



SOFTSOL INDIA LIMITED

CIN: L72200TG1990PLC011771

Regd Office: Plot No. 4, Software Units Layout, Madhapur,
Hyderabad - 500081, Telangana, India

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Email: cs@softsol.com, Website: www.softsolindia.com

February 27, 2023

The Principal Officer
The Department of Corporate Services
The Securities and Exchange Board of India,
Dalal Street, Mumbai-400001

Dear Sir,

Submission of letter of offer dated February 23, 2023, "Letter of Offer" in relation to the buyback of up to 20,12% fully paid-up equity shares of face value of ₹45 each of SoftSol India Private Limited, the "Company" at a price of ₹45 per equity share through the tender offer process, pursuant to the provisions of the Securities and Exchange Act, 2003, as amended and the Companies Act, 2013, as amended.

This is in relation to the captioned subject and in furtherance to our letter dated December 2, 2022, informing you of the filing of the Draft Letter of Offer in connection with the buyback with the Securities and Exchange Board of India. Pursuant to regulation 30 of the Securities and Exchange Act, 2003, as amended, we hereby enclose a copy of the Letter of Offer dated February 23, 2023. You are requested to take note of the following schedule of activities in relation to the buyback:

Activity	Day	Date
Buyback Opening Date	Friday	(March 03, 2023)
Buyback Closing Date	Friday	(March 10, 2023)
"Latest date of receipt of complete Tender Form and other specified documents including physical certificates, if any as applicable/ by the Registrar to the buyback"	Friday	(March 10, 2023)
"Latest date of completion of settlement of bids on the specified stock exchange"	Thursday	(March 23, 2023)

The above information will also be available on the Company's website www.softsolindia.com

> We request you to take the above information on record.

Thanking you,

Yours sincerely,
For SoftSol India Private Limited

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> hole)time Director

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*Procedure for Tender Offer and Settlement
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Process and Methodology for the Buyback”

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Procedure for Tender Offer and

Note on Taxation

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We have examined various documents and materials relevant to the Buyback, as part of the due-diligence carried out by us in connection with the finalisation of the public announcement dated Thursday, December 22, 2022 for the Buyback (“ ”) which was published on Friday, December 23, 2022 and the Draft Letter of Offer dated Thursday, December 29, 2022 (“ ”). On the basis of such examination and the discussions with the Company, we hereby state that:

- the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- all the legal requirements connected with the said Buyback including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended have been duly complied with;*
- the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/ beneficial owners of the Company to make a well informed decision in respect of the captioned Buyback; and*
- funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended.*

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Details of Statutory Approvals

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**Note: Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.*

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#Note: Assuming the full Acceptance of the Buyback Offer Size in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ.

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about the Company

Financial information

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1. Represents Profit / (Loss) for the period.

2. Represents other equity which includes Reserves and surplus, and other comprehensive income.

3. "Net worth" is total equity attributable to equity holders of the Company.

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¹Earnings per share = Profit after tax / Weighted average number of equity shares for the year/period.

²Diluted Earnings per share = Profit after tax / Weighted average diluted number of equity shares for the year/period.

³Book value per share = Net worth / Number of equity shares at the end of the year/period.

⁴Debt-equity ratio = Total debt divided by net worth at the end of the year/period.

⁵Return on net worth = Profit after tax/ Net worth at the end of the year/period.

Amount in INR Lakhs)

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¹Represents Profit / (Loss) for the period.

²Represents other equity which includes Reserves and surplus, and Other comprehensive income.

³“Net worth” is total equity attributable to equity holders of the Company.

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¹Earnings per share = Profit after tax / Weighted average number of equity shares for the year/period.

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⁵Return on net worth = Profit after tax/ Net worth at the end of the year/period.

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Source: www.bseindia.com

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Procedure for Tender Offer and Settlement

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Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved for Small Shareholders is 81.8163514% and General

Category for all other eligible Shareholders is 10.6414981%.

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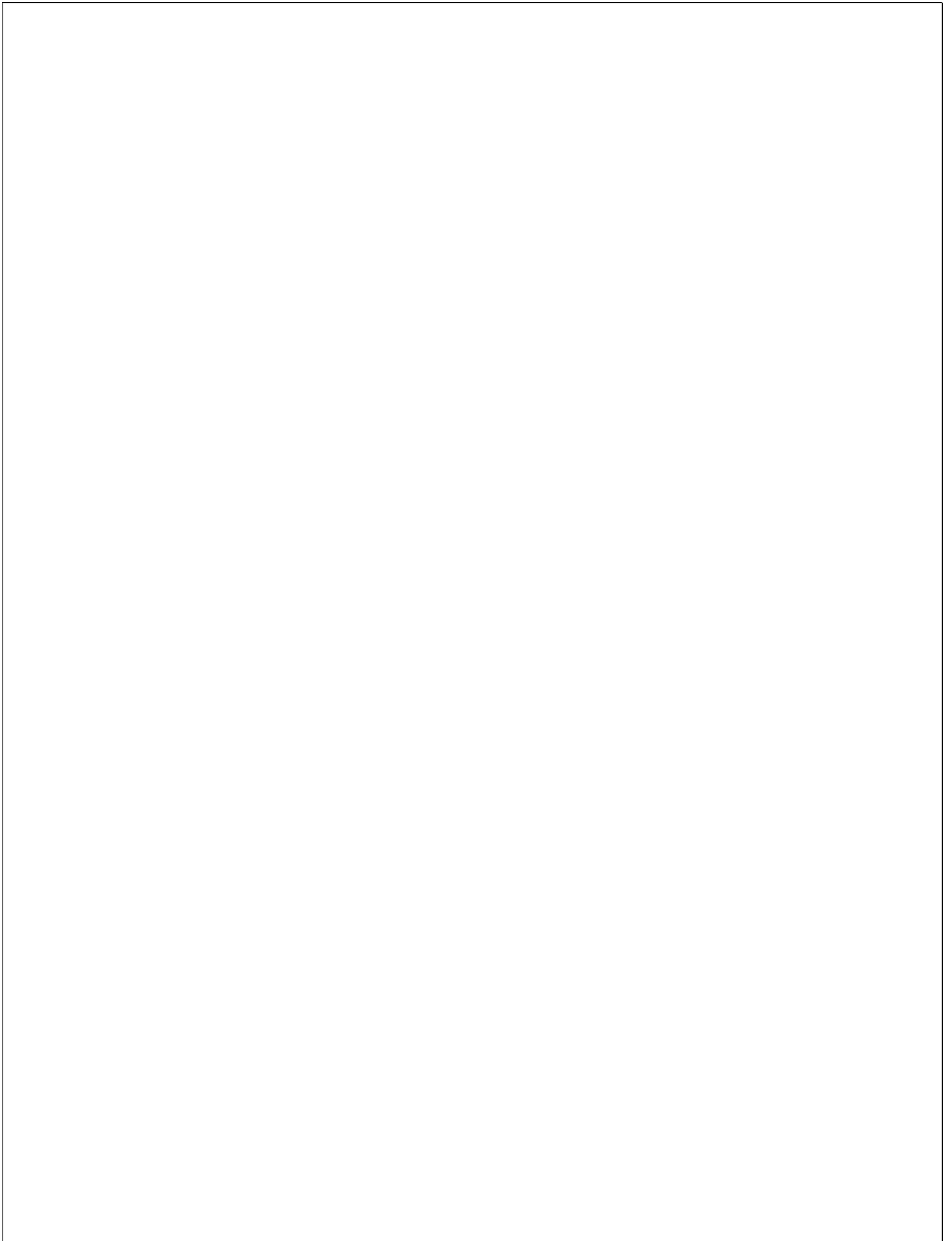
Equity Shares validly tendered in the Reserved Category

Basis of Acceptance of

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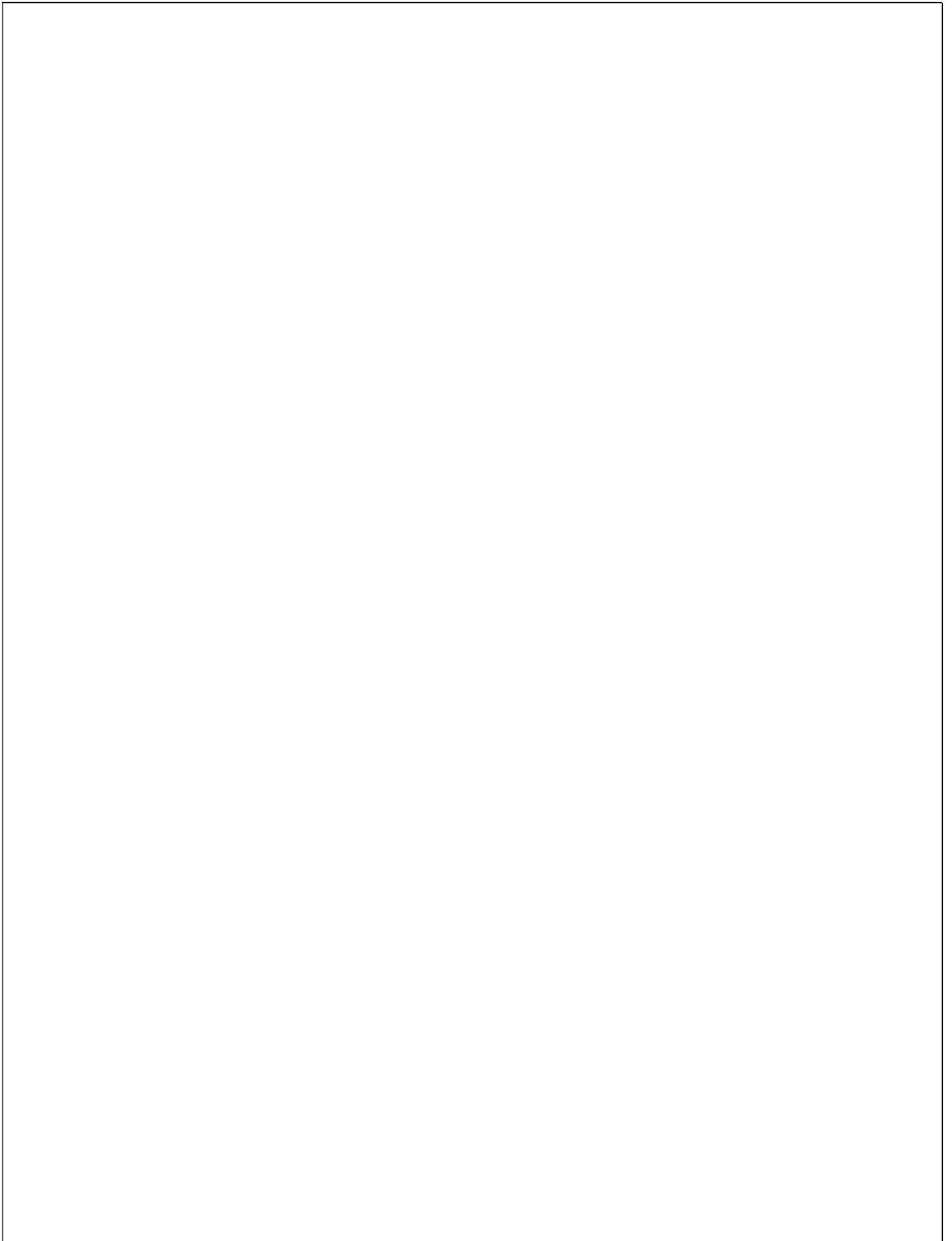
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For Pavuluri & Co
Chartered Accountants

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**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)**

Bid Number: Date:

BUYBACK OPENS ON		Friday, March 03, 2023	
BUYBACK CLOSSES ON		Friday, March 17, 2023	
<i>For Registrar / Collection Centre Use:</i>			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Bank / FI
<input type="checkbox"/>	Mutual Fund	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
<i>India Tax Residency Status: Please tick appropriate box</i>			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill the country of residence)
<i>Route of Investment (For NR Shareholders only)</i>			
<input type="checkbox"/>		<input type="checkbox"/>	Portfolio Investment Scheme
<input type="checkbox"/>		<input type="checkbox"/>	Foreign Investment Scheme

To,
The Board of Directors
SoftSol India Limited
C/o KFin Technologies Limited
Selenium, Tower-B, Plot No.31&32
Financial District, Nanakramguda
Serilingampally, Hyderabad - 500 032

Dear Sir / Madam,

Sub: Letter of Offer dated February 23, 2023 in relation to the buyback of not exceeding 20,58,824 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of SoftSol India Limited (the "Company") at a price of INR 170/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash.

- I / We (having read and understood the Letter of Offer dated February 23, 2023 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender / Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my/our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Shareholders.
- I / We agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.

-----Tear along this line-----

Acknowledgement Slip: SoftSol India Limited – Buyback 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No. / DP ID	Client Id
Received from Mr / Ms / M/s	
Form of Acceptance cum Acknowledgement along with	
No. of Equity Shares offered for Buyback	(in figures)
	(in words)
Please quote Client ID No. & DP ID No. for all future correspondence	

11. Details of Equity Shares held and tendered / offered for Buyback Offer:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date, i.e. January 13, 2023		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Seller may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Seller up to the Buyback Entitlement of such Eligible Seller shall be accepted to the full extent. The Equity Shares tendered by any Eligible Seller over and above the Buyback Entitlement of such Eligible Seller shall be accepted in accordance with clause 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Seller as on the Record Date shall not be considered for the purpose of Acceptance.

Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "SoftSol India Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

13. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

**Corporate must affix rubber stamp and sign under the valid authority. The relevant corporate authorization shall be enclosed with the application form submitted.*

14. **Applicable for all Non-resident shareholders**

- I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

- This Offer opens on **Friday, March 03, 2023** and closes on **Friday, March 17, 2023**.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of the Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" on paragraph 21 of the Letter of Offer.
- Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 19 of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Eligible Shareholders holding Equity Shares in dematerialized form in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.
- The shares in the Buyback would be liable to be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder; and (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form
- The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
- Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph 21 of the Letter of Offer.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Eligible Shareholders(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and the number of Equity Shares tendered for the Buyback.
- Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.

14. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.



KFin Technologies Limited

CIN: U72400TG2017PTC117649

Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana 500 032, India

Telephone No.: +91 40 6716 2222; Toll free no: 1-800-3094-001 Fax: +91 40 23001153

Contact Person: M Murali Krishna

Email: softsol.buyback@kfintech.com; **Website:** www.kfintech.com

Investor Grievance Email: einward.ris@kfintech.com

SEBI Registration No.: INR000000221 **Validity Period:** Permanent (unless suspended or cancelled by SEBI)

**TENDER FORM
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

Bid Number:
Date:

BUYBACK OPENS ON		Friday, March 03, 2023	
BUYBACK CLOSES ON		Friday, March 17, 2023	
<i>For Registrar / Collection Centre Use:</i>			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/> Individual	<input type="checkbox"/> FII	<input type="checkbox"/> Insurance Co.	
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI	
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)	
<input type="checkbox"/> Mutual Fund	<input type="checkbox"/> Company	<input type="checkbox"/> Other QIBs	
<i>India Tax Residency Status: Please tick appropriate box</i>			
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)	
<i>Route of Investment (For NR Shareholders only)</i>			
<input type="checkbox"/>	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme	

To,
The Board of Directors
SoftSol India Limited
C/o KFin Technologies Limited
Selenium, Tower-B, Plot No.31&32
Financial District, Nanakramguda
Serilingampally, Hyderabad - 500 032
Dear Sir / Madam,

Sub: Letter of Offer dated February 23, 2023 in relation to the buyback of not exceeding 20,58,824 fully paid-up equity shares of face value of INR 10/- each (the "Equity Shares") of SoftSol India Limited (the "Company") at a price of INR 170/- per Equity Share (Buyback Offer Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash.

- I / We having read and understood the Letter of Offer dated February 23, 2023 issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender/ offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Seller Member as per secondary market mechanism.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Equity Shareholder as per the provisions of SEBI Buyback Regulations and circulars issued by SEBI
- I/ We acknowledge that the responsibility to discharge tax, if any, due on any gains arising on buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of documents and that the consideration may be paid to the first named Eligible Shareholder as per the secondary market mechanism.
- I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act 2013 and the rules made there under and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended, and any other applicable laws.
- I/ We authorise the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- Eligible Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date, i.e. January 13, 2023		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares, if any)		

Note: An Eligible Seller/Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Seller/Shareholder up to the Buyback Entitlement of such Eligible Seller/Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Seller/Shareholder over and above the Buyback Entitlement of such Eligible S iver/Shareholder shaol bs

Acknowledgement Slip: SoftSol India Limited – Buyback 2022
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No. / DP ID	Client Id
Received from Mr. / Ms. / M/s.	
Form of Acceptance cum Acknowledgement along with, Original TRS along with:	
No. of Equity Shares offered for Buyback	(in figures)
	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker/Registrar

16. Details of Share Certificate(s) enclosed: _____ Total No. of Share Certificates submitted: _____

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
Total					

In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.

17. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18. Details of other documents (Please ✓ as appropriate, if applicable) enclosed:

	Power of Attorney	Previous RBI approvals for acquiring the Equity Shares of SoftSol India Limited hereby tendered in the Buyback
	Death Certificate	Succession Certificate
	Self-attested copy of Permanent Account Number (PAN card)	Corporate Authorisations
	TRS	Other (please specify)

19. **Applicable for all Non-resident shareholders**

I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India within the applicable time period for such payment. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.

I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "SoftSol India Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

20. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Equity Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of Sole/First Equity Shareholder				

*Corporate must affix rubber stamp and sign under the valid authority. The relevant corporate authorization shall be enclosed with the application form submitted.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

- This Offer will open on **Friday, March 03, 2023 and close on Friday, March 17, 2023.**
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on Friday, March 17, 2023 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

3. Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 19 of the Letter of Offer) only post placing the bid via the Seller Member.
4. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
5. Eligible Shareholders to whom the Buyback offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
6. For the procedure to be followed by Eligible Shareholders for tendering Equity Shares in the Buyback, please refer to paragraph 21 of the Letter of Offer.
7. All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non-submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
8. All documents /remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
10. In the event of non-receipt of the Letter of Offer by an Eligible Shareholder, the Eligible Shareholder holding Equity Shares may participate in the Buyback by providing their application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share Certificate Number, Number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., Friday, March 17, 2023 by 5:00 p.m. IST.
11. Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
12. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not an Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Friday, March 17, 2023 by 5:00 p.m. IST.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:
INVESTOR SERVICE CENTRE: SOFTSOL INDIA LIMITED BUYBACK 2022



KFin Technologies Limited
CIN: U72400TG2017PTC117649
Selenium, Tower B, Plot No. - 31 & 32, Financial District Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana 500 032, India
Telephone No.: +91 40 6716 2222; Toll free no: 1-800-3094-001 Fax: +91 40 23001153
Contact Person: M Murali Krishna
Email: softsol.buyback@kfintech.com; Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
SEBI Registration No.: INR000000221 Validity Period: Permanent (unless suspended or cancelled by SEBI)

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