

DECLARATION OF INDEPENDENCE OF INDEPENDENT DIRECTOR

Date: 30-05-2019

To
The Board of Directors
SOFTSOL INDIA LIMITED (CIN: L72200TG1990PLC011771)
Plot No. 4, Software Units Layout
Madhapur, Hyderabad – 500 081

Subject: Declaration of independence under the provisions of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

I, Mr. B. S. Srinivasan hereby certify that I am a Non-executive Independent Director of SOFTSOL INDIA LIMITED, and comply with all the criteria of independent director as envisaged in the provisions of SEBI (LODR) Regulations 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the listed entity
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
5. None of my relatives are holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year.
6. None of my relatives is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
7. None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
8. None of my relatives has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in above clause nos. 5,6, and 7.

9. Neither me nor any of my relatives:

- a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
- b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - i. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - ii. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; or
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

10. I am not a material supplier, service provider or customer or a Lessor or lessee of the company;

11. I am not less than 21 years of age and I am not exceeding 75 years of age as of now and will complete 75 years of age on 7th May 2020.

12. I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Signature:

Name of Director: **B. S. Srinivasan**

DIN: 00482513

Complete Address with PIN: PLOT NO.93, WOMEN'S CO-OP HOUSING SOCIETY, ROAD NO.5, JUBILEE HILLS, HYDERABAD, 500033.

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