

**Date:** May 29, 2026

To,

<b>National Stock Exchange of India Limited</b> “Exchange Plaza”, C-1, Block – G Bandra – Kurla Complex Bandra (East), Mumbai – 400051 <b>Symbol: SOFTTECH</b>	<b>BSE Limited</b> Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 <b>Scrip Code: 543470</b>
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**Subject: Submission of Annual Secretarial Compliance Report for Financial Year 2025-26**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, we are enclosing herewith the Annual Secretarial Compliance Report issued by DTSM & Associates, Company Secretaries (Firm Unique Code: P2021MH087800) for the financial year ended March 31, 2026.

We request you to kindly take the same on record.

Thanking you,

Yours Sincerely,  
**For SoftTech Engineers Limited**

**Aadishri Apte**  
**Company Secretary and Compliance Officer**  
**Membership No.: A60642**

**Encl:** As above



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

+91 20 67183711    enquiries@softtechglobal.com    www.softtechglobal.com

**SoftTech Engineers Limited**

CMMi (Dev) - Maturity Level 5 (Optimizing)

ISO 9001: 2015

CIN: L30107PN1996PLC016718



**Secretarial Compliance Report of SoftTech Engineers Limited  
For the Financial Year ended March 31, 2026**

To,

**SoftTech Engineers Limited**

S. No. 1/1A/7 8 15 16 17 Plot No. BCD 1-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 to as **the listed entity**), having its registered office at S. No. 1/1A/7 8 15 16 17 Plot No. BCD 1-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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026. 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, 2026 (the 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 | Company Secretaries | A Peer Reviewed Firm, No. 7297/2025|  
Address: 4<sup>th</sup> Floor, Vedwati Apts., near Agriculture College, Shivajinagar, Pune 411005  
Email: [devesh@dtsmindia.com](mailto:devesh@dtsmindia.com) | Cell: +91 9923202404 | T: 020 25511040

for the year ended **March 31, 2026** 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. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations);
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Depositories and Participants Regulations), 2018;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable to the listed entity during the review period)**
- h. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable to the listed entity during the review period)**
- i. The 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)**
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2021; **(not applicable to the listed entity during the review period)**

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 below:

Sr. No.	Compliance Requirement (Regulation/ Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show cause Notice/ Warning etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
<b>NIL</b>										

b. The listed entity has taken the following actions as specified Annexure I (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	Observations/ Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	Nil



Sr. No.	Particulars	Compliance status	Observations/ Remarks by PCS
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>Nil</p> <p>Nil</p> <p>Nil</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.</p>	<p>Yes</p>	<p>Nil</p>
5.	<p><b>Details related to Subsidiaries of listed entities:</b></p> <p>a. Identification of material subsidiary companies</p> <p>b. Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p> <p>NA</p>	<p>Nil</p> <p>The Listed Entity does not have any material subsidiary companies.</p>
6.	<p><b>Preservation of Documents:</b></p> <p>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 the Listing Regulations.</p>	<p>Yes</p>	<p>Nil</p>



Sr. No.	Particulars	Compliance status	Observations/ Remarks by PCS
7.	<p><b>Performance Evaluation:</b></p> <p>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 Regulations.</p>	Yes	Nil
8.	<p><b>Related Party Transactions:</b></p> <p>a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ <del>rejected</del> by the Audit committee.</p>	Yes  NA	Nil  The listed entity has obtained prior approval of the audit committee.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the Listing Regulations within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>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)</p>	Yes	Nil



Sr. No.	Particulars	Compliance status	Observations/ Remarks by PCS
	<p>under SEBI Regulations and circulars/ guidelines issued thereunder <del>(or)</del></p> <p><del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del></p>		
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b></p> <p>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. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated <b>January 30, 2026</b> on compliance with the provisions of the Listing Regulations by listed entities.</p>	NA	There is no case of resignation of Statutory Auditor from the listed entity.
13.	<p><b>No additional non-compliances observed:</b></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Nil
14.	<p><b>Disclosure about Employee Benefit Scheme Documents in terms of regulation 46 (2) (za) of the Listing Regulations:</b></p> <p>As detailed in paragraph 11 of section VI-L of chapter VI of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026:</p>		



Sr. No.	Particulars	Compliance status	Observations/ Remarks by PCS
	a. The scheme document has been uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	Yes	Nil
	b. The documents uploaded on the website has minimum information disclosed to shareholders as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.	Yes	Nil
	c. The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity is placed before the Board of Directors for consideration and approval.	NA	There is no redaction of information in the Employee Stock Option Scheme Document by the listed entity.

**For DTSM & Associates  
Company Secretaries**



**Devesh Tudekar**  
**Partner**  
FCS No: 5712  
C P No: 2506



Peer Review No: 7297/2025  
UDIN: F005712H000531270

Place: Pune  
Date: May 29, 2026

**Note:**

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

## ANNEXURE A

To,  
**SoftTech Engineers Limited**  
S. No. 1/1A/7 8 15 16 17 Plot No. BCD 1-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 listed Entity 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.

### Our Responsibility

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

### Methodology

3. We have relied on the documents and evidence provided physically and through electronic mode.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

### Disclaimer

5. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.

**For DTSM & Associates**  
**Company Secretaries**

**Devesh Tudekar**  
**Partner**

FCS No: 5712  
C P No: 2506



Peer Review No: 7297/2025  
UDIN: F005712H000531270

Place: Pune  
Date: May 29, 2026

**Annexure I to Secretarial Compliance Report of SoftTech Engineers Limited for the year ended March 31, 2026**

**(b) The listed entity has taken following actions to comply with the observations made in previous reports:**

Sr. No.	Observations/Remarks by PCS in Previous Report	Observations made in the secretarial compliance report for the year ended	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 by PCS on the actions taken by the listed entity
1	During the Financial Year 2023-24 there was delay of 4 days in filling the casual vacancy of Independent Director.	March 31, 2025	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.	During the Financial Year 2023-24 there was delay of 4 days in filling the casual vacancy of Independent Director.	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.	Actions taken by the listed entity are satisfactory.
2	The listed entity filed the XBRL intimation for Voting results of the Postal Ballot held on May 03, 2024 with a delay of 2 days.	March 31, 2025	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 result.	The listed entity 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.	Actions taken by the listed entity are satisfactory.

