

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Fifth Annual General Meeting of the Members of SoftTech Engineers Limited will be held on Thursday, 30th September, 2021, at 2:30 P.M through video conferencing ('VC') / other audio visual means ('OAVM') to transact the following business:

A. Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited financial statements as on 31st March, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Pratik Patel (DIN: 08798734), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682) as Statutory Auditors of the Company and in this regard, pass the following resolution as a Special Resolution

“RESOLVED THAT in accordance with the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and rules thereto (Including any Statutory Modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board, M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), be and are hereby appointed as the Statutory Auditors of the Company to hold the office for 5 (Five) years from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to fix the remuneration and reimbursement of out-of-pocket expenses, if any incurred as mutually agreed upon and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to the resolution.”

B. Special Business:

4. To consider waiver of excess managerial remuneration and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (Including any Statutory Modification or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company, approval of the Members be and is hereby accorded for the waiver of excess managerial remuneration of INR 2,194,006/- (Indian Rupees Twenty One Lakh Ninety Four Thousand Six only) paid to Mr. Vijay Gupta, Chairman and Managing Director (DIN : 01653314) of the Company for the Financial Year 2020-21 due to lower profits and thereby being in excess of maximum remuneration permissible under the Act and approved by the Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Company Secretary and/or Chief Financial Officer be and are hereby authorised to finalise, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, in respect of the aforesaid payment of remuneration and to do all acts, deeds, matters and things that may be deemed necessary, proper and expedient for the purpose of giving effect to this resolution.

5. To fix the managerial remuneration for Mr. Vijay Gupta, Chairman and Managing Director(DIN : 01653314) and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with the limits under Schedule V; including any statutory modification or re-enactment thereof, or any other law and as recommended by Nomination and Remuneration Committee and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded for fixing the minimum remuneration payable to Mr. Vijay Gupta (DIN: 01653314) as a Managing Director of the Company for the period of 3 years with effect from 1st April, 2021, as per below mentioned details:

a. Salary: Rs. 60,00,000/- (Indian Rupees Sixty Lakh Only) per annum with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions

b. Other: The other terms and conditions of appointment of Mr. Vijay Gupta shall remain unchanged. Notwithstanding anything herein and the statement annexed to the notice, where, in any financial year during the currency of tenure of the Managing Director the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites as per the limits specified in the Companies Act, 2013 and the rules made thereunder read with the limits under Schedule V as the minimum remuneration.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

6. Issue of Equity Shares on a Preferential Issue/Private Placement Basis and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) (the “Act”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Stock Exchange where the Shares of the Company are listed (“Stock Exchanges”) and/or any other statutory/regulatory authority and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company (“Members”) be and is hereby accorded to create, offer, issue and allot on preferential issue and private placement basis and in one or more tranches, for cash, upto 6,66,666 (Six Lakh Sixty Six Thousand Six Hundred Sixty Six) equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) each (“Equity Shares”), at a minimum issue price of INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium, and that the aggregate amount of consideration shall not exceed INR 10,00,00,000 (Indian Rupees Ten Crore Only), to the following Investors (“Proposed Allottee”), who does not belong to the promoter and promoter group of the Company, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name of Proposed Allottee	Maximum No. of Equity Shares	Maximum Consideration Amount (Rs.)
1	School of Design and Entrepreneurship LLP	3,33,333	5,00,00,000
2	Mr. Dilip Madanlal Bhootra	3,33,333	5,00,00,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to fix the issue price, as may be mutually agreed by and between the Company and the Proposed Allottee, such that it shall not be less than INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above is August 31, 2021, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the name and address of the Proposed Allottee and issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottee inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue and allotment of the Equity Shares to the Proposed Allottee shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the National Stock Exchange of India Limited SME platform and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) The Equity Shares allotted to the Proposed Allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- (c) The Proposed Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted to the Proposed Allottee, on or before the date of allotment thereof;
- (d) No partly paid-up Equity Shares shall be issued/allotted;
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account(s) of the Proposed Allottee;
- (f) The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations;
- (g) Allotment of Equity Shares shall only be made in dematerialized form; and
- (h) The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, Chief Financial Officer or Company Secretary of the Company, be and are hereby, jointly / severally, authorised to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient including for the signing and issue of private placement letter offer cum application letter, allotment of shares, making of application(s) to Stock Exchange(s) for obtaining in-principle approval, allotment and listing of the Equity Shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the Depositories, Registrar and Transfer Agent etc. and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required and effecting any modifications, changes, variations, alterations, additions

and/or deletions to the foregoing conditions as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committees”), any other director(s) of the Company, and/or officer(s) of the Company.”

**By Order of the Board of Directors,
SoftTech Engineers Limited**

**Place: Pune
Date: 04.09.2021**

**Sd/-
Aishwarya Patwardhan
Company Secretary
Mem. No. – A54477**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.softtech-engr.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment under Item no. 2 at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for appointment/ reappointment.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents, Link Intime India Private Limited (Link Intime) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime or to the Company.
11. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'. Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

Members are requested to send their claims to the Company/ R & T Agent, if any, before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrants immediately on their receipt by them.

12. To prevent the fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. To support Green Initiative, Members are requested to register their e-mail addresses with R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form. Due to outbreak of the COVID 19 pandemic and prolonged situation, the postal/courier services are hampered. In order to receive the correspondence / dividend, if any from the Company in a timely manner, Members are requested to register their e-mail addresses / Bank Account details with R & T Agent / Depository Participant (DP).
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2020-21, is being sent only through electronic mode to those Members whose email addresses are registered with the R&T Agent / Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.softtech-engr.com, on the websites of Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com, respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
15. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to **investors@softtech-engr.com** for the same. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of AGM.

16. Register National Electronic Clearing Service (NECS) Mandate

Regulation 12 and Schedule I of SEBI Listing Regulation, 2015, including amendments thereunder requires all companies to use the facilities of electronic clearing services for payment of dividend. In order to get your dividend through electronic mode or NECS, members who are holding shares in physical form are requested to inform their Bank account details such as the name of the Bank, branch, its address, account number, 9 digit MICR code, IFSC code and type of account i.e. Savings or Current or Cash Credit etc. to Link Intime India Private Limited, R & T Agent of the Company having its office at ‘Akshay’ Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001. (Ph. No. 020-26161629).

Members holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent of the Company. Those Members who do not opt for NECS facility may inform only bank account number and bank name for printing the same on the dividend warrant to ensure safety.

As per SEBI vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, unpaid unclaimed dividend will be processed through electronic mode only.

- 17. Since the AGM will be held through VC / OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- 18. The Voting results declared along with the Scrutinizer’s Report will be placed on the Company’s website: <http://softtech-engr.com/> and on the website of NSDL e-Voting <https://www.evoting.nsdl.com/> immediately after their declaration and the same shall simultaneously communicated to National Stock Exchange of India Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

The remote e-voting period begins on Monday, 27th September, 2021(09.00 a.m. IST) and ends on Wednesday 29th September, 2021 at (05.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 23rd September, 2021 may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.

	<p>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tudekar@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User**

Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@softtech-engr.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@softtech-engr.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@softtech-engr.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.: 2

Mr. Pratik Patel (DIN: 08798734) is liable to retire by rotation and being eligible, offers himself for re-appointment. Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on 1st September, 2021 have approved re-appointment of Mr. Pratik Patel.

Brief profile of Mr. Pratik Patel:

Mr. Pratik Patel holds bachelor's degree in science stream (BSc. IT) and Master degree in Business Administration (MBA) from Edinburgh Napier University, Edinburgh (UK). He has over 10 years of experience of handling various managerial assignments in the areas of Operations for Software Development Company and Real Estate Business/Constructions.

Mr. Pratik Patel (DIN: 08798734) was appointed as an Additional Director of the Company w.e.f. 18th July, 2020. Further he was appointed as a Whole time Director designated as Assistant Vice President (Business Development) w.e.f. 1st September, 2020. His appointment was approved by the shareholders at the 24th AGM held on 28th September, 2020 for the period of 5 years w.e.f. 1st September, 2020.

Shareholding in the Company: -

As on 31st March, 2021, Mr. Pratik Patel holds 6,50,304 equity shares in the Company.

He is a Director of following Companies:

NIL

Membership of Committees:

NIL

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out, except Mr. Pratik Patel. The Board recommends above resolution for the approval of the members of the Company.

ITEM NO.: 3

M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) were appointed as Statutory Auditors for a period of 5 years in the Annual General Meeting (AGM) held on 26th September, 2016 up to the conclusion of the 25th Annual General Meeting of the Company to be held in current year on 30th September, 2021. One of the Shareholders of the Company has served a special notice under section 140 of the Companies Act 2013 and recommended that M/s. P. G. Bhagwat LLP, Chartered Accountants be appointed as the Statutory Auditors of the Company. The Company served the said special notice to M/s. Walker Chandiok & Co LLP, Chartered Accountants the existing Statutory Auditors of the Company. Based upon the notice received from the Shareholder under Section 140, the Board and Audit Committee have recommended appointment of M/s. P.G. Bhagwat LLP (Firm Registration No. 101118W/W100682) as Statutory Auditors for a term of 5 years to the shareholders in this Annual General Meeting.

M/s. P.G. Bhagwat LLP (Firm Registration No. 101118W/W100682), has confirmed their willingness to act as Statutory Auditors of the Company. The Company has received letter from M/s. P.G. Bhagwat LLP (Firm Registration No. 101118W/W100682), to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out. The Board recommends above resolution for the approval of the members of the Company.

ITEM NO.: 4 AND 5

The Shareholders at the Annual General Meeting held on 30th September, 2019 had re-appointed Mr. Vijay Gupta as Managing Director of the Company for a further period of 5 years w.e.f. 24th February, 2020 on fresh terms and conditions with basic salary in the range of INR. 200,000 per month along with other allowances, applicable perquisites and commission payable within an overall limit provided in Sections 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company. Due to Covid Pandemic and further restrictions by the government authorities the turnover of the Company has got affected in spite of great efforts by Management. Due to inadequacy of profits, the remuneration paid to Mr. Vijay Gupta for the financial year 2020-21 has exceeded the limits specified under Section 197 of the Companies Act, 2013. The Company had paid the remuneration in the normal course as per his appointment terms anticipating normal performance and normal profits in the Company to be adequately within the limits. The details of excess remuneration paid are as under:

Particulars	FY 2020-21 (INR)
Amount payable as per section 197, 198	3,355,994
Amount actually paid	5,500,000
Amount paid in excess	2,194,006

Accordingly, the approval of shareholders is being sought by way of Special Resolution to waive off the excess remuneration of INR 2,194,006 paid to Mr. Vijay Gupta for the Financial Year ended 31st March, 2021. Further the Company is recommending the resolution no. 5 for approval of the shareholders for payment of remuneration as minimum remuneration as per Section II A of Part II of Schedule V of the Companies Act 2013 to be read with Section 196 and 197 of the Companies Act 2013 to Mr. Vijay Gupta, Managing Director of the Company in case the profits of the Company become inadequate during the period of 3 financial years from 1st April, 2021. The information required pursuant to Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry

The Company is engaged in software development and providing software support and maintenance services to the clients.

2. Date or expected date of commencement of commercial production:

Your Company is already in commercial production.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable as the Company is an existing Company.

4. Financial Performance based on given indicators:

(Amount in INR)

Particulars	FY 2020-21
Revenue from Operations (Net)	415,735,637
Other Income	9,963,085

Total Revenue	425,698,722
Depreciation and Amortization	48,964,055
Total Expenses (including Depreciation and Amortization)	370,872,484
Profit/ (Loss) Before Tax	54,826,328
Tax Expenses:	
1. Current Tax	13,000,000
2. Deferred Tax	2,543,804
Net Profit/ (Loss) After Tax	39,282,434
Profit for the year	39,282,434

5. Foreign investments or collaboration, if any: None

II. INFORMATION ABOUT THE CHAIRMAN AND MANAGING DIRECTOR:

1. Background Details:

Mr. Vijay Gupta, aged 58 years, is the sole Promoter, Chairman and the Managing Director of our Company. He is an Indian national and first Director of our Company. He holds a Master's degree in Technology from the Indian Institute of Technology, Mumbai (IIT, Bombay). He is a first generation entrepreneur and has an experience of over 30 years in development of complex BIM/CAD/CAE/Project Management enterprise software in Architecture-Engineering-Construction domain. He has been the architect and driving force behind building path breaking innovative software products of our Company and has contributed immensely towards the overall growth and success of our Company.

2. Past remuneration:

During the Financial Year ended 31st March, 2021 Rs. 55,50,000/- was paid as remuneration to Mr. Vijay Gupta.

3. Recognition and awards:

During the 25 year's journey of SoftTech Engineers Limited, it has received number of recognitions and awards. Details of the same can be seen on the website of the Company at <https://softtech-engr.com/awards/>. Mr. Vijay Gupta is the driving force and source of inspiration behind all the achievements made by the Company.

4. Job profile Suitability:

Mr. Vijay Gupta is the Chairman and Managing Director of the Company. He is the Vision behind progress of the Company. Taking into account Mr. Vijay Gupta's qualifications, his extensive experience and the responsibilities shouldered by him, his association with the Company is in the best interest of the Company.

5. Remuneration:

The approval of the Members is being sought for remuneration of Mr. Vijay Gupta and waiver of excess managerial remuneration paid to Shri Mr. Vijay Gupta, Chairman and Managing Director as follows:-

Particulars	FY 2020-21 (INR)
Amount payable as per section 197, 198	3,355,994
Amount actually paid	5,500,000
Amount paid in access	2,194,006

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vijay Gupta, justifies the remuneration packages paid to him as compared to the similar counterparts in other similar sized companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vijay Gupta and Mrs. Priti Gupta are, concerned or interested, financially or otherwise, in the Resolution set out.

III. Other information:

1. Reasons of loss or inadequate profits:

FY 2020-21 was a year with Covid 19 outbreak and the business of the Company has suffered due to the Pandemic and the restrictions posed by Government as its result. Due to the ongoing pandemic in the entire country, the government departments were busy in covid management activity and the government purchases are postponed. Majority of clients of the Company being government organizations, recovery was quite slow as compared to normal expectation. As a result the business of the Company was affected which resulted in drop in turnover.

2. Steps taken or proposed to be taken for improvement:

- In order to maintain the continuity of the business and support required, the company resorted to work from home and for that established the required network connectivity and security measures.
- Undertaken the employee vaccination drive, so that employees and their family members gets vaccinated and office work can be resumed as and when government allows us to do so.
- Gradually when the number of Covid 19 cases came down, new RFPs also started floating and company are participating in the given opportunities aggressively so that new order book can be build.

3. Expected increase in productivity and profits in measurable terms:

- Covid 19 has disrupted the normal business activity and restricted the movement but at the same time has also taught everyone the new normal of working from home. This has also given company, the opportunity to optimise the cost and allowed resources to work from their home irrespective of their geographical location.
- With the gradual reduction in number of Covid 19 cases and easing out of restriction, the company has started participating in new opportunities.
- Further the company has also started working on various opportunities in US and UK which till now was restricted due to lockdown.
- With all these measures and market opening up, we expect that we will be able to reach pre-covid period numbers this current financial year as the initial two quarters have an adverse impact on business.

The Board recommends above resolutions for the approval of the members of the Company.

ITEM NO.: 6

The Board of Directors at their meeting held on Saturday, September 4, 2021 considered a proposal to raise share capital of the Company by issue of equity shares on preferential issue/private placement basis to meet cost required for building marketing team for product penetration in US market, for development of CIVIT suite on SaaS platform, Investment into start-ups directly or through subsidiary and general corporate purpose.

Accordingly, it is proposed to issue upto 6,66,666 (Six Lakh Sixty Six Thousand Six Hundred Sixty Six) equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) each (“Equity Shares”), at a minimum issue price of INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium, and that the aggregate amount of consideration shall not exceed INR 10,00,00,000 (Indian Rupees Ten Crore Only) to the following Investors (“Proposed Allottee”), who does not belong to the promoter and promoter group of the Company, in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder (the “Act”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”), as amended from time to time:

Sr. No.	Name of Proposed Allottee	Maximum No. of Equity Shares	Maximum Consideration Amount (Rs.)
1	School of Design and Entrepreneurship LLP	3,33,333	5,00,00,000
2	Mr. Dilip Madanlal Bhootra	3,33,333	5,00,00,000

Further, it is proposed to authorise the Board to fix the issue price, as may be mutually agreed by and between the Company and the Proposed Allottee, such that it shall not be less than INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium.

The Equity Shares to be issued and allotted on preferential basis to the Proposed Allottee, shall be listed on the National Stock Exchange of India Limited SME platform and shall rank *pari passu* with the existing equity shares of the Company including with regard to dividend and voting rights.

In accordance with the provisions of the Act and the SEBI ICDR Regulations, approval of the Members is sought by way of Special Resolution to create, offer, issue and allot upto 6,66,666 (Six Lakh Sixty Six Thousand Six Hundred Sixty Six) Equity Shares, on preferential issue and private placement basis, in one or more tranches.

In terms of the provisions of the Act and the SEBI ICDR Regulations, the required details are furnished as under:

1. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at its meeting held on September 4, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 6,66,666 (Six Lakh Sixty Six Thousand Six Hundred Sixty Six) Equity Shares at a minimum price of INR 150 per Equity Share including premium, such that the aggregate amount of consideration shall not exceed INR 10,00,00,000 (Indian Rupees Ten Crore Only) on a preferential / private placement basis.

2. Kinds of securities offered and the price at which security is being offered:

The proposed issue is for upto 6,66,666 Equity Shares at a minimum price of INR 150 per Equity Share, including premium, such that the aggregate amount of consideration shall not exceed INR 10,00,00,000 (Indian Rupees Ten Crore Only) on a preferential / private placement basis.

Further, it is proposed to authorise the Board to fix the issue price, as may be mutually agreed by and between the Company and the Proposed Allottee, such that it shall not be less than INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium.

3. Objects of the Preferential Issue:

1. To meet cost required for building marketing team for product penetration in US market
2. For development of Civit suite on SaaS platform
3. Investment into start-ups directly or through subsidiary
4. General corporate purposes.

4. Maximum number of specified Securities to be Issued:

It is proposed to issue upto 6,66,666 (Six Lakh Sixty Six Thousand Six Hundred and Sixty Six) equity shares of the Company on Preferential issue / Private Placement basis.

5. Relevant Date:

The “Relevant Date” for the preferential issue, as per the SEBI ICDR Regulations, as amended from time to time, for determination of minimum price for the issue and allotment of Equity Shares on preferential issue/private placement basis is August 31, 2021, being the date 30 (thirty) days prior to the date of the Annual General Meeting.

6. Pricing of Preferential Issue:

It is proposed to authorise the Board to fix the issue price, as may be mutually agreed by and between the Company and the Proposed Allottee, such that it shall not be less than INR 150 (Indian Rupees One Hundred and Fifty) per Equity Share, including premium.

7. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited on SME Platform and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 164(1) of the ICDR Regulations:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized stock exchange during the twenty-six weeks preceding the relevant date i.e. INR 97.68 (Indian Rupees Ninety Seven and paise Sixty Eight only) per Equity Share; OR
- b. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date i.e. INR 107.39 (Indian Rupees One Hundred Seven and paise Thirty Nine only) per Equity Share.

Since, the Equity Shares of the Company are listed only on the National Stock Exchange of India Limited (NSE) SME platform, for the purpose of computation of the price per equity share, the share prices on NSE Emerge for the said period, have been considered for arriving at floor price of the shares to be allotted under this preferential issue in accordance with the SEBI ICDR Regulations.

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 (twenty-six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

8. Class or classes of persons to whom the allotment is proposed to be made:

- i) Body Corporate – Limited Liability Partnership
- ii) Resident Individual

9. Intention of promoters / directors / key managerial personnel to subscribe to the offer, contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects:

None of the existing promoters, directors or key managerial personnel of the Company shall subscribe to the proposed issue and they will not be making any contribution either as part of the Preferential Allotment or separately in furtherance of the objects of the Issue.

10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Allottee	Category of the Allottee	Pre-Preferential Holding	Maximum No. of Equity shares to be allotted	¹ Post-Preferential Holding
1.	School of Design and Entrepreneurship LLP	Body Corporate – Limited Liability Partnership	12,33,396 (13.03%)	3,33,333	15,66,729 (15.46%) ²
2.	Mr. Dilip Madanlal Bhootra	Resident Individual	NIL	3,33,333	3,33,333 (3.29%)

¹ The percentage of post preferential holding shall be proportionately diluted depending upon the exact no. of shares issued by the Company. However, the post-preferential holding shall not be higher than the above no. of shares.

² The maximum post-preferential holding of School of Design and Entrepreneurship LLP along with the Person Acting in Concert (PAC) will be 25,29,929 (24.97%).

11. The Pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category of shareholder	Pre-issue of Equity Shares (As on September 3, 2021)		¹ Post-issue of Equity Shares	
		No of shares	% of total shares	No of shares	% of total shares
A)	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group				
a)	Individual/ HUF	3,808,724	40.23	3,808,724	37.51
b)	Bodies corporate	299,148	3.16	299,148	2.95
	Sub-total	4,107,872	43.39	4,107,872	40.45
2	Foreign promoters/ Promoter Group	-	-	-	-
	Total Shareholding of Promoter and Promoter Group	4,107,872	43.39	4,107,872	40.45
B)	Non-promoters' holding				
1	Institutions				
a)	Mutual Funds	-	-	-	-
b)	Venture Capital Funds	89,600	0.95	89,600	0.88
c)	Alternative Investments Fund	-	-	-	-
d)	Foreign Portfolio Investors	-	-	-	-
e)	Foreign Portfolio Investors-Corp	17,600	0.18	17,600	0.17
f)	Foreign Nationals	-	-	-	-
g)	Qualified Institutional Buyers	-	-	-	-
	Sub-total (B)(1)	107,200	1.13	107,200	1.06
2	Non-institutions				
a)	Clearing Members	-	-	-	-
b)	HUF	196,800	2.08	196,800	1.94
c)	Bodies Corporate	745,600	7.88	745,600	7.34
d)	Bodies Corporate – Limited Liability Partnership	1,497,396	15.82	1,830,729	18.03
e)	NBFC	-	-	-	-

Sr. No.	Category of shareholder	Pre-issue of Equity Shares (As on September 3, 2021)		Post-issue of Equity Shares	
		No of shares	% of total shares	No of shares	% of total shares
f)	Non-resident Indians	236,820	2.50	236,820	2.33
g)	NRI Non-Repatriation	147,442	1.56	147,442	1.45
h)	Trusts	174,400	1.84	174,400	1.72
i)	Individuals	1,602,838	16.93	1,957,587	19.28
j)	Director or Director's Relative	650,304	6.87	650,304	6.40
	Sub-total (B)(2)	5,251,600	55.48	5,939,682	58.49
	Total Non-Promoters' Shareholding	5,358,800	56.61	6,046,882	59.55
C)	Custodians for GDRs and ADRs	-	-	-	-
	GRAND TOTAL	9,466,672	100	²10,154,754	100

- ¹ The percentage of post-issue equity shares shall be proportionately diluted depending upon the exact no. of shares issued by the Company. However, the post-issue no. of shares shall not be higher than the above no. of shares.
- ² The Company has allotted 21,416 fully paid equity shares to the employees, against exercise of stock options earlier granted to them under SoftTech Employees Stock Option Plan 2017 on 4th September, 2021. Hence effect of the same is not considered in Pre-issue shareholding pattern. However effect of the same is considered in Post-issue shareholding pattern.

12. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed allottee:

The details of the Individual(s) who are ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed allottee, School of Design and Entrepreneurship LLP are as below:

Sr. No.	Name	Permanent Account Number
1	Mr. Harsh Gupta	ACDPG9369D
2	Mrs. Manisha Gupta	AAZPL5005B

13. Proposed time within which the allotment shall be completed:

The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations.

14. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

15. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There would not be any change in control consequent upon preferential allotment of shares.

16. The percentage of post preferential issue capital that may be held by the allottee(s) is as under:

Please refer to Point 10 above.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

18. Lock-in-period:

The Equity Shares shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

19. Principal terms of assets charged as securities:

The proposed issue of securities being equity shares, no charge is being created on the assets of the Company.

20. Material term of raising equity shares:

No material terms other than stated above and in the proposed special resolution.

21. Auditor's certificate:

A certificate from M/s Walker Chandiook & Co LLP, Chartered Accountants (having firm registration no. 001076N/N500013), Statutory Auditors, of the Company, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations shall be electronically available for inspection by the Members at the Annual General Meeting.

22. Report of a registered valuer:

Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

23. Undertaking:

1. The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
2. The Company is in compliance with the conditions for continuous listing.
3. None of the Directors or Promoters and the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
4. None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
5. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
6. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

Due to the continuing Covid-19 restrictions, all the relevant documents/agreements will be made available for inspection by the members through electronic mode upto the date of Annual General Meeting and at the Meeting. Any member may write to the Company at investors@softtech-engr.com requesting for relevant documents.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

None of the promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By Order of the Board of Directors,
SoftTech Engineers Limited**

Sd/-

**Aishwarya Patwardhan
Company Secretary
Mem. No. – A54477**

Place: Pune

Date: 04.09.2021