

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Sixth Annual General Meeting of the Members of SoftTech Engineers Limited will be held on Thursday, 22nd September, 2022, at 3:30 P.M through video conferencing ('VC') / other audio visual means ('OAVM') to transact the following business:

A. Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited financial statements as on 31st March, 2022 and the Reports of the Board of Directors and the 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.

B. Special Business:

3. To appoint Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation by Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Rakesh Kumar Singh (DIN: 02294988), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member signifying his intention to propose candidature of Dr. Rakesh Kumar Singh (DIN: 02294988) for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from 12th August, 2022 to 11th August, 2027 subject to necessary approvals.

RESOLVED FURTHER THAT the Director so appointed to the Board of Directors of the Company (“Board”) shall be entitled for such amount of sitting fees, commission, etc. as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time subject to the applicable provisions of the Act and the Rules made thereunder.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect including but not limited to filing of appropriate forms, returns or documents with the Registrar of Companies, Pune.”

4. To re-appoint Mr. Rahul Gupta (DIN: 00024732) as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation by Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rahul Gupta (DIN:

00024732), who holds office of Independent Director upto 2nd March, 2023 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member signifying his intention to propose candidature of Mr. Rahul Gupta (DIN: 00024732) 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 period of 5 (Five) years with effect from 3rd March, 2023 to 2nd March, 2028 subject to necessary approvals.

RESOLVED FURTHER THAT the Director so appointed to the Board of Directors of the Company (“Board”) shall be entitled for such amount of sitting fees, commission, etc. as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time subject to the applicable provisions of the Act and the Rules made thereunder.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect including but not limited to filing of appropriate forms, returns or documents with the Registrar of Companies, Pune.”

5. To re-appoint Mr. Sridhar Pillalamarri (DIN: 00026018) as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation by Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sridhar Pillalamarri (DIN: 00026018), who holds office of Independent Director upto 2nd March, 2023 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member signifying his intention to propose candidature of Mr. Sridhar Pillalamarri (DIN: 00026018) 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 period of 5 (Five) years with effect from 3rd March, 2023 to 2nd March, 2028 subject to necessary approvals.

RESOLVED FURTHER THAT the Director so appointed to the Board of Directors of the Company (“Board”) shall be entitled for such amount of sitting fees, commission, etc. as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time subject to the applicable provisions of the Act and the Rules made thereunder.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect including but not limited to filing of appropriate forms, returns or documents with the Registrar of Companies, Pune.”

6. To consider and approve payment and revision in remuneration to Mr. Vijay Gupta (DIN: 01653314), Managing Director of the Company and in this regard, pass the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with the limits under Schedule V; including any statutory modification or re-enactment thereof, and Regulation 17 of SEBI (Listing Obligation and disclosure Requirements)

(Amendment) Regulation, 2018 (SEBI LODR Regulation) and other applicable provisions, if any, or any other law and as recommended by Nomination and Remuneration Committee and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Mr. Vijay Gupta (DIN: 01653314), Managing Director of the Company, which is/may be in excess of threshold limit prescribed under the SEBI LODR Regulation and the Companies Act, 2013, with effect from 1st April, 2022 for his remaining tenure on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the remuneration.

RESOLVED FURTHER THAT the extent and scope and salary and perquisites of Mr. Vijay Gupta be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of the Companies Act, LODR Regulation and other applicable regulations as may be required and the Board is authorised to do all such acts, deeds, matters and things including delegation of authority as may be deemed necessary for the purpose of giving effect to this resolution.”

7. For considering payment of remuneration to Mrs. Priti Gupta (DIN: 01735673), Whole time Director according to Regulation 17(e)(ii) of SEBI LODR Regulation and in this regard, pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(e)(ii) of SEBI (Listing Obligation and disclosure Requirements) (Amendment) Regulation, 2018 (SEBI LODR Regulation) and other applicable provisions, if any, approval of the members of the Company be and is hereby accorded for the continuation of payment of remuneration, which is/may be in excess of threshold limit prescribed under the SEBI LODR Regulation, to Mrs. Priti Gupta (DIN: 01735673), Whole time Director as per the terms and conditions approved by the members in the 24th Annual General meeting held on 28th September, 2020 until the expiry of her current term.

RESOLVED FURTHER THAT the extent and scope and salary and perquisites of Mrs. Priti Gupta be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of the Companies Act and LODR Regulation and the Board is authorised to do all such acts, deeds, matters and things including delegation of authority as may be deemed necessary for the purpose of giving effect to this resolution.”

8. To provide loan to subsidiary(ies) or person(s) in which Director is interested under section 185 of the Companies Act, 2013 and in this regard, pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company, be and is hereby accorded to authorise the Board (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by, any entity which is a Subsidiary of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding Rs.100.00 Crores (Rupees Hundred Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.”

9. To consider increase in Authorised Share Capital by alteration of Memorandum of Association of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Share Capital of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Share Capital of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT consequent to the above, Clause V of the Memorandum of Association of the Company be altered as follows:

“V The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT in respect of the aforesaid alteration of Memorandum of Association of the Company, the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things that may be deemed necessary, proper and expedient for the purpose of giving effect to this resolution.”

10. To consider issue of Convertible Warrants by the Company and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) (‘the Act’), and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 [“SEBI (ICDR) Regulations”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (‘GOI’), the Registrar of Companies (the ‘ROC’), Ministry of Corporate Affairs (‘MCA’), Securities and Exchange Board of India (‘SEBI’) and the Stock Exchanges where the shares of the Company are listed (‘Stock Exchanges’) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Shareholders be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches up to 20,00,000 (Twenty Lakhs) Fully Convertible Warrants (‘Warrants/ Convertible Warrants’) for cash at an issue price of Rs.125/- (Rupees One Hundred and Twenty Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs.10/- each of the Company (‘Equity Shares’) at a

premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr No	Name of the proposed allottee (Warrant holder(s))	Category	No of Warrants to be issued	Consideration Amount (Rs.)
1.	Florintree Technologies LLP	Non-Promoter	20,00,000	25,00,00,000
TOTAL			20,00,000	25,00,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants shall be 23rd August, 2022 i.e. the date 30 (Thirty) days prior to the date on which meeting of the Shareholders is to be held for considering the proposed preferential issue.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the Warrants pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with any schedule commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- b) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the right of conversion of Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- c) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment and the balance 75% shall be payable by the Warrant holder(s) on the exercise of right of conversion of Warrant(s) into equity shares;
- d) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations 2018;
- e) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

- f) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- g) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- h) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- i) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- j) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of the Special resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE and NSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

11. To consider issue of Unsecured Compulsorily Convertible Debentures by the Company and in this regard, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) ('the Act'), and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2018 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 [“SEBI (ICDR) Regulations”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, Consent of the Shareholders be and is hereby accorded to create, offer, issue and allot, by way of preferential allotment on private placement basis, 6,63,120 (Six Lakhs Sixty Three Thousand One Hundred and Twenty) Unsecured Compulsorily Convertible Debentures (“CCDs”), of the Company (“CCDs”) having a face value of Rs 125/- (Rupees One Hundred and Twenty Five only) for an aggregate amount of consideration not exceeding Rs. 8,28,90,000 (Rupees Eight Crores Twenty Eight Lakhs Ninety Thousand only) (“CCDs Amount”) being convertible into Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each of the Company (“Conversion Shares”) at a conversion price of Rs. 125/- (Rupees One Hundred and Twenty Five Only) per equity share (including a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) per equity share to the following Investor:

Sr No	Name of the proposed allottee	No of CCDs to be issued	Category	Consideration Amount (Rs.)
1.	East India Udyog Limited	663120	Non-Promoter	8,28,90,000
	TOTAL	663120		8,28,90,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot requisite number of equity shares as stated above, for total consideration of an amount not exceeding Rs 8,28,90,000 (Rupees Eight Crores Twenty Eight Lakhs Ninety Thousand only) to the holders of CCDs upon conversion of the CCDs.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants shall be 23rd August, 2022 i.e. the date 30 (Thirty) days prior to the date on which meeting of the Shareholders is to be held for considering the proposed preferential issue.

RESOLVED FURTHER THAT subject to receipt of entire consideration on application, the said CCDs shall be issued and allotted by the Company to the Investor within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said CCDs is pending on account of pendency of any approval(s) for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of last such approval.

RESOLVED FURTHER THAT the CCDs being offered, issued and allotted to the Investor by way of a preferential allotment shall inter alia carry the following terms:

- a) The CCDs and the equity shares issued upon conversion of the CCDs, shall be in dematerialised form and shall be subject to the provisions of the memorandum and articles of association of the Company.
- b) The CCDs and equity shares issued upon conversion of the CCDs, shall be subject to lock-in as provided under the provisions of the ICDR Regulations. Subject to the aforesaid lock-in requirements, the CCDs and equity shares issued upon conversion of the CCDs shall be freely transferable.

- c) The CCDs shall be unsecured.
- d) The CCDs shall not carry any coupon rate.
- e) The CCDs shall be converted into equity shares at any time on or before the expiry of 18 months from the date of allotment of the CCDs in one or more tranches.
- f) The CCDs (i.e. the face value of the CCDs) shall be convertible into equity shares at a conversion price of Rs. 125/- (Rupees One Hundred and Twenty Five only) per equity share with the aggregate amount i.e. the face value of Rs. 10/- per equity share and premium of Rs. 115/- per equity share, appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring.
- g) The equity shares to be issued to the Investor shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and in the event of liquidation, as may be permissible under the applicable laws.
- h) The CCDs shall rank pari passu with other series of compulsorily convertible debentures (if any) in respect of payment of coupon and in the event of liquidation, as may be permissible under the applicable laws.

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs, be listed on BSE and NSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs and for the admission of such equity shares issued pursuant to the conversion of CCDs with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of the CCDs and the equity shares allotted upon conversion of the CCDs to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the CCDs pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with any schedule commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed it by the Board, to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 5, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM). In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 26th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
3. 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.
4. 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 attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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. The facility of casting votes by a member using remote e-voting system as well as venue 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 www.softtech-engr.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 www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. 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 No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 02/2022 dated May 5, 2022.

9. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment under Item no. 2, 3, 4 & Item No. 5 at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for appointment/ reappointment.
10. The Register of Directors and Key Managerial Personnel and their shareholding, under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and all documents referred to in this Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection of the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect, can send an e-mail to Secretarial Department of the Company at **investors@softtech-engr.com**.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents, Link Intime India Private Limited (Link Intime) to provide efficient and better services.
12. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for a period of 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'. Pursuant to the provisions of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

Members are requested to send their claims to the Company addressing to Secretarial Department at registered Office address / Link Intime India Private Limited, R & T Agent of the Company having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001. (Ph. No. 020-26161629), before the amount becomes due for transfer to the above Fund. Members are requested to encash the dividend warrants immediately on their receipt by them.

13. To prevent the 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 not to 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.
14. To support Green Initiative, Members are requested to register their e-mail addresses with concerned DPs in case of shares held in dematerialised form. In order to receive the correspondence / dividend, if any from the Company in a timely manner, Members are requested to register their e-mail addresses / Bank Account details with R & T Agent / Depository Participant (DP).
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May 2020, Notice of the AGM along with the Annual Report 2021-22, is being sent only through electronic mode to those Members whose email addresses are registered with the R&T Agent / Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.softtech-engr.com, on the websites of Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com & and BSE Limited at www.bseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
16. Regulation 12 and Schedule I of SEBI Listing Regulation, 2015, including amendments thereunder requires all companies to use the facilities of electronic clearing services for payment of dividend. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the R & T Agent of the Company or the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company

will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

As per SEBI vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, unpaid unclaimed dividend will be processed through electronic mode only.

17. Since the AGM will be held through VC / OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
18. In case of any queries regarding the Annual Report, the Members may write to investors@softtech-engr.com to receive an email response.
19. Mr. Devesh Tudekar and/or Ms. Amruta Jana, Partners of DTSM & Associates are appointed as the Scrutinizers to scrutinize the evoting process in a fair and transparent manner. The Voting results declared along with the Scrutinizer’s Report will be placed on the Company’s website: <http://softtech-engr.com/> and on the website of Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com & and BSE Limited at www.bseindia.com immediately after their declaration.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 19th September, 2022 at (09.00 a.m. IST) and ends on Wednesday 21st September, 2022 at (05.00 p.m. IST). 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. 16th September, 2022, 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 16th September, 2022.

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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.

	<ol style="list-style-type: none"> 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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?

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 use 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.co.in 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 General 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 tudekar@gmail.com or amruta@dtsmindia.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

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.co.in 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 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 link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Members 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.
6. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the Twenty Sixth AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. to reach the Company’s email address **investors@softtech-engr.com** at least 48 hours in advance before the start of the meeting i.e. 20th September, 2022 by 3.30 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time.

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

ITEM NO.: 3

Based on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on 12th August, 2022, appointed Dr. Rakesh Kumar Singh (DIN: 02294988) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 12th August, 2022 upto 11th August, 2027 subject to the approval of the members.

Dr. Rakesh Kumar Singh has given the consent for his appointment as an Independent Director. Further, the Company has received declarations from Dr. Rakesh Kumar Singh that he meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended. Also, as per confirmation received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Dr. Rakesh Kumar Singh has confirmed that he has registered himself in the database of Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Dr. Rakesh Kumar Singh satisfies all the conditions to be appointed as an independent of the Company.

In terms of Regulation 25(8) of Listing Regulations, Dr. Rakesh Kumar Singh has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability

to discharge his duties.

In terms of circular no. LIST/COMP/14/2018-19 dated 28th June 2018 issued by BSE Limited Dr. Rakesh Kumar Singh is not debarred from holding the office of a director by virtue of any order by SEBI or any other authority.

The Company has also received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing the candidature of Dr. Rakesh Kumar Singh for his appointment to the office of Independent Director.

Professional Background:

Mr. Singh has completed his Post Graduation in Physics from Pune University and Computer science and engineering from IIT Mumbai. During his career of more than three decades, he has expertise in Bigdata Analytics, Parallel and Distributed Processing, Kubernetes, Video & Image Processing, Machine Vision, and Graphics. He has worked on various level of management and has significant contributions in the areas of innovations and technology. Further he has several awards and publications to his credit. He has been appointed on the Board of the Company as an Independent Director with effect from 12th August, 2022 subject to approval of shareholders.

Justification for Choosing as an Independent Director: Dr. Rakesh Kumar Singh is qualified to be appointed as Independent Director as he fulfils all the requirements of the Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Company will benefit with his experience & expertise.

The additional details of Dr. Rakesh Kumar Singh as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. He does not hold any shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Dr. Rakesh Kumar Singh, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board considers that Dr. Rakesh Kumar Singh's association would immensely benefit the Company and accordingly, recommends the resolution set forth in Item No. 3 for the approval of Members as a Special Resolution.

ITEM NO.: 4

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Extraordinary General Meeting held on 7th March, 2018, appointed Mr. Rahul Gupta (DIN: 00024732) as an Independent Director of the Company, for a consecutive period of 5 (Five) years with effect from 3rd March, 2018 till 3rd March, 2018 ("First Term"), not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mr. Rahul Gupta (DIN: 00024732) during the first term and based on his performance evaluation, approved his re-appointment as Independent Director for Second Term of 5 (five) years effective 3rd March, 2018 to 3rd March, 2018, subject to the approval of Shareholders at this Annual General Meeting.

Mr. Rahul Gupta has given the consent for his re-appointment as an Independent Director. Further, the Company has received declarations from Mr. Rahul Gupta that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended. Also, as per confirmation received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Rahul Gupta has confirmed that he has registered himself in the database of Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Rahul

Gupta satisfies all the conditions to be appointed as an independent of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. Rahul Gupta has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In terms of circular no. LIST/COMP/14/2018-19 dated 28th June 2018 issued by BSE Limited Mr. Rahul Gupta is not debarred from holding the office of a director by virtue of any order by SEBI or any other authority.

Mr. Rahul Gupta is Chairman of the Audit Committee and Stakeholders Relationship Committee of the Company and member of the Nomination and Remuneration Committee and CSR committee.

The Company has also received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Rahul Gupta for his re-appointment to the office of Independent Director.

Professional Background:

Mr. Rahul Gupta, aged 55 years, is a Non-Executive Independent Director of our Company. He is a technologist, venture capitalist, serial entrepreneur and an inspirational leader. He has over 30 years of varied experience. He started his journey as head of Technology Investments for one of the first early stage VC firms in the country. His expertise lies in strategy formulation, long and mid-range planning, culture and business process development, creating “winning teams”, facilitating and creating global sales organization and affecting successful business model disruptions. He serves on the Board of several technology start-ups as well. He is involved with mentoring and coaching several start-ups and is associated with entrepreneurs and partners in technology, services, manufacturing, hospitality, e-commerce and sustainability spaces across the globe. He was appointed as a Non-Executive Independent Director of our Company with effect from 3rd March, 2018.

He holds a bachelor’s degree in mechanical engineering from Punjab University and a master’s degree in business administration (MBA) from Kurukshetra University.

The additional details of Mr. Rahul Gupta as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. He does not hold any shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Rahul Gupta, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board considers that Mr. Rahul Gupta continued association would immensely benefit the Company and accordingly, recommends the resolution set forth in Item No. 4 for the approval of Members as a Special Resolution.

ITEM NO.: 5

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Extraordinary General Meeting held on 7th March, 2018, appointed Mr. Sridhar Pillalamarri (DIN: 00026018) as an Independent Director of the Company, for a consecutive period of 5 (Five) years with effect from 3rd March, 2018 till 2nd March, 2023 (“First Term”), not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Mr. Sridhar Pillalamarri (DIN: 00026018) during the first term and based on his performance evaluation, approved his re-appointment as Independent Director for Second Term of 5 (five) years effective 3rd March, 2018 till 2nd March, 2023, subject to the approval of Shareholders at this Annual General Meeting.

Mr. Sridhar Pillalamarri has given the consent for his re-appointment as an Independent Director. Further, the

Company has received declarations from Mr. Sridhar Pillalamarri that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provision of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended. Also, as per confirmation received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Mr. Sridhar Pillalamarri has confirmed that he has registered himself in the database of Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Sridhar Pillalamarri satisfies all the conditions to be appointed as an independent of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mr. Sridhar Pillalamarri has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In terms of circular no. LIST/COMP/14/2018-19 dated 28th June 2018 issued by BSE Limited Mr. Sridhar Pillalamarri is not debarred from holding the office of a director by virtue of any order by SEBI or any other authority.

Mr. Sridhar Pillalamarri is the member of the Audit Committee and Stakeholders relationship Committee and Chairman of the Nomination and Remuneration Committee of the Company.

The Company has also received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sridhar Pillalamarri for his re-appointment to the office of Independent Director.

Professional Background:

- 30+ Years of Experience at various levels of management
- 20+ Years of successful experience as Top level Executive in several Companies
- Direct involvement in establishing the company setting up the processes and growing the team with direct involvement in Engineering Management
- Excellent interpersonal and cross-functional skills, team player and ability to work well with all level of an organization
- Result oriented professional with Senior Management, Operations, Business development and technical experience.

He holds Master's in M. Tech, Control & Instrumentation from Indian Institute of Technology, Powai, Mumbai.

The additional details of Mr. Sridhar Pillalamarri as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. He does not hold any shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Sridhar Pillalamarri, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board considers that Mr. Sridhar Pillalamarri continued association would immensely benefit the Company and accordingly, recommends the resolution set forth in Item No. 5 for the approval of Members as a Special Resolution.

ITEM NO.: 6

The Shareholders at the Annual General Meeting (“AGM”) held on 30th September, 2019 re-appointed Mr. Vijay Gupta (DIN: 01653314) by passing Special Resolution as Managing Director of the Company for a further period

of 5 years w.e.f. 24th February, 2020 on fresh terms and conditions with remuneration of Rs. 60,00,000/- (Sixty Lakh Only) per annum payable within an overall limit provided in Sections 197, 198, 203 and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company. Since then there has been no revision in remuneration payable to Mr. Vijay Gupta. Mr. Vijay Gupta holds position of Chairman, CEO & Managing Director in the Company.

Further, based on the recommendations of the Nomination and Remuneration Committee and having considered the contribution of Mr. Vijay Gupta in terms of leadership capabilities, strategy formulation and execution, maintaining relations both with the board and external entities, expansion of Business overseas, initiatives to improve the profitability of the Company, the Board in its meeting held on 12th August, 2022 approved revised remuneration subject to the approval of the members.

Shareholding in the Company: Mr. Vijay Gupta is holding 36,81,234 shares as on date of the notice.

Directorships of other Boards excluding foreign companies as on 31st March, 2022:

SoftTech Engineers Limited
Covisible Solutions (India) Private Limited
SoftTech Care Foundation
AmpliNxt Private Limited

Membership of Committees as on 31st March, 2022:

CSR Committee
Audit Committee
Stakeholders Relationship Committee

Relationship with other Directors / Key Managerial Personnel: Mrs. Priti Gupta, Whole-time Director is spouse of Mr. Vijay Gupta

Number of Meetings of the Board attended during the year: Mr. Vijay has attended All ie. Four (4) Board meetings during FY 2021-22.

Other terms of Appointment:

The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director subject to such approvals as may be required.

1. **REMUNERATION:**

Salary and allowances:

The approval of the Members is being sought for revision in remuneration payable to Mr. Vijay Gupta from Rs. 500,000 per month to the grade of Rs. 600,000 to Rs.750,000 per month which shall include such components and structure including basic pay, allowances and components as may be decided in accordance with the policies of the Company during his current tenure as Managing Director on the Board of the Company.

The allowances and perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules there under or any statutory modifications(s).

The Managing Director will be entitled for Provident Fund and Gratuity as per the provisions of respective act and as per the rules of the Company. Further Managing Director may participate in other schemes that the company may

bring from time to time. The Managing Director will be entitled for Bonus up to 20% of the Total Yearly compensation based on financial performance of the year and subjected to approval by the board.

The Managing Director shall be entitled to privilege annual leave on full salary for a period of 21 days. Provided further that leave not availed of may be encashed, in accordance with the policies of the Company.

Other Perquisites:

Group Personal Accident and Group Medical Insurance as per the Provisions of the Company. The actual hospital and medical expenses which have been incurred by the Managing Director for himself, his wife, dependent parents and his minor children, provided that such expenses during the financial years shall not exceed INR 5 lacs per annum.

The provision of one Chauffeur driven car, which shall be fuelled and maintained by the Company.

Leave Travel Concession/Assistance as per the rules of the Company

Membership fees with technical, professional bodies, social club membership fees, Key man insurance, professional liability insurance etc. for the full term of your appointment in accordance with the policies of the Company.

Other perks from time to time, as per your stature in the Company and approved by the Board of the Company.

2. 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 institutions appearing in the prospectus:

Not Applicable as the Company is an existing Company.

4. Financial Performance based on given indicators:

(Amount in Lakhs)

Particulars	FY 2021-22
Revenue from Operations (Net)	5745.67
Other Income	197.20
Total Revenue	5942.87
Depreciation and Amortization	764.24
Total Expenses (including Depreciation and Amortization)	5169.26
Profit/ (Loss) Before Tax	773.61
Tax Expenses:	
1. Current Tax	193.77
2. Deferred Tax	2.27
Net Profit/ (Loss) After Tax	577.57
Profit for the year	577.57

5. Foreign investments or collaboration, 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 THE CHAIRMAN AND MANAGING DIRECTOR:

1. Background Details:

Mr. Vijay Gupta, aged 59 years, is the sole Promoter, Chairman and the Managing Director of the Company. He is an Indian national and first Director of the Company. He is a first generation entrepreneur and has an experience of over 30 years in development of complex BIM/CAD/CAE/Project Management enterprise software in Architecture-Engineering-Construction domain. He holds a Master's degree in Technology from the Indian Institute of Technology, Mumbai (IIT, Bombay). He has been associated with the Company since incorporation i.e. 17th June, 1996 and was reappointed as the Managing Director of our Company with effect from 24th February, 2020 for a period of 5 years.

2. Past remuneration:

During the Financial Year ended 31st March, 2022 Rs. 60,00,000/- was paid as remuneration to Mr. Vijay Gupta. There has been no change in his remuneration since his re-appointment w.e.f. 24th February, 2020.

3. Recognition and awards:

Mr. Vijay Gupta, Founder, MD & CEO at SoftTech has been felicitated with a recognition trophy by Mr. Devusinh Chauhan (Minister of State for Communications of India) for being an esteemed panel speaker at India Infra Forum 2022 organized by Alvarez & Marsal and EPC World. During the 26 year's journey of SoftTech Engineers Limited, it has received number of recognitions and awards. Details of the same can be seen on the website of the Company at <https://softtech-engr.com/awards/>. Mr. Vijay Gupta is the driving force and source of inspiration behind all the achievements made by the Company.

4. Job profile Suitability:

Mr. Vijay Gupta is the Chairman and Managing Director of the Company. He plays a key role in the progress of the Company. Taking into account Mr. Vijay Gupta's qualifications, his extensive experience and the responsibilities shouldered by him, his association with the Company is in the best interest of the Company.

5. Remuneration:

Details as mentioned in point 1 remuneration above.

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 with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vijay Gupta, the remuneration packages paid to him is comparatively less as compared to the similar counterparts in other similar sized companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vijay Gupta and Mrs. Priti Gupta are, concerned or interested, financially or otherwise, in the Resolution set out.

III. Other information:

1. Reasons of loss or inadequate profits:

During 2021-22 the entire economy has started showing signs of recovery after suffering miserably due to COVID pandemic and our company was also in line with the trend. The Company's major business is from Governments which were focussed on managing pandemic spread hence the floating of tenders was almost on hold. However, the situation is improving now. As a result, the top line of the Company has started showing positive trend and is recovered by almost 38% to INR 57.46 Crores as compared to last year's figure of INR 41.57 Crores. We expect this to increase significantly in current and subsequent financial years to bring the growth back to normal. Moreover, during the Covid period demand for IT resources has increased manifold resulting in more than normal increase in the cost of human resources, which is major cost component in our company. As a result, the overall profitability of the company is reduced.

2. Steps taken or proposed to be taken for improvement

The Company has started utilizing available resources judiciously and done good progress in overall product development and introducing SaaS based offering, which will have a favourable impact on valuation and profitability of the Company in the coming years. The Company is moving towards SaaS based offering with a model where direct end users are charged the money rather than collecting from governments. This will significantly improve cash-flow and profits.

The Company has drawn a very aggressive plan to expand overseas. In next 2 years the Company plans to expand horizon in US, UK and Singapore. The Company has worked out the Go-To-Market strategy and has raised equity to expand the business. This will give a big boost to growth of the Company. Further in domestic market, the Company is exploring big ticket size opportunities associated to Smart City/Infra projects in association with partners. The results of these new initiatives are expected to start yielding results in next 2 years.

The Company has also started exploring inorganic growth path. The Company has invested into a Singapore based entity and will be exploring more for non-linear growth. Formation of AmpliNxt Private Limited as a subsidiary is also a step in this direction. We foresee a good growth from this strategy.

3. Expected increase in productivity and profits in measurable terms:

We are expecting approximately 50-60% growth in revenue of current financial year in comparison to previous financial year with EBITDA of about 30%.

The Board of Directors recommend the resolution set forth in Item No. 6 for the approval of Members as a Special 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. 6, except himself and Mrs. Priti Gupta, wife of Mr. Vijay Gupta.

ITEM NO. 2 AND 7:

Re-appointment on the Board of the Company:

Mrs. Priti Gupta is liable to retire by rotation and being eligible, offers herself for re-appointment. Mrs. Priti Gupta (DIN: 01735673), aged 56 years, 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:

Mrs. Priti Gupta holds a Master's degree in Management studies from the Welingkar Institute, University of

Mumbai (Bombay), Mumbai, Maharashtra. She also holds a bachelor's degree in science in the stream of physics from Mumbai University and a diploma in Computer Applications from Maharashtra Technical Board. She joined SoftTech Engineers Limited in the year 2008 as a director and also the head of the human resource and administration department and during her stint with the Company has been instrumental in bringing the ISO processes to the Company. Mrs. Gupta has 20+ years of experience in business processes and management, training, human resource & administration operations. She was appointed as the Whole-time Director of our Company with effect from February 24, 2020 for a period of 5 years.

She is not on the Board of any listed Company except SoftTech Engineers Limited since past 3 years.

Directorships of other Boards excluding foreign companies as on 31st March, 2022: 2

As on 31st March, 2022 Mrs. Priti Gupta holds 33,090 equity shares of the Company.

Mrs. Priti Gupta is a member of CSR committee formed by the Board.

Mrs. Priti Gupta, Whole-time Director is spouse of Mr. Vijay Gupta.

The Board of Directors recommend the resolution set forth in Item No. 2 for the approval of Members as an Ordinary Resolution.

Approval as per Regulation 17(6)(e) of the SEBI LODR Regulation

The Company has migrated to the Main Board of Stock Exchanges with effect from 25th February, 2022, therefore compliance of Regulation 17(1)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is applicable to the Company which was earlier exempt as the Company was listed on SME Exchange.

As per the said Regulation, approval of the shareholders in a general meeting by way of a Special Resolution is required, in case

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

In case of the Company, the remuneration paid to each executive director who is a promoter or belongs to promoter group does not exceed the criteria mentioned at point no (i) above, however total/aggregate remuneration paid to directors who are promoters or belong to promoter group exceeds the limits specified in point no (ii) above.

The Company has obtained requisite approval of the Shareholders in the 24th Annual General meeting held on 28th September, 2020 under the Companies Act 2013, however as per Regulation 17(6)(e) of the SEBI LODR Regulation, it is proposed to recommend the resolution for approval of the Shareholders by a special resolution in this Annual general Meeting, being the First Annual General meeting after migration of the Company to main Board. The Board of Directors recommend the resolution set forth in Item No. 7 for the approval of Members as a Special Resolution.

None of the Directors or Key managerial personnel or their relatives other than Mr. Vijay Gupta and Mrs. Priti Gupta are concerned or interested, financial or otherwise, in the resolution set out at an item No.2 and 7.

ITEM NO.: 8

The Company proposes to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is interested/deemed to be interested (collectively referred to as the "Entities"), from time to time.

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in

whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

Your consent is sought by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for providing loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities in which any of the Directors of the Company is interested for following purposes:

1. For working capital requirements including purchase of fixed assets,
2. For expansion of Business operations directly or through subsidiary/ JV/ Associate entities
3. For development of products and platform
4. For capital expenditure
5. General Corporate purposes;
As may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution set forth in Item No. 8 for the approval of Members as a Special 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. 8, except to their equity holdings and Directorships in the Company, if any.

ITEM NO.: 9

The present Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Share Capital of Rs. 10/- (Rupees Ten Only) each.

Considering the increased fund requirements of the Company to meet the working capital requirements as well as for expansion, the Board at its meeting held on 12th August, 2022, has accorded its approval for increasing the Authorised Share Capital from the existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Share Capital of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Share Capital of Rs. 10/- (Rupees Ten Only) each subject to shareholders' approval as the Company does not have sufficient gap in the Authorised Share Capital to incorporate further issue of shares.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

In order to facilitate the increase in Authorised Share Capital and amendment of Memorandum of Association of the Company approval of members is required.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

The Board of Directors recommend the resolution set forth in Item No. 9 for the approval of Members 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. 9, except to their equity holdings and Directorships in the Company, if any.

ITEM NO.: 10

The Company is in the business of providing Computers - Software & Consulting services. As the Company is on a growth trajectory, there is need to augment funds to enhance its long term resources and thereby strengthen the financial structure of the Company. The Company requires infusion of funds to support the expansion of business in Indian and Overseas Markets and for general corporate purposes. Hence, to ensure the smooth flow of the business of the Company, the Board of Directors of the Company in their meeting held on Friday, 12th August 2022 have considered and approved raising of funds by issue of upto 20,00,000 Fully Convertible Warrants (“Warrants/ Convertible Warrants”) to the following persons by way of a preferential issue, who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 (“SEBI (ICDR) Regulations”):

Sr No	Name of the proposed allottee (Warrant holder(s))	Category	No of Warrants to be issued	Consideration Amount (Rs.)
1.	Florintree Technologies LLP	Non-Promoter	20,00,000	25,00,00,000
TOTAL			20,00,000	25,00,00,000

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 20,00,000 Fully Convertible Warrants on preferential basis to requires Shareholders Approval.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued there- under, are set forth below:

- 1. Objects of the preferential issue:** To support the expansion of business in Indian and Overseas Market and for general corporate purposes.
- 2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered:** The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot from time to time, in one or more tranches up to 20,00,000 (Twenty Lakhs) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs.125/- (Rupees One Hundred and Twenty Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) per warrant aggregating to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) on preferential and private placement basis and resolution for the same has

been passed by the Board of Directors in their meeting held on 12th August, 2022 and resolution passed by circulation by Board of Directors on 26th August, 2022 .

3. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE', together with BSE referred to as 'Stock Exchanges'). There is infrequent trading of Company's shares on both the Stock exchanges. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Company has obtained a Valuation report dated 23rd August, 2022 from Ms. Rashmi Shah (IBBI/RV/06/2018/10240), M/s R V Shah & Associates, Registered Valuer and the same has been updated on the website of the Company and website link is <https://softtech-engr.com/investor-relations-in-softtech-engineers>. Pursuant to the same the Issue price for Warrants is fixed at Rs 125/-(Rupees One Hundred and Twenty Five Only) per warrant.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company; accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

The relevant date as per the SEBI (ICDR) Regulations for the determination of issue price for warrants pursuant to the preferential allotment is Tuesday, 23rd August, 2022 ("Relevant Date") i.e. 30 days prior to the date of Passing of the Special Resolution.

4. **Name and address of Valuer who performed valuation:** Ms. Rashmi Shah (IBBI/RV/06/2018/10240) from M/s R V Shah & Associates, Chartered Accountants (Registered Valuer), 702 Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai 400097.
5. **Amount which the Company intends to raise by way of issue of Equity Shares and/or Warrants:** Upto Rs.25,00,00,000/- (Rupees Twenty Five Crores Only), assuming exercise of rights attached to all Warrants.
6. **Material terms of Issue of Warrants:** The issue of Warrants shall be subject to the following terms and conditions:
- a) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
 - b) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the right of conversion of Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
 - c) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment and the balance 75% shall be payable by the Warrant holder(s) on the exercise of right of conversion of Warrant(s) into equity shares;

- d) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- e) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- f) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- g) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- h) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- i) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- j) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

7. Principle terms of assets charged as securities:

Not Applicable.

8. Intention/Contribution of promoters/directors/key managerial personnel to subscribe to the offer: None of the directors or key managerial personnel or promoters intends to subscribe to the proposed issue or furtherance of objects.

9. Shareholding Pattern of the Company before and after the preferential issue:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1.	Indian				
a)	Individuals	3808724	37.51%	3808724	29.71%
b)	Body Corporates	299148	2.94%	299148	2.33%
2.	Foreign	0	0	0	0
Sub-Total (A)		4107872	40.45%	4107872	32.05%
(B)	Public/Non-Promoter shareholding				
1.	Institutional Investor				
a)	Foreign Portfolio Investor	9600	0.09%	9600	0.07%
2.	Non Institutional Investor				
a)	Individuals	2687978	26.47%	2687978	20.97%
b)	Trusts	174400	1.72%	174400	1.36%
c)	Hindu Undivided Family	208874	2.06%	208874	1.63%
d)	Non Resident Indians (Non Repat)	148642	1.46%	148642	1.16%
e)	Non Resident Indians (Repat)	236933	2.33%	236933	1.85%
f)	Body Corp-Ltd Liability Partnership	1827529	18.00%	3827529	29.86%
g)	Clearing Member	2824	0.03%	2824	0.02%
h)	Bodies Corporate	750102	7.39%	1413222	11.03%
Sub Total (B)		6046882	59.55%	8710002	67.95%
GRAND TOTAL (A) + (B)		10154754	100.00%	12817874	100.00%

Note:-

- Details inserted in Post Issue equity shares assuming that the allotment of 20,00,000 Convertible warrants to Equity Shares and 663120 Equity Shares allotted upon exercise of Conversion of CCD's, if any. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

10. The proposed time within which the allotment shall be completed: As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them and identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:

Sr No	Name of the Allottee	Category	Pre-Issue holding %	No of Shares to be allotted on account of Warrant Conversion	Post-Issue holding %	Ultimate Beneficial owners of Shares/Proposed Allottee
1.	Florintree Technologies LLP	Non-Promoter	0.00%	20,00,000	15.60%	The details of the Individual(s) who are ultimate beneficial owners of Florintree Technologies LLP are:- 1) Mathew Cyriac 2) Gautham Madhavan

12. The change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the financial year 2022-23, no preferential allotment of any securities has been made to any person.

14. Lock-in Period: Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

15. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Sr No	Name of Allottee	Current Status	Proposed status post preferential Issue
1.	Florintree Technologies LLP	Non-Promoter	Non-Promoter

16. Practicing Company Secretary's Certificate: A certificate from Ms Dipika Biyani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company website <https://softtech-engr.com/investor-relations-in-softtech-engineers/>

17. Undertaking: The Company hereby undertakes that:

- It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163 (1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

The approval of the Members is being sought for the resolution set forth in Item No. 10 to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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. 10, except to their equity holdings and Directorships in the Company, if any.

ITEM NO.: 11

The Board of the Directors of the Company at its meeting held on Friday, 12th August, 2022 has given their consent subject to approval of Members by way of Special Resolution to issue Unsecured Compulsorily Convertible Debentures (“CCDs”), on Preferential Allotment basis to the following Investor:

Sr No	Name of the proposed allottee	No of CCDs to be issued	Category	Consideration Amount (Rs.)
1.	East India Udyog Limited	663120	Non-Promoter	8,28,90,000
	TOTAL	663120		8,28,90,000

The purpose of the proposed issue as mentioned above is funds required for expansion of business in Indian and Overseas Market and general corporate purpose. In terms of Section 62(1)(c) read with Sections 42 and 71 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon conversion of Unsecured Compulsorily Convertible Debentures (“CCDs”), the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued there- under, are set forth below:

- 1. Objects of the preferential issue:** To support the expansion of business in Indian and Overseas Market and for general corporate purposes.
- 2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered:** The resolution set out in the accompanying notice authorizes the Board to create, offer, issue and allot, by way of preferential allotment on private placement basis 663,120 (Six Lakhs sixty Three Thousand One Hundred and Twenty) Unsecured Compulsorily Convertible Debentures (“CCDs”), of Rs. 125/- each (Rupees One Hundred and Twenty Five only) of the Company (“CCDs”) for an

aggregate amount of consideration not exceeding Rs 8,28,90,000 (Rupees Eight Crores Twenty Eight Lakhs Ninety Thousand only) (“CCDs Amount”) being convertible into Equity Shares at a conversion price of Rs 125/- (Rupees One Hundred and Twenty Five Only), face value of Rs. 10/- (Rupees Ten only) each and a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) vide Board Resolution dated Friday August 12, 2022 and resolution passed by circulation by Board of Directors on 26th August, 2022.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made: The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’, together with BSE referred to as ‘Stock Exchanges’). There is infrequent trading of Company’s shares on both the Stock exchanges. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Company has obtained a Valuation report dated 23rd August, 2022 from M/s R V Shah & Associates, Registered Valuer and the same has been updated on the website of the Company and website link is <https://softtech-engr.com/investor-relations-in-softtech-engineers/>. Pursuant to the same the Conversion price for CCDs is fixed at Rs 125/- (Rupees One Hundred and Twenty Five Only) per Equity Share.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

The relevant date as per the SEBI (ICDR) Regulations for the determination of issue price for warrants pursuant to the preferential allotment is Tuesday, August 23, 2022 (“Relevant Date”) i.e. 30 days prior to the date of Passing of the Special Resolution.

4. Name and address of Valuer who performed valuation: Ms. Rashmi Shah (IBBI/RV/06/2018/10240) from M/s R V Shah & Associates, Chartered Accountants (Registered Valuer), 702 Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai 400097.

5. Material terms of Issue of CCDs: The issue of CCDs shall be subject to the following terms and conditions:

- a) The CCDs and the equity shares issued upon conversion of the CCDs, shall be in dematerialised form and shall be subject to the provisions of the memorandum and articles of association of the Company.
- b) The CCDs and equity shares issued upon conversion of the CCDs, shall be subject to lock-in as provided under the provisions of the ICDR Regulations. Subject to the aforesaid lock-in requirements, the CCDs and equity shares issued upon conversion of the CCDs shall be freely transferable
- c) The CCDs shall be unsecured.
- d) The CCDs shall not carry any coupon rate.
- e) The CCDs shall be converted into equity shares at any time on or before the expiry of 18 months from the date of allotment of the CCDs in one or more tranches.
- f) The CCDs (i.e. the face value of the CCDs) shall be convertible into equity shares at a conversion price of Rs. 125/- (Rupees One Hundred and Twenty Five only) per equity share with the aggregate amount i.e. the face value of Rs. 10/- per equity share and premium of Rs. 115/- per equity share, appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring.

- g) The equity shares to be issued to the Investor shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and in the event of liquidation, as may be permissible under the applicable laws.
- h) The CCDs shall rank pari passu with other series of compulsorily convertible debentures (if any) in respect of payment of coupon and in the event of liquidation, as may be permissible under the applicable laws.

6. Principle terms of assets charged as securities: Not Applicable.

7. Intention/Contribution of promoters/directors/key managerial personnel to subscribe to the offer: None of the directors or key managerial personnel or promoters intends to subscribe to the proposed issue or furtherance of objects.

8. Shareholding Pattern of the Company before and after the preferential issue:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
3.	Indian				
a)	Individuals	3808724	37.51%	3808724	29.71%
b)	Body Corporates	299148	2.94%	299148	2.33%
4.	Foreign	0	0	0	0
	Sub-Total (A)	4107872	40.45%	4107872	32.05%
(B)	Public/Non-Promoter shareholding				
3.	Institutional Investor				
b)	Foreign Portfolio Investor	9600	0.09%	9600	0.07%
4.	Non Institutional Investor				
i)	Individuals	2687978	26.47%	2687978	20.97%
j)	Trusts	174400	1.72%	174400	1.36%
k)	Hindu Undivided Family	208874	2.06%	208874	1.63%
l)	Non Resident Indians (Non Repat)	148642	1.46%	148642	1.16%
m)	Non Resident Indians (Repat)	236933	2.33%	236933	1.85%
n)	Body Corp-Ltd Liability Partnership	1827529	18.00%	3827529	29.86%
o)	Clearing Member	2824	0.03%	2824	0.02%
p)	Bodies Corporate	750102	7.39%	1413222	11.03%
	Sub Total (B)	6046882	59.55%	8710002	67.95%
	GRAND TOTAL (A) + (B)	10154754	100.00%	12817874	100.00%

Note:-

- Details inserted in Post Issue equity shares assuming that the allotment of 2000000 Convertible warrants to Equity Shares and 663120 Equity Shares allotted upon exercise of Conversion of CCD's, if any. In the event, right for allotment of Share against all or any of the CCD's are not exercised, the Shareholding Pattern shall change correspondingly.

9. The proposed time within which the allotment shall be completed: Subject to receipt of entire consideration on application and as required under the SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of CCDs within a period of 15 days from the date of passing of this special resolution by the shareholders in General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them and identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:

Sr No	Name of the Allottee	Category	Pre-Issue holding %	No of Shares to be allotted on account of CCD's Conversion	Post-Issue holding %	Ultimate Beneficial owners of Shares/Proposed Allottee
1.	East India Udyog Limited	Non-Promoter	6.92%	663,120	10.65%	The details of the Individual who is ultimate beneficial owners of East India Udyog Limited is:- Harsh Gupta

- The change in control, if any, in the Company that would occur consequent to the preferential offer:** The proposed Preferential Allotment of CCD's will not result in any change in the management and control of the Company.
- The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the financial year 2022-23, no preferential allotment of any securities has been made to any person.
- Lock-in Period:** The CCD's and Equity Shares to be allotted on conversion of CCD's shall be locked-in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 Trading days from the date of allotment of such securities.

The CCD's allotted on a preferential basis are restricted for transfer or sale for such period as specified under Regulation 168 of Chapter V of SEBI (ICDR) Regulations, 2018 relating to preferential issue.

4. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Sr No	Name of Allottee	Current Status	Proposed status post preferential Issue
1.	East India Udyog Limited	Non-Promoter	Non-Promoter

- Practicing Company Secretary's Certificate:** A certificate from Ms Dipika Biyani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company website <https://softtech-engr.com/investor-relations-in-softtech-engineers/>.

6. **Undertaking:** The Company hereby undertakes that:

- It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

7. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163 (1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

In terms of Sections 42 and 71 of the Companies Act, 2013, approval of the shareholders by way of a special resolution is required to issue the CCDs by way of a preferential allotment on private placement basis. Hence, the Board recommends the proposed resolution for your approval by way of a Special 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. 11, except to their equity holdings and Directorships in the Company, if any.

**By Order of the Board of Directors,
SoftTech Engineers Limited**

**Place: Pune
Date: 26.08.2022**

**Aishwarya Patwardhan
Company Secretary**

ANNEXURE I

Details of Directors seeking appointment/re-appointment at the Twenty Sixth Annual General Meeting to be held on 22nd September, 2022 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India]

Name of Director	Rakesh Kumar Singh	Sridhar Pillalamarri	Rahul Gupta
Director Identification Number (DIN)	02294988	00026018	00024732
Designation/category of the Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth	November 20, 1961	April 2, 1960	March 14, 1967
Age	60 Years	62 Years	55 Years
Date of first Appointment	NA	March 3, 2018	March 3, 2018
Qualifications	Post-Graduation in Physics from Pune University, Computer Science & Engineering (CSE) from IIT Mumbai. Ph. D in 1989	B.Tech from IIT Kharagpur and M.Tech from IIT, Powai	MBA, Finance & Marketing

Expertise in Specific Functional Area	Bigdata Analytics, Parallel and Distributed Processing, Kubernetes, Video & Image Processing, Machine Vision, and Graphics and wide managerial experience	Technology, Operations, Business Development and wide managerial experience	Technologist, venture capitalist, serial entrepreneur, inspirational leader and wide managerial experience
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Names of listed entities other than this Company in which the person holds the directorship	NIL	NIL	NIL
Chairmanship/Membership of Committees of other Public companies including Listed Companies and excluding foreign companies as of the date of this Notice	NIL	NIL	NIL
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL
Name of the listed entities in which the person has resigned in the past three years	NIL	NIL	NIL
Chairmanship/Membership of Committees of other companies including Listed Companies and excluding foreign companies as of the date of this Notice	NIL	NIL	NIL
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.

	The Nomination and Remuneration Committee of the Board has evaluated the profile of Dr. R. K. Singh and concluded that R. K. Singh possess the relevant skill and capabilities to discharge the role of Independent Director.	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Sridhar Pillalamarri and concluded that Mr. Sridhar Pillalamarri possess the relevant skill and capabilities to discharge the role of Independent Director.	The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Rahul Gupta and concluded that Mr. Rahul Gupta possess the relevant skill and capabilities to discharge the role of Independent Director.
Terms and Conditions of Appointment/Re-appointment	Appointment for a term of 5 years. The letter of appointment of Dr. R. K. Singh is in line with terms and conditions for appointment of Independent Directors available on the website of the Company at https://softtech-engr.com/wp-content/uploads/Terms-Conditions-Of-The-Independent-Director.pdf	Re-appointment for second term of 5 years. The letter of appointment of Mr. Sridhar Pillalamarri is in line with terms and conditions for appointment of Independent Directors available on the website of the Company at https://softtech-engr.com/wp-content/uploads/Terms-Conditions-Of-The-Independent-Director.pdf	Re-appointment for second term of 5 years. The letter of appointment of Mr. Rahul Gupta is in line with terms and conditions for appointment of Independent Directors available on the website of the Company at https://softtech-engr.com/wp-content/uploads/Terms-Conditions-Of-The-Independent-Director.pdf

For other details such as the number of meetings of the Board attended during FY 2021-22, details of committee membership, remuneration last drawn in FY 2021-22 by Mr. Sridhar Pillalamarri and Mr. Rahul Gupta, please refer to the corporate governance report which is a part of this Integrated Annual Report.

The profile of the Directors is available on the Company's website at www.softtech-engr.com.