

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Seventh Annual General Meeting (AGM) of the Members of SoftTech Engineers Limited will be held on Thursday, 28th September, 2023, at 4:00 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

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and**
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the report of Auditors thereon.**

2. To appoint a director in place of Mr. Pratik Patel (DIN: 08798734), who retires by rotation and, being eligible, offers himself for re-appointment.

B. Special Business:

3. Appointment of Mr. Garth Brosnan (DIN: 09836995) as Nominee Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

RESOLVED THAT pursuant to SEBI circular No. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 152 and 161 and other applicable provisions if any, of The Companies Act, 2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of the Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Garth Brosnan (DIN: 09836995) as Nominee Director (representative of RIB ITWO Software Private Limited) on the Board of Directors of the Company, not liable to retire by rotation.

4. Revision in remuneration of Mr. Vijay Gupta (DIN: 01653314), Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof read with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for variation in terms of appointment and remuneration payable to Mr. Vijay Gupta (DIN: 01653314) who was re-appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years at the Annual General Meeting held on 30th September, 2019 for a further period of 5 years w.e.f. 24th February, 2020 and whose term expires on 23rd February, 2025 and whose remuneration has been approved by the Members in the Annual General Meeting held on 22nd September, 2022.

RESOLVED FURTHER THAT in addition to Mr. Vijay Gupta’s (DIN:01653314) appointment as Chairman and Managing Director of the Company, his appointment in SoftTech Government Solutions INC, step down subsidiary of SoftTech Engineers Limited, as Chief Strategic Officer was approved in Board meeting dated 28th February, 2022, consent/concurrence/approval is hereby accorded for the remuneration payable to Mr. Vijay Gupta from its step up down subsidiary SoftTech Government Solutions INC with effect from 15th December, 2022 as approved by the Board on recommendation of Nomination and Remuneration Committee on November 10, 2022, shall be as under with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of remuneration:

| Sr. No | Particulars | SoftTech Engineers Limited | SoftTech Government Solutions INC |
|--------|-----------------------|--|---|
| I. | Salary and Allowance: | <p>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.</p> <p>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).</p> <p>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.</p> <p>The Managing Director shall be entitled to privilege annual leave on full salary for a period of 21 days. Provided further that leave</p> | <p>The salary is \$150K per annum while he is in the USA and 50% of the same when he is not in USA.</p> |

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|------|-------------------------------------|--|--|
| | | not availed of may be encashed, in accordance with the policies of the Company. | |
| II. | <u>Other Perquisites:</u> | <p>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.</p> <p>The provision of one Chauffeur driven car, which shall be fuelled and maintained by the Company.</p> <p>Leave Travel Concession/Assistance as per the rules of the Company.</p> <p>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.</p> <p>Other perks from time to time, as per your stature in the Company and approved by the Board of the Company.</p> | |
| III. | Reimbursement for Business Expenses | Expenses Reimbursement of all reasonable business expenses in connection with the performance of duties, reasonable expenditures for business entertainment and travel, upon submission of the required documentation and in line with Company/Subsidiary policy. | |
| IV. | Any other benefits to the Employee | As per Company/Subsidiary's Policy, employment agreement and applicable rules and regulations. | |
| V. | Location | India & USA. | |

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to payment of Managerial Remuneration from the Company and the remuneration from SoftTech Government Solutions INC. to Mr. Vijay Gupta, Chief Strategic Officer, designated as Chairman & Managing Director of the Company of an amount not exceeding 20% of the net profits of the Company, as may be permitted under the applicable law, from time to time, and subject to the terms and conditions as set out in the Explanatory Statement annexed to the Notice and as per the draft Agreement, with liberty to the Board (which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Vijay Gupta and as may be permissible under the applicable laws, without further reference to the Members of the Company.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such 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: August 10, 2023**

**Shalaka Khandelwal
Company Secretary**

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. Pursuant to General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2022 dated May 5, 2022 and No.10/ 2022 dated December 28, 2022, issued by Ministry of Corporate Affairs (“MCA Circulars”) and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023, read with master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 27th Annual General Meeting (“AGM”) of the Company will be conducted through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM only on Thursday, 28th September, 2023 at 4:00 p.m. (IST).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item Nos. 3 and 4 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
4. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the 27th AGM is through VC as per 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 has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served-basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. 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.

7. 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, May 05, 2022 and December 28, 2022 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.
8. 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 EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. 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 and MCA Circular No. 10/2022 dated December 28, 2022.
10. The following documents will be available for inspection by the Members electronically during the 27th AGM. Members seeking to inspect such documents can send an email to investors@softtech-engr.com
 - a) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 - b) All such documents referred to in this Notice and the Explanatory Statement.

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

The remote e-voting period begins on Monday, September 25, 2023 at 9:00 A.M. and ends on Wednesday, September, 27, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September, 22, 2023, 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 Friday, September, 22, 2023.

➤ **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. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 |

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|---|---|
| | <p>e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in |

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use 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 022 - 4886 7000 and 022 - 2499 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 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 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 cs@svdandassociates.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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre 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 EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

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

6. Shareholders holding shares as on the cutoff date i.e. Friday, September 22, 2023, who would like to express their views / ask questions during the AGM, will have to register themselves as a “Speaker” and send their request mentioning their Name, Demat account number / folio number, email ID, mobile number at investors@softtech-engr.com between Friday, September 22, 2023 (9.00 a.m.) to Sunday, September 24, 2023 (6.00 p.m.). Those members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
11. Mr. Devesh Tudekar failing him Mr. Sridhar Mudaliar, Partners of M/s. DTSM & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or the person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him, shall declare the result of the voting forthwith.
13. The results of voting along with the Scrutinizer’s Report shall be placed on the Company’s website www.softtech-engr.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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

As required under Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out material facts relating to the Special Business as set out at Item Nos. 3 and 4 of the Notice.

ITEM NO. 3: Appointment of Mr. Garth Brosnan (DIN: 09836995) as Nominee Director of the Company:

RIB ITWO Software Private Limited had recommended Mr. Garth Brosnan (DIN: 09836995) as its representative to be appointed as Nominee Director on the Board of Directors of SoftTech Engineers Limited. The Board of Directors in their meeting held on November 10, 2022 approved appointment of Mr. Garth Brosnan as Nominee Director of the Company. Further, as per SEBI circular No. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their

appointment or reappointment, as the case may be. Mr. Garth Brosnan, Nominee Director of the Company has given consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualifications of Directors) Rules, 2014, intimation in Form DIR-8 in terms of The Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and that he is not debarred by SEBI or any other authority from being appointed or continuing as a Director of a company.

Information pursuant to Regulation 36 of SEBI LODR and SS-2:

1. ***Brief Profile of Mr. Garth Brosnan:*** Garth Brosnan is a non-executive nominee director of the Company. He is currently the Finance BP for the International region of RIB ITWO Software Private Limited, headquartered in Stuttgart, Germany. Concurrently, Garth fulfils directorship roles on several Boards. Prior to his current role Garth fulfilled the role of Chief Financial Officer of CCS. Garth holds a Bachelor of Commerce in Accounting Sciences as well as an Honour's Degree in Accounting. Additionally, Garth is a registered Chartered Accountant in South Africa. Garth has 20 years of experience in the Software, Construction and Manufacturing sectors.
2. ***Experience:*** 20 years of experience. Currently Finance BP for RIB ITWO Software Private Limited and concurrently fulfil various directorships.
3. ***Nature of expertise:*** Software, Manufacturing, Construction
4. ***Date of Birth:*** 9 November, 1980
5. ***Age:*** 42 years
6. ***Education qualification:*** Bcom, B Compt Honours and CA(SA)
7. ***Date of first appointment on the Board:*** November 10, 2022
8. ***Details of remuneration to be paid:*** As being Nominee Director, he is not entitled to any Remuneration.

9. **Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company:** Not related to any Director, Manager or Key Managerial Personnel.
10. **Shareholding in the Company (as on September 06, 2023):** None
11. **Listed entities (other than SoftTech Engineers Limited) in which Mr. Garth Brosnan holds Directorships and Committee Membership (as on September 06, 2023):** Nil
12. **Listed entities from which Mr. Garth Brosnan has resigned as Director in past 3 years (as on September 06, 2023):** Nil
13. **No. of Board Meetings attended during the financial year ended March 31, 2023:**
Mr. Garth Brosnan was appointed in the Board meeting dated November 10, 2022, he was entitled to attend one meeting on dated February 10, 2023, but he was unable to attend the meeting.
14. **Terms and conditions of re-appointment and details of remuneration:** The Convertible Loan Agreement between RIB ITWO Software Private Limited (Lender) and the Company, the Lender has an irrevocable and unconditional right to appoint, remove or replace its nominee on the Board of the Company (“Lender Director”) till the last repayment date of the Loan Facility amount as per the terms and conditions. RIB ITWO Software Private Limited has nominated Mr. Garth Brosnan appointed as Nominee Director on the Board of the Company.
15. **Remuneration last drawn (during FY 2022-23):** As being Nominee Director, he is not entitled to any Remuneration.

The Board recommends the resolution as set out at Item No. 3 of this Notice for approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolution as set out at Item No. 3 of this Notice except Mr. Garth Brosnan who is concerned/ interested in the resolution to the extent of his appointment.

ITEM NO. 4: Approve payment and revision in remuneration to Mr. Vijay Gupta (DIN: 01653314), Managing Director of the Company:

Pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members by way of Special Resolution is required, if the compensation payable to executive directors who are promoters or members of the promoter group, exceeds 5 per cent of the net profits of the Company.

The approval for increase in remuneration payable to Mr. Vijay Gupta (DIN: 01653314), Managing Director of the Company, which may be in excess of threshold limit prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, with effect from 1st April, 2022 was taken in AGM dated 22nd September, 2022.

The wholly owned subsidiary of the Company viz; SoftTech Engineers Inc. had formed a subsidiary company in Common wealth of Virginia i.e. SoftTech Government Solutions Inc. ('Subsidiary') in 2015. SoftTech Government Solutions Inc. is the step down subsidiary of SoftTech Engineers Limited is in the business of Data Processing, Software Development and Computer Consultancy Services. In order to tap the opportunities in International Market, Mr. Vijay Gupta, Chairman and Managing Director was appointed as Chief Strategic Officer of the said subsidiary company w.e.f. 28th February, 2022, for a tenure of 3 years, to be amended as per situation and with terms and conditions as proposed by SoftTech Government Solutions Inc. and agreed by Mr. Vijay Gupta. Mr. Vijay Gupta will be providing his expertise services in the areas of business development in international market, evaluation and assessment of the new business opportunities in USA market, setting up of business unit. Further, on the recommendation of Nomination and Remuneration Committee and approval of Board on November 10, 2022, consent/concurrence/approval was accorded for the remuneration payable to Mr. Vijay Gupta from its step up down subsidiary SoftTech Government Solutions Inc. with effect from 15th December, 2022 subject to the approval of members, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of remuneration. It is proposed that the remuneration payable to Managing Director from the Company and the remuneration from SoftTech Government Solutions Inc. shall not exceed 20% or such higher percentage of the net profits of

the Company as permitted under applicable laws from time to time. On basis of the recommendation of the Nomination and Remuneration Committee in their Meeting held on August 10, 2023 and resolution passed by the Board of Directors of the Company in their Meeting held on August 10, 2023, subject to approval of members, remuneration payable to Managing Director shall not exceed 20% or such higher percentage of the net profits. Accordingly, the Board of Directors felt it prudent to approach the Members of the Company seeking their approval by way of special resolution for remuneration payable to Mr. Vijay Gupta as specified in item No. 4.

None of the Directors, Key Managerial Personnel except Mr. Vijay Gupta and Mr. Priti Gupta and their relatives, is in any way concerned or interested in the said Resolution.

The Directors or Key Managerial Personnel are not holding any shares in the SoftTech Government Solutions Inc.

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

**Place: Pune
Date: August 10, 2023**

**Shalaka Khandelwal
Company Secretary**