



SMT. NAGA PADMA VALLI KILARI (DIN: 08466714)
INDEPENDENT DIRECTOR- SOFTSOL INDIA LIMITED
137, PRIMROSE, L & T SERENE COUNTY
TELECOM NAGAR, SERILINGAMPALLY
HYDERABAD - 500032

Dear Sir

Sub: Letter of Appointment as Independent Director of the Company for a term of Five Years

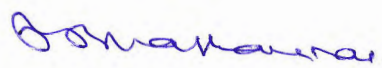
Our Company is grateful to you for giving your kind consent for appointment as an Independent Director of our Company. We are sure that the Company would be enriched with your valuable guidance and suggestions in the course of your continued association with us as an Independent Director. We look forward to your participation in the affairs of the Company and advice for the growth and development of the Company and all its stakeholders. As required under the Companies Act, 2013, we are issuing Letter of Appointment to you covering the terms of your appointment.

1. Your appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, i.e. with effect from 30th September 2019 (from conclusion of 29th Annual General Meeting) have been approved by the members of the Company by way of Special Resolution passed at the AGM held on 30th September 2019. Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
2. As per the declaration dated 14/08/2019 provided by you, it is noted that you meet the criteria of being appointed as an Independent Director of the Company in terms of the provisions of Section 149 of the Companies Act, 2013 and Rules notified there under from time to time. You shall on a yearly basis declare to the Company that you continue to meet these eligibility criteria. In case of happening of any event, if you cease to meet the eligibility criteria for Independent Director, you shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company. Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a Director/ vacation of office/ disqualification of director.
3. You will devote sufficient time to the affairs of the Company while functioning as Independent Director as would be required to help the Company to achieve objectives.

4. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made there under, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other Statutes as may be applicable from time to time.
5. The Company has adopted Code of Conduct of the Company for its Directors and Senior Management Personnel which is applicable to Independent Directors also, a copy of which is enclosed. The Code for Independent Directors, as per Schedule IV of the Companies Act, 2013 is also enclosed and Independent Directors are expected to abide by the same
6. As an Independent Director, you will be expected not to:
 - a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
 - b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the Company; and
 - c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013.
8. As per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your performance as an Independent Director will be evaluated/ reviewed by the Board on an annual basis.
9. Your attention is drawn to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 in respect of disclosure of price-sensitive information.

Consequently, you are hereby informed not make any statements and/or enter into transactions that might risk a breach of these Regulations in any manner, whatsoever.

Thanking you & Yours faithfully
For SoftSol India Limited


Bhaskara Rao Madala
Whole-time Director

A stylized blue ink signature, likely of a company representative, located below the signature of Bhaskara Rao Madala.