

Details Regarding Voting result of 23<sup>rd</sup> Annual General Meeting:

**Date of Annual General Meeting:** 30<sup>th</sup> September, 2019

**Total Number of Shareholders as on cut-off / record date:** 525

**No. of shareholders present in meeting either in person or through proxy:** 11

Promoter and promoter group: 3

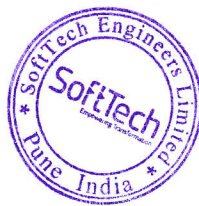
Public: 8

**No. of shareholders attended the meeting through video conferencing:**

Promoter and promoter group: NA

Public: NA

Mode of voting for all resolutions enlisted below: Remote e-voting from Thursday, 26<sup>th</sup> September, 2019 (09.00 AM IST) to Sunday, 29<sup>th</sup> September, 2019 (5.00 PM IST) both days inclusive and by poll conducted at the meeting.



## SoftTech Engineers Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited financial statements as on 31st March, 2019, and the Reports of the Board of Directors and the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
			[2]	[4]	[5]	[6]	[7]	
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

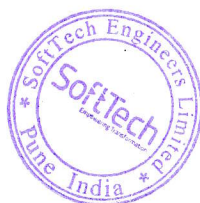
Resolution Required : (Ordinary)

2 - To declare a final dividend on equity shares for the financial year ended 31st March, 2019.

Whether promoter/ promoter group are interested in the agenda/resolution?

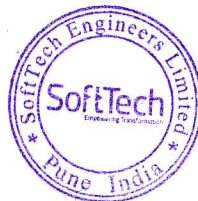
No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

Resolution Required : (Ordinary)		3 - To appoint a director in place of Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>	<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

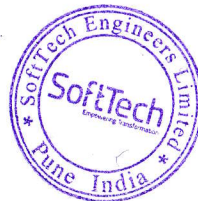
Resolution Required : (Ordinary)

4 - To regularise appointment of Mr. Sundararajan Srinivasan (DIN: 07936396) as Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

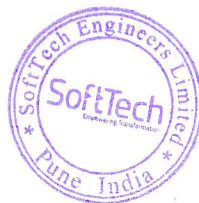
Resolution Required : (Ordinary)

5 - Revision in remuneration of Mrs. Priti Gupta, Whole-time Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

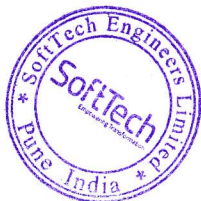
Resolution Required : (Ordinary)

6 - Revision in remuneration of Mr. Vijay Gupta, Managing Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

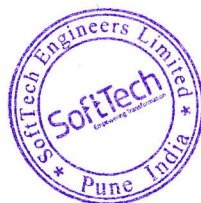
Yes

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={{[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={{[4]/[2]}*100	% of Votes against on votes polled [7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## SoftTech Engineers Limited

Resolution Required : (Special)		7 - To reappoint Mr. Vijay Gupta as a Managing Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





## SoftTech Engineers Limited

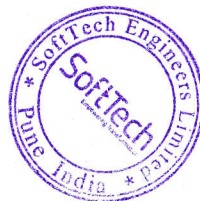
Resolution Required : (Special)

8 - Approval of SoftTech Employees Stock Option Plan 2017 as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	4050272	4013472	99.0914	4013472	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4013472</b>	<b>99.0914</b>	<b>4013472</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1623796	1338996	82.4609	1338996	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1338996</b>	<b>82.4609</b>	<b>1338996</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3748408	1600	0.0427	1600	0	100.0000	0.0000
	Poll		276800	7.3845	276800	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>278400</b>	<b>7.4272</b>	<b>278400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>9422476</b>	<b>5630868</b>	<b>59.7600</b>	<b>5630868</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SoftTech Engineers Limited held on Monday, 30<sup>th</sup> September, 2019 at 2:30 P.M. , at Mahratta Chamber of Commerce, Industries and Agriculture, Sumant Moolgaokar Auditorium, No. 1 (A Wing, Ground Floor), MCCIA Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411 016.


Sir,

I, Devesh Tudekar, Company Secretary in Whole-time Practice have been appointed as the Scrutinizer of SoftTech Engineers Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act. 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 (Amendments Rules, 2015) on below mentioned resolutions, at the 23<sup>rd</sup> Annual General Meeting of the Equity shareholders of SoftTech Engineers Limited held on Monday, 30<sup>th</sup> September 2019 at 2:30 P.M. , at Mahratta Chamber of Commerce, Industries and Agriculture, Sumant Moolgaokar Auditorium, No. 1 (A Wing, Ground Floor), MCCIA Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411 016. I submit my report as under:

1. The e-voting period remained open from September 26, 2019 (9.00 a.m.) to September 29, 2019 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. September 23, 2019 were entitled to vote on the proposed resolutions (Item no. 1 to 8 as set out in the Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of SoftTech Engineers Limited.
3. The votes were unblocked on September 30, 2019 at around 4.00 pm in the presence of two witnesses, Ms. Amruta Jana (Address: Shivajinagar Pune - 411005) and Ms. Poonam Mule (Address: Dighi, Pune 411015) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Securities Depository Limited ("NSDL").

Witness:  AMRUTA JANA

Name: Shivaji nagar  
Pune 411005

  
Name: Poonam Mule  
Dighi, Pune - 411015

5. The result of the e-voting is as under:

a) **Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited financial statements as on 31<sup>st</sup> March, 2019, and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0

b) **Resolution No. 2: Ordinary Resolution**

To declare a final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

c) **Resolution No. 3: Ordinary Resolution**

To appoint a director in place of Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0

d) **Resolution No. 4: Ordinary Resolution**

To regularise appointment of Mr. Sundararajan Srinivasan (DIN: 07936396) as Director of the Company.

(i) Voted **in favour** of the resolution:

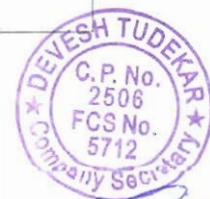
Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0



e) **Resolution No. 5: Ordinary Resolution**

To approve revision in remuneration payable to Mrs. Priti Gupta, Whole-time Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0

f) **Resolution No. 6: Ordinary Resolution**

To approve revision in remuneration payable to Mr. Vijay Gupta, Managing Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
 Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

g) **Resolution No. 7: Special Resolution**

To approve the re-appointment of Mr. Vijay Gupta as a Managing Director of the Company, not liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0

h) **Resolution No. 8: Special Resolution**

Approval of SoftTech Employees Stock Option Plan 2017 as per Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.

(i) Voted **in favour** of the resolution:

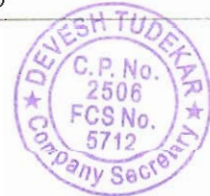
Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
5	5354068	100

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

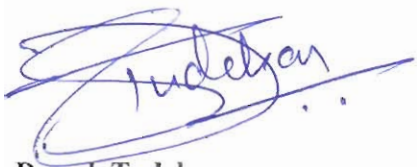
Total number of members who have not voted/whose votes were declared invalid	No of shares held by them/Total number of votes cast by them
0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



**Devesh Tudekar**  
**Practicing Company Secretary**  
**Membership No.: F5712**  
**C. P. No. 2506**

**Place: Pune**  
**Date: 01.10.2019**

**SCRUTINIZER'S REPORT**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To

The Chairman,

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SoftTech Engineers Limited held on Monday, 30<sup>th</sup> September 2019 at 2:30 P.M., at Maharashtra Chamber of Commerce, Industries and Agriculture, Sumant Moolgaokar Auditorium, No. 1 (A Wing, Ground Floor), MCCIA Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411 016.

Sir,

I, Devesh Tudekar, Practicing Company Secretary have been appointed as scrutinizer of SoftTech Engineers Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at the 23<sup>rd</sup> Annual General Meeting of the Equity shareholders of SoftTech Engineers Limited held on Monday, 30<sup>th</sup> September 2019 at 2:30 P.M., at Maharashtra Chamber of Commerce, Industries and Agriculture, Sumant Moolgaokar Auditorium, No. 1 (A Wing, Ground Floor), MCCIA Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411 016. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence.
3. The result of the Poll is as under:

**a) Resolution No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited financial statements as on 31<sup>st</sup> March, 2019, and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com



(iii) **Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0

b) **Resolution No. 2: Ordinary Resolution**

To declare a final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0

c) **Resolution No. 3: Ordinary Resolution**

To appoint a director in place of Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

**d) Resolution No. 4: Ordinary Resolution**

To regularise appointment of Mr. Sundararajan Srinivasan (DIN: 07936396) as Director of the Company.

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0

**e) Resolution No. 5: Ordinary Resolution**

To approve revision in remuneration payable to Mrs. Priti Gupta, Whole-time Director of the Company

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0



**f) Resolution No. 6: Ordinary Resolution**

To approve revision in remuneration payable to Mr. Vijay Gupta, Managing Director of the Company

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0

**g) Resolution No. 7: Special Resolution**

To approve the re-appointment of Mr. Vijay Gupta as a Managing Director of the Company, not liable to retire by rotation.

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iii) Not Voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0



Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

h) **Resolution No. 8: Special Resolution**

Approval of SoftTech Employees Stock Option Plan 2017 as per Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	276800	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Not Voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast in favor of the resolution
0	0

4. The relevant records shall remain in my safe custody until the Chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



**Devesh Tudekar**  
Practicing Company Secretary  
Membership No.:F5712  
C. P. No. 2506  
Place: Pune  
Date: 01.10.2019



To

The Chairman,

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of SoftTech Engineers Limited held on Monday, September 30, 2019 at 2:30 P.M., at Maharashtra Chamber of Commerce, Industries and Agriculture, Sumant Moolgaokar Auditorium, No. 1 (A Wing, Ground Floor), MCCIA Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411 016.

**Sub: Results of E-voting and voting by Poll of 23<sup>rd</sup> Annual General Meeting (AGM)**

Dear Sir,

I undersigned, Devesh Tudekar, Company Secretary in Whole-time Practice have been appointed as the Scrutinizer of SoftTech Engineers Limited ("the Company") for the purpose of scrutinizing the e-voting process (during September 26, 2019 to September 29, 2019) and voting by poll at 23<sup>rd</sup> Annual General Meeting (AGM) held on September 30, 2019, conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made there under relating to voting through electronic voting system and voting by poll by the shareholders on the resolutions proposed in the Notice of the 23<sup>rd</sup> AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and report on poll at the meeting.

I hereby enclose below reports relating to the voting on the resolutions proposed at the 23<sup>rd</sup> AGM of the Company held on September 30, 2019.

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll




---

Address: A-5, Snehal Classique, Bhawkar Bhavan Lane, Shivaji Nagar, Pune - 411005  
Telefax: 020-67634700, Mobile: 99232 02404 E-mail: tudekar@gmail.com

I hereby declare that the Resolution No. Ito 8 have been passed unanimously as per the aforesaid Notice of the AGM of the Company.

Thanking you,  
Yours faithfully,



**Devesh Tudekar**  
Practicing Company Secretary  
Membership No.: F5712  
C. P. No. 2506

Place: Pune  
Date: 01.10.2019

Combined Report								
SoftTech Engineers Limited (CIN: L30107PN1996PLC016718)								
Annual General Meeting held on 30th September, 2019								
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution:</b> To receive, consider and adopt the Audited financial statements as on 31st March, 2019, and the Reports of the Board of Directors and the Auditors thereon.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
2	<b>Ordinary Resolution:</b> To declare a final dividend on equity shares for the financial year ended 31st March, 2019.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
3	<b>Ordinary Resolution:</b> To appoint a director in place of Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
4	<b>Ordinary Resolution:</b> To regularise appointment of Mr. Sundararajan Srinivasan (DIN: 07936396) as Director of the Company.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
5	<b>Ordinary Resolution:</b> To approve revision in remuneration payable to Mrs. Priti Gupta, Whole-time Director of the Company	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
6	<b>Ordinary Resolution:</b> To approve revision in remuneration payable to Mr. Vijay Gupta, Managing Director of the Company	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
7	<b>Special Resolution:</b> To approve the re-appointment of Mr. Vijay Gupta as a Managing Director of the Company, not liable to retire by rotation.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
8	<b>Special Resolution:</b> Approval of SoftTech Employees Stock Option Plan 2017 as per Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.	5354068	0	276800	0	5630868	0	Resolution passed Unanimously
Date: 1st October, 2019								
Place: Pune								

