

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India  
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,  
The Members,  
SoftTech Engineers Limited  
SoftTech Towers, S NO 1/1A/7 8 15 16 17  
Plot No. BCD 1-Baner, Opp. Royal Enfield Showroom,  
Baner Road Pune – 411045

We, DTSM & Associates, Company Secretaries in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on November 10, 2022 by the Board of Directors of SoftTech Engineers Limited (hereinafter referred to as 'the Company'), having CIN: L30107PN1996PLC016718 and 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. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the SEBI SBEB & SE Regulations"), for the year ended March 31, 2023.

**Management Responsibility:**

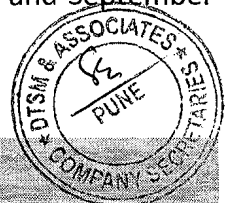
It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

The management is also responsible for the implementation of the Scheme in accordance with the provisions of the Regulations and the Shareholders' resolution, ensuring that the Company complies with the requirements of the Equity Listing Agreement, and furnishing the requisite information to the Securities and Exchange Board of India.

**Verification:**

The Company has implemented SoftTech Employees Stock Option Plan 2017 ("SOFTTECH ESOP 2017") in accordance with the SEBI SBEB & SE Regulations and the resolutions passed by the members at the General Meetings of the Company held on September 22, 2017, September 28, 2018 and September 30, 2019.

Regd. Address: 4<sup>th</sup> Floor, S. No. 33/A, Vedwati Apartments, Bhamburda T.P,  
Shivajinagar, Pune 411 005, Telefax: (020) 67634700  
Email id : [accounts@dtsmindia.com](mailto:accounts@dtsmindia.com)



For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. SOFTTECH ESOP 2017 Scheme received from the Company, as amended from time to time;
2. Articles of Association of the Company;
3. Minutes of the Board meetings dated August 21, 2017, August 31, 2018 and May 27, 2022;
4. Minutes of the General meetings of shareholders of the Company dated September 22, 2017, September 28, 2018 and September 30, 2019;
5. Resolution passed by circulation by Nomination and Remuneration Committee dated September 13, 2022;
6. Detailed terms and conditions of the scheme as approved by Compensation Committee;
7. Exercise Price/ Pricing formula;
8. Relevant Accounting Standards as prescribed by the Central Government;
9. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
10. Disclosure by the Board of Directors;
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
12. Relevant document/ filing/ records/ information made available to us and the explanations provided by the Company.

**Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the following Employee Stock Option Scheme viz:

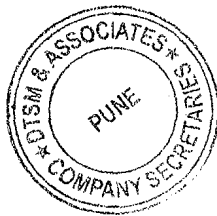
1. SoftTech Employees Stock Option Plan 2017 ("SOFTTECH ESOP 2017") in accordance with the applicable provisions of the SEBI SBEB & SE Regulations and Resolutions of the Company passed in the General Meetings.
2. The Company needs to obtain the approval of shareholders by way of separate resolution in the General Meeting in case it proposes to grant the options under "SoftTech ESOP 2017" as per clause (c) sub regulation 3 of Regulation 6 of the SEBI SBEB & SE Regulations.



**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For **DTSM & Associates**  
Company Secretaries



**Sridhar Mudaliar**

**Partner**

**FCS No: 6156**

**CP No: 2664**

**Peer Review No: P2021MH087800**

**UDIN: F006156E000770029**

**Place: Pune**

**Date: August 10, 2023**