



## CORRIGENDUM – EXTRA ORDINARY GENERAL MEETING NOTICE

Dear Shareholders,

SoftTech Engineers Limited (“the Company”) had issued Extra Ordinary General Meeting Notice dated November 15, 2024 seeking approval of members for preferential issue of upto 9,87,998 (Nine Lakhs Eighty-Seven Thousand Nine Hundred and Ninety-Eight) equity shares of the Company. The Notice convening Extra Ordinary General Meeting (“EGM”) has already been circulated to all the Shareholders of the Company in due compliances with the provisions of the Companies Act, 2013 read with rules made thereunder and applicable provisions of SEBI Regulations. The Company through this communication wishes to bring to the notice of the Shareholders, certain omissions and typo error in the original Notice and Explanatory Statement of the EGM for the Item No. 1- **To consider preferential issue of equity shares of the Company** and the revised Explanatory Statement is as follows:

1. In Explanatory Statement - Point (vii): **Basis or justification for the price (including the premium, if any) has been arrived at:** (at page no. 23) shall be read as follows:

The articles of association of the Company does not provide for any method of determination for valuation of shares.

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottees, the price, ₹405 (Rupees Four Hundred and Five) of the Equity Shares to be issued and allotted has been determined taking into account the valuation report dated November 14, 2024 issued by M/s Maitri Valuation Pvt. Ltd and is signed by one of the Director, Mr. Hiten Prajapati (SFA) (Registration no. IBBI/RV-E/11/2023/184), in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations (“Valuation Report”).

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link [www.softtech-engr.com](http://www.softtech-engr.com).

In terms of the SEBI ICDR Regulations, 2018, the offered price at which the equity shares can be issued is Rs. 405/- (Rupees Four Hundred Five only) per equity share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is not less than the higher of the following:

- i) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date;
- ii) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations.



2. In Explanatory Statement - Point (x): **Shareholding Pattern of the Company before and after the preferential issue:** (at page no. 24 & 25) shall be read as follows:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
<b>(A)</b>	<b>Promoter and Promoter Group's Shareholding</b>				
<b>1.</b>	<b>Indian</b>				
a)	Individuals	25,90,334	20.21%	25,90,334	18.76%
b)	Body Corporates	17,538	0.14%	17,538	0.13%
<b>2.</b>	<b>Foreign</b>	0	0	0	0
<b>Sub-Total (A)</b>		26,07,872	20.34%	26,07,872	18.89%
<b>(B)</b>	<b>Public/Non-Promoter shareholding</b>				
<b>1.</b>	<b>Institutional Investor</b>				
a)	Foreign Portfolio Investor	9,600	0.07%	9,600	0.07%
<b>2.</b>	<b>Non Institutional Investor</b>				
a)	Individuals	27,10,845	21.15%	27,10,845	19.63%
b)	Trusts	-	-	-	-
c)	Hindu Undivided Family	83,677	0.65%	83,677	0.60%
d)	Non Resident Indians	3,42,311	2.67%	3,42,311	2.48%
e)	<b>Foreign Companies</b>	25,00,000	19.50%	32,41,000	23.47%
f)	Body Corp-Ltd Liability Partnership	28,99,142	22.63%	31,46,140	22.79%
g)	Bodies Corporate	16,65,693	12.99%	16,65,693	12.06%
<b>Sub Total (B)</b>		1,02,11,268	79.66%	11,19,9266	81.11%
<b>GRAND TOTAL (A) + (B)</b>		1,28,19,140	100%	13,80,7138	100%

3. In Explanatory Statement - Point (xii): **The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them and identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, and change in control:** (at page no. 26) shall be read as follows:

Sr No.	Name of the Allottee	Category	Pre-Issue holding %	Pre Preferential issue shareholding	Post-Issue holding %	Post Preferential issue shareholding	Ultimate Beneficial owners of Shares/Proposed Allottee
1.	Florintree Technologies LLP	Non-Promoter	15.60%	20,00,000	16.27%	22,46,998	The details of the Individual(s) who are ultimate beneficial owners of Florintree Technologies LLP are:-  1. Mathew Cyriac 2. Gautham Madhavan
2.	Einstein Work Pte. Limited	Non-Promoter	19.50%	25,00,000	23.47%	32,41,000	The details of the Individual who is ultimate beneficial owner of Einstein Work Pte. Limited is: 1. Thomas Wolf

**Note:** *There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.*

4. In Explanatory Statement - Point (xvi): **Issue Price and Relevant Date:** (at page no. 27 & 28) shall be read as follows:

The Company intends to raise an amount to the extent of Rs. 40,01,39,190/- (Rupees Forty Crores One Lakhs Thirty-Nine Thousand One Hundred Ninety only) by issuing 9,87,998 (Nine Lakhs Eight Seven Thousand Nine Hundred and Ninety-Eight only) fully paid -up equity shares of face value of Rs. 10/- each of the Company to the “Proposed Allottees”, at an issue price of Rs. 405/- (Rupees Four Hundred and Five only) per equity share (which includes a premium of Rs.395/- per share). The issue price is determined in accordance with the preferential issue guidelines given in SEBI ICDR Regulations, 2018 and subsequent amendments thereto which is based on the relevant date i.e., November 11, 2024, which is thirty days prior to this meeting of shareholders.

5. In Explanatory Statement - Point (xviii): **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:** (at page no. 28) shall be read as follows:

It is confirmed that the issuer, its promoters or any of its directors is not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) or a fraudulent borrower issued by Reserve Bank of India. It is also hereby confirmed that the provisions of Regulation 164A of the SEBI ICDR Regulations, are not applicable in the instant preferential issue.

All the Proposed Allottees have also confirmed that:

- They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and
- They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

6. In Explanatory Statement - Point (xxii): **Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:** (at page no. 30) shall be read as follows:

The entire pre-preferential allotment shareholding of such allottees, if any, shall be in dematerialized form and under lock-in from the relevant date up to a required period from the date of trading approval from both the BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the ninety trading days period prior to the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee. The Company shall issue and allot the equity shares to the Allottees in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottees. After the necessary approvals, all equity shares shall be credited into the demat account of Allottees after allotment of equity shares.

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of the EGM which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. This Corrigendum is available on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)) and on the website of the Company [www.softtech-engr.com](http://www.softtech-engr.com).

All other contents of the Notice of the EGM, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

Thanking you,

**Yours Faithfully,  
For SoftTech Engineers Limited**

SHALAKA  
SATISH  
KHANDELWAL

Digitally signed by SHALAKA SATISH KHANDELWAL  
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ROAD NEAR MANBAJAL PETROL PUMP PUNE CITY,  
pseudoym=375138113091410453akaha878555,  
serialNumber=6404000000000000176263090ca298073  
0109245304565282546468970, o=Personal,  
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**Shalaka Khandelwal  
Company Secretary and Compliance Officer**