



30th May 2018

The Manager  
The Department of Corporate Services  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P. J. Towers  
Dalal Street, Mumbai-400 001

**Scrip Code No. 532344 - SOFTSOL INDIA LIMITED**

Dear Sirs

**Sub: Outcome of the Board of Directors Meeting held on 30th May 2018.**

Pursuant to Regulation 30 & 33 and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors of the Company at their meeting held on TODAY, i.e. Wednesday, 30th May 2018 has inter alia, considered and approved the following items:

1. Standalone Audited Financial Results for the Fourth Quarter and Financial Year ended 31st March 2018 and Consolidated Audited Financial Results of the Company for the Financial Year ended 31st March 2018 as recommended by the Audit Committee of Board of the Company. Please find enclosed Audited Financial Results for your kind perusal and Records.
2. Auditor's Report on Audited Financial Results - Standalone and Consolidated as enclosed for your kind perusal and records.
3. Declaration to confirm Statutory Auditor's issued Audit Report with unmodified opinion on the Audited Standalone and Consolidated Financial Results of the Company for the Quarter and Financial year ended 31st March 2018. Please find enclosed the Declaration for your kind perusal and records.
4. Investment of INR 15 Crores in the form of Loan to the Wholly Owned Subsidiary Company SOFTSOL RESOURCES INC, USA in compliance with the provisions of Companies Act, 2013 read with FEMA Provisions with the terms of repayment of 20% loan repayment every year in Five years period after the first three years (from fourth year to eighth year) with payment of interest for every year from the first year onward on the outstanding principal amount .
5. Board postponed the item of Alteration of Main Objects Clause of Memorandum of the Company to the next Board Meeting.

Please note that the meeting of Board of Directors of the Company was concluded at 02.00 PM. Kindly acknowledge receipt of the same and place the same on the website, trading screen of the exchange at the earliest.

Thanking you & Yours faithfully  
**For SoftSol India Limited**

**Bhaskar Rao Madala**  
Whole-time Director

Softsol India Limited

Plot No. 4, Software Units Layout, Cyberabad, Hyderabad-500 081, India  
T: +91 (40) 30719500, E: cs@softsol.com, URL: www.softsolindia.com, CIN: L72200TG1990PLC011771

AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2018

(Amount in lakhs of ₹, unless otherwise stated)

Sl. No.	Particulars	Standalone				Consolidated	
		Quarter ended		Year ended		Year ended	
		31.3.2018 (Audited)	31.12.2017 (Unaudited)	31.3.2017 (Audited)	31.3.2018 (Audited)	31.3.2017 (Audited)	31.3.2017 (Audited)
1	<b>Revenue</b>						
	(a) Revenue from operations	118.10	111.84	51.38	415.93	250.29	3,593.79
	(b) Other income	403.35	317.77	383.97	1,519.58	1,602.52	1,530.88
	<b>Total income</b>	<b>521.45</b>	<b>429.61</b>	<b>435.35</b>	<b>1,935.51</b>	<b>1,852.81</b>	<b>5,124.67</b>
2	<b>Expenses</b>						
	(a) Employee benefits expense	178.33	151.58	104.08	577.81	421.48	2,791.39
	(b) Finance costs	1.94	5.32	4.60	16.26	19.44	16.26
	(c) Depreciation and amortisation expense	59.86	68.35	73.35	258.33	286.02	261.77
	(d) Other expenses	67.77	78.74	77.56	306.00	291.89	1,222.27
	<b>Total expenses</b>	<b>307.90</b>	<b>303.99</b>	<b>259.59</b>	<b>1,158.40</b>	<b>1,018.83</b>	<b>4,291.69</b>
3	<b>Profit before tax (1-2)</b>	<b>213.55</b>	<b>125.62</b>	<b>175.76</b>	<b>777.11</b>	<b>833.98</b>	<b>832.98</b>
4	<b>Tax expense</b>						
	(a) Current tax	78.59	37.27	12.32	229.43	76.09	251.23
	(b) Deferred tax expense	-	-	-	-	-	9.13
5	<b>Profit for the period/ year (3-4)</b>	<b>134.96</b>	<b>88.35</b>	<b>163.44</b>	<b>547.68</b>	<b>757.89</b>	<b>572.62</b>
6	<b>Other comprehensive income (net of taxes)</b>						
	(a) Items that will not be reclassified to profit or loss						
	(i) Re-measurement losses on defined benefit plans	14.48	(5.11)	(5.11)	(0.86)	(20.46)	(0.86)
	(ii) Net gain on fair valuation of investments in equity instruments	(17.23)	-	(27.41)	-	-	-
	(iii) Net gain on fair valuation of investments in equity units	60.48	-	39.18	60.48	39.18	60.48
	Income tax on above items	(1.77)	-	(1.77)	-	-	-
	(b) Items that will be reclassified to profit or loss						
	(i) Exchange differences in translating the financial statements of a foreign operation	-	-	-	-	-	5.58
	<b>Total comprehensive income</b>	<b>190.92</b>	<b>83.24</b>	<b>168.33</b>	<b>607.30</b>	<b>776.61</b>	<b>637.82</b>
7	<b>Paid-up equity share capital (Face value of ₹10 per share)</b>	<b>1,723.65</b>	<b>1,723.65</b>	<b>1,723.65</b>	<b>1,723.65</b>	<b>1,723.65</b>	<b>1,723.65</b>
8	<b>Other equity</b>				10,773.11	10,165.81	10,834.94
9	<b>Earnings per share (of ₹10 each) (In absolute ₹ terms)</b>						
	(a) Basic	0.80	0.52	0.97	3.25	4.50	3.40
	(b) Diluted	0.80	0.52	0.97	3.25	4.50	3.40

See accompanying notes to the financial results

NOTES:

- Effective 1 April 2017, the Company has adopted Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Accounting Standards) Rules, 2015 and Securities Exchange Board of India (SEBI) circular no. CIR/CFD/FAC/62/2016 dated 5 July 2016. Accordingly, the aforesaid standalone and consolidated financial results have been prepared in accordance with Ind AS 101. Consequently, the standalone and consolidated financial results for the above comparable periods have been restated to comply with Ind AS.
- The above audited standalone and consolidated financial results were reviewed by the Audit Committee of the Board and approved by the Board of Directors of the Company at their meetings held on 30 May 2018.
- The standalone figures for the quarter ended 31 March 2018 and 31 March 2017 are the balancing figures between audited figures in respect of the full financial year ended 31 March 2018 and 31 March 2017, respectively and the unaudited published year to date figures up to 31 December 2017 and 31 December 2016 respectively, being the end of the third quarter of the respective financial years, which were subjected to limited review.
- The management has assessed the identification of reportable segments in accordance with the requirements of IND AS 108, "Operating Segment" and believes that the Company has only one reportable segment namely "Software development and service".
- The consolidated financial results include results for the year ended 31 March 2017 of Softsol Resources, Inc., Subsidiary of the Company.
- Reconciliation between financial results as previously reported under Previous GAAP and Ind AS for the quarter and year ended 31 March 2017:

(Amount in lakhs of ₹, unless otherwise stated)

Particulars	Standalone		Consolidated
	Quarter ended 31.3.2017	Year ended 31.3.2017	Year ended 31.3.2017
Net profit under previous GAAP	42.57	283.22	353.45
On measuring investments at fair value through profit or loss	117.48	457.56	457.56
Remeasurement of employee benefits	5.11	20.46	20.46
On account of fair valuation of financial liability	0.05	(3.35)	(3.37)
Impact on current taxes	(1.77)	-	-
<b>Total net profit for the period under Ind AS</b>	<b>163.44</b>	<b>757.89</b>	<b>828.10</b>
<b>Other comprehensive income</b>			
Remeasurement of employee benefits	(5.11)	(20.46)	(20.46)
Reversal of gain on fair valuation of investments in equity instruments	(27.41)	-	-
Net gain on fair valuation of investments in others	39.18	39.18	39.18
Exchange differences in translating the financial statements of a foreign operation	-	-	(40.47)
Impact on current taxes	(1.77)	-	-
<b>Total comprehensive income</b>	<b>168.33</b>	<b>776.61</b>	<b>806.35</b>

For SOFTSOL INDIA LIMITED

*M. Srinivas Mandava*  
SRINIVAS MANDAVA  
Chief Financial Officer

For SOFTSOL INDIA LIMITED

*Bhaskara Rao Madala*  
BHASKARA RAO MADALA  
Whole Time Director

## Softsol India Limited

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

T: +91 (40) 30719500, E: cs@softsol.com, URL: www.softsolindia.com, CIN: L72200TG1990PLC011771

## AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2018

## 7 Reconciliation of total equity as previously reported under Previous GAAP and Ind AS as at 31 March 2017:

(Amount in lakhs of ₹, unless otherwise stated)

Particulars	Standalone	Consolidated
	As at 31.3.2017	As at 31.3.2017
Total Equity (shareholder's fund) under previous GAAP	18,472.91	19,509.60
Adjustments		
On account of amortisation of intangible assets recognized in business combination	-	(8,777.65)
On measuring investments at fair value through profit or loss	1,117.19	1,117.19
On account of fair valuation of financial liability	2.39	2.39
On account of measuring investments at fair value through other comprehensive income	(7,703.03)	70.09
Tax effect of above adjustments	-	-
Total adjustments (B)	(6,583.45)	(7,587.98)
Total Equity (shareholder's fund) under Ind AS	11,889.46	11,921.62

For SOFTSOL INDIA LIMITED

Place: Hyderabad  
Date: 30 May 2018

*Bhaskara Rao Madala*  
Bhaskara Rao Madala  
Whole Time Director

For SOFTSOL INDIA LIMITED

*My*  
SRINIVAS MANDAVA  
Chief Financial Officer

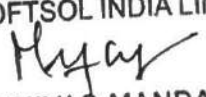
## Softsol India Limited

## Statement of Assets and Liabilities as at 31 March 2018

(All amounts in Lakhs Rupees except as otherwise stated)

Particulars	Standalone		Consolidated	
	As at	As at	As at	As at
	31.3.2018	31.3.2017	31.3.2018	31.3.2017
<b>I ASSETS</b>				
<b>(1) Non-current assets</b>				
Property, plant and equipment	1,494.22	1,598.68	1,504.01	1,600.53
Investment property	1,322.38	1,398.52	1,322.38	1,398.52
Other Intangible assets	-	0.03	11.06	12.34
Financial assets				
(i) Investments	1,760.93	1,760.93	-	-
(ii) Trade receivables	-	-	881.47	582.61
(iii) Others	95.78	90.18	105.53	99.91
Non Current tax assets (net)	47.01	155.67	47.01	155.67
Deferred tax assets (Net)	-	-	24.16	33.29
Other non-current assets	1.38	1.54	1.38	1.54
<b>Total Non-Current Assets</b>	<b>4,721.70</b>	<b>5,005.55</b>	<b>3,897.00</b>	<b>3,884.41</b>
<b>(2) Current assets</b>				
Financial assets				
(i) Investments	7,675.93	6,871.01	7,675.93	6,871.01
(ii) Trade receivables	197.00	171.60	546.40	547.92
(iii) Cash and cash equivalents	167.42	109.84	817.32	1,065.71
(iv) Bank balances other than (iii) above	13.21	0.66	13.21	0.66
(v) Others	180.33	166.81	180.33	198.29
Other current assets	12.40	24.37	80.17	59.23
<b>Total Current Assets</b>	<b>8,246.29</b>	<b>7,344.29</b>	<b>9,313.36</b>	<b>8,742.82</b>
<b>Total Assets</b>	<b>12,967.99</b>	<b>12,349.84</b>	<b>13,210.36</b>	<b>12,627.23</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
Equity share capital	1,723.65	1,723.65	1,723.65	1,723.65
Other Equity	10,773.11	10,165.81	10,834.94	10,197.97
Equity Attributable to the Owners of the Company	12,496.76	11,889.46	12,558.59	11,921.62
Non-controlling interest	-	-	-	-
<b>Total Equity</b>	<b>12,496.76</b>	<b>11,889.46</b>	<b>12,558.59</b>	<b>11,921.62</b>
<b>(2) LIABILITIES</b>				
<b>(a) Non-current liabilities</b>				
Financial liabilities				
(i) Other financial liabilities	327.49	315.63	327.49	315.63
Provisions	38.23	26.48	38.23	26.48
Other non current liabilities	3.17	19.54	3.17	19.54
<b>Total Non-Current Liabilities</b>	<b>368.89</b>	<b>361.65</b>	<b>368.89</b>	<b>361.65</b>
<b>(b) Current liabilities</b>				
Financial liabilities				
(i) Trade Payables	17.29	28.83	80.47	201.44
(ii) Other financial liabilities	74.43	53.78	80.79	106.19
Provisions	10.62	16.12	10.62	16.12
Current tax liabilities (net)	-	-	111.00	20.21
<b>Total Current Liabilities</b>	<b>102.34</b>	<b>98.73</b>	<b>282.88</b>	<b>343.96</b>
<b>Total Equity and Liabilities</b>	<b>12,967.99</b>	<b>12,349.84</b>	<b>13,210.36</b>	<b>12,627.23</b>

For SOFTSOL INDIA LIMITED


  
SRINIVAS MANDAVA  
Chief Financial Officer

For SOFTSOL INDIA LIMITED


  
BHASKARA RAO MADALA  
Whole Time Director



30th May 2018

The Manager  
The Department of Corporate Services  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P. J. Towers  
Dalal Street, Mumbai-400 001

**Scrip Code No. 532344 - SOFTSOL INDIA LIMITED**

Dear Sirs

Sub: Declaration w.r.t. Audit Report with unmodified opinion to the Audited Financial Results for the Financial Year ended 31st March 2018.

With reference to the captioned subject and in accordance with the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby declare that the Statutory Auditors M/s. JVSL & Associates, Chartered Accountants (Firm Reg. No. 15002S), Hyderabad have issued an Audit Report with unmodified opinion on the Audited Financial Results (Standalone and Consolidated) of the Company for the financial year ended 31st March 2018.

Kindly take the same on record.

**For SoftSol India Limited**

**Bhaskara Rao Madala**  
Whole time Director

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF SOFTSOL INDIA LIMITED**

**Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying Standalone Ind AS financial statements of SOFTSOL INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies ( Indian Accounting Standards) Rules, 2015 as amended. 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 Ind AS 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 Ind AS 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 standalone Ind AS 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 Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, a statement on the matters specified in 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 Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.



(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(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 has no pending litigations which would impact its financial position of the Company.

ii). The Company has no long-term contracts including derivative contracts for which there were 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.

Place: Hyderabad  
Date: 30-05-2018



For J V S L & ASSOCIATES  
Chartered Accountants  
Firm Regn No.015002S

A handwritten signature in black ink, appearing to read "J. Venkateswarlu".

J.VENKATESWARLU  
Partner  
ICAI Ms No.022481



**Annexure – A to Independent Auditors' Report dated 30.05.2018  
issued to the Members of SOFTSOL INDIA LIMITED**

**Statement on the matters specified in Paragraphs 3 and 4 of the Companies  
(Auditor's Report) Order, 2016**

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- (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.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the company.
- (ii) The company has not acquired / handled / dealt in / held any inventory. Hence, Clause (ii) of paragraph 3 of the order 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, Limited Liability Partnerships or other parties covered in the register maintained U/s.189 of the Companies Act, 2013. Hence, our comments on sub-clauses (a),(b) and (c) of clause (iii) of paragraph 3 of the order are Nil.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees and provided any security during the year under audit. In respect of investments made, the Company has complied with the provisions of Section 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits and hence compliance with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder is not applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against this company in any matter relating to the deposits
- (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, Service Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues as applicable to it to the appropriate authorities.



According to the information and explanations given to us, no undisputed amounts in respect of the above statutory dues are in arrears as at 31/03/2018 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, Goods and Services Tax, Duty of Customs, Duty of Excise, Value added tax 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:

Sl. No	Name of statute	Nature of dues	Period to which the amount relates	Total amount of disputed dues (Rs.)	Forum where dispute is pending	Amount deposited (Rs.)
i)	Finance Act, 1994 (Service tax Provisions)	Service tax	2007-08 to 2011-12	6,18,962/-	CESTAT, Bangalore	2,23,544/-

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to financial institution, bank and Government. The company has not issued debentures.
- (ix) During the year under review, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). The Company has not availed any Term loans.
- (x) During the year under review, no fraud by the company or on the Company by its officers or employees has been noticed or reported.
- (xi) As per the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company and hence our comments on clause (xii) of para 3 of the order are nil.
- (xiii) As per the information and explanations given to us and based on our audit, in our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) During the year under review, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Hence, compliance with the provisions of Section 42 of the Companies Act, 2013 is not applicable.

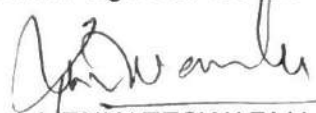


- (xv) As per the information and explanations given to us and based on our audit, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence, compliance with provisions of Section 192 of Companies Act, 2013 is not applicable.
- (xvi) As per the information and explanations given to us and based on our audit, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Hyderabad  
Date: 30-05-2018



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

  
J. VENKATESWARLU  
Partner  
ICAI Ms. No. 022481

**Annexure - B to Independent Auditors' Report dated 30.05.2018  
issued to the Members of SOFTSOL INDIA LIMITED**

**Report on the Internal Financial Controls over Financial Reporting in terms of  
Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").**

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We have audited the Internal Financial Controls over financial reporting of SOFTSOL INDIA LIMITED("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**1. Management's Responsibility for Internal Financial Controls**

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

**2. Auditors' Responsibility**

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



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

### **3. Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **4. Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



## 5. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Financial Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Hyderabad  
Date: 30-05-2018



For J V S L & ASSOCIATES  
Chartered Accountants  
Firm Regn No.015002S

A handwritten signature in black ink, appearing to read "J Venkateswarlu".

J VENKATESWARLU  
Partner  
ICAI Ms No.022481

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF  
SOFTSOL INDIA LIMITED**

**Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of **Softsol India Limited** ('the Holding Company') and its subsidiary company (the Holding Company and its subsidiary company together referred as 'the Group'), which comprise the consolidated Balance Sheet as at 31st March, 2018, the consolidated Statement of Profit and Loss, including Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS 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 Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies ( Indian Accounting Standards) Rules, 2015 as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated Ind AS 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS 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 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 the 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 Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors referred to in the 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 March 31, 2018, its consolidated profit including other comprehensive income, its consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date

### **Other Matter**

We did not audit the financial statements of Softsol Resources Inc., subsidiary, whose financial statements reflect total assets of Rs.2091.56 lakhs as at March 31, 2018, total revenues of Rs. 3273.98 lakhs and net cash outflows amounting to Rs.308.91 lakhs for the year ended on that date. The above financial information are before giving effect to any consolidated adjustments. 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 subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates the aforesaid subsidiary is based solely on the reports of the other auditors.

The above subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditors under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management.

Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.





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 matter with respect to our reliance on the work done and the reports of the other auditors.

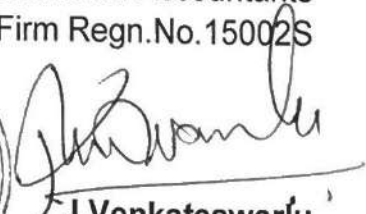
### Report on Other Legal and Regulatory Requirements

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 purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the consolidated Ind AS 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 including other comprehensive income, 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 Ind AS financial statements.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2018, 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 March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A".
- g) With respect to the other matters to be included in the Auditors' 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) There were no pending litigations which would impact the consolidated Ind AS financial position of the Group.
  - 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



  
**J. Venkateswarlu**

Partner

ICAI Ms No.022481

Place: Hyderabad

Date: 30.05.2018

**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**  
**(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

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

We have audited the internal financial controls over financial reporting of **Softsol India Limited** ('the Holding Company') as at March 31, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended and as on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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



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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal Financial Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Hyderabad  
Date : 30.05.2018



For **J V S L & Associates**  
Chartered Accountants  
Firm Regn. No.15002S

  
**J. Venkateswarlu**  
Partner  
ICAI Ms No.022481