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December 20,2022

Division of Corporation Finance

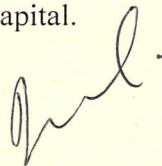
U.S. Securities and Exchange Commission 100 F Street, N.E.
Washington, D.C. 20549
United States of America

Kind Attn: 1) *Ted Yu, Esq., Chief, Office of Mergers and Acquisitions*
2) *Christina E. Chalk, Esq., Senior Special Counsel, Office of Mergers and Acquisitions*

Re: Issuer Tender Offer for Shares of SoftSol India Limited

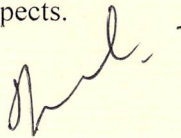
Dear Mr. Yu, Ms. Chalk,

1. We are acting as Indian Legal advisors to SoftSol India Limited, a public limited company incorporated under the laws of India (the “**Company**”), for matters in connection with Issuer Tender Offer concerning the proposed repurchase by the Company of a small portion, being less than 12.24% (20,58,824 shares) of its fully paid-up outstanding equity shares (the “**Buyback Offer**”).
2. The Buyback Offer is very well within the permissible limits under Indian Companies Act 2013.
3. As per Section 68 of the Companies Act, 2013 (“**Companies Act**”) the company can buy back its own shares within the following limits:
 - A. Maximum number of Shares that can be brought back in a financial year is twenty-five percent of its paid-up share capital.

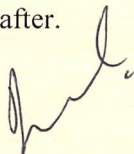


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- B. Maximum amount of Shares that can be brought back in a financial year is twenty-five percent of paid-up share capital and free reserves (where paid-up share capital includes equity share capital and preference share capital and free reserves includes securities premium).
4. Further, Section 68 of the Companies Act also provides that:
- A. Board approval is sufficient if the amount of shares for buyback is up to ten percent of paid-up share capital and free reserves.
- B. Shareholders' approval is required if the amount of shares for buyback is over and above ten percent of paid-up share capital and free reserves.
5. With this background, in that capacity, we have been asked to review the letter dated December 20 of 2022, prepared by Chugh, LLP on behalf of the Company requesting the staff of the Division of Corporate Finance of the SEC (the "**Staff**") to grant exemptive relief and no-action relief to the Company from certain rules under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), that may be applicable to the Company at the time of undertaking the Issuer Tender Offer.
6. We have reviewed the statements relating to all applicable Indian laws, regulations and practices as set out in the Letter, being the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (the "**Buy-Back Regulations**"), the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Indian Statements**") and confirm that, in our opinion, all descriptions of the Indian Statements are fair and accurate with respect to the Buyback Offer described in the Letter for which relief has been requested therein, and are complete in all material respects.



7. We also specifically confirm that the Securities and Exchange Board of India (“SEBI”) does not have any specific power to grant exemptions under the Buy-Back Regulations. While SEBI does have the power to issue guidance notes or circulars to remove difficulties in the interpretation or application of the Buy-Back Regulations under Regulation 26, such difficulties are only in the context of conflicts of the Buy-Back Regulations with other applicable Indian Laws. The Buy-Back Regulations do not grant further powers to SEBI to grant any procedural exemption and there is no legal process in place that would require SEBI to grant, reject or react to an application for an exemption not contemplated by the Buy-Back Regulations. Moreover, as per our knowledge, SEBI has never granted any procedural exemptions in relation to any aspects of the buyback process as set out under the Buyback Regulations. In our opinion, it is extremely unlikely that an exemption in relation to tendering period to permit a tender offer to be open for 20 business days.
8. This Support Letter is confined to and given on the basis of the laws and regulations of India in force on the date hereof. Such laws and regulations are subject to interpretation by the competent authorities, including the Securities and Exchange Board of India. Such interpretation is subject to change without advance notice and the competent authorities may disregard past precedents.
9. Moreover, many provisions in the law are principle based and application thereof implies discretion. In the absence of an explicit statutory law, we base our opinion and view solely on our independent professional judgment. This Support Letter is further confined to the matters stated herein and the Letter, and is not to be read as extending, by implication or otherwise, to any other matter.
10. We are writing you this Support Letter as of the date hereof and we assume no obligation to advise you of any changes in fact or in law that are made or brought to our attention hereafter.



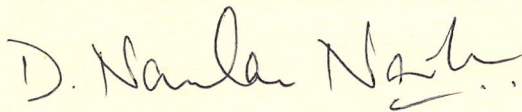
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11. The views expressed herein are views as to Indian law only and we express no view with respect to the applicability or the effect of the laws of any other jurisdiction to or on or in connection with the matters covered herein.

Yours Sincerely,

For **Varuna Law Associates LLP**



D. Narendar Naik

Partner

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