

Secretarial Compliance Report of Softtech Engineers Limited for the year ended March 31, 2024

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

- (a) all the documents and records made available to us and explanation provided by Softtech Engineers Limited, CIN: L30107PN1996PLC016718, ("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 year ended March 31, 2024 ("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 during the Review Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (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;

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and circulars/ guidelines issued thereunder;

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

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

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken by	Type of Action (Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Under SEBI (ICDR) Regulations, 2018, Listed entity is required to make an application for trading approval to the stock exchange/s within 7 working days from the date of grant of listing approval by the stock exchange/s	As per point 4(4) of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated 19/08/2019	Non submission of trading application to BSE Limited for preferential issue of Equity shares within 7 working days from the date of grant of Listing approval upon conversion of warrant and CCDs issued on preferential basis	BSE Limited (BSE)	Fine	Trading application submitted to BSE Limited via issue type viz. "Conversion of warrants/CCDs" instead of issue type viz. "preferential issue."	Rs. 2,40,000/- + Applicable Taxes	Trading application for BSE Limited submitted to BSE Limited via issue type viz. "Conversion of warrants/CCDs" instead of issue type viz. "preferential issue." However, Fresh application was submitted on March 18, 2024	As informed by the Listed entity that it had inadvertently submitted the trading application to BSE Limited via issue type "Conversion of warrants/CCDs" instead of issue type "preferential issue". Fresh application for trading approval under issue type viz. preferential issue was done March 18, 2024 and upon application for waiver, the fine was not required to be paid	Nil
2.	New Independent Director (ID) needs to be appointed within 3 months from resignation of ID to maintain the composition of the Board as per Regulation 17(1)(b) and 25(6) of SEBI LODR	Regulation 17(1)(b) of SEBI LODR	Delay in appointment of new ID upon resignation of ID	BSE Limited (BSE)	Fine	As per Reg 25 (6) of SEBI LODR, on resignation of ID, Company is required to fulfil the causal vacancy by a	Rs. 20,000/- + Applicable Taxes	New Independent Director (ID) was appointed on February 12, 2024 upon resignation of ID on November 07, 2023 with a delay of 4 days.	As informed by the Listed entity, the Causal Vacancy caused due to resignation of ID was filled in the Board meeting held on February 12, 2024 and as per the email dated May 22, 2024 received from BSE, the Company is	Nil



						new ID within 3 months from the date of such vacancy. The Company appointed new ID with delay of 4(four) days			required to pay the fine within 15 days from the date of email.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	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.	March 31, 2023	Listed entity is required to submit disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR) within 15 days of date of publication of its standalone and consolidated financial results for the half year to the Stock Exchange.	Delay of 11 days in disclosure of related party transactions for half year ended March 31, 2022 to the stock exchanges under Regulation 23(9) of SEBI (LODR)	As informed by the listed entity, the delay in submission was inadvertent and paid the necessary fine to the BSE Limited and National Stock Exchange of India Ltd	Actions taken by the Listed entity are satisfactory



(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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).	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 has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
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 of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil
5	Details related to Subsidiaries of listed entities (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes 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.	Yes	Nil
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI LODR.	Yes	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes NA	The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI LODR 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 actions 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 SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As detailed in Table (a) above
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on compliance with the provisions of the SEBI LODR by listed entities.	NA	There is no case of resignation of Statutory Auditor during the review period.
13	No additional non-compliances observed: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	Nil

For **DTSM & Associates**
Company Secretaries




Sridhar Mudaliar
Partner

FCS No: 6156

CP No: 2664

Peer Review No: P2021MH087800

UDIN: F006156F000437004

Place: Pune

Date: May 24, 2024

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

'ANNEXURE A'

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.

Our Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise 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.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have relied on the documents and evidences provided physically and through electronic mode.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

6. The Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For **DTSM & Associates**
Company Secretaries



Sridhar Mudaliar

Partner

FCS No: 6156

CP No: 2664

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