

Date: May 29, 2025

To,

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

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2025, issued by DTSM & Associates, Practicing Company Secretaries.

You are requested to take the same on record.

Thanking You,

Yours faithfully

FOR SOFTTECH ENGINEERS LIMITED

**SHALAKA KHANDELWAL
COMPANY SECRETARY**



SoftTech Engineers Limited

CMMi/3, ISO 9001: 2015

CIN: L30107PN1996PLC016718

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

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**Secretarial Compliance Report of SoftTech Engineers Limited
For the Financial Year ended March 31, 2025**

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SoftTech Engineers Limited** bearing **CIN: L30107PN1996PLC016718** (hereinafter referred as the **listed entity**), having its registered office at S.No. 1/1A/7 8 15 16 17 Plot No. BCD I-Baner, SoftTech Towers, Baner Road, Opp. Royal Enfield Showroom, Pune 411045, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the **Financial Year ended on March 31, 2025 (review period)**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

- a. all the documents and records made available to us and explanation provided by the listed entity
- b. the filings/ submissions made by the listed entity to the stock exchanges
- c. website of the listed entity
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification.

DTSM & Associates

📍 4th Floor, Vedwati Apartments, Near Agriculture College, Shivaji Nagar, Pune- 411005

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For the year ended **March 31, 2025** in respect of compliance with 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 (SEBI ICDR);
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST);
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the listed entity during the review period**);
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB);
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the listed entity during the review period**);
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Listed Entity during the Review Period**) and
- j. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

And Circulars/Guidelines issued thereunder;

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 in **Annexure I (Table (a))**
- b. The listed entity has taken the actions as specified in **Annexure II (Table (b))** to comply with the observations made in previous reports:



- 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 Yes	Nil 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 Yes Yes	Nil Nil 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 <ul style="list-style-type: none"> a. Identification of material subsidiary companies b. Requirements with respect to disclosure of material as well as other subsidiaries 	Yes Yes	Nil 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 Yes	Nil Nil
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 Yes	Nil As per our observation in Annexure I: Table (a)



ANNEXURE A

To,

The Members

SoftTech Engineers Limited,

S NO 1/1A/7 8 15 l6 17 Plot No. BCD I-Baner,
SoftTech Towers, Baner Road, Opp. Royal Enfield Showroom,
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 evidence 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

Devesh Tudekar
Partner

FCS No: 5712

C P No: 2506

Peer Review No: 4645/2023

UDIN: F005712G000482958



Place: Pune

Date: May 29, 2025

Annexure I to Secretarial Compliance Report of SoftTech Engineers Limited for the year ended March 31, 2025

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

Sr. No.	Compliance Requirement (Regulation/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	Pursuant to Reg 17(1)(b) of SEBI (LODR), where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	Reg 17(1)(b)	During the Financial year 2023-24 there was delay of 4 days in filling the casual vacancy of Independent Director.	1.BSE Limited (BSE) 2.National Stock Exchange Limited (NSE)	Email notice imposing fine received by the listed entity from BSE and NSE on June 07, 2024.	During the Financial year 2023-24 there was delay of 4 days in filling the casual vacancy of Independent Director.	Rs. 23,600/- each by BSE and NSE.	During the Financial year 2023-24 there was delay of 4 days in filling the casual vacancy of Independent Director and paid the fine of Rs. 23,600 each to BSE and NSE on 29-05-24 and 11-06-24 respectively	The listed entity appointed Independent Director in compliance with Reg 17(1)(b) of SEBI LODR and paid fine of Rs. 23,600 each to BSE and NSE on 29-05-24 and 11-06-24 respectively	Nil
2	Pursuant to Reg 44(3) of SEBI (LODR) the listed entity shall submit to the stock exchange, within two working days of conclusion of its General Meeting, details regarding the voting results.	Reg 44(3)	The listed entity has filed the XBRL intimation for Voting results of the Postal Ballot held on May 03, 2024 with a delay of 2 days.	1.BSE Limited (BSE) 2.National Stock Exchange Limited (NSE)	Email notice imposing fine received by the listed entity by BSE and NSE on June 14, 2024	The listed entity has filed the XBRL intimation for Voting results of the Postal Ballot held on May 03, 2024 with a delay of 2 days.	Rs. 11,800/- by BSE and NSE each	The listed entity has filed the XBRL intimation for Voting results of the Postal Ballot held on May 03, 2024 with a delay of 2 days.	Requisite fine of Rs. 11,800/- each paid to BSE and NSE each	Nil



Annexure II to Secretarial Compliance Report of SoftTech Engineers Limited for the year ended March 31, 2025

(b) The listed entity has taken 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, 2024	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	Trading application 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	March 31, 2024	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	Trading application submitted to BSE Limited via issue type viz, "Conversion of warrants/CCDs" instead of issue type viz. "preferential issue" and BSE had levied of fine Rs. 2,40,000/- plus applicable taxes.	Listed entity filed a fresh application for trading approval to BSE on March 18, 2024 and made application to BSE along with necessary documents and requesting BSE not to levy the fine. BSE on March 26, 2024 has intimated the listed entity not to pay the fine.	Actions taken by the Listed entity are satisfactory
2	New Independent Director (ID) was appointed on February 12, 2024 upon resignation of ID on November 07, 2023 with a delay of 4 days.	March 31, 2024	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.	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 fine of Rs. 23,600 was paid to BSE and NSE on 29-05-24 and 11-06-24 respectively.	Actions taken by the Listed entity are satisfactory

