

SOFTTECH ENGINEERS LIMITED

CIN: L30107PN1996PLC016718

**Registered Office: SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B,C,D, 1-Baner, Opp.
Royal Enfield Showroom, Baner Road, Pune: 411045. Tel: +91 20 67183711**

website: www.softtech-engr.com

Email Id: investors@softtech-engr.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Thursday, April 04, 2024 , at 9:00 a.m. (IST)	Friday , May 03, 2024 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only by voting through electronic means ('remote e-Voting') (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders"), is sought via postal ballot through e-voting only (voting through electronic means) for the following:

1. Appointment of Mr. Yogeshkumar Mangubhai Desai (DIN: 10501676) as a Non-Executive, Independent Director of the Company.

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto. The Postal Ballot Notice will also be placed on the website of the

Company at www.softtech-engr.com and the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard - 2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company’s Registrar and Share Transfer Agent (RTA) - **Link Intime India Private Limited**. The Company has provided e- voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed **Mr. Devesh Tudekar (FCS No: 5712 ; CP No. 2506) and failing him, Mr. Sridhar G. Mudaliar(FCS No: 6156; CP No. 2664), partners of M/s. DTSM & Associates, Practicing Company Secretaries, Pune** , to act as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or postal ballot forms to the Members of the Company and no physical ballot forms will be accepted. In accordance with the MCA Circulars, the Company has made necessary arrangements with **Link Intime India Private Limited** to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence at **09.00 A.M. IST on Thursday, April 04, 2024 and end at 05.00 P.M. IST on Friday, May 03, 2024**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on **Friday, May 03, 2024**. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

The last date of e-voting, i.e. **Friday, May 03, 2024.**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his/her report to the Chairman or to any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by postal ballot (through e-voting process) along with the Scrutinizer’s report will be announced by the Chairman or any other person authorized by him within two working days from the conclusion of the e-voting, i.e. on or before **Tuesday, May 07, 2024**.

The results will be intimated to NSE and BSE, where the equity shares of the Company are listed. The results of the Postal Ballot will also be posted on the Company’s website at (www.softtech.engr.com, the website of NSDL at www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office.

PROPOSED RESOLUTION

Appointment of **Mr. Yogeshkumar Mangubhai Desai (DIN: 10501676)** as Non-Executive, Independent Director of the Company:

To consider and, if thought fit, to pass as a Special Resolution the following:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, **Mr. Yogeshkumar Mangubhai Desai (DIN: 10501676 and IDDB Registration No. IDDB-NR-202402-055852)** who was appointed as an Additional Independent Director based on the recommendation of Nomination and Remuneration Committee pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from February 12, 2024, and who meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five years commencing from February 12, 2024 upto February 11, 2029.

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

By Order of the Board of Directors
For SoftTech Engineers Limited

Place: Pune
Date: March 28, 2024

Shalaka Khandelwal
Company Secretary & Compliance Officer
(Membership Number:A62774)

NOTES:

a) Pursuant to Sections 102 and 110 of the Act, an explanatory statement setting out material facts and reasons for the proposed resolutions is appended hereto.

b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. The communication of the assent or dissent of the Members would also take place through e-voting only.

c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, March 29, 2024 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

d) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolutions as set out in this Notice.

e) A copy of this Postal Ballot Notice is also available on the Company’s website www.softtech-engr.com, 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 on website of NSDL at www.evoting.nsdl.com.

f) Resolutions passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

g) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by postal ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company’s website www.larsentoubro.com, the website of NSDL at www.evoting.nsdl.com and communicated to the stock exchanges on the said date.

h) Members who have not registered/updated their email IDs so far are requested to register/update the same to receive this Postal Ballot Notice in the following manner:

Provide demat account details (CDSL – 16 digit beneficiary ID or NSDL 16 digit DPID + CLID), Name of shareholder, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to insta@linkintime.co.in and copy to the Company at compliance@softtech-engr.com / investors@softtech-engr.com

In case of any queries, for registering email address, Members may write to insta@linkintime.co.in or compliance@softtech-engr.com/ investors@softtech-engr.com

Members are requested that for permanent registration of their e-mail address, they can register their e-mail address, in respect of electronic holdings with their concerned Depository Participant (DP) and in respect of physical holdings with the Company's RTA, **Link Intime India Private Limited**. In case of any queries in this regard, Members are requested to write to the RTA at insta@linkintime.co.in or contact RTA at toll free number: +91 20 26160084. Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their DPs/RTA to enable servicing of notices/ documents/annual reports and other communications electronically to their email address in future.

i) After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at www.softtech-engr.com.

j) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, March 29, 2024.

k) Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

l) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection from the date of commencement of e-voting period i.e. **Thursday, April 04, 2024, 9.00 A.M upto the last date of e-voting i.e. Friday , May 03, 2024 , 5.00 P.M.** Shareholders seeking to inspect such documents can send an email to compliance@softtech-engr.com/ investors@softtech-engr.com.

.o) Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

i) The Company Secretary, **SoftTech Engineers Limited** SoftTech Towers,S NO 1/1A/7 8 15 16 17 Plot No. B,C,D, 1-Baner,Opp. Royal Enfield Showroom, Baner Road, Pune: 411045, Office: +91 20 67183711; Email – compliance@softtech-engr.com/investors@softtech-engr.com

ii) In case of any queries, you may refer the frequently asked questions (“FAQs”) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call at nos. 022 - 4886 7000/022 - 2499 7000 or send a request to Mr. Amit Vishal – Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.

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

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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 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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.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.jspVisit 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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to devesh@clcindia.net with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request Ms. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@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 investor@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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

As required by Sections 102 and 110 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses specified in this Notice:

Item no.1

Appointment of Mr. Yogeshkumar Mangubhai Desai (DIN: 10501676) as a Non-Executive Independent Director of the Company

On the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors appointed Mr. Yogeshkumar Mangubhai Desai (DIN: 10501676) as an Additional Independent Director with effect from February 12, 2024 of the Company for a period of five years upto and including February 11, 2029, subject to the approval of shareholders.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company. In the opinion of the Board, Mr. Yogeshkumar Mangubhai Desai fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Yogeshkumar Mangubhai Desai is a Senior Professor working at Indian Institute of Technology Bombay. He holds degree in BE (CIVIL ENG), M.TECH. (STRUCT ENG) and PH. D. (CIVIL ENG). He has over forty-one years of teaching and research experience in the broad areas of Structural Engineering, Computational Mechanics, Composite Mechanics, Wind-induced Vibrations, Fatigue and Technical Software Development. He has received several accolades and honours for excellence in academics and research. He has supervised a large number of PhD students and published over two hundred research papers in reputed international journals and conferences. He has completed over two hundred consultancy projects and over six research and development projects in India and abroad. He has published three books and has one edited book as well as a patent to his credit. He has been a mentor to a company and has been serving on Academic Boards, Advisory Committees of various institutes and government bodies. He has held several key administrative positions at his institute.

The NRC and the Board of Directors are of the view that Mr. Yogesh Desai possess the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Yogesh Desai as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Yogesh Desai as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Mr. Yogesh Desai setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of **Mr. Yogeshkumar Mangubhai Desai** as an Independent Director requires approval of the Members by passing a special resolution.

Except **Mr. Yogeshkumar Mangubhai Desai**, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

By Order of the Board of Directors
For SoftTech Engineers Limited

Place: Pune
Date: March 28, 2024

Shalaka Khandelwal
Company Secretary & Compliance Officer
(Membership Number:A62774)

(ANNEXURE TO NOTICE DATED MARCH 28, 2024)

DETAILS OF DIRECTORS SEEKING APPOINTMENT

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

1.	Name of the Director	Yogeshkumar Mangubhai Desai
2.	Date of Birth	06th December, 1961
3.	Date of first appointment on the Board	February 12, 2024
4.	Qualifications	BE (CIVIL ENG), M.TECH. (STRUCT ENG), PH. D. (CIVIL ENG)
5.	Experience and nature of expertise in specific functional area	41 Years of Teaching and Research in the Broad Areas of Structural Engineering, Mechanics, Dynamics, Computational Mechanics, Software Development, Composite Mechanics, Fatigue Etc.
6.	Relationship with other directors, if any	None
7.	Directorships held in other companies (excluding foreign companies)	None
8.	Remuneration last drawn	Not Applicable
9.	Details of Remuneration sought to be paid	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.
10.	Details of Listed entities from which he resigned during the last three years	None
11.	Memberships/ Chairmanships of committees across all companies	None
12.	Justification of choosing the appointee as an Independent Director	The Board recommends the appointment of Mr. Yogeshkumar Mangubhai Desai considering his educational background, vast experience and extensive knowledge in the areas of Structural Engineering, Mechanics, Dynamics, Computational Mechanics, Software Development, Composite Mechanics, Fatigue Etc.
13.	Terms and Conditions of Appointment	Term of 5 (Five) consecutive years with effect from February 12, 2024 upto February 11, 2029

14.	Number of Meetings attended during the year	Not applicable
15.	Number of Equity Shares held in the Company	Nil

By Order of the Board of Directors
For SoftTech Engineers Limited

Place: Pune
Date: March 28, 2024

Shalaka Khandelwal
Company Secretary & Compliance Officer
(Membership Number:A62774)