

SOFTSOL INDIA LIMITED CIN: L72200TG1990PLC011771

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

20th May 2024

The Manager (Listing) The Department of Corporate Services BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai-400 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report and Voting Results of the Meeting of Equity Shareholders of Softsol India Limited ("Company") held on May 18, 2024 convened as per the directions of Hon'ble National Company Law Tribunal, Hyderabad Bench ('NCLT') vide its Order dated April 05, 2024

Re: Scheme of Arrangement Between Softsol India Limited (Demerged Company) and Covance Softsol Limited (Resulting Company) and their respective Shareholders and Creditors. - <u>Scrip Code: 532344 - SOFTSOL INDIA LIMITED</u>

The Consolidated Scrutinizer's Report and Voting Results on e-voting (remote e-voting and e-voting at the Meeting) on the resolution as set out in the notice of meeting of Equity Shareholders of the Company held on May 18, 2024, as per the directions of Hon'ble National Company Law Tribunal, Hyderabad Bench ('NCLT') vide its Order dated April 05, 2024, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed.

The resolution has been passed with requisite majority by the Equity Shareholders of the Company. The Consolidated Scrutinizer's Report and Voting Results are also available on the Company's website at https://www.softsolindia.com/ and on the website of the BSE Limited at://www.bseindia.com.

Kindly take the above information on record.

Thanking you

Yours faithfully

For Softsol India Limited

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

Encl. Voting Results and Scrutinizer's Report

	SOFTSOL INDIA LIMITED
Date of the AGM/EGM	18-05-2024
Total number of shareholders on record date	2358
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	43
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

			ting through remot	e e-voting and e-vo	oting at the NCLT C	onvened Meeting b	y the equity share	nolders [including p	romoters and pro	moters group and
(A)	related parties of	promoters and pro	moter group].							
Resolution No.	1									
Resolution required: (Ordinary/ Special)			icheme of Arrangen ts shareholders & c			Company" / "Deme	erged Company") a	nd its shareholders	& creditors and Co	ovance SoftSol
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
		No. of change	No. of units	% of Votes Polled on outstanding	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled		
		No. of shares	No. of votes	shares						
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100				(7)=[(5)/(2)]*100		Votes Abstained
	E-Voting	4	12,34,521	11.3810	, ,					0
	Poll	1,08,47,244	95,57,408	88.1091	95,57,408	0	100.0000	0.0000	C	0
	Postal Ballot (if	///								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		1,07,91,929		1,07,91,929	0	10010000			0
	E-Voting		0	0.0000	0	0	0.0000		-	0
	Poll		0	0.0000	0	0	0.0000	0.0000	C	0
	Postal Ballot (if	Ĭ								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	0
	Total		0	0	0	0	0.0000	0.0000	C	0
	E-Voting		33,44,247	85.3899	33,44,247	0	100.0000	0.0000	C	0
	Poll	20.16.445	11,836	0.3022	11,836	0	100.0000	0.0000	C	0
	Postal Ballot (if	39,16,445								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	c	0
	Total		33,56,083	85.6921	33,56,083	0	100.0000	0.0000	C	0
	Total	1,47,63,689	1,41,48,012	95.8298	1,41,48,012	0	100.0000	0.0000	C	0

(B)		ort on results of vo		e e-voting and e-vo	oting at the NCLT C	onvened Meeting b	by the equity share	holders [EXCLUDIN	G promoters and p	romoters group
(B) Resolution No.		and related parties of promoters and promoter group].								
Resolution required: (Ordinary/ Special)		ove the proposed S g Company") and it	-		•	Company" / "Deme	erged Company") a	nd its shareholders	& creditors and Co	ovance SoftSol
Whether promoter/ promoter group are										
interested in the agenda/resolution?	Yes									
		No. of shares		% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		0	0.0000	0	0	0.0000	0.0000	(0 0
	Poll]	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if	0								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	(0 0
	Total		0	0.0000	-	0	0.0000			0 0
	E-Voting		0	0.0000	-	0				0 0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	(0 0
	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000			0 0
	Total		0	0	0	0	0.0000			0 0
	E-Voting	4	33,44,247		, ,		200.0000			0 0
	Poll	39,16,445	11,836	0.3022	11,836	0	100.0000	0.0000	(0 0
	Postal Ballot (if									
Public- Non Institutions	applicable)		0	0.0000		0	0.0000			0 0
	Total		33,56,083							0 0
	Total	1,47,63,689	33,56,083	22.7320	33,56,083	0	100.0000	0.0000	(0 0

NALLURI & ASSOCIATES

Company Secretaries

Office Address: D.No.4-50/42/B, Plot No.42/B, Gachibowli, Near Radisson Hotel, Jayabheri Enclave, Hyderabad-500032'
E-Mail: <u>cs@nlnassociates.com</u> Mobile: + 91-9951096555

To,

Shri.Nemalikanti Lakshmidhar, Advocate,

Chairperson appointed by the Hon'ble -National Company Law Tribunal, Hyderabad Bench (NCLT), for the Meeting of Equity Shareholders of **SOFTSOL INDIA LIMITED** (**DEMERGED COMPANY**) pursuant to Company Application No. CA (CAA) No.06/230/2024

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the resolution passed through remote e-voting and e-voting at the NCLT convened meeting of Equity Shareholders of SOFTSOL INDIA LIMITED (DEMERGED COMPANY) pursuant to the NCLT order dated 05.04.2024 in the matter of the scheme of Arrangement BETWEEN SOFTSOL INDIA LIMITED (DEMERGED COMPANY) AND COVANCE SOFTSOL LIMITED (RESULTING COMPANY) and their respective Shareholders and Creditors ("the Scheme:').

Dear Sir,

I, Lakshmi Narayana Nalluri, Company Secretary in Practice, appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad vide its order dated 05th Day of April, 2024, in CA (CAA) No.06/230/2024 for the purpose of scrutinizing e-voting of the Meeting of the Equity Shareholders of The SOFTSOL INDIA LIMITED (DEMERGED COMPANY) held on Saturday, May 18, 2024 at 11:00 a.m.(IST) through Video Conference / Other Audio Visual means, on the resolution seeking approval of Equity Shareholders of the company for the proposed the Scheme of Arrangement Between SOFTSOL INDIA LIMITED (DEMERGED COMPANY) And COVANCE SOFTSOL LIMITED (RESULTING COMPANY) and their respective Shareholders and Creditors ("the Scheme:') in terms of the notice dated April 12, 2024 convening the meeting (the "Resolution") I hereby submit my report as under:

1. CUT – OFF DATE

The equity shareholders of the Company as on the cut-off date, as set out in the notice i.e 10th day of May 2024 were entitled to vote on the resolution as set out in the Notice and

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their voting rights were in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-Off Date.

2. E-VOTING

2.1 Agency

The Company appointed KFin Technologies Limited ("KFinTech") as the authorized evoting agency for providing the e-voting platform, i.e. remote e-voting as well as e voting at the Meeting.

2.2 Remote E-Voting and E-Voting at the Meeting

- · The Company provided remote e-voting facility to its Equity Shareholders to vote on the Resolution, which commenced at Wednesday, May 15, 2024 at 9:00 a.m. (IST) Ending on: Friday, May 17, 2024 at 5:00 p.m. (IST). Further the e-voting Facility was also made available to Equity Shareholders at the NCLT Convened meeting who did not cast their vote through remote e - Voting.
- Equity Shareholders, who were present in the Meeting Through VC/OAVM facility ٠ and did not cast their vote on the resolution through remote e-voting and otherwise not barred from doing so, voted through e-voting systems available during the Meeting.

2.3 Counting Process:

After the closure of e-voting at the NCLT Convened meeting, the report on remote evoting done prior to and e-voting during the NCLT Convened meeting were unblocked and counted in the presence of two witnesses who are not in employment of the company. I have scrutinized and reviewed the remote e-voting prior to and e-voting during the NCLT Convened meeting and votes tendered therein based on the data downloaded from the KFinTech e-voting system. B. Webendin

1. Lavanya Padala

2. B. Narendra

Votes were reconciled with the records maintained by the company

Resolution

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dt. June 20, 2023 (the "SEBI Master Circular"), read with the Observation Letter dated 16.01.2024 issued by the BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") and such other approvals, permissions and sanctions of regulatory or

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Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between M/s. SoftSol India Limited ("Demerged Company") and M/s. Covance SoftSol Limited, a wholly owned subsidiary of the Company ("Resulting Company") and their respective Shareholders and Creditors ("Scheme") the draft of which was circulated along with this Notice, be and is hereby approved

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-fling) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

2.4 Voting Results

(a) Consolidated Report on results of voting through remote e-voting and e-voting at the NCLT Convened Meeting of the equity shareholders *[including promoters, promoters group and related parties of promoters and promoter group].*

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	45	45,78,768	32.3633
E- Voting at the Meeting	14	95,69,244	67.6367
Total	59	1,41,48,012	100.00

1 Voted in favour of Resolution:

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2 Voted against the resolution

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	NIL	NIL	NA
E- Voting at the Meeting	NIL	NIL	NA
Total	NIL	NIL	NA

3 Abstain/Invalid Votes:

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	NIL	NIL	NA
E- Voting at the Meeting	NIL	NIL	NA
Total	NIL	NIL	NA

(b) Consolidated Report on results of voting through remote e-voting and e-voting at the NCLT Convened Meeting of the equity shareholders *[excluding promoters, promoters group and related parties of promoters and promoter group].*

1 Voted in favour of Resolution:

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	42	33,44,247	99.9832
E- Voting at the Meeting	11	561	0.01677
Total	53	33,44,808	100.00

2 Voted against the resolution

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	NIL	NIL	NA
E- Voting at the Meeting	NIL	NIL	NA
Total	NIL	NIL	NA

3 Abstain/Invalid Votes:

Particulars	No of Members voted*	Number of votes cast by them	% to total number of valid votes cast
Remote E-Voting	NIL	NIL	NA
E- Voting at the Meeting	NIL	NIL	NA
Total	NIL	NIL	NA

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*No. of Members is equivalent to No. of Folios/Accounts

3.1

Based on the foregoing, the Resolution as Proposed in the Notice of the NCLT Convened Meeting stands duly approved on the date of the Meeting of Equity Shareholders of the Company i.e., 18th day of May, 2024, thus satisfying the majority of Equity Shareholders exercising voting rights representing three-fourths in value held by them and voted in favor through e-voting.

- 3.2 A list of Equity Shareholders who voted "FOR" "AGAINST" and those votes were declared invalid for the resolution is enclosed as Annexure I
- **3.3** The electronic data files pertaining to e-voting are being handed over to the **Company** for Safekeeping.

Thanking you,

Yours faithfully For Nalluri & Associates Company Secretaries

CS. Lakshmi Narayana Nalluri Proprietor M. NO. F9970 CP No: 12760 Hon'ble NCLT appointed Scrutinizer for the Meeting

Place: Hyderabad Date: 20/05/2024 UDIN: F009970F000401341 Counter signed by For Softsol India Limited

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Shri.Nemalikanti Lakshmidhar, Advocate Hon'ble NCLT appointed Chairperson for the Meeting

> Place: Hyderabad Date: 20/05/2024

Annexure: I

Folio	Name of Equity Shareholder	Value of Equity	Number of
		shares held	Votes
IN30039418332053	Shyam Prasad Parthigalla	20140	2014
IN30039411259512	M Sridevi	463550	46355
IN30039411246017	M Bhaskara Rao	10697660	1069766
IN30039419914563	Talluri Samatha	33245250	3324525
IN30039418928263	Devi Prasad Rath	1750	175
IN30039418928319	Bady Arvind	500	50
IN30039418928214	Vemuri Siddhartha	120	12
IN30039418930908	M Srinivasa Raju	150	15
IN30133018016344	Ashok Jethnani	100	10
IN30039418930684	Sudhir Kumar Mohanty	150	15
IN30429510565853	Sambasiva Rao Madala	1184000	118400
IN30023911608345	Kamal Kishore Jhawar	30	3
IN30051313472606	Kamal Kishore Jhawar	50	5
IN30286310350447	Satyanarayana Vallepalli	164980	16498
IN30023913169067	Radhika Jhawar	104980	
IN30021426708678	Srikanth Jhawar	10	1
IN30023912883300	Srikanth Jhawar	10	1
1201350000107177	Praful Chavda	990	1 99
1201910101853755	Ramana Rao Tumuluri	10	
1201910102097415	Jaya Bharathi Tumuluri	10	1
1208860000530403	Damodaran Tumuluri	10	1
IN30102210047468	Madan Gopal Vyas	1030	1
1204880000141972	K Bharat Raj		103
N30021426687135	Tumbi Munaf Abdul Razak	10	1
N30021426680828	Irfana Banu Munaftumbi	50	5
1201330000524221	M V Seetha Ram Reddy	50	5
N30039418928302	Nagamani Yerneni	50	5
N30039418928298	Vittal Cherala	150	15
207020001847846	Afzal Urrahmansufi Mohd	500	50
N30051313001572	Reddeppa Gundluru	10	1
N30611490067222	Rohinton Framroze Batiwala	10	1
201090019684471	Ramesh Shanker Golla	100	10
N30051384981674	Nimesh Sabhaya	50	5
N30286310281425	L Swarnalatha	5000	500
N30021427335183	Nagaraju Lagishetty	100	10
N30220111255148	S Bhanu Kumar Raju	10	1
204340000022501	Surendra Kumar Mishra	10	1

1. List of Equity Shareholders who voted "For" (In Favour) [including promoters]

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1204340000075516	Shaik Ahmed	10	1
IN30154935536368	Aravind Narhar Joshi	900	90
IN30267931079733	Raghuveer Rao Marneni	10	90
1201350000037737	Marneni Raghu Veer Rao	50	5
1201350000088632	Marneni Jyothi .	10	3
IN30273410037869	Najmunnisa Begum	10	1
1205450000180243	Md Anwar Ur Rahman Sufi .	20	1
	Wali Ur Rahman Sufi	20	2
1204340000047288	Mohammad	10	Ĭ
1203230002426841	Ramesh Manguluri	1000	100
1203320131597214	Sara Parveen	4500	450
1204470026560151	Madala Durga	92494080	9249408
IN30039411321682	Durga V L K Madala	3080000	308000
IN30039418639182	Boyapati Prameela	112750	11275
IN30051318138399	Ramesh Shanker Golla	10	11275
IN30061010283189	Ramesh Shanker Golla	10	1
IN30163741159143	P Jaichand	10	1
IN30163741252082	Shujath Ali Khan	20	2
IN30163741254512	Fahad Alikhan	10	1
N30163741268948	Shabahath Ali Khan	20	2
N30163741328598	Zarafath Ali Khan	10	
N30163741359155	Abhishek J	10	1
N30286310281538	Ramesh Shanker Golla	10	1
		141480120	14148012
		111100120	14140012

2. List of Equity Shareholders who voted "Against": NIL Thanking you,

Yours faithfully

For Nalluri & Associates Company Secretaries

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CS. Lakshmi Narayana Nalluri Proprietor Hon'ble NCLT appointed Scrutinizer for the Meeting M. NO. F9970, CP No: 12760

Place: Hyderabad Date: 20/05/2024 UDIN: F009970F000401341 Counter signed by For Softsol India Limited

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Shri.Nemalikanti Lakshmidhar, Advocate Hon'ble NCLT appointed Chairperson for the Meeting

> Place: Hyderabad Date: 20/05/2024

FOLIO	NAME of The Equity Shareholder	Value of Equity shares held	Number of Votes
IN30039418332053	Shyam Prasad Parthigalla	20140	
IN30039419914563	Talluri Samatha	33245250	2014
IN30039418928263	Devi Prasad Rath	1750	3324525
IN30039418928319	Bady Arvind	500	175
IN30039418928214	Vemuri Siddhartha	120	50
IN30039418930908	M Srinivasa Raju		12
IN30133018016344	Ashok Jethnani	150	15
IN30039418930684	Sudhir Kumar Mohanty	100	10
IN30023911608345	Kamal Kishore Jhawar	150	15
IN30051313472606	Kamal Kishore Jhawar	30	3
IN30286310350447	Satyanarayana Vallepalli	50	5
IN30023913169067	Radhika Jhawar	164980	16498
IN30021426708678	Srikanth Jhawar	10	1
IN30023912883300	Srikanth Jhawar	10	1
1201350000107177	Praful Chavda	10	1
1201910101853755	Ramana Rao Tumuluri	990	99
1201910102097415		10	1
1208860000530403	Jaya Bharathi Tumuluri Damodaran Tumuluri	10	1
IN30102210047468		10	1
1204880000141972	Madan Gopal Vyas K Bharat Raj	1030	103
IN30021426687135		10	1
IN30021426680828	Tumbi Munaf Abdul Razak	50	5
1201330000524221	Irfana Banu Munaftumbi	50	5
IN30039418928302	M V Seetha Ram Reddy	50	5
IN30039418928302	Nagamani Yerneni	150	15
	Vittal Cherala	500	50
1207020001847846	Afzal Urrahmansufi Mohd	10	1
IN30051313001572	Reddeppa Gundluru	10	1
IN30611490067222	Rohinton Framroze Batiwala	100	10
1201090019684471	Ramesh Shanker Golla	50	5
N30051384981674	Nimesh Sabhaya	5000	500
N30286310281425	L Swarnalatha	100	10
N30021427335183	Nagaraju Lagishetty	10	1
N30220111255148	S Bhanu Kumar Raju	10	1
204340000022501	Surendra Kumar Mishra	50	5
204340000075516	Shaik Ahmed	10	1
N30154935536368 N30267931079733	Aravind Narhar Joshi	900	90
130201931019135	Raghuveer Rao Marneni	10	1

1. List of Equity Shareholders who voted "For"/" Against" [excluding promoters]

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1201350000037737	Marneni Raghu Veer Rao	50	5
1201350000088632	Marneni Jyothi .	10	1
IN30273410037869	Najmunnisa Begum	10	1
1205450000180243	Md Anwar Ur Rahman Sufi .	20	2
1204340000047288	Wali Ur Rahman Sufi Mohammad	10	1
1203230002426841	Ramesh Manguluri	1000	100
1203320131597214	Sara Parveen	4500	450
IN30039418639182	Boyapati Prameela	112750	11275
IN30051318138399	Ramesh Shanker Golla	10	1
IN30061010283189	Ramesh Shanker Golla	10	1
IN30163741159143	P Jaichand	10	1
IN30163741252082	Shujath Ali Khan	20	2
IN30163741254512	Fahad Alikhan	10	1
IN30163741268948	Shabahath Ali Khan	20	2
IN30163741328598	Zarafath Ali Khan	10	1
IN30163741359155	Abhishek J	10	1
IN30286310281538	Ramesh Shanker Golla	10	1
		33560830	3356083

List of Equity Shareholders who voted "Against": NIL 2

Thanking you,

Yours faithfully For Nalluri & Associates **Company Secretaries**

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CS. Lakshmi Narayana Nalluri Proprietor Hon'ble NCLT appointed Scrutinizer for the Meeting M. NO. F9970, CP No: 12760

Place: Hyderabad Date: 20/05/2024 UDIN: F009970F000401341

Counter signed by For Softsol India Limited

N · Lox L .) . Shri.Nemalikanti Lakshmidhar, Advocate Hon'ble NCLT appointed Chairperson for the Meeting

> Place: Hyderabad Date: 20/05/2024