment day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due & payable in succeeding years	-	-
Total	2,880,248	28,124,005
6.Other current liabilities		
Other Payables:		
Expenses Payable	4,646,117	4,273,022
Liabilities for Capital Goods	-	406,264
Liabilities for other Finance	639,850	670,529
Amount received against claims receivable	2,500,000	-
Total	7,785,967	5,349,815
7.Short-term provisions		
Provision for employee benefits:		
Gratuity	690,808	641,957
Leave Encashment	38,522	38,522
Total	729,330	680,479

8. FIXED ASSETS

S. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK				
		AS AT 01.04.2014 ₹	ADDITIONS ₹	DELETIONS ₹	AS AT 31.03.2015 ₹	AS AT 31.03.2014 ₹	FOR THE YEAR ₹	ON DEDUCTIONS ₹	On Assets Whose Useful Life is Expired ₹	TOTAL AS AT 31.03.2015 ₹	AS AT 31.03.2015 ₹	AS AT 31.03.2014 ₹
A	TANGIBLE ASSETS:											
1	Land :											
	Own	13,918,307			13,918,307	-			-		13,918,307	13,918,307
	Leasehold (see note no.20.9.2)	5,540,142			5,540,142	55,962			-	391,728	5,148,414	5,204,376
2	Building	303,609,353	52,153,768		355,763,121	12,795,829			-	94,321,070	261,442,051	222,084,112
3	Plant & Equipment											
	a) Computers	30,801,204	237,388		31,038,592	276,117			577,847	30,781,847	256,745	873,321
	b) Others	136,350,479	23,26,275		138,676,754	16,531,818			1,392,753	97,069,984	41,606,770	57,205,066
4	Furniture & Fixtures	71,766,753	61,830		71,828,583	13,784,228			743,236	55,420,043	16,408,540	30,874,174
5	Office Equipment	11,935,242	32,800		11,968,042	579,030			3,270,084	11,541,141	426,900	4,243,215
6	Vehicles	9,664,368			9,664,368	1,657,462			171,861	8,713,966	950,402	2,779,725
7	Library Books	18,592			18,592	-			1,370	18,592	-	1,370
	TOTAL-A	583,604,440	54,812,061	-	638,416,501	45,680,446	-	6,157,151	298,258,371	340,158,129	337,183,666	337,183,666
	PREVIOUS YEAR	572,764,693	11,493,944	654,197	583,604,440	59,791,326	566,390	-	246,420,774	337,183,666	355,568,855	355,568,855
B	INTANGIBLE ASSETS:											
1	Computer Software	3,109,217			3,109,217	173,638			178,291	3,059,203	50,014	401,943
	TOTAL-B	3,109,217	-	-	3,109,217	173,638	-	178,291	3,059,203	50,014	401,943	401,943
	PREVIOUS YEAR	2,871,917	237,300	-	3,109,217	191,949	-	-	2,707,274	401,943	356,592	356,592

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
09.Non-current investments		
Other Investments - (Trade - Unquoted)		
13,120 Common Stock of \$ 100 each fully paid up in Softsol Resources Inc. USA, a Wholly owned subsidiary	953,404,053	953,404,053
Investments in Mutual Funds- (Non trade-quoted)		
Axis Mutual Fund -6760746 Units of Rs.10/- Each (Prev. year: 52,50,000 units of Rs.10/-each)	67,607,460	52,500,000
TATA Mutual Fund -Nil- (Prev. year:6,00,286.17 Units of Rs.10/- Each)	-	6,002,862
Reliance Mutual Fund -50,02,659.152 Units of Rs.10/- Each (Prev. year 5,50,000 units of Rs.10/- each)	50,026,592	5,500,000
L & T Mutual Fund -Nil-(Prev. year:45,00,000 Units of Rs.10/- Each)	-	45,000,000
ICICI Prudential Mutual Fund -3034142.60 Units of Rs.20.5989 Each	62,500,000	-
Blume Ventures Fund IA- 600 Units of Rs.10,000/- Each (Out of the above 67,60,746 units of Axis Mutual Fund and 50,02,659 units of Reliance Future Funds aggregating to Rs.11,76,34,052/- under lien to ICICI bank against Bank Over draft)	6,000,000	-
Total	1,139,538,105	1,062,406,915
Aggregate amount of unquoted investments	953,404,053	953,404,053
Aggregate amount of market value of quoted investments	199,504,920	110,415,110
Aggregate provision for diminution in value of investments	-	-
10.Long-term loans and advances		
(a) Unsecured, Considered Good		
Capital Advances	-	120,183
Earnest Money Deposits	10,000	90,000
Security Deposits	4,810,115	4,464,970
Advance Income Tax(net of provisions)	12,986,197	17,116,867
Total	17,806,312	21,792,020
Note: Due by Directors or other officers of the company or any of them either severally or jointly with any persons or due by firms/ private companies in which any director is a partner or a director or a member	NIL	NIL
11.Other Non-Current Assets		
Bank Balances		
Fixed Deposits with Banks held as margin money for Bank Guarantees-maturity of more than 12 months	1,405,872	1,661,332
Total	1,405,872	1,661,332

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
12. Current Investments		
Investments in Mutual Funds:(Non trade-quoted)		
Axis Mutual Fund -5250000 Units of Rs.10/- Each	52,500,000	-
TATA Mutual Fund -6,00,286.17 Units of Rs.10/- Each	6,002,862	-
Reliance Mutual Fund -5,50,000 Units of Rs.10/- Each	5,500,000	-
L & T Mutual Fund -1,03,91,584.808 Units of Rs.12.51 Each (Previous year 91,50,000 units of Rs.10/- each)	130,000,000	91,500,000
Kotak Mutual Fund-35,99,250.624 Units of Rs.11.1134 Each	40,000,000	-
ICICI Prudential Mutual Fund -46,11,533.264 Units of Rs.13.933 (Out of the above, 40,82,877 units of ICICI Prudential Mutual Fund and 37,55,424 units of L & T Mutual Fund agregating to Rs.10,90,00,000/- under lien to Citi bank agianst Bank Guarantee for arrangement of Loan to M/s Softsol Resources Inc.(Subsidiary)	64,253,482	-
Total	298,256,344	91,500,000
Aggregate amount market value of quoted investments	320,582,515	94,263,595
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments	-	-
13. Trade Receivables		
Unsecured, Considered Good		
Outstanding for a period exceeding six months from the date they are due for payment	15,540,621	11,142,133
Others	29,765,480	34,038,518
Total	45,306,101	34,038,518
14. Cash and Bank Balances		
(a) Cash and Cash Eauivalents		
I. Cash on hand	26,931	12,976
II. Balance with scheduled banks in India		
(i) In Current Accounts	5,054,366	21,986,906
(ii) In Fixed Deposits maturing less than twelve months	11,143,760	231,152,627
(b) Other Bank Balance		
Fixed Deposits with Banks held as margin money for Bank Guarantees-maturity of less than 12 months	1,255,460	1,255,460
Total	17,480,517	254,407,969
15. Short-term loans and advances		
Unsecured, Considered Good		
Advance for Expenses	6,589,241	-
Prepaid Expenses	2,467,253	919,598
Advance for Capital Goods	270,182	-
Balance with Central Government Departments-CENVAT input credit	1,179,949	1,669,270
Total	10,506,625	2,588,868

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
16. Other current assets		
Rent Receivable	8,667,613	9,085,374
Interest Accrued but not due on Bank Deposits	2,090,379	18,124,615
Total	10,757,992	27,209,989

Particulars	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
17. Revenue from operations		
Sale of Software Products/Services:		
Exports	44,490,556	30,749,100
Domestic:		
a) Products	-	25,219,501
b) Services	5,350,457	430,433
Total	49,841,013	56,399,034

18. Other Income		
Interest on Bank Deposits	6,577,855	34,889,916
Interest on IT refund	1,022,290	1,728,426
Rent for premises	85,751,779	72,199,921
Profit on sale of assets	-	27,193
Dividend on Mutual Fund	134,052	2,862
Excess Provisions written back	86,650	13,502
Gain on redemption of units of Mutual funds	8,580,763	-
Foreign exchange Fluctuation gain	607,964	-
Miscellaneous Receipts	150,000	1,340,000
Excess liabilities Written in	-	15,001
Total	102,911,353	110,216,821

19. Employee Benefits		
Salaries and Wages	54,341,427	30,624,669
Contribution to provident and other funds	2,804,888	1,412,715
Staff welfare expenses	1,862,697	1,413,252
Total	59,009,012	33,450,636

Particulars	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
20. Other Expenses		
Power and fuel	5,812,011	8,081,825
Repairs to : Buildings	1,906,741	7,727,832
: Machinery	5,162,526	6,090,268
: Others	1,414,860	860,430
Insurance	513,449	371,713
Rates and taxes	3,790,640	4,418,845
Payments to Auditor : as auditor	84,270	84,270
: for taxation matters	46,068	-
: other services	-	51,686
Legal and Professional Charges	1,802,981	2,956,914
Director's Sitting Fee	123,596	60,000
Internet & Communication Expenses	1,616,756	1,196,355
Fees and Subscriptions	192,276	110,024
Travelling Expenses	2,141,051	3,249,484
Staff training & Recruitment Charges	695,739	560,902
Advertisement Charges	53,054	66,237
Commission	171,090	3,395,226
Printing & Stationary	304,265	316,341
Security Service Charges	2,127,387	2,277,278
Foreign Exchange Fluctuation Loss	-	1,118,075
Equipment Hire Charges	-	217,300
Miscellaneous expenses	3,244,953	2,815,022
Total	31,203,713	46,026,027

21. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

21.1 Significant Accounting Policies – (AS-1):

a) **Basis of Preparation of Financial Statements :**

Financial statements have been prepared and presented under historical cost convention in accordance with the accounting principles generally accepted in India (GAAP). GAAP comprises the mandatory accounting standards as prescribed by Companies (Accounting Standards) Rules 2006 [which continue to apply under Companies Act, 2013 (“the Act”)] and other applicable provisions of the Act. All incomes and expenditures, having a material bearing on the financial statements, are recognized on an accrual basis.

b) **Use of Estimates:**

The preparation of financial statements in conformity with the GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of incomes and expenses during the reporting year. Such estimates include, estimate of useful life of fixed assets, provision for doubtful debts etc. Actual results could differ from those estimates. Changes in estimates are reflected in financial statements in the year in which changes are made and, if material, their effects are disclosed in the financial statements.

c) **Revenue recognition:**

- i) Revenue from software services is recognised under proportionate completion method for the services rendered and delivered as per the contracts entered.
- ii) Revenue from sale of products is recognised when significant risks and rewards in respect of ownership of products are transferred to customers. Revenue from products is stated exclusive of sales tax.
- iii) Interest income on deposits with banks is recognized on time proportion basis taking into account the amount outstanding and the rate applicable and interest on IT refund is recognized on receipt basis.
- iv) Rental income is recognised on accrual basis.
- v) Insurance Claims are recognised as and when they are settled / admitted.

d) **Fixed Assets:**

- i) Fixed assets are carried at cost of construction or acquisition less accumulated depreciation. Cost includes non-refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets.

Assets under installation or under construction as at the Balance sheet date are shown as Capital work-in-progress. Advances paid towards acquisition of assets are included under Capital Advances.

Fixed assets which are found to be not usable or retired from active use or when no further benefits are expected from their use are removed from the books of account and the difference if any, between the cost of such assets and the accumulated depreciation thereon is charged to Statement of Profit & Loss.

- ii) Computer software is classified as an “Intangible Asset”.

E. Depreciation:

- i) Depreciation on Tangible assets is provided under Written down value method over the useful lives of assets estimated by the management. Depreciation on additions/deletions during a period is charged on prorata basis from the date of addition or deletion, as the case may be.
- ii) The Management estimated the useful life of fixed assets as follows.

Buildings	60 Years
Plant and Machinery	10 Years
Office Equipment	5 Years
Computers	3 Years
Furniture and Fixtures	10 Years
Vehicles - Motor cars	8 Years

- iii) Intangible assets are amortized over their estimated useful life of asset.
- iv) Leasehold land is amortised equally over the lease period. The lease rentals are charged to revenue.
- v) Consequent to the Schedule II to the Companies Act,2013 came into force, carrying amount of assets whose useful life is expired, has been recognised in the opening balance of retained earnings.

F. Foreign Currency Transactions:

- i) Initial Recognition: Transactions in foreign currencies are initially recorded at the exchange rates prevailing on the date of the transaction.
- ii) Conversion: Foreign currency monetary items are reported at the closing exchange rates on Balance Sheet date.
- iii) Exchange Differences:
 - a) Exchange differences, arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of depreciable capital assets, are added to or deducted from the cost of assets and are depreciated over the balance life of the assets.
 - b) Exchange differences arising on the settlement of monetary items not covered above, or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expense in the year in which they arise.

G. Investments:

Investments intended to be held for more than one year are treated as long term and others as short-term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

H. Retirement benefits:

- i) Defined Contribution Plan: Company's contribution paid/payable during the year to Provident Fund and Employees State Insurance Corporation are recognized in the Statement of Profit and Loss.
- ii) Defined Benefit Plan: At each reporting date, company's liability towards gratuity and leave encashment is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation which is measured at the present value of estimated future cash flows using a discount rate. Actuarial gain/ losses are recognized in the Statement of Profit and Loss as income or expense.

I. Earnings per share:

- i) Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by weighted average number of equity shares outstanding during the year.
- ii) Diluted earnings per share is calculated by dividing the net profit or loss for the financial year attributable to equity shareholders by the weighted average number of equity shares outstanding including equity shares which would have been issued on the conversion of all dilutive potential equity shares unless they are considered anti-dilutive in nature.

J. Taxes on Income:

Tax expense, comprising of current and deferred tax have been determined and charged to statement of Profit & Loss.

i) Current Tax:

Provision is made for income tax liability estimated to arise on profit for the year at the current rate of tax in accordance with the Income tax Act, 1961.

ii) Deferred Tax:

In accordance with the Accounting Standard – 22 (AS 22) “Accounting for Taxes on income, the company recognizes the deferred tax liability in the accounts, Deferred tax resulting from timing difference between book and tax profits is accounted for at the current rate of tax. Deferred tax asset is recognized only when there is virtual certainty, supported by convincing evidence, that such assets will be realised.

iii) Minimum Alternate Tax (MAT) Credit:

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax within the specified period and the MAT credit available can be utilised. Such asset is reviewed at each Balance Sheet date and the carrying amount is written down if considered not recoverable within the specified period.

K. Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generation 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 account. If at the balance sheet date there is an indication that if previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

L. Business / Geographical Segments:

The Company is engaged in the business of Software development and service. Since the inherent nature of development of software and services all types are integrated and govern by the same set of risks and returns and operating in the same economic environment, these are treated as a single Business and Geographical Segment. The said treatment is in accordance with the Accounting Standard – 17, Segment Reporting.

M. Provisions and Contingent Liabilities:

- i) A provision is recognised when the Company has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

- ii) Contingent liabilities are disclosed when there is a probable obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, and such liability that may arise is termed as a contingent liability.

N. Prior Period Expense/Income:

The company follows the practise of making adjustments through “Expenses/Income under/ over provided “in previous years in respect of material transactions pertaining to in that period prior to the current accounting year.

O. General:

Accounting policies not specifically referred to above are in consistent with the generally accepted accounting principles followed in India.

21.2. Employee benefits (AS-15):

The following tables summarizes the components of expense / benefit recognized in the Statement of Profit and Loss and Balance Sheet for the respective employee benefit plans.

a. Statement of Profit and Loss

Particulars	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
	₹	₹	₹	₹
Current Service Cost	11,77,763	5,50,533	(64,417)	1,81,163
Interest Cost on benefit obligation	1,57,226	1,07,419	25,420	8,892
Net Actuarial (Gain)/Loss Recognized in the year	(1,88,324)	(1,16,569)	(40,601)	42,315
Past Service Cost	NIL	NIL	NIL	NIL
Expenses recognized in Statement of Profit & Loss	11,46,665	5,41,383	(79,598)	2,32,370

b. Balance Sheet

Particulars	Gratuity		Leave Encashment	
	As at Mar 31, 2015	As at Mar 31, 2014	As at Mar 31, 2015	As at Mar 31, 2014
	₹	₹	₹	₹
Opening defined benefit obligation	17,08,984	11,67,601	2,76,298	96,663
Interest Cost	1,57,226	1,07,419	25,420	8,892
Current service cost	11,77,763	5,50,533	(64,417)	1,81,163
Benefits paid	-	-	-	(52,735)
Actuarial (Gain)/Loss on obligation	(1,88,324)	(1,16,569)	(40,581)	42,315
Closing defined benefit obligation	28,55,649	17,08,984	1,96,700	2,76,298

The principal assumptions used in determining gratuity and leave benefit obligation in the above plans are as under:

Particulars	Current Year	Previous Year
Discount Rate	7.80 %	9.20 %
Employee turnover	NIL	NIL
Further salary rise	7.00 %	7.00 %
Mortality	Indian Assured Lives Mortality(2006-08)Ult	Indian Assured Lives Mortality(2006-08)Ult

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

21.3. Segment Reporting (AS-17):

The Company is engaged in the business of Software. Since the inherent nature of all software jobs are integrated and govern by the same set of risks and returns and operating in the same economic environment, these are treated as a single Business and Geographical Segment. The said treatment is in accordance with the Accounting Standard – 17, Segment Reporting.

21.4. Related Party Disclosures (AS-18):

Names of the related parties and nature of relationships and particulars of transactions with the said related parties during the year are as follows:

a) Name of related parties and description of relationship:

- | | |
|-----------------------------|--|
| i) Key Management Personnel | Sri. Madala Srinivasa Rao, Chairman
Sri.Madala Bhaskara Rao, WTD
Sri. Mandava Srinivas, CFO
Smt. Chavali Lalitha, Company Secretary
(April 2014 to September 2014)
Mr.B.Laxman, Company Secretary
(October' 2014 to March' 2015) |
| ii) Subsidiary Company | SoftSol Resources Inc., USA |
| iii) Holding Company | SoftSol Technologies Inc., USA |

Note: Information of related parties and the relationship is as identified by the Company on the basis of information available with them and relied upon by the auditors.

b) Aggregate Related Party transactions

	Key Management Personnel ₹	Holding/ Subsidiaries ₹
Remuneration to Key Management Personnel (Incl. PF Contribution) (Previous year)	23,67,600 (25,06,200)	--- ---
Sales to Holding Company (Previous year)	--- ---	2,35,09,095 (--)
Trade receivables from Holding Company (Previous year)	--- ---	2,34,71,550 (--)
Sales to subsidiary company (Previous year)	--- ---	2,09,81,461 (1,81,20,238)
Trade receivables from subsidiary company (Previous year)	--- ---	1,58,35,786 (1,32,12,849)

Note: As the liability for Gratuity is provided on actuarial basis for all the employees of the company as a whole, the amount pertaining to the Key Management Personnel is not ascertainable and therefore not included in the above.

21.5. Earnings per Equity Share (AS-20):

	Current Year ₹	Previous Year ₹
Net profit after tax (₹)	1,21,28,234	1,78,24,436
Weighted average number of equity shares	1,68,36,613	1,68,36,613
Basic Earnings per equity share ₹	0.72	1.06
Nominal value of shares (fully paid up) (₹)	10	10

21.6. Accounting for Taxes on Income (AS-22):

In terms of Accounting Standard 22, there are no deferred tax liabilities (Prev. year–Nil-) Following prudence, no deferred tax asset has been recognized (Previous year -Nil -).

21.7. Impairment of Assets (AS-28):

	Current Year ₹	Prev. Year ₹
i) Amount of impairment losses recognized in the Statement of Profit & Loss	Nil	Nil
ii) Amount of reversal of impairment losses recognized in the Statement of Profit & Loss	Nil	Nil
iii) Amount of impairment losses recognized directly against revaluation surplus	Nil	Nil
iv) Amount of reversals of impairment losses recognized directly in revaluation surplus	Nil	Nil

21.8. Contingent liabilities and commitments (AS-29):

(to the extent not provided for)

Particulars	As at 31st March 2015 ₹	As at 31st March 2014 ₹
A) Contingent liabilities:		
(i) Claims against the company not acknowledged as debt	NIL	NIL
(ii) Guarantees given by the bankers	26,61,332	16,61,332
(iii) Other money for which the company is contingently liable: Guarantee given to Citi Bank, N.A., for giving Stand by letter of credit (SBLC) to the wholly owned subsidiary of the company	9,00,00,000	4,80,80,000
B) Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	5,00,000

21.9. Other explanatory information:**21.9.1. Additional Information as required under Schedule III to the Companies Act, 2013 to the extent applicable to the company:**

	Current year ₹	Previous year ₹
a) Value of Imports calculated on CIF Basis	Nil	Nil
b) Expenditure in Foreign Currency	Nil	Nil
c) Amount remitted during the year in foreign currency on account of dividends	Nil	Nil
d) Earnings in foreign exchange - Export of Software on FOB basis	4,44,90,556	1,81,20,238

21.9.2. During the financial year 2005-06, the Govt. of A.P. allotted a land of one acre to the company, bearing Plot No.6, in Sy.No.408/1, I.T. Industries Layout, Madhurawada Village, Visakhapatnam District on outright sale basis under its ICT policy 2005-10 at a consideration of Rs.10.00 lakhs per acre vide MOU dt.13.06.2005 and Agreement for sale of land dt.23.02.2006. Accordingly, the company has paid the consideration and took possession of the same and started developing the same for its IT facility. Subsequently, on getting the permission from the Govt. of India for developing, operating and maintaining IT / ITES SEZ in the said land, the Govt. of A.P. converted the above sale of land into lease and fixed a one time lease payment of Rs.10.00 lakhs per acre and further fixed an annual lease rental of Rs.1,000/- per acre vide lease deed dated 05.02.2009. As per the above, the GOAP adjusted the amount of Rs.10.00 lakhs paid by the company towards sale consideration for the one time lease premium. As per the lease deed, the land will be converted from leasehold to freehold after a period of 10 years from the execution of the above lease deed, subject to provisions of the SEZ Act, 2005 / SEZ Rules, 2006.

As the period of 10 years from the execution of the lease deed is not yet completed, the company is continuing to pay the annual lease rental of Rs.1,000/- and showing the said land as a leasehold land in the fixed asset schedule.

- 21.9.3.** Trade Receivables include ₹1,58,35,786/- (Previous year ₹1,32,12,849) due from SoftSol Resources Inc., a wholly owned foreign subsidiary of this company. Maximum amount outstanding at any time during the year is ₹2,00,27,037/-(Prev. Years ₹1,12,17,750/-)
- 21.9.4.** In the opinion of the board, the assets other than fixed assets and non-current investments, have a value on realization in the ordinary course of business of atleast equal to the amount at which they are stated in the balance sheet.
- 21.9.5.** Previous year's figures have been regrouped wherever necessary to conform to the layout adopted in the current year.

Per our report of even date
for J V S L & Associates
Chartered Accountants
(Firm Regn.No:015002S)

For and on behalf of the Board

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

SoftSol Resources Inc., USA

Board of Directors

Mr. Srinivasa Rao Madala
Dr. Durga V.L.K. Madala

President & CEO
Director

Registered Office

46755, Fremont Blvd.,
Fremont,
California - 94538.
Tel No. (510) 824-2000,
Web site: www.softsolusa.com

Auditors

The Chugh Firm, AAC
An Accountancy Corporation
California, USA.

Board of Director's Report 2014

Dear Members

Your Directors take pleasure in presenting their report for the financial year 2014

The Financial Highlights :

(USD in 000's)

Particulars	2014	2013
Total Revenue	10,250	9,378
Other Income	41	69
Total Operating Expense	10,159	9,122
Provision for Taxation	44	130
Net Profit	88	195

Appreciation:

The Board places on record its thanks to Management, associates, vendors and other service providers for their continued commitment and support to the company.

Srinivasa Rao Madala

President and CEO

April 10, 2015

INDEPENDENT AUDITOR'S REPORT

To the stockholder and the Board of Directors
Softsol Resources, Inc.
Fremont, CA

We have audited the accompanying financial statements of Softsol Resources, Inc. (a California corporation), which comprise the balance sheet as of December 31, 2014, and the related statements of income, retained earnings, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of the internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Softsol Resources, Inc. as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Chugh Firm, AAC
Cerritos, CA 90703
April 10, 2015

BALANCE SHEET AS OF DECEMBER 31,2014

	As of 31.12.2014 in USD	As of 31.12.2014 in Rs.	As of 31.12.2013 in USD
1USD = 62.59			
Assets			
Current Assets			
Cash	936,606	58,622,170	898,836
Accounts Receivable	1,269,412	79,452,497	2,222,399
Less: Allowance for doubtful Accounts	(97,717)	(6,116,107)	(111,120)
Employee Advances	9,200	575,828	8,902
Receivable from related party	2,004,531	125,463,595	100,000
Prepaid Expenses	56,705	3,549,166	53,648
Deffered tax asset	51,429	3,218,941	59,571
Total Current Assets	4,230,166	264,766,090	3,232,236
Noncurrent Assets			
Property and Equipment	289,374	18,111,919	284,497
Less: Accumulated Depreciation	(278,336)	(17,421,050)	(260,279)
Total Property & Equipment	11,038	690,868	24,218
Other Assets			
Intangible assets	30,000	1,877,700	30,000
Less: Accumulated Amortisation	(6,500)	(406,835)	(4,500)
Deferred Tax Assets-Non Current	12,487	781,561	8,740
Refundable Deposits	16,965	1,061,839	16,965
Total Non Current Assets	63,990	3,314,266	75,423
Total Assets	4,294,156	268,771,224	3,307,659
Liabilities and Stock Holders equity			
Current Liabilities			
Bank Line of credit	750,000	46,942,500	-
Account Payable	496,779	31,093,398	505,267
Account Payable-Related parties	263,493	16,492,027	-
Income Tax Payable	28,498	1,783,690	-
Accrued Expenses and Other Liabilities	147,701	9,244,606	283,129
Total Current Liabilities	1,686,471	105,556,220	788,396
Total Liabilities	1,686,471	105,556,220	788,396
Stockholders Equity			
Common Stock, \$ 100 par, 1,000,000 shares authorised, 13,120 shares issued and outstanding	1,312,000	82,118,080	1,312,000
Retained Earnings	1,295,685	81,096,924	1,207,263
Total Stockholders Equity	2,607,685	163,215,004	2,519,263
Total Liabilities and Stockholders Equity	4,294,156	268,771,224	3,307,659

**STATEMENT OF INCOME FOR THE YEAR ENDED
DECEMBER 31,2014**

	As of 31.12.2014 in USD	As of 31.12.2014 in ₹	As of 31.12.2013 in USD
		1USD = 61.35	
Revenue			
Consulting Income	10,250,105	628,843,942	9,378,191
Total Revenue	10,250,105	628,843,942	9,378,191
Cost of Sales			
See Schedule I-Analysis of Cost of Sales	(8,813,239)	(540,692,213)	(7,235,451)
Gross Profit	1,436,866	88,151,729	2,142,740
Operating Expenses			
Selling Expenses See Schedule II-Analysis of Selling expenses	485,796	29,803,585	713,760
General & Administrative Expenses See Schedule III-Analysis of G & A Expenses	859,466	52,728,239	1,173,251
Total operating expenses	1,345,262	82,531,824	1,887,011
Income from operations	91,604	5,619,905	255,729
Other Income (Other Expenses)			
Dividend Income	-	-	-
Other Income	57,470	3,525,785	69,036
Interest Expense	(16,326)	(1,001,600)	
Total Other Income	41,144	2,524,184	69,036
Income from Operations before Income Taxes	132,748	8,144,090	324,765
Provision for Income Taxes			
Federal Income Tax-Current	-	-	78,730
State Income Tax-Current	-	-	21,294
Federal Income Tax-Deferred	-	-	21,977
State Income Tax-Deferred	-	-	7,890
Provision for Income Taxes	44,326	2,719,400	-
Total Provision for Income Tax	44,326	2,719,400	129,891
Net Income	88,422	5,424,690	194,874

Statement of Retained Earnings

	Common Stock	Retained Earnings	Common Stock	Amount Rs.
Retained Earnings, December 31, 2013	1,312,000	1,207,263	2,519,263	154,556,785
Net Income		88,422		5,424,690
Retained Earnings, December 31, 2014	1,312,000	1,295,685	2,519,263	159,981,475

Schedule-I Analysis of Cost of Sales

	As of 31.12.2014 in USD	As of 31.12.2014 in ₹	As of 31.12.2013 in USD
Consulting Outsourced	2,213,341	135,788,470	2,608,605
Consulting Bonus	-	-	602,861
Holiday and Vacation pay-Consultants	-	-	63,800
Salaries & Wages -Consultants	5,615,342	344,501,232	3,315,375
Taxes-Payroll-Consultants	411,997	25,276,016	305,419
Per Diem - consultant	14,500	889,575	14,260
Insurance Medical & Dental	400,245	24,555,031	195,805
Rebate Charges	26,632	1,633,873	37,993
Recruiting Consultants	-	-	825
Relocation Expenses	3,500	214,725	-
Reimbursement of Expenses	1,166	71,534	-
Leagal & Immigration-Consultants	107,350	6,585,923	75,588
Travel-Consultancy	19,165	1,175,773	14,920
Total Cost of Sales	8,813,238	540,692,151	7,235,451

Schedule-II Analysis of Selling Expenses

	As of 31.12.2014 in USD	As of 31.12.2014 in ₹	As of 31.12.2013 in USD
Salaries & Wages	348,672	21,391,027	486,269
Taxes-Payroll	24,351	1,493,934	45,856
Employees Bonus	-	-	11,956
Holiday and Vacation pay	-	-	29,444
Recruiting	36,636	2,247,619	29,636
Auto Expenses	3,031	185,952	4,562
Conference and Meetings	-	-	1,551
Travel -Sales	10,399	637,979	15,237
Insurance Medical & Dental	10,212	626,506	38,997
Business Development	52,494	3,220,507	50,252
Total Selling Expenses	485,795	29,803,523	713,760

Schedule-III
General & Administrative Expenses

	As of 31.12.2014 in USD	As of 31.12.2014 in ₹	As of 31.12.2013 in USD
Auto Expenses	9,970	611,660	3,741
Bad debt Expenses	-	-	24,109
Bank Charges	1,893	116,136	2,874
Charitable Contribution	150	9,203	-
Depreciation & Amortisation	20,057	1,230,497	23,758
Dues & Publication	18,781	1,152,214	3,511
Equipment Rentals	-	-	2,309
Finance and Accounts	120,000	7,362,000	120,000
Frieght & Postage	3,521	216,013	5,223
Internet Access & Web Hosting	5,196	318,775	20
Insurance	49,122	3,013,635	124,697
IT Services	-	-	12,735
Janitorial	6,909	423,867	7,290
Meals & Entertainment	5,133	314,910	7,586
Miscellaneous Expenses	665	40,798	1,094
Office Expenses	7,023	430,861	1,305
Officers Salariaies & Wages	176,539	10,830,668	306,370
Outside Services	79,982	4,906,896	111,858
Professional Fees	30,986	1,900,991	45,669
Repairs & Maintenance	350	21,473	-
Relocation	-	-	209
Rent	124,887	7,661,817	102,916
Salariaies & Wages	103,938	6,376,596	129,628
Supplies	19,924	1,222,337	21,243
Taxes, Permits & Licenses	13,021	798,838	14,587
Taxes Payroll	9,147	561,168	24,497
Penalties	600	36,810	-
Taxes-State Prior Year	422	25,890	831
Telephone	40,687	2,496,147	59,300
Travel	622	38,160	1,625
Utilites	9,943	610,003	14,266
Total General & Administrative Expenses	859,468	52,728,362	1,173,251

Statement of Cash Flow for the Year ended December 31, 2014

	Year Ended 31.12.2014 in USD	Year Ended 31.12.2014 in ₹	Year Ended 31.12.2013 in USD
Cash Flows from Operating Activities			
Net Income	88,422	5,534,333	194,874
Adjustments to reconcile Net Income to Net Cash provided by Operations :			
Amortisation and Depreciation	20,057	1,255,368	23,758
Provision for Bad and Doubtful Accounts	(13,403)	(838,894)	15,000
Deferred Taxes	4,395	275,083	-
Decrease/(Increase) in operating assets and liabilities:			
Accounts Receivable	(243,698)	(15,253,058)	(529,322)
Accounts Receivable related	(707,846)	(44,304,081)	(100,000)
Prepaid Expenses	(3,057)	(191,338)	130
Accounts payable related parties	113,493	7,103,527	-
Accrued expenses and other liabilities	(58,164)	(3,640,485)	-
Income Taxes	(48,766)	(3,052,264)	21,404
Decrease in Employee Advance	-	-	11,150
Increase in refundable Deposits	-	-	(5,352)
Employee Advances	(297)	(18,589)	-
Accounts Payable	141,512	8,857,236	(109,988)
Increase in Deffered tax asset	-	-	29,868
Decrease in Accrued Liabilities	-	-	(39,292)
Increase in Income Tax Payable	-	-	86,739
Net Cash Provided by (used in) Operating Activities	<u>(707,352)</u>	<u>(44,273,162)</u>	<u>(401,031)</u>
Cash Flow from Investing Activities :			
Acquisition of equipment	(4,877)	(305,251)	(6,252)
Investment in subsidiary	-	-	100,000
Net Cash provided by(used in) Investing Activities	<u>(4,877)</u>	<u>(305,251)</u>	<u>93,748</u>
Cashflow from Financing activities			
Advances from line of credit	750,000	46,942,500	-
Net Decrease in Cash	37,771	2,364,087	(307,283)
Cash at the Beginning of the Year	898,836	56,258,145	1,206,119
Cash at the end of the Year	936,607	58,622,232	898,836
Supplementary Disclosure			
Interest paid during the Year	96,635	6,048,385	-
Income Tax paid during the Year	15,378	962,509	7,095

Notes to Financial Statements (Dec 31st, 2014)

Note - 1 - Nature of Business

SoftSol Resources, Inc. dba SoftSol Inc. (the “Company”) was incorporated in the state of California on January 11, 1993. The company is a provider of E- commerce, network technology, internet infrastructure and other special technology areas. Its IT services include application development, system integration, IT consulting and staffing, IT project management, domestic and offshore outsourcing. The Company has diverse client-based ranging from large customers to small high-tech start up companies. The Company’s vision is to create a global enterprise by taking a leading role in the revolution in Information Technology to provide highly competent and innovative software solutions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The Company uses the accrual method of accounting for both financial and income tax reporting.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used in accounting for, among other things, allowances for uncollectible receivables, depreciation, employee benefits, taxes, restructuring reserves and contingencies. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the Financial Statements in the period they are determined to be necessary.

Cash

Cash consist of cash in Bank. Occasionally, the Company has cash deposited in a financial institutions in excess of federally insured limits.

Accounts Receivable

The company uses the Aging of the Accounts Receivable method for valuation of allowance for bad debts. Accordingly, accounts receivable represents the net realizable value.

Property and Equipment

Property and Equipment are stated at cost. Depreciation is provided principally on a straight-line method over the estimated useful lives of the assets. Estimated useful lives are as follows:

Furniture & Fixtures	7 years
Office Equipment	5 years
Automobile	5 years

The cost of significant additions and replacement of components is capitalized and depreciated while expenditures for maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and related depreciation are removed from the books and the resulting gain or loss is reflected in the determination of net income or loss. Depreciation expense for the year ended December 31, 2014 was \$ 18,057.

Long-Lived Assets

The Company accounts for the impairment and disposition of long-lived assets in accordance with FASB ASC No. 360, "Accounting for the Impairment or Disposal of Long-Lived Assets". ASC No. 360 requires that long-lived assets be reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable.

Intangible Assets

Intangible assets consist of the cost to acquire the domain name "SoftSol.com" registered to a third party. It is being amortized on a straight-line basis over the estimated useful lives of 15 years. Amortization expense for the year December 31, 2014 is \$ 2,000.

Revenue Recognition

The Company derives revenues from consulting projects which are billed by actual time and expenses incurred. Revenues are recognized on the accrual basis as services are rendered.

For Fixed price projects, the Company recognizes revenue and cost of contracts on the percentage-of-completion method, measured by the percentage of cost incurred to date to estimated total cost for each contract. Management considers total cost to be the best available measure of progress on the contracts.

The asset, costs and estimated earnings in excess of billings on uncompleted contracts, represents revenues recognized in excess of amounts billed. The liability, billings in excess of cost and estimated earnings on uncompleted contracts, represents billings in excess of revenues recognized.

There were no fixed price projects during the year ended December 31, 2014.

Deferred Revenue

Advance payment received for services to be provided under contract agreements are deferred until the requisite service is provided and accepted, at which time revenue is considered earned and recognized. There is no deferred revenue as of December 31, 2014.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC No. 740 "Accounting for Income Taxes", which requires an asset and liability approach to financial accounting and reporting of income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in future based on the enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

Financial Accounting Standards Boards issued FIN 48 now known as ASC No. 740-10 "Accounting for Uncertainty in Income Taxes" recognizes the tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

The Company's income tax filings are subject to audit by various taxing authorities. The Company's open audit periods are 2011-2013. In evaluating the Company's tax provisions and accruals, future taxable income, and the reversal of temporary differences, interpretations and tax planning strategies are considered. The Company believes their estimates are appropriate based on current facts and circumstances

SoftSol Resources Inc., USA

Advertising Costs

The cost of advertising is charged to expense as incurred.

Note 3 - Concentration of Risk

Cash

Cash is maintained with one major financial institutions in the United States. Deposits with one banks exceed the amount of the \$250,000 Federal Deposit Insurance Corporation insurance provided on such deposits.

Accounts Receivable and Sales

The Company performs ongoing credit evaluations of its customers and maintains allowances for potential uncollectible accounts as deemed necessary. The Company generally does not require collateral to secure its accounts receivable. It estimates credit losses based on management's evaluation of historical experience and current industry trends. Although the Company expects to collect amounts due, actual collections may differ from the estimated amounts.

The Company's sales to its three major customers, totaled \$7.33 million that accounts for 72% of the company's total revenue for the year. Accounts Receivable from these three customers as of December 31, 2014 is \$ 2.57 million which is 81% of total accounts receivable

Note 4 - Employee Advances

The advances given to employees are for travel related expenses to which the employees are required to present documentation and any amount not substantiated is refunded to the Company. As of December 31, 2014, the employee advances has balance of \$ 9,200.

Note 5 - Related Party Transactions

The Company is wholly owned by SoftSol India Limited (also known as SIL India), an Indian based company.

Softsol Technologies, Inc. (known as STI and formerly Medsoft, Inc.), a Nevada Corporation is owned by Mrs. Durga Madala, spouse of Mr. Srinivasa Rao Madala, the Company CEO. The Company has entered into professional services agreement with Softsol Technologies, Inc., and Softsol India Limited. The Company also subleases it office space to STI. The sublease income is included in other income account.

SoftSol Global Technologies Private Limited (SGTPL) is majority owned foreign subsidiary of STI and is providing offshore services to them.

Details of transactions between the Company and its related parties for the year ended December 31, 2014 are as follows:

Softsol Technologies Inc.	Amount
Consulting Income	\$ 2,031,731
Accounts Receivable	2,004,531
Rental Income	42,100
Other Income	15,370
Softsol India Limited	Amount
Consulting Outsourced	\$ 351,700
Accounts Payable	261,700

Softsol Global Technologies Pvt. Ltd.,	Amount
Consulting Outsourced	\$ 212,392
Accounts payable	179,344

Note 6 - Line of Credit

In February 2014, the Company was granted a line of credit (“LOC”) from Citibank NA of a maximum of \$750,000. The line of credit bears an interest of greater of Citibank NA Prime Rate or minimum interest rate plus margin of 0% per annum and due February 18, 2015. In 2014, interest rate was at 3.25%. The LOC is secured by irrevocable standby letter of credit in favor of Citibank NA not to exceed \$800,000 issued by Citibank NA, Hyderabad (SIL). As at December 31, 2014, the total amount outstanding under this LOC was \$750,000.

Note 7 - Commitments Under Operating Lease

On April 17, 2013 the Company had entered into agreement with Prologies Limited Partnership I to lease 6,825 square feet office located at 46755 Fremont Boulevard, Fremont, California. The lease has tem of five (5) years beginning June 1, 2013. The future minimum lease payments under this operating lease are as follows.

Year	Amount
2015	\$ 65,233
2016	67,190
2017	69,206
2018	29,190

Rent expense totaled \$ 124,887 for the year ended December 31, 2014.

Note 8 - Income Taxes

The company accounts for income taxes under the provisions of FA SB ASC 740, “Accounting for Income Taxes”. Under ASC 740, deferred taxes are required to be classified based on the financial statement classification of the related assets and liabilities which give rise to temporary differences. Deferred taxes result from temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities.

All of the income before tax as shown in the Statement of Income for the year ended December 31,2014 is derived in the United States.

The components of income tax expense (benefit) relating to earning from operations for the year ended December 31, 2014 are as follows:

	Current	Deferred	Total
State	\$ 12,097	\$ 519	\$ 12,616
Federal	27,835	3,875	31,710
Total	\$ 39,932	\$ 4,394	\$ 44,326

SoftSol Resources Inc., USA

The components of deferred tax assets as at December 31, 2014 are as follows:

Deferred tax assets - Current	
Capital loss	\$ 5,492
Bad debt	38,109
State income tax - current	3,629
State income tax - deferred	4,199
	<hr/>
	51,429
Deferred tax assets - Noncurrent	
Depreciation - Federal	8,557
Depreciation - State	3,930
	<hr/>
	12,487
Valuation Allowance	-
Net deferred tax asset	<hr/>
	\$ 63,916

Note 9 - Vacation Leave

The Company provides paid vacation leave to certain employees of the Company. Vacation leave credits are expensed within the year and are not carried forward the following year, therefore, no accrual is recognized in the financial statements.

Note 10 - Employee Pension Plan

The Company had a 401 (K) plan known as the SoftSol Resources & MedSoft, Inc. 401 (K) plan (the "Plan") which was terminated on December 31, 2001. Total accumulated contribution as of December 31, 2014 was \$1,896 and is payable to participants.

A new 401 (k) plan known as Softsol Resources Inc. 401(k) Plan (Plan no. 7113353) was adapted effective October 1, 2005. The Plan is available to eligible employees through payroll deductions within statutory and plan limits. There is no matching contribution from the employer.

Note 11 - Flexible Spending

The Company has a voluntary flexible spending plan wherein a certain amount of money opted by the employee at the beginning of the plan year to be deducted from employee's payroll every month. The contributed amount will be used to reimburse the employees for their eligible medical expenses and childcare expenses. The Company has \$23,127 as accumulated contributions into this account as of December 31, 2014.

Note 12 - Stockholders' Equity

The Company is authorized to issue upto 1,000,000 shares of its common stock, of which 13,120 shares were issued and outstanding. Softsol India Limited owns all these 13,120 shares.

Note 13 - Contingencies

There are no pending legal actions, including arbitrations, class actions and other litigation, arising in connection with the Company's activities as IT consultants. Legal reserves will be established in accordance with FASB ASC 450 (formerly known as SFAS No. 5), "Accounting for Contingences". Once established, reserves are adjusted when there is more information available or when an event occurs requiring a change. There are no legal reserves in the statement of financial condition as of December 31, 2014.

Note 14 - Subsequent Events

Subsequent events have been evaluated through April 10, 2015, which is the date the financial statements were available to be issued.

Independent Auditor's Report

TO THE MEMBERS OF
SOFTSOL INDIA LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SOFTSOL INDIA LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the subsidiary company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of SoftSol Resources Inc., subsidiary, whose financial statements reflect total assets of Rs.26,87,71,224/- as at 31st December, 2014, total revenues of Rs.62,88,43,942/- and net cash flows amounting to Rs.23,64,087/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable to the Holding Company.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards 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 of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company none of the directors of the Group companies, incorporated in India, is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group did not have any pending litigations which would impact its financial position.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For J V S L & ASSOCIATES
Chartered Accountants
(Firm Regn No. 15002S)

Place: Hyderabad
Date: 26.05.2015

J. VENKATESWARLU
Partner
ICAI Ms. No. 022481

**Annexure to Independent Auditors' Report dated 26.05.2015
issued to the Members of SoftSol India Limited on the consolidated financial
statements for the year ended 31st March, 2015**

**Statement on the matters specified in Paragraphs 3 and 4 of the Companies
(Auditor's Report) Order, 2015**

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The company's fixed assets have been physically verified by the management at reasonable intervals as per a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii) (a) The company has not acquired / handled / dealt in / held any inventory. Hence, Clause (ii) of paragraph 3 of the CARO'15 is not applicable to the company for the year under report.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained U/s.189 of the Act. Hence, our comments on clauses (iii)(a)and (b) of paragraph 3 of the order are Nil.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company nor have we been informed of any such continuing failures.
- v) The Company has not accepted any deposits from the public. Therefore, provisions of clause (v) of the CARO'15 are not applicable to the company for the year under audit.
- vi) According to the information and explanations furnished to us, the Central Government has not prescribed maintenance of cost records U/s.148(1)(d) of the Companies Act, 2013 to this company.
- vii) (a) The company is regular in depositing undisputed statutory dues including Provident Fund, employees' state insurance, income tax, Sales-Tax, Wealth-Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts in respect of Provident Fund, employees' state insurance, income tax, Sales-Tax, Wealth-Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues were in arrears as at 31/03/2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of Income Tax, Sales Tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added tax and Cess which have not been deposited on account of any dispute. However, according to the information and explanations given to us, the following Service tax amounts have not been deposited on account of disputes.

Name of the Statute	Nature of the dues	Amount of demand (₹)	Period to which the amount relates	Forum where dispute is pending	Amount deposited (₹)
Finance Act, 1994 (Service tax Provisions)	Service tax	6,18,962/-	2007-08 to 2011-12	CESTAT, Bangalore	2,23,544/-

- (c) According to the information and explanations given to us no amounts were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules there under. Hence, clause vii (c) paragraph 3 of CARO'15 is not applicable to the company.
- viii) The company has no accumulated losses as at the end of the financial year under audit and it has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued debentures.
- x) According to the information and explanations given to us, during the period covered under our audit, the Company has given a guarantee and lien on its investments in units of mutual funds, whose aggregate face value is Rs.10,90,00,000/- to Citi Bank NA, India for issuing a standby letter of credit (SBLC) on behalf of SoftSol Resources Inc., the wholly owned subsidiary of the company, enabling it to avail working capital limits of USD 15,00,000 (INR 9,00,00,000) from Citi Bank NA USA. The terms and conditions on which the company has given the guarantee and lien on its investments are not prejudicial to the interest of the company..
- xi) According to the information and explanations given to us and as per the books of account audited by us, during the period covered under our audit, the company has not availed any term loans.
- xii) According to the information and explanations given to us, during the year covered under our audit, no material fraud on or by the company has been noticed or reported to us.

For J V S L & ASSOCIATES
Chartered Accountants
(Firm Regn No. 15002S)

Place: Hyderabad
Date: 26.05.2015

J. VENKATESWARLU
Partner
ICAI Ms. No. 022481

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2015

Particulars	Note No	As at 31-03-2015		As at 31-03-2014	
		₹	₹	₹	₹
Equity and Liabilities					
(1) Shareholders' funds					
(a) Share capital	01	172,365,240		172,365,240	
(b) Reserves and surplus	02	1,748,753,262		1,731,153,171	
			1,921,118,502		1,903,518,411
(2) Non-current liabilities					
(a) Other Long term liabilities	03	33,747,224		33,020,588	
(b) Long-term provisions	04	2,323,019		1,304,803	
			36,070,243		34,325,391
(3) Current liabilities					
(a) Trade payables	05	34,629,887		45,220,697	
(b) Other current liabilities	06	65,756,762		22,365,868	
(c) Short-term provisions	07	729,330		680,479	
			101,115,979		68,267,044
Total			<u>2,058,304,724</u>		<u>2,006,110,845</u>
II.ASSETS					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	08	340,848,998		338,639,168	
(ii) Intangible assets		879,028,206		879,441,820	
(iii) Capital work-in-progress		-		52,153,767	
(b) Non-current investments	09	186,134,052		109,002,862	
(c) Deferred tax assets (net)		4,000,502		4,105,491	
(d) Long-term loans and advances	10	18,868,153		22,811,617	
(e) Other non-current assets	11	1,405,872		1,661,332	
			1,430,285,783		1,407,816,056
(2) Current assets					
(a) Current Investments	12	298,256,344		91,500,000	
(b) Trade receivables	13	228,270,299		164,808,664	
(c) Cash and Bank Balances	14	76,102,687		308,428,013	
(d) Short-term loans and advances	15	14,631,619		6,348,123	
(e) Other current assets	16	10,757,992		27,209,989	
			628,018,941		598,294,789
Total			<u>2,058,304,724</u>		<u>2,006,110,845</u>

Significant accounting policies and notes on financial statements

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Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

Particulars	Note No	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
INCOME			
Revenue from operations	17	657,703,494	576,674,619
Other income	18	106,437,138	114,169,132
Total Revenue		764,140,631	690,843,751
EXPENSES			
Purchase of Traded goods & Support Services		-	24,219,500
Employee benefits expense	19	519,507,818	372,681,675
Finance costs	20	1,001,600	-
Depreciation and amortization expense	08	47,084,581	31,343,421
Other expenses	21	171,716,986	211,069,942
Total expenses		739,310,985	639,314,537
Profit before exceptional and extraordinary items and tax		24,829,646	51,529,214
Exceptional items		-	-
Profit before extraordinary items and tax		24,829,646	51,529,214
Extraordinary Items		-	-
Profit before tax		24,829,646	51,529,214
Tax expense:			
(1) Current tax		6,119,400	14,036,260
(2) Prior Period Taxes		1,157,323	8,511,981
Profit / (Loss) after tax for the year		17,552,923	28,980,973
Earnings per equity share			
(1) Basic		1.04	1.72
(2) Diluted		1.04	1.72
Significant accounting policies and notes on financial statements	22		

Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before Tax and Extraordinary Items	24,829,646	51,529,214
Adjustments for :		
Depreciation	47,109,452	31,343,421
Provision for bad and doubtful debts	(838,894)	901,500
Interest (Net)	(7,600,145)	(36,618,342)
Provision for Leave Encashment	(7,052)	(179,635)
Provision for Gratuity	(1,146,665)	(541,383)
Gain on redemption of units of Mutual funds	(8,580,763)	-
Excess Provision written back	(86,650)	-
Foreign exchange fluctuation gain	2,347,683	6,842,426
(Profit) /Loss on sale of assets	-	(27,193)
Dividend Received	(134,052)	(2,862)
Interest expense	1,001,600	-
Excess liabilities Written in	-	(15,001)
Operating Profit before Working Capital changes	56,894,160	53,232,145
Adjustments for Working Capital:		
(Increase)/Decrease in trade payables	(9,282,993)	19,155,123
(Increase)/Decrease in other Current liabilities	3,352,991	(6,034,028)
(Increase)/Decrease in short term provisions	1,289,218	3,082,757
(Increase)/Decrease in Other Long term Liabilities	726,636	(6,757,910)
(Increase)/Decrease in Long term provisions	1,018,216	169,347
Increase/(Decrease) in trade receivables	(59,682,589)	(68,938,413)
Increase/(Decrease) in Short-term loans and advances	(8,127,684)	(216,537)
Increase/(Decrease) in Other current assets	417,761	(857,053)
Increase/(Decrease) in Loans and advances	(571,615)	17,812,750
Increase/(Decrease) in Other non-current assets	255,460	-
Net Cash generated from operations	(13,710,439)	10,648,181
Direct Taxes Paid	(10,053,904)	(21,261,861)
Net Cash flow from Operating Activities	(23,764,343)	(10,613,680)
B CASH FLOW FROM INVESTING ACTIVITIES :		
Interest Received	23,634,381	45,460,916
Dividend Received	134,052	2,862
Purchase of Fixed Assets	(2,963,545)	(15,384,100)
Sale of Fixed Assets	-	115,000
Sale of Investments	118,917,250	6,010,000
Purchase of Investments	(402,804,784)	(200,502,862)
Gain on redemption of units of Mutual funds	8,580,763	-
Net Cash flow from Investing Activities	(254,501,883)	(164,298,184)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Advances from line of credit	46,942,500	-
Interest Paid	(1,001,600)	-
Net Cash flow from Financing Activities	45,940,900	-
Net Increase in Cash and Cash Equivalents	(232,325,326)	(174,911,864)
Cash and cash Equivalents as at beginning of the year	308,428,013	483,339,877
Closing Cash and Cash Equivalents	76,102,687	308,428,013

The above cash flow statement has been prepared using indirect method, in accordance with AS-3, Cash flow statements. Previous year figures have been restated wherever necessary to conform to this year's classification.

Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of shares	₹	Number of shares	₹
1.Share Capital				
Authorised:				
Equity Shares of Rs 10/- each.	50,000,000	500,000,000	50,000,000	500,000,000
Issued, subscribed and paid up:				
Equity Shares of Rs 10/- each fully paid up	16,822,513	168,225,130	16,822,513	168,225,130
Add:				
Equity Shares of Rs.10/-each, Rs.5/-Paid up	28,200	141,000	28,200	141,000
Forfeited shares (amount originally paidup)	799,822	3,999,110	799,822	3,999,110
Closing Balance	17,650,535	172,365,240	17,650,535	172,365,240

a. Details of share holders holding morethan 5% of total number of shares

Name of the Share Holder	As at 31-03-2015		As at 31-03-2014	
	Number of Shares held	% to paid up capital	Number of Shares held	% to paid up capital
Softsol Technologies Inc.	8,875,444	52.76%	8,875,444	52.76%
Sambasiva Rao Madala	904,715	5.38%	904,715	5.38%
Adalat Corporation	1,755,370	10.43%	2,595,370	15.43%
Radhakrishna Ghanta (Trustee of AAM Trust)	1,250,000	7.43%	1,250,000	7.43%
Radhakrishna Ghanta (Trustee of SSM Trust)	1,250,000	7.43%	1,250,000	7.43%
Srinivasa Rao Madala	840,000	4.99%	-	-
Total	14,875,529	88.43%	14,875,529	88.43%

b. Reconciliation of Number of Shares (fully paid-up):

Name of the Share Holder	As at 31-03-2015		As at 31-03-2014	
	Number of Equity Shares of Rs. 10 each	₹	Number of Equity Shares of Rs. 10 each	₹
Shares of fully paid up outstanding at the beginning of the year	16,822,513	168,225,130	16,822,513	168,225,130
Shares outstanding at the end of the year	16,822,513	168,225,130	16,822,513	168,225,130

(c) Calls unpaid on equity shares:

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of Equity Shares	₹	Number of Equity Shares	₹
(i) Calls unpaid by Directors and Officers	NIL	NIL	NIL	NIL
(ii) Others	28,200	141,000	28,200	141,000
Total	28,200	141,000	28,200	141,000

(d) Forfeited Shares (Amount originally paid up):

Particulars	As at 31-03-2015		As at 31-03-2014	
	Number of Equity Shares	₹	Number of Equity Shares	₹
Equity shares of partly paid Forfeited in earlier Years	799,822	3,999,110	799,822	3,999,110
Total	799,822	3,999,110	799,822	3,999,110

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
2. Reserves and Surplus		
(a) Capital Redemption Reserve		
Balance as per last Balance sheet	18,050,950	18,050,950
Closing Balance(a)	18,050,950	18,050,950
(b) Securities Premium Reserve		
Balance as per last Balance sheet	670,113,578	670,113,578
Closing Balance(b)	670,113,578	670,113,578
(c) General Reserve		
Balance as per last Balance sheet	69,690,129	69,690,129
Closing Balance(c)	69,690,129	69,690,129
(d) Foreign Currency Transilation Reserve		
Balance as per last Balance sheet	29,987,574	16,159,921
Add: Additions during the year	6,382,608	13,827,653
Closing Balance(d)	36,370,182	29,987,574
(e) Surplus in Statement of Profit and Loss		
Balance as per last Balance sheet	943,310,940	914,329,967
Add: Profit for the year	17,552,923	28,980,973
Less: Depreciation on assets whose useful life is expired	6,335,440	-
Closing Balance(e)	954,528,423	943,310,940
Total (a+b+c+d+e)	1,748,753,262	1,731,153,171
3. Other Long Term Liabilities		
Deposits Payable	33,718,844	32,992,208
Liabilities for Capital Goods	28,380	28,380
Total	33,747,224	33,020,588

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
4. Long-term provisions		
Provisions for :		
Employee retirement benefits:		
Gratuity	2,164,841	1,067,027
Leave Encashment	158,178	237,776
Total	2,323,019	1,304,803

5. Trade Payables**Trade Payables-Unsecured**

(a) Due to Micro, Small and Medium enterprises (Refer sub-note(i) below)	-	-
(b) Others	34,629,886	45,220,697

Notes:

(i) There are no defaults as on the balance sheet date in repayment of the trade payables.		
(ii) Micor, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprise Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the company		
(iii) Disclosure relating to Micro, Small and Medium Enterprises are as under		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest Paid	-	-
Payments made beyond the appointment day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due & payable in succeeding years	-	-
Total	34,629,886	45,220,697

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
6. Other current liabilities		
Other Payables:		
Expenses Payable	13,890,723	21,289,075
OD incurrent account with bank	-	406,264
Liabilities for Other Fianance	639,850	670,529
Bankline Credit	46,942,500	-
Income Tax Liability	1,783,690	-
Amount received against claims receivable	2,500,000	-
Total	65,756,762	22,365,868
 7. Short-term provisions		
Provision for employee benefits:		
Gratuity	690,808	641,957
Leave Encashment	38,522	38,522
Total	729,330	680,479

8. FIXED ASSETS

Sl. No	Particulars	Gross Block						DEPRECIATION			NET BLOCK		
		As at 01.04.2014 ₹	Additions ₹	Deductions ₹	Foreign exchange adjustment ₹	As at 31.03.2015 ₹	As at 31.03.2014 ₹	For the year ₹	On Assets Whose Useful Life is expired ₹	Foreign exchange adjustments ₹	TOTAL AS AT 31.03.2015 ₹	AS AT 31.03.2015 ₹	AS AT 31.03.2014 ₹
A	TANGIBLE ASSETS:												
1	Land :												
	Own	13,918,307				13,918,307							13,918,307
	Leasehold (see note no.20.9.2)	5,540,142				5,540,142							5,204,376
2	Building	303,609,353	52,153,768			355,763,121				81,525,241	12,795,829		261,442,051
3	Plant & Equipment												
	a) Computers	30,801,204	237,388			31,038,592				29,927,883	276,117	577,847	256,745
	b) Others	136,350,479	2,326,275			138,676,754				79,145,413	16,531,818	1,392,753	41,606,770
4	Furniture & Fixtures	71,766,753	61,830			71,828,583				40,892,579	13,784,228	743,236	16,408,540
5	Office Equipment	11,935,242	32,800			11,968,042				7,692,027	579,030	3,270,084	426,901
6	Vehicles	9,664,368				9,664,368				6,884,643	1,657,462	171,861	950,401
7	Library Books	18,592				18,592				17,222		1,370	-
8	Subsidiary's Assets	17,099,270				18,111,919				15,642,768	1,107,797	-	690,868
	TOTAL-A	600,702,710	54,812,061	-		656,528,420				262,063,542	46,788,243	6,157,151	340,848,998
	PREVIOUS YEAR	587,898,439	11,869,689	654,197		600,702,710				230,169,050	31,036,914		338,639,168
B	INTANGIBLE ASSETS:												
1	Computer Software	3,109,217	-			3,109,217				2,707,274	173,638	178,291	50,014
2	Goodwill	877,507,327				877,507,327				-	-	-	877,507,327
3	Subsidiary's Assets	1,803,000				1,877,700				270,450	122,700		1,470,865
	TOTAL-B	882,419,544	-	-		882,494,244				2,977,724	296,338	178,291	879,028,206
	PREVIOUS YEAR	882,010,944	237,300	-		882,419,544				2,651,300	306,449	-	879,441,820

Foreign exchange adjustments represents exchange differences resulting from translation of fixed assets relating to non-integral foreign operations.

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
9. Non-current investments		
Other Investments - (Non trade - Unquoted)		
Investments	-	-
13,120 Common Stock of \$ 100 each fully paid up in Softsol Resources Inc. USA, a Wholly owned subsidiary	-	-
Investments in Mutual Funds-(Trade-quoted) :		
Axis Mutual Fund -6760746 Units of Rs.10/- Each (Prev. year: 52,50,000 units of Rs.10/-each)	67,607,460	52,500,000
TATA Mutual Fund -Nil- (Prev. year:6,00,286.17 Units of Rs.10/- Each)	-	6,002,862
Reliance Mutual Fund -50,02,659.152 Units of Rs.10/- Each (Prev. year 5,50,000 units of Rs.10/- each)	50,026,592	5,500,000
L & T Mutual Fund -Nil- (Prev. year:45,00,000 Units of Rs.10/- Each)	-	45,000,000
Kotak Mutual Fund-2877697.842 Units of Rs.10.4250 Each	-	-
Kotak Mutual Fund-721552.782 Units of Rs.13.8590 Each	-	-
ICICI Prudencial Mutual Fund 3034142.60 Units of Rs.20.5989 Each	-	-
ICICI Prudencial Mutual Fund -3034142.60 Units of Rs.20.5989 Each	62,500,000	-
Blume Ventures Fund IA-600 Units of Rs10,000/- Each (Out of the above, 67,60,746 units of Axis Mutual Fund and 50,02,659 units of Reliance Future Funds agregating to Rs.11,76,34,052/- under lien to ICICI bank agianst Bank Over draft)	6,000,000	-
Total	186,134,052	109,002,862
Aggregate amount of market value of quoted investments	199,504,920	110,415,110
Aggregate provision for diminution in value of investments	-	-
10. Long-term loans and advances		
Unsecured, Considered Good		
Capital Advances	-	120,183
Earnest Money Deposits	10,000	90,000
Security Deposits	5,871,956	5,484,567
Advance Income Tax (net of provisions)	12,986,197	17,116,867
Total	18,868,153	22,811,617
Note: Due by Directors or other officers of the company or any of them either severally or jointly with any persons or due by firms/ private companies in which any director is a partner or a director or a member.		
11. Other Non-Current Assets		
(a) Secured, Considered Good		
Fixed Deposits with Banks held as margin money for Bank Guarantees maturity of more than 12 months	1,405,872	1,661,332
Total	1,405,872	1,661,332

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
12. Current Investments		
Current Investments - (Trade - quoted)		
Investments in Mutual Funds:		
Axis Mutual Fund -5250000 Units of Rs.10/- Each	52,500,000	-
TATA Mutual Fund -6,00,286.17 Units of Rs.10/- Each	6,002,862	-
Reliance Mutual Fund -5,50,000 Units of Rs.10/- Each	5,500,000	-
L & T Mutual Fund -1,03,91,584.808 Units of Rs.12.51 Each (Previous year 91,50,000 units of Rs.10/- each)	130,000,000	91,500,000
Kotak Mutual Fund-35,99,250.624 Units of Rs.11.1134 Each	40,000,000	-
ICICI Prudential Mutual Fund -46,11,533.264 Units of Rs.13.933	64,253,482	-
 (Out of the above, 40,82,877 units of ICICI Prudential Mutual Fund and 37,55,424 units of L & T Mutual Fund aggregating to Rs.10,90,00,000/- under lien to Citi bank against Bank Guarantee for arrangement of Loan to M/s Softsol Resources Inc.(Subsidiary)		
Total	298,256,344	91,500,000
Aggregate amount of market value of quoted investments	320,582,515	94,263,595
Aggregate provision for diminution in value of investments	-	-
 13. Trade Receivables		
Unsecured, Considered Good		
Outstanding for a period exceeding six months from the date they are due for payment	15,540,621	11,142,133
Others	218,845,785	160,344,843
	234,386,406	171,486,976
Less: Allowance for bad and doubtful debts	6,116,107	6,678,312
Total	228,270,299	164,808,664
 14. Cash and Bank Balances		
(a) Cash and Cash Equivalents		
I. Cash on hand	26,931	12,976
II. Balance with scheduled banks in India		
(i) In Current Accounts	63,676,536	76,006,950
(ii) In Fixed Deposits maturing less than twelve months	11,143,760	231,152,627
(b) Other Bank Balance		
Fixed Deposits with Banks held as margin money for Bank Guarantees-maturity of more than 12 months	1,255,460	1,255,460
Total	76,102,687	308,428,013

Particulars	As at 31-03-2015 ₹	As at 31-03-2014 ₹
15. Short-term loans and advances		
Unsecured, Considered Good		
Staff Advances	575,828	535,010
Prepaid Expenses	6,016,419	4,143,843
Advance for Capital Goods	270,182	-
Service tax Input Credit	1,179,949	1,669,270
Advance for Expenses	6,589,241	-
Total	14,631,619	6,348,123
Note: Due by Directors or other officers of the company or any of them either severally or jointly with any persons or due by firms/ private companies in which any director is a partner or a director or a member.	-	-
16. Other current assets		
Rent Receivable	8,667,613	9,085,374
Interest Accrued but not due on Bank Deposits	2,090,379	18,124,615
Total	10,757,992	27,209,989
Particulars	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
17. Revenue from operations		
Sale of Software Products/Services:		
Exports	657,703,494	551,024,685
Domestic:		
a) Products	-	25,219,501
b) Services	-	430,433
Total	657,703,494	576,674,619
18. Other Income		
Interest Income	6,577,855	34,889,916
Interest on IT refund	1,022,290	1,728,426
Rental Income	85,751,779	72,199,921
Net gain on sale of assets	-	27,193
Dividend on Mutual Fund	134,052	2,862
Excess Provision written back	86,650	13,502
Gain on redemption of units of Mutual funds	8,580,763	-
Foreign exchange gain(net)	607,964	-
Miscellaneous receipts	3,675,785	5,292,311
Excess liabilities Written in	-	15,001
Total	106,437,138	114,169,132

Particulars	Year ended 31-03-2015 ₹	Year ended 31-03-2014 ₹
19. Employee Benefits Expense		
Salaries and Wages	513,617,896	368,639,546
Contribution to provident and other funds	2,804,888	1,412,715
Staff welfare expenses	3,085,034	2,629,414
Total	519,507,818	372,681,675
20. Finance Charges		
Interest expense	1,001,600	-
Total	1,001,600	-
21. Other Expenses		
Power and fuel	5,812,011	8,081,825
Rent	7,661,817	5,891,941
Repairs to: buildings	1,906,741	7,727,832
: machinery	5,795,658	6,436,631
: Others	1,414,860	860,430
Consulting Outsource	114,807,009	132,716,786
Insurance	3,527,084	7,510,616
Rates and taxes	5,176,537	6,703,979
Payments to Auditor : as auditor	84,270	84,270
: for taxation matters	46,068	-
: for other services	-	51,686
Legal and Professional Charges	8,610,868	12,704,414
Director's Sitting Fee	123,596	60,000
Internet & Communication Expenses	4,647,691	4,891,442
Fees and Subscriptions	192,276	110,024
Travelling Expenses	2,179,211	3,342,515
Staff training & Recruitment Charges	695,739	572,867
Advertisement Charges	53,054	66,237
Commission	171,090	3,395,226
Printing & Stationary	304,265	316,341
Security service Charges	2,127,387	2,277,278
Bad Debts written off	-	1,380,240
Donations	9,203	-
Miscellaneous expenses	6,370,551	4,551,987
Equipment Hire Charges	-	217,300
Foreign Exchange Fluctuation Loss	-	1,118,075
Total	171,716,986	211,069,942

22. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

22.1. Consolidated Financial Statements have been prepared to meet the requirements of Clause 32 of the Listing Agreement with the Stock Exchange.

i) Basis of Consolidation:

The Consolidation of accounts is done in accordance with the requirements of Accounting Standard (AS 21) “Consolidation of financial Statements” notified under Sec.133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Financial statements of subsidiary was prepared for the year ended 31st December 2014 and the same have been adopted for consolidation.

ii) Companies included in Consolidation:

The Consolidated Financial Statements include the financial statements of SoftSol India Limited as at 31.03.2015 and SoftSol Resources Inc. USA, A wholly owned subsidiary, incorporated in United State of America as at 31.12.2014.

iii) Principles of Consolidation:

The Consolidated Financial statements have been prepared based on a line by line consolidation of Statement of profit and loss and balance sheet. All inter-company balances and transactions have been eliminated on consolidation.

The excess / deficit of cost to the parent company of its investment in the subsidiaries over its portion of equity at the respective dates on which investment in such entities were made is recognized in the financial statements as goodwill / capital reserve. The parent company’s portion of equity in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant transactions, up to the date of investment.

The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

22.2 Significant Accounting Policies – (AS-1):**a) Basis of Preparation of Financial Statements :**

Financial statements have been prepared and presented under historical cost convention in accordance with the accounting principles generally accepted in India (GAAP). GAAP comprises the mandatory accounting standards as prescribed by Companies (Accounting Standards) Rules 2006 [which continue to apply under Companies Act, 2013(“the Act”)] and other applicable provisions of the Act. All incomes and expenditures, having a material bearing on the financial statements, are recognized on an accrual basis.

b) Use of Estimates:

The preparation of financial statements in conformity with the GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of incomes and expenses during the reporting year. Such estimates include, estimate of useful life of fixed assets, provision for doubtful debts etc. Actual results could differ from those estimates. Changes in estimates are reflected in financial statements in the year in which changes are made and, if material, their effects are disclosed in the financial statements.

c) Revenue recognition:

- i) Revenue from software services is recognised under proportionate completion method for the services rendered and delivered as per the contracts entered.
- ii) Revenue from sale of products is recognised when significant risks and rewards in respect of ownership of products are transferred to customers. Revenue from products is stated exclusive of sales tax.
- iii) Interest income on deposits with banks is recognized on time proportion basis taking into account the amount outstanding and the rate applicable and interest on IT refund is recognized on receipt basis.
- iv) Rental income is recognised on accrual basis.
- v) Insurance Claims are recognised as and when they are settled / admitted.

d) Fixed Assets:

- i) Fixed assets are carried at cost of construction or acquisition less accumulated depreciation. Cost includes non-refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. Assets under installation or under construction as at the Balance sheet date are shown as Capital work-in-progress. Advances paid towards acquisition of assets are included under Capital Advances. Fixed assets which are found to be not usable or retired from active use or when no further benefits are expected from their use are removed from the books of account and the difference if any, between the cost of such assets and the accumulated depreciation thereon is charged to Statement of Profit & Loss.
- ii) Computer software is classified as an "Intangible Asset".

E. Depreciation:

- i) Depreciation on Tangible assets is provided under Written down value method over the useful lives of assets estimated by the management. Depreciation on additions/deletions during a period is charged on prorata basis from the date of addition or deletion, as the case may be.
- ii) The Management estimated the useful life of fixed assets as follows.

Buildings	60 Years
Plant and Machinery	10 Years
Office Equipment	5 Years
Computers	3 Years
Furniture and Fixtures	10 Years
Vehicles - Motor cars	8 Years

- iii) Intangible assets are amortized over their estimated useful life of asset.
- iv) Leasehold land is amortised equally over the lease period. The lease rentals are charged to revenue.
- v) Consequent to the Schedule II to the Companies Act,2013 came into force, carrying amount of assets whose useful life is expired, has been recognised in the opening balance of retained earnings.

F. Foreign Currency Transactions:

- i) Initial Recognition: Transactions in foreign currencies are initially recorded at the exchange rates prevailing on the date of the transaction.
- ii) Conversion: Foreign currency monetary items are reported at the closing exchange rates on Balance Sheet date.
- iii) Exchange Differences:
 - a) Exchange differences, arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of depreciable capital assets, are added to or deducted from the cost of assets and are depreciated over the balance life of the assets.

- b) Exchange differences arising on the settlement of monetary items not covered above, or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or expense in the year in which they arise.

Foreign operations

In accordance with AS – 11 (Revised 2003) “The Effect of Changes in Foreign Exchange rates”, the financial statements of non-integral foreign operations are translated into Indian rupees as follows:

All assets and liabilities, both monetary and non-monetary, are translated using the closing rate;

Income and expense items are translated at average rate.

The resulting net exchange difference is credited or debited to a foreign currency translation reserve.

G. Investments:

Investments intended to be held for more than one year are treated as long term and others as short-term. Short-term investments are carried at the lower of cost or quoted / fair value, computed category wise and long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

H. Retirement benefits:

i) Defined Contribution Plan: Company’s contribution paid/payable during the year to Provident Fund and Employees State Insurance Corporation are recognized in the Statement of Profit and Loss.

ii) Defined Benefit Plan: At each reporting date, company’s liability towards gratuity and leave encashment is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation which is measured at the present value of estimated future cash flows using a discount rate. Actuarial gain/ losses are recognized in the Statement of Profit and Loss as income or expense.

I. Earnings per share:

- i) Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by weighted average number of equity shares outstanding during the year.
- ii) Diluted earnings per share is calculated by dividing the net profit or loss for the financial year attributable to equity shareholders by the weighted average number of equity shares outstanding including equity shares which would have been issued on the conversion of all dilutive potential equity shares unless they are considered anti-dilutive in nature.

J. Taxes on Income:

Tax expense, comprising of current and deferred tax have been determined and charged to statement of Profit & Loss.

i) Current Tax:

Provision is made for income tax liability estimated to arise on profit for the year at the current rate of tax in accordance with the Income tax Act, 1961.

ii) Deferred Tax:

In accordance with the Accounting Standard – 22 (AS 22) “Accounting for Taxes on income, the company recognizes the deferred tax liability in the accounts, Deferred tax resulting from timing difference between book and tax profits is accounted for at the current rate of tax. Deferred tax asset is recognized only when there is virtual certainty, supported by convincing evidence, that such assets will be realised.

iii) Minimum Alternate Tax (MAT) Credit:

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal tax within the specified period and the MAT credit available can be utilised. Such asset is reviewed at each Balance Sheet date and the carrying amount is written down if considered not recoverable within the specified period.

K. Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generation 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 account. If at the balance sheet date there is an indication that if previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

L. Business / Geographical Segments:

The Company is engaged in the business of Software development and service. Since the inherent nature of development of software and services all types are integrated and govern by the same set of risks and returns and operating in the same economic environment, these are treated as a single Business and Geographical Segment. The said treatment is in accordance with the Accounting Standard – 17, Segment Reporting.

M. Provisions and Contingent Liabilities:

- i) A provision is recognised when the Company has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- ii) Contingent liabilities are disclosed when there is a probable obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, and such liability that may arise is termed as a contingent liability.

N. Prior Period Expense/Income:

The company follows the practise of making adjustments through “Expenses/Income under/ over provided “in previous years in respect of material transactions pertaining to in that period prior to the current accounting year.

O. General:

Accounting policies not specifically referred to above are in consistent with the generally accepted accounting principles followed in India.

22.3. Employee benefits (AS-15):

The following tables summarizes the components of expense / benefit recognized in the Statement of Profit and Loss and Balance Sheet for the respective employee benefit plans.

a. Statement of Profit and Loss

Particulars	Gratuity		Leave Encashment	
	Current Year ₹	Previous Year ₹	Current Year ₹	Previous Year ₹
Current Service Cost	11,77,763	5,50,533	(64,417)	1,81,163
Interest Cost on benefit obligation	1,57,226	1,07,419	25,420	8,892
Net Actuarial (Gain)/Loss Recognized in the year	(1,88,324)	(1,16,569)	(40,601)	42,315
Past Service Cost	NIL	NIL	NIL	NIL
Expenses recognized in Statement of Profit & Loss	11,46,665	5,41,383	(79,598)	2,32,370

b. Balance Sheet

Particulars	Gratuity		Leave Encashment	
	As at Mar 31, 2015 ₹	As at Mar 31, 2014 ₹	As at Mar 31, 2015 ₹	As at Mar 31, 2014 ₹
Opening defined benefit obligation	17,08,984	11,67,601	2,76,298	96,663
Interest Cost	1,57,226	1,07,419	25,420	8,892
Current service cost	11,77,763	5,50,533	(64,417)	1,81,163
Benefits paid	-	-	-	(52,735)
Actuarial (Gain)/Loss on obligation	(1,88,324)	(1,16,569)	(40,581)	42,315
Closing defined benefit obligation	28,55,649	17,08,984	1,96,700	2,76,298

The principal assumptions used in determining gratuity and leave benefit obligation in the above plans are as under:

Particulars	Current Year	Previous Year
Discount Rate	7.80 %	9.20 %
Employee turnover	NIL	NIL
Further salary rise	7.00 %	7.00 %
Mortality	Indian Assured Lives Mortality(2006-08)Ult	Indian Assured Lives Mortality(2006-08)Ult

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

22.4. Segment Reporting (AS-17):

The Company is engaged in the business of Software. Since the inherent nature of all software jobs are integrated and govern by the same set of risks and returns and operating in the same economic environment, these are treated as a single Business and Geographical Segment. The said treatment is in accordance with the Accounting Standard – 17, Segment Reporting.

22.5. Related Party Disclosures (AS-18):

Names of the related parties and nature of relationships and particulars of transactions with the said related parties during the year are as follows:

- a) Name of related parties and description of relationship:
- i) Key Management Personnel Sri. Madala Srinivasa Rao, Chairman
 Sri.Madala Bhaskara Rao, WTD
 Sri. Mandava Srinivas, CFO
 Smt. Chavali Lalitha, Company Secretary
 (April 2014 to September 2014)
 Mr.B.Laxman, Company Secretary
 (October' 2014 to March' 2015)
- ii) Holding Company SoftSol Technologies Inc., USA

Note: Information of related parties and the relationship is as identified by the Company on the basis of information available with them and relied upon by the auditors.

b) Aggregate Related Party transactions

	Current Year ₹	Previous Year ₹
Remuneration to Key Management Personnel (Incl. PF Contribution)	23,67,600	25,06,200
Sales to Holding Company	2,35,09,095	--
Trade receivables from Holding Company	2,34,71,550	--

Note: As the liability for Gratuity is provided on actuarial basis for all the employees of the company as a whole, the amount pertaining to the Key Management Personnel is not ascertainable and therefore not included in the above.

22.6. Earnings per Equity Share (AS-20):

	Current Year ₹	Previous Year ₹
Net profit after tax (₹)	1,75,52,923	2,89,80,973
Weighted average number of equity shares	1,68,36,613	1,68,36,613
Basic Earnings per equity share ₹	1.04	1.72
Nominal value of shares (fully paid up) (₹)	10	10

22.7. Accounting for Taxes on Income (AS-22):

In terms of Accounting Standard 22, there are no deferred tax liabilities (Prev. year–Nil-) Following prudence, no deferred tax asset has been recognized (Previous year -Nil -). However, deferred tax asset has been recognised in the subsidiary company.

22.8. Impairment of Assets (AS-28):

	Current Year ₹	Prev. Year ₹
i) Amount of impairment losses recognized in the Statement of Profit & Loss	Nil	Nil
ii) Amount of reversal of impairment losses recognized in the Statement of Profit & Loss	Nil	Nil
iii) Amount of impairment losses recognized directly against revaluation surplus	Nil	Nil
iv) Amount of reversals of impairment losses recognized directly in revaluation surplus	Nil	Nil

**22.9. Contingent liabilities and commitments (AS-29):
(to the extent not provided for)**

Particulars	As at 31st March 2015 ₹	As at 31st March 2014 ₹
A) Contingent liabilities:		
(i) Claims against the company not acknowledged as debt	NIL	NIL
(ii) Guarantees given by the bankers	26,61,332	16,61,332
(iii) Other money for which the company is contingently liable: Guarantee given to Citi Bank, N.A., for giving Stand by letter of credit (SBLC) to the wholly owned subsidiary of the company	9,00,00,000	4,80,80,000
B) Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	5,00,000

22.10 Other explanatory information:

22.10.1 During the financial year 2005-06, the Govt. of A.P. allotted a land of one acre to the company, bearing Plot No.6, in Sy.No.408/1, I.T. Industries Layout, Madhurawada Village, Visakhapatnam District on outright sale basis under its ICT policy 2005-10 at a consideration of Rs.10.00 lakhs per acre vide MOU dt.13.06.2005 and Agreement for sale of land dt.23.02.2006. Accordingly, the company has paid the consideration and took possession of the same and started developing the same for its IT facility. Subsequently, on getting the permission from the Govt. of India for developing, operating and maintaining IT / ITES SEZ in the said land, the Govt. of A.P. converted the above sale of land into lease and fixed a one time lease payment of Rs.10.00 lakhs per acre and further fixed an annual lease rental of Rs.1,000/- per acre vide lease deed dated 05.02.2009. As per the above, the GOAP adjusted the amount of Rs.10.00 lakhs paid by the company towards sale consideration for the one time lease premium.

As per the lease deed, the land will be converted from leasehold to freehold after a period of 10 years from the execution of the above lease deed, subject to provisions of the SEZ Act, 2005 / SEZ Rules, 2006.

As the period of 10 years from the execution of the lease deed is not yet completed, the company is continuing to pay the annual lease rental of Rs.1,000/- and showing the said land as a leasehold land in the fixed asset schedule.

22.10.2. In the opinion of the board, the assets other than fixed assets and non-current investments, have a value on realization in the ordinary course of business of atleast equal to the amount at which they are stated in the balance sheet.

22.10.3. Previous year's figures have been regrouped wherever necessary to conform to the layout adopted in the current year.

Per our report of even date
for JVSL & Associates
Chartered Accountants
(Firm Reg.No.15002S)

For and on behalf of Board of Directors

J. Venkateswarlu
Partner
ICAI Ms.No.022481

Bhaskara Rao Madala
Wholetime Director

Dr. T. Hanuman Chowdary
Director

Place: Hyderabad
Date: 26.05.2015

B.S.Srinivasan
Director

B. Laxman
Company Secretary

Srinivas Mandava
Chief Financial Officer

SOFTSOL INDIA LIMITED
(CIN: L7220TG1990PLC011771)

Regd. Off.: Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081.
Telephone: +91 (40) 30719500, Facsimile: + 91 (40) 30784306
E-mail: cs@softsol.com, Website: www.softsolindia.com

ATTENDANCE SLIP

25th Annual General Meeting

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at 10.00 a.m. at the Registered Office of the Company at Plot No. 4, Software Units Layout, Infocity, Madhapur, Hyderabad – 500 081, Telangana, India, or/any adjournment thereof.

Name of the attending Shareholder:.....
(in block letters)

Name of the Proxy:.....
(to be filled in if proxy attends)

Signature of Shareholder:.....

Signature of Proxy:.....

Registered Folio Number: or DP / Client ID No.
.....

Number of Shares held:

Note:

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the entrance, affixing their signature on them.
 2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.
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SOFTSOL INDIA LIMITED

(CIN: L7220TG1990PLC011771)

Regd. Off.: Plot No. 4, Software Units Layout, Madhapur, Hyderabad – 500 081.**Telephone: +91 (40) 30719500, Facsimile: + 91 (40) 30784306****E-mail: cs@softsol.net, Website: www.softsolindia.com****PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Shareholder(s):

Address of the Shareholder(s):

E-mail Id:

Folio No. / DP id & Client id:

I /We being the member(s) of Shares of SoftSol India Limited, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: or failing him:

2. Name:

Address:

E-mail Id:

Signature: or failing him:

3. 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 25th Annual General Meeting of the company at Wednesday, the 30th day of September, 2015 at 10.00 a.m. at the Registered Office of the Company at Plot No. 4, Software Units Layout, Infocity, Madhapur, Hyderabad – 500 081, Telangana, India, or/ any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To receive and adopt the audited financial statements of the Company (both standalone and consolidated) for the financial year ended on 31 March 2015 and together with the reports of the board of directors and auditors thereon.
- To appoint a Director in place of Mr. Srinivasa Rao Madala, who retires by rotation and does not, offer him for re-appointment.
- To re-appoint M/s. JVSL & Associates, Chartered Accountants (FRN: 015002S), as auditors of the company.

Signed this day of 2015 (Affix Revenue Stamp)

Signature of Shareholder.....Signature of Proxyholder(s).....

Note: The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

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