

**Secretarial compliance report of Softtech Engineers Limited for the year ended  
March 31, 2022**

To,

**Softtech Engineers Limited**

**(CIN: L30107PN1996PLC016718)**

SoftTech Towers, S NO 1/1A/7 8 15 16 17

Plot No. BCD 1-Baner,

Opp. Royal Enfield Showroom,

Baner Road Pune- 411045.

We **SVD & Associates, Company Secretaries**, have examined:

- a) all the documents and records made available to us and explanations provided by **Softtech Engineers Limited** ("the listed entity"), a Company listed on SME platform of National Stock Exchange of India Limited (NSE) and migrated to Main Board of NSE and listed on BSE Limited effective from 25<sup>th</sup> February, 2022.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015( SEBI LODR);
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018;
  - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(not applicable to the listed entity during the Review Period)**;
  - e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 upto August 12, 2021. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with effect from August 13, 2021;
  - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 upto August 15, 2021. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 with effect from August 16, 2021 **(not applicable to the Company during the Review Period)**;
  - g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 upto August 15, 2021. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 with effect from August 16, 2021 **(not applicable to the listed entity during the review period)**;
  - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - i) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations / circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 10 of The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, requires the listed entity to obtain in principle approval from the recognised Stock Exchange for the listing of existing ESOP scheme.	The listed entity got its securities listed on Main Board of the BSE Limited effective from 25th February, 2022 and as on 31st March, 2022 the Company has not filed application for in principle approval for the ESOP Scheme of the Company	The listed entity to ensure necessary compliance as per Regulation 10 of The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
	Nil			

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Nil				

(e) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the listed entity.

**Note:** the equity shares of listed entity which were already listed under Emerge Platform of NSE have been migrated & admitted to dealings on the Main board Platform of BSE Limited and the National Stock Exchange Limited with effect from 25<sup>th</sup> February 2022.

**For SVD & Associates  
Company Secretaries**

*Sridhar*  


**Sridhar Mudaliar**  
 Partner  
 FCS No: 6156  
 C P No: 2664

Place: Pune  
 Date: May 27, 2022

**Peer Review No:** P2013MH075200  
**UDIN:** F006156D000408349