NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting ("**30th AGM**") of the Members of SoftTech Engineers Limited will be held on **Tuesday, September 29, 2026,** at **02:00 P.M.** (IST) through video conferencing ('VC')/other audio-visual means ('OAVM') to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon;
   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the report of Auditors thereon.

2. To appoint a director in place of Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and being eligible, offers herself for re-appointment.

3. **To re-appoint M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), as Statutory Auditors of the Company for a second term of five (5) consecutive years:**

   To consider and if thought fit, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), be and are hereby re-appointed as Statutory Auditors of the Company for a second consecutive term of five (5) years, to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution."

B. SPECIAL BUSINESS:

4. Re-appointment of Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company:

To consider and if thought fit, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Dr. Rakesh Kumar Singh (DIN: 02294988) and IDDB Registration No. IDDB-DI-202208-043848 who was appointed as an Independent Director of the Company for a term of five years upto August 11, 2027 and is eligible for re-appointment as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. from August 12, 2027 to August 11, 2032.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Approval of Remuneration paid to Executive Directors for FY 2025-26 and Approval of Remuneration of Mr. Pratik Patel (DIN: 08798734), Whole time Director:

To consider and if thought fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196,197(9), 197(10), 197(11), 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),(including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the remuneration paid to Mr. Pratik Patel (DIN: 08798734), Whole-time Director, for the Financial Year 2025-26 comprising of:

(i) Cash remuneration aggregating to ₹ 12,05,710 (Rupees Twelve Lakhs Five Thousand Seven Hundred and Ten only); and
(ii) ₹ 97,25,000 (Rupees Ninety-seven lakh Twenty-Five Thousand only) attributable to the exercise of vested Employee Stock Options granted under the applicable Employee Stock Option Scheme (s) of the Company during the Financial Year 2025-26 , the value of which increased substantially due to the significant appreciation in the market price of the Company's equity shares which was not included while determining his remuneration for the said financial year and consequently resulted in the total remuneration exceeding the limits under Sections 197 and 198 of the Act.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for payment of remuneration to Mr. Pratik Patel (DIN: 08798734), Whole-time Director of the Company, for the remainder of his tenure, including salary, allowances, commission, benefits, perquisites and the perquisite value arising from the exercise of vested Employee Stock Options granted under the Employee Stock Option Scheme(s) ("ESOS") of the Company, the value of which shall be determined with reference to the prevailing market price of the Company's equity shares on the date of exercise and may not be ascertainable at the time of grant of the options.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the payment of overall remuneration to all the Executive Directors of the Company for the Financial Year 2025-26, comprising of:
(a) Mr. Vijay Gupta, Managing Director & CEO - ₹81,00,012 (Rupees Eighty-One Lakhs and Twelve only);
(b) Mrs. Priti Gupta (DIN: 01735673), Whole-time Director - ₹15,00,000 (Rupees Fifteen Lakhs only); and
(c) Mr. Pratik Patel (DIN: 08798734), Whole-time Director - Remuneration as set out above,
and the same be and are hereby approved, ratified and confirmed.

RESOLVED FURTHER THAT in accordance with the consent of the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of section 197 of the Companies Act, 2013, the Company be and is hereby authorised to pay the overall managerial remuneration payable to all Directors including Managing Director and CEO and Whole Time Director(s) of the Company in excess of 11% of the net profits of the Company for any financial year(s) as computed in the manner laid down in Section 198 of the Act and the Board of Directors of the Company be and is hereby authorised to increase, alter, vary and modify the remuneration during the tenure in any financial year(s) on a continual basis within the overall managerial remuneration limit as mentioned in this resolution and as approved in 28th Annual General Meeting held on September 27, 2024.

RESOLVED FURTHER THAT in case of inadequacy of profits in any financial year during the tenure of Mr. Pratik Patel as Whole-time Director, the remuneration, including any perquisite value arising from the exercise of vested Employee Stock Options, may be paid in accordance with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 and shall be treated as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to determine, vary, revise and administer the remuneration payable to Mr. Pratik Patel within the limits prescribed under the Companies Act, 2013, Schedule V and other applicable laws from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable for giving effect to this resolution."

By Order of the Board of Directors
For SoftTech Engineers Limited

Sd/-
Aadishri Apte
Company Secretary
Membership No.: A60642

Date: August 12, 2026
Place: Pune

NOTES:

1. A statement of details of the Directors seeking re-appointment under item No. 2 and 4 of the Notice of Annual General Meeting ("Notice"), pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") is annexed hereto and forms part of this Notice.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolutions and disclosures as required under

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.

3. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs ("MCA") in this regard, including General Circular No. 03/2025 dated September 22, 2025 (collectively, the "MCA Circulars"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the applicable circulars and Master Circular issued by the Securities and Exchange Board of India ("SEBI"), including the SEBI Master Circular dated January 30, 2026, the 30th Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue.

4. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the route map of the venue of the AGM is not annexed to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

5. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

6. The Company has engaged the services of National Depository Services Limited, as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility during the AGM. The instructions for participation are given in the subsequent notes.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served-basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The following documents will be available for inspection by the Members electronically during the 30th AGM. Members seeking to inspect such documents can send an email to investors@softtech-engr.com :
   Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.

10. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

11. Those members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

12. Mr. Devesh Tudekar failing him Mr. Sridhar Mudaliar, Partners of M/s. DTSM & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

13. The Scrutinizer shall immediately after the conclusion of AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or the person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him, shall declare the result of the voting forthwith.

14. The results of voting along with the Scrutinizer's Report shall be placed on the Company's website https://softtechglobal.com/ and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company’s website at (Company's website).

16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

17. A Member, who wish to receive information regarding financial statements or matters to be placed at the AGM, shall send a request by providing full name, DP ID and Client ID / Folio Number and contact number from the registered e-mail ID to investors@softtech-engr.com at least 7 days in advance so as to enable the management to keep the information ready.

18. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities As per Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following:
    a. to lodge grievance or avail any service request from the RTA.
    b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from April 1, 2024.

19. Address of share transfer agents whom Members may contact in case of any change of address or queries relating to their shares is MUFG Intime India Private Limited, 202 A Wing, Second Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411001.

20. Members holding more than one share in the same name or joint names in the same order but under different folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.

21. The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on August 12, 2026.

22. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses and other matters as may be required.

23. Members may note that in case of any dispute against the Company and/or its Registrar and Share Transfer Agent, SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11 August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution.

    Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at https://smartodr.in/login and on Company's Website at https://softtechglobal.com/investors/

    For more details, please see the following weblinks of the Stock Exchanges:
    BSE: https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx
    NSE: https://www.nseindia.com/complaints/online-dispute-resolution

24. Transcript of the ensuing 30th AGM will be available on the website of the company post conclusion of AGM.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time' this point need to be mentioned.

26. As per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26, will be sent to those member(s) who have not registered their email address with the Company / Depositories / Depository Participants / MUFG Intime India Private Limited (Registrar and Share Transfer Agent of the Company).

Information at a glance

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Tuesday, September 29, 2026
2.	Mode	Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
3.	Participation through VC/OAVM	Members can login 15 minutes before the time scheduled for the AGM i.e. at 01:45 p.m. (IST) at https://www.evoting.nsdl.com/
4.	Contact information for VC or e-Voting-related issues	evoting@nsdl.com or call at 022 - 4886 7000
5.	Speaker Shareholder Registration before AGM	Email: investors@softtech-engr.com between Monday, September 7, 2026 (09.00 a.m.) to Friday, September 25, 2026 (05.00 p.m.)
6.	Cut-off Date for E-voting	Tuesday, September 22, 2026
7.	Remote E-voting start and end date and time	Saturday, September 26, 2026 at 09.00 a.m. (I.S.T) Monday, September 28, 2026 at 05:00 p.m. (I.S.T)
8.	Remote E-voting website	i. Individual Shareholders holding securities in demat mode with NSDL: https://eservices.nsdl.com ii. Individual Shareholders holding securities in demat mode with CDSL: https://web.cdslindia.com/myeasitoken/home/login
9.	Name of E-voting Service Provider	NSDL
10.	Name of Registrar and Transfer Agents	MUFG Intime India Private Limited
11.	Transcript of AGM	To be made available on the website of the Company at: https://softtechglobal.com/investors/

AGM through VC/OAVM and E-Voting instructions:

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio-visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

6. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://softtechglobal.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com/ and https://www.nseindia.com/ respectively and the AGM

Notice will also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Saturday, September 26, 2026** at 09:00 A.M. and ends on **Monday, September 28, 2026** at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **Tuesday, September 22, 2026**, may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 22, 2026.**

How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on

	company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see

	the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Step 1:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices *after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a. Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b. **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to devesh@dtsmindia.com; sridhar@dtsmindia.com with

a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "***Upload Board Resolution / Authority Letter***" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@softtech-engr.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@softtech-engr.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@softtech-engr.com ,the same will be replied by the company suitably.

ANNEXURE TO THE NOTICE OF 30TH AGM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Pursuant to Section 102 of the Companies Act, 2013 ('Act'), the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 2 to 5 of the accompanying Notice dated August 12, 2026.)

ITEM NO 2:

To re-appoint Mrs. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment:

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on August 12, 2026 re-appointed Mrs. Priti Gupta as a Whole-time Director of the Company, subject to approval of shareholders. Mrs. Priti Gupta is liable to retire by rotation and being eligible, offers herself for re-appointment. Mrs. Priti Gupta (DIN: 01735673), was appointed as director on Board since March 04, 2008. Pursuant to the sub regulation (3) of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Brief Profile of Mrs. Priti Gupta:

Mrs. Priti Gupta, aged 61 years has done B.Sc. in Physics and an MBA in Sales & Marketing from Welingkar Institute, University of Mumbai, she is instrumental in bringing ISO processes to SoftTech Engineers Limited. With over two decades of experience in business processes and management, she oversees training, HR & Admin operations, contributing significantly to the company's growth and efficiency. She was first appointed on the Board of SoftTech w.e.f. March 04, 2008.

Sr No	Particulars	Details
1.	**Name of Director**	Mrs. Priti Vijay Gupta
2.	**DIN**	01735673
3.	**Date of Birth**	13/09/1965
4.	**Age**	61 Years
5.	**Date of first appointment on the Board**	March 04, 2008
6.	**Qualifications**	B.Sc. in Physics and an MBA in Sales & Marketing from Welingkar Institute, University of Mumbai
7.	**Skills and capabilities required for the role and the manner in which the Directors**	She joined SoftTech Engineers Limited in the year 2008 as a director and also the head of the human resource and administration

	meet the requirements	department and during her stint with the Company has been instrumental in bringing the ISO processes to the Company.
8.	**Expertise in specific functional areas**	Mrs. Gupta has 20+ years of experience in business processes and management, training, human resource & administration operations.
9.	**Terms and conditions of appointment/ reappointment**	Liable to retire by rotation, if eligible can be re-appointed
10.	**Details of remuneration last drawn**	Rs. 15,00,000 p.a.
11.	**Details of remuneration sought to be paid**	Rs. 15,00,000 p.a.
12.	**Shareholding in the Company as on the date of the Notice**	65,583 Shares
13.	**Directorships in listed Companies and Other directorships**	**Listed**: NIL **Other Companies:** a. Covisible Solutions (India) Private Limited b. AmpliNxt Foundation (Formerly known as "Softtech Care Foundation")
14.	**Listed entities from which the Director has resigned from Directorship in last 3 (three) years**	NIL
15.	**Membership/Chairmanship of Committees of other Boards**	NIL
16.	**Number of Board meetings attended**	Five (5)
17.	**Inter-se relationship with other Directors and Key Managerial Personnel of the Company**	Mr. Vijay Gupta, Managing Director and CEO is Husband of Mrs. Priti Gupta.

The Board of Directors recommends the resolution set forth in **Item No. 2** of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution set forth in **Item No. 2**, except herself and Mr. Vijay Gupta, husband of Mrs. Priti Gupta.

ITEM NO 3:

To re-appoint M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), as Statutory Auditors of the Company for a second consecutive term of five (5) consecutive years and to fix their remuneration.

M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), were appointed as the Statutory Auditors of the Company for a term of five consecutive years at the 25th Annual General Meeting ("AGM") of the Company to hold office until the conclusion of the ensuing 30th AGM.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 26, 2026 has recommended the re-appointment of M/s P G Bhagwat LLP, Chartered Accountants (Firm Registration No. 101118W/W100682), as the Statutory Auditors of the Company for a second consecutive term of five (5) years commencing from the conclusion of the 30th AGM until the conclusion of the 35th AGM of the Company.

The Audit Committee and the Board have considered, inter alia, the qualifications, experience, expertise, audit quality, industry knowledge, independence and performance of M/s P G Bhagwat LLP during their existing tenure and have found them suitable for re-appointment as the Statutory Auditors of the Company.

M/s P G Bhagwat LLP have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and the applicable rules made thereunder. They have further confirmed that they are eligible for re-appointment and are not disqualified from being appointed as Statutory Auditors under the provisions of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at **Item No. 3** of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO 4:

Re-appointment of Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company:

The members at their Twenty Sixth (26th) Annual General Meeting held on September 22, 2022 had appointed Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company for first term of five consecutive years from August 12, 2022 to August 11, 2027, pursuant to the provisions of Companies Act, 2013 (‘the Act’) and SEBI Listing Regulations. His first term will be coming to an end on August 11, 2027.

The NRC, after taking into account the performance evaluation report of Dr. Rakesh Kumar Singh (DIN: 02294988) during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on August 12, 2026, had recommended to the Board his reappointment for a second term of 5 (Five) consecutive years w.e.f. August 12, 2027 to August 11, 2032. The NRC has considered his diverse skills, leadership traits,expertise as some of the capabilities required for this role.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution. The Board, considers that, given Dr. Rakesh Kumar Singh (DIN: 02294988) professional background, experience and contributions made by him during his tenure, the continued association of Dr. Rakesh Kumar Singh (DIN: 02294988) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

Dr. Rakesh Kumar Singh (DIN: 02294988) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has received declaration from Dr. Rakesh Kumar Singh (DIN: 02294988) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, Dr. Rakesh Kumar Singh (DIN: 02294988) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Dr. Rakesh Kumar Singh (DIN: 02294988) for the office of the director.

Brief Profile of Mr. Rakesh Kumar Singh:

Dr. Rakesh Kumar Singh, with qualifications in Physics and Computer Science & Engineering, brings over three decades of expertise in Big Data Analytics, Parallel and Distributed Processing, and Machine Vision. His extensive contributions to technology and innovation make him an invaluable addition to the board.

DETAILS OF DIRECTORS SEEKING APPOINTMENT

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.

Sr No	Particulars	Details
1.	**Name of Director**	Rakesh Kumar Singh
2.	**DIN**	02294988
3.	**Date of Birth**	November 20, 1961
4.	**Age**	64 years
5.	**Date of first appointment on the Board**	August 12, 2022
6.	**Qualifications**	Post-Graduation in Physics from Pune University, Computer Science & Engineering (CSE) from IIT Mumbai, Ph.D in 1989.
7.	**Skills and capabilities required for the role and the manner in which the Directors meet the requirements**	As mentioned below
8.	**Expertise in specific functional areas**	Bigdata Analytics, Parallel and Distributed Processing, Kubernetes, Video & Image Processing, Machine Vision, and Graphics and wide managerial experience
9.	**Terms and conditions of appointment/ reappointment**	He is proposed to be re-appointed as Independent Director for a second term of five years effective from August 12, 2027 to August 11, 2032
10.	**Details of remuneration last drawn**	The total amount paid as sitting fees paid during Financial Year 2025-26 is Rs. 1.20 Lakhs.

11.	**Details of remuneration sought to be paid**	He will be eligible for payment of sitting fees as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
12.	**Shareholding in the Company as on the date of the Notice**	Nil
13.	**Directorships in listed Companies and other directorships**	Listed: NIL Other Companies: NIL
14.	**Listed entities from which the Director has resigned from Directorship in last 3 (three) years**	NA
15.	**Membership/ Chairmanship of Committees of other Boards**	NA
16.	**Number of Board meetings attended**	5 (Five)
17.	**Inter-se relationship with other Directors and Key Managerial Personnel of the Company**	He is not related to any of the Directors or Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Dr. Rakesh Kumar Singh (DIN: 02294988) is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in **Item No. 4** of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director in the interest of the Company and recommends the **special resolution** set out at **Item No. 4** of the Notice for approval by members.

<u>ITEM NO.5:</u>

Approval of Remuneration paid to Executive Directors for FY 2025-26 and Approval of Remuneration of Mr. Pratik Patel (DIN: 08798734), Whole time Director:

Mr. Pratik Patel (DIN: 08798734) was appointed as Whole-time Director of the Company for a period of five years with effect from September 27, 2024, and his appointment and remuneration were duly approved by the Members of the Company.

During the financial year 2025-26, Mr. Pratik Patel exercised 25,000 vested Employee Stock Options granted under Employee Stock Option Scheme of the Company. The perquisite value arising from such exercise, determined based on the prevailing market price of the Company's equity shares at the time of exercise, amounted to ₹97,25,000 Since such value could not be determined at the time of grant of the options as based on market price and was not included as part of the remuneration approved for the financial year 2025-26, approval of the Members is being sought for considering the aforesaid ESOP benefit amounting to ₹97,25,000 as part of the remuneration of Mr. Pratik Patel for the financial year 2025-26.

Accordingly, the total remuneration paid to Mr. Pratik Patel exceeded the limits prescribed under Section 197 of the Companies Act, 2013. Following are details of remuneration and ESOPs compensation benefit paid to Mr. Pratik Patel during FY 2025-26:

(Rs in Lakhs)

Name of Director	**Pratik Patel**
Gross Cash Earnings	
Basic	3.81
Other Allowances	8.25
ESOPs (as per market price on the exercise date)	
ESOPs	97.25
Gross Earnings	**109.31**

In accordance with the provisions of Sections 197(9) and 197(10) of the Companies Act, 2013, where any director has received remuneration in excess of the limits prescribed under the Act without obtaining the requisite approvals, such excess remuneration is required to be refunded to the Company unless the recovery thereof is waived by the Members by way of a Special Resolution.

Considering that the remuneration arose primarily on account of the perquisite value attributable to the exercise of vested Employee Stock Options (ESOPs) and taking into account Mr. Pratik Patel's significant contribution towards the growth, strategic direction and overall management of the Company, the Nomination and Remuneration Committee and the Board of Directors have recommended that recovery of the remuneration amounting to Rs. 97,25,000 (Rupees Ninety-seven lakh twenty-five thousand Only) be waived.

Further, in view of the nature of his responsibilities and to ensure continuity of leadership, the Company also seeks Members' approval for payment of remuneration to Mr. Pratik Patel in accordance with the provisions of Section 197 and Schedule V of the Companies Act, 2013 during his remaining tenure as Whole-time Director, including in financial years where the Company may have no profits or inadequate profits subject to the limits and conditions as prescribed under the Act.

Based on the recommendation of the Nomination and Remuneration Committee, it is proposed to approve payment of remuneration to Mr. Pratik Patel during the remainder of his tenure as Whole-time Director, including salary, allowances, commission, benefits, perquisites and perquisite value arising on account of exercise of vested Employee Stock Options granted under the applicable Employee Stock Option Scheme(s) of the Company, value of which shall be determined with reference to the prevailing market price of the Company's equity shares on the date of exercise of options.

The Company may, during the tenure of Mr. Pratik Patel, have no profits or inadequate profits in one or more financial years, in such circumstances, approval of the Members is being sought pursuant to Section 196, 197, 198 and Schedule V of the Companies Act, 2013 for payment of remuneration to Mr. Pratik Patel as minimum remuneration, notwithstanding the inadequacy or absence of profits, subject to the limits and conditions specified under Schedule V and other applicable provisions of the Act.

Pursuant to the provisions of Section 197 read with Section 198 and Schedule V of the Companies Act, 2013, managerial remuneration payable by a public company to its directors is subject to the limits prescribed under the Act. Further, Regulation 17(6)(e) of the SEBI Listing Regulations requires approval of shareholders by way of a Special Resolution in specified circumstances where remuneration payable to executive directors who are promoters or members of the promoter group exceeds the prescribed thresholds.

During the Financial Year 2025-26, the remuneration paid including perquisites on account of exercise of ESOP to the Executive Directors of the Company exceeded the limits determined with reference to the net profits calculated under Section 198 of the Act. The details of remuneration paid to Executive Directors during Financial Year 2025-26 are set out below:

(Rs. in Lakhs)

Director Name	**Vijay Gupta**	**Priti Gupta**	**Pratik Patel**
Gross Cash Earnings			
Basic	24.30	4.50	3.81
Other Allowances	56.70	10.50	8.25
ESOPs (as per market price on the exercise date)			
ESOPs	-	-	97.25
Gross Earnings	**81.00**	**15.00**	**109.31**

Mr. Pratik Patel, Whole-time Director, was allotted Employee Stock Options under the Company's Employee Stock Option Scheme, the value of which aggregated to ₹97.25 lakhs during FY 2025-26.

No employee stock options were granted or allotted to Mr. Vijay Gupta or Mrs. Priti Gupta during the year.

The Nomination and Remuneration Committee and the Board of Directors have reviewed the remuneration paid to the aforesaid Executive Directors and are satisfied that the same is reasonable, performance-linked and commensurate with their roles and responsibilities.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations for the remuneration paid to the Executive Directors during FY 2025-26 and for the remaining tenure of the Executive Directors Disclosures required under **Schedule V** to the Companies Act, 2013 is as under:

Brief Profile of Mr. Pratik Patel:
Mr. Pratik Patel, aged 37 years holding degrees in BSc. IT and MBA from Edinburgh Napier University, Edinburgh (UK), brings over 10 years of experience in operations for software development and real estate businesses. Since joining the board in 2020, he has played a key role in steering the company towards various strategic objectives. He was first appointed on Board of the Company w.e.f. July 18, 2020.

Shareholding in the Company: Mr. Pratik Patel is holding 5,71,104 shares as on date of the notice.
He holds Directorship in following Companies as on March 31, 2026: SoftTech Engineers Limited
Relationship with other Directors / Key Managerial Personnel: NA
Number of Meetings of the Board attended during the year: He has attended all Five (5) Board Meeting during FY 2025-26
Other terms of appointment: The period of office of Mr. Pratik Patel (DIN: 08798734) shall be liable to determination by retirement of directors by rotation.

1. INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013
I. GENERAL INFORMATION:

1.	**Nature of Industry**	The Company is engaged in software development and providing software support and maintenance services to the clients.
2.	**Date or expected date of Commencement of commercial production**	The Company is already in commercial production.
3.	**In case of new companies, expected date of commencement of activities as per project approved by financial**	Not Applicable as the Company is an existing Company.

	institutions appearing in the prospectus	
4.	**Financial performance based on given indicators**	As per Financial Statements
5.	**Foreign investments or collaborators, if any**	The Company has invested in the equity and has given loan in the form of debentures to its subsidiaries outside India; details of which form part of Financial Statements.

II. INFORMATION ABOUT WHOLE TIME DIRECTOR

1.	**Background details**	Mr. Pratik Patel, holds degrees in BSc. IT and MBA from Edinburgh Napier University, Edinburgh (UK), brings over 10 years of experience in operations for software development and real estate businesses. Since joining the board in 2020, he has played a key role in incorporating the Company in UK, the whole-owned subsidiary of SoftTech Engineers Limited.
2.	**Past remuneration**	Basic and other allowance- Rs. 15,00,000/- p.a. + ESOP perquisites- Rs. 97,25,000/-
3.	**Recognition or awards**	Not Applicable
4.	**Job Profile and his suitability**	Helps in managing operations for software development and real estate businesses
5.	**Remuneration proposed**	Rs. 15,00,000/- + Perquisites arising on exercising of Vested ESOPs upto his term
6.	**Comparative remuneration profile With respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**	The proposed remuneration is in line with the trends in the industry and is befitting Mr. Pratik Patel's educational background, experience and competence.

7.	**Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any**	Mr. Pratik Patel doesn't have any Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.

III. OTHER INFORMATION

1.	**Reasons of loss or inadequate profits**	During FY 2025-26 the Company profit was not adequate to include the perquisite value of ESOP exercised by Mr. Pratik Patel.
2.	**Steps taken or proposed to be taken for improvement**	
3.	**Expected increase in productivity and profits in measurable terms**	

The Board of Directors recommends the Resolution at **Item No. 5** of the accompanying Notice for the approval of the Members of the Company as a **Special Resolution**.

Except Mr. Vijay Gupta, Mrs. Priti Gupta and Mr. Pratik Patel and their respective relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.