

Date: 29th May, 2023

To,

National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block – G Bandra – Kurla Complex Bandra (East), Mumbai – 400051 Symbol: SOFTTECH	BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Scrip Code: 543470
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Dear Sir/ Madam,

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI Circular No. CIR/CFD/CMDI /27 /2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2023, issued by DTSM & Associates, Practicing Company Secretaries.

You are requested to take the same on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully

FOR SOFTTECH ENGINEERS LIMITED

**SHALAKA KHANDELWAL
COMPANY SECRETARY**



SoftTech Engineers Limited

CMMi/3, ISO 9001: 2015

CIN: L30107PN1996PLC016718

Registered Office : SoftTech Towers, 1 Baner Rd, Opp. Royal Enfield Showroom, Baner, Pune, Maharashtra 411045

+91 20 67183711 enquiries@softtech-engr.com www.softtech-engr.com

**Secretarial Compliance Report of Softtech Engineers Limited
for the financial year ended March 31, 2023**

We, **DTSM & Associates, Company Secretaries**, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Softtech Engineers Limited, CIN L30107PN1996PLC016718** (hereinafter referred as 'the listed entity'), having its Registered Office at SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. BCD 1-Baner, Opp. Royal Enfield Showroom, Baner Road, Pune - 411045. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the financial year ended **March 31, 2023** ("Review Period"), complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (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 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 (Buyback of Securities) Regulations, 2018 **(not applicable to listed entity during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 SEBI (SBEB);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not applicable to the listed entity during the Review Period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018 and circulars/ guidelines issued thereunder;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(not applicable to the listed entity during the Review Period)**;

and circulars/ guidelines issued thereunder;

(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.	1
Compliance Requirement (Regulations /circulars/guidelines including specific clause)	1. SEBI (LODR) 2. SEBI circular
Regulation /Circular No.	1. Regulation 23 (9) 2. SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020
Deviations	Delay in disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR).
Action Taken by	1. BSE Limited (BSE) 2. National Stock Exchange of India Ltd.(NSE)
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.)	Fine
Details of Violation	Delay in disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR).



Fine Amount	1. BSE - Rs. 64,900/- 2. NSE – Rs. 64,900/-
Observations/Remarks of the Practicing Company Secretary	Pursuant to Regulation 23(9) of SEBI (LODR), the Company has disclosed the related party transactions for half year ended March 31, 2022 on June 24, 2022 within a period of 30 days from approval of financial results for year ended March 31, 2022.
Management Response	The listed entity had paid above mentioned fine to the stock exchange.
Remarks	Nil

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

Particulars	Sr. No. 1
Compliance requirement (Regulations /circulars/guidelines including specific clause)	Regulation 10 of SEBI (SBEB) requires the listed entity to obtain in principle approval from the recognised Stock Exchange for the listing of existing ESOP scheme.
Regulation /Circular No.	Regulation 10 of SEBI (SBEB)
Deviations	Non - filing of in principle approval for the ESOP Scheme of the Company with the Stock Exchange as on March 31, 2022.
Action Taken by	NA
Type of Action (Advisory /Clarification/Fine/Show Cause Notice/ Warning, etc.)	NA
Details of Violation	Non - filing of in principle approval for the ESOP Scheme of the Company with the Stock Exchange as on March 31, 2022.
Fine Amount	NA
Observations/Remarks of the Practicing Company Secretary	The listed entity to ensure necessary compliance as per Regulation 10 of SEBI (SBEB)
Management Response	The listed entity got its securities listed on Main Board of the BSE Limited effective from February 25, 2022 and subsequently made an application for in principal approval.
Remarks	Nil

II. Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019P:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	i. If the auditor has resigned	NA	No such instance during



	<p>within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		the Review Period.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non- cooperation by the management which has hampered the audit process, the auditor has approached</p>	NA	No such instance during the Review Period.



the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.

b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.

c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.

ii. Disclaimer in case of non-receipt of information:
The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as



	specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such instance during the Review Period.

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines 	Yes	Nil



	issued by SEBI		
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	Listed entity does not have any material subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the	Yes	Nil



	Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Nil
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	NA	All the related party transactions are with prior approval of Audit Committee
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under	No	As per our comment mentioned in above Table (a) Further, as confirmed by the management, no action was taken against promoters/ Directors Subsidiaries.



	SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity and we have physically verified the documents and evidences and also relied on data provided through electronic mode for the purpose of issuing this report.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **DTSM & Associates**
Company Secretaries



Sridhar Mudaliar
Partner

FCS No: 6156

CP No: 2664

Peer Review No: P2021MH087800

UDIN: F006156E000369805

Place: Pune

Date: May 25, 2023

