

## NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that Twenty Forth Annual General Meeting of the Members of SoftTech Engineers Limited will be held on Monday, 28<sup>th</sup> September, 2020, at 2:30 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 Audited financial statements as on 31<sup>st</sup> March, 2020, 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 regularise appointment of Mr. Pratik Patel (DIN: 08798734) as Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Pratik Patel (DIN: 08798734) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 18<sup>th</sup> July, 2020 , who holds office up to the date of this Annual General Meeting and being eligible for appointment as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as the Executive Director of the Company, liable to retire by rotation and who has been recommended for appointment by Nomination and Remuneration Committee of the Company.

**RESOLVED FURTHER THAT** the Board 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.”

4. To appoint Mr. Sundararajan Srinivasan (DIN: 07936396) as an Independent Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and any other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company be and is hereby accorded to appoint Sundararajan Srinivasan (DIN: 07936396) as an Independent Director of the Company with effect from 10<sup>th</sup> July, 2020 for a consecutive period of 5 (Five) years as per Section 149(10) of the Companies Act, 2013 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 may be fixed by the Board, from time to time, subject to the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one Director of the Company be and is 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 reappoint Mrs. Priti Gupta as a Whole Time Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mrs. Priti Gupta (DIN: 01735673) as a Whole Time Director, designated as Executive Director of the Company, liable to retire by rotation for a further period of 5 (five) years from the expiry of her present term of office, that is, with effect from 24<sup>th</sup> February, 2020 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 said re-appointment and / or remuneration as it may deem fit;

Notwithstanding anything herein and the statement annexed to the notice, where in any financial year during the currency of tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board 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.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Pratik Patel (DIN: 08798734) as a Whole Time Director, designated as Assistant Vice President (Business Development) of the Company, liable to retire by rotation for a period of 5 (five) years with effect from 1<sup>st</sup> September, 2020 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 said appointment and / or remuneration as it may deem fit;

Notwithstanding anything herein and the statement annexed to the notice, where in any financial year during the currency of tenure of the Whole-Time 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 approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board 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,  
SoftTech Engineers Limited**

**Place: Pune  
Date: 01.09.2020**

**Sd/-  
Aishwarya Patwardhan  
Company Secretary  
Mem. No. – A54477**

**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, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

**Only a member of the Company will be entitled to attend and vote at the AGM of the Company which will be held through VC or OAVM and no member will be entitled to appoint a proxy to attend and vote instead of himself/herself.**

3. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. 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](mailto:tudekar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
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.
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](http://www.softtech-engr.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://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 and MCA Circular No. 20/2020 dated May 05, 2020.
9. The Register of Members and Share Transfer Books will remain closed from Tuesday 22<sup>nd</sup> September, 2020 till Monday 28<sup>th</sup> September, 2020 (both days inclusive).

10. 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 to Item no. 6 at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for appointment/ reappointment.
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. Members holding shares in physical form are requested to intimate such changes to Link Intime or to the Company.
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/ R & T Agent, if any, 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 R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form. Due to outbreak of the COVID 19 pandemic and prolonged situation, the postal/courier services are hampered. 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 2019-20, 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 2019-20 will also be available on the Company's website [www.softtech-engr.com](http://www.softtech-engr.com), on the websites of Stock Exchanges i.e. National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
16. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to [investors@softtech-engr.com](mailto:investors@softtech-engr.com) for the same. Electronic copies of necessary statutory registers and auditors' reports / certificates will be available for inspection by the Members at the time of AGM.

**17. Register National Electronic Clearing Service (NECS) Mandate**

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. In order to get your dividend through electronic mode or NECS, members who are holding shares in physical form are requested to inform their Bank account details such as the name of the Bank, branch, its address, account number, 9

digit MICR code, IFSC code and type of account i.e. Savings or Current or Cash Credit etc. to 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).

Members holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent of the Company. Those Members who do not opt for NECS facility may inform only bank account number and bank name for printing the same on the dividend warrant to ensure safety.

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

18. 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.
19. 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 NSDL e-Voting <https://www.evoting.nsdl.com/> immediately after their declaration and the same shall simultaneously communicated to National Stock Exchange of India Limited.

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

The remote e-voting period begins on 24<sup>th</sup> September, 2020 (09.00 a.m.IST) and ends on Sunday 27<sup>th</sup> September, 2020 at (05.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 21<sup>st</sup> September, 2020 may cast their vote electronically.

**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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your ‘initial password’?
    - 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’.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.



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

**General Guidelines for shareholders**

- 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](http://www.evoting.nsdl.com) to reset the password.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:investors@softtech-engr.com)

**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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 seeking any information with regard to the Accounts are requested to write to the Company at least seven days prior to the date of the meeting at **investors@softtech-engr.com**, so as to enable the Management to keep the information ready at the meeting.
6. 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.

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

#### **ITEM NO.: 3 AND 6**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on 10<sup>th</sup> July, 2020 appointed Mr. Pratik Patel as an Additional Director of the Company with effect from 18<sup>th</sup> July, 2020. According to the provisions of Section 161 of the Companies Act, 2013, Mr. Pratik Patel holds office upto the date of ensuing Annual General Meeting.

Further the Board of Directors in their meeting held on 1<sup>st</sup> September, 2020 appointed him as a Whole Time Director designated as Assistant Vice President (Business Development) of the Company. According to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the appointments of Mr. Pratik Patel as a Whole-time Director is required to be made at the General Meeting.

#### **Brief profile of Mr. Pratik Patel:**

Mr. Pratik Patel holds bachelor's degree in science stream (BSc. IT) and Master degree in Business Administration (MBA) from Edinburgh Napier University, Edinburgh (UK). He has over 10 years of experience of handling various managerial assignments in the areas of Operations for Software Development Company and Real Estate Business/ Constructions.

**Terms and Conditions of Appointment as a Whole Time Director:** - Appointment is for a consecutive period of 5 (Five) years with effect from 1<sup>st</sup> September, 2020.

#### **Place of work:**

Place of work will normally be Pune or Surat as on today. He will be responsible for building overseas markets by continuous interaction with prospects, partners etc. online/ remotely. However, the company reserves the right, at its discretion, to require him to work at any other places or establishments or those of its holding companies or sister concern/s, anywhere in India, or abroad, as may be notified from time to time.

#### **Salary & Allowances:**

The annual increments will be decided by the Board based on the recommendations of the Human Resources, the Nomination and Remuneration Committee ("NRC"), within the said maximum amount. The Basic Salary is INR. 37,500 per month effective from 1<sup>st</sup> September, 2020.

In addition to the Salary payable, Mr. Pratik Patel shall also be entitled to the following allowances and perquisites. 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).



Monthly gross Allowances and perquisites include,

<b>Particulars</b>	<b>Amount (INR)</b>
<i>Housing Rent Allowance (HRA)</i>	15,000
<i>Special Allowance</i>	37,500
<i>Academic Pursuit Reimbursement</i>	1,000
<i>Dress and Attire Reimbursement</i>	5,000
<i>Telephone / Broad Band Reimbursement</i>	1,000
<i>Medical Reimbursement</i>	1,250
<i>Magazines/Periodicals/Newspaper</i>	10,603
<i>Bonus</i>	6,248

Other perks from time to time, as per the policy of the Company. In addition to the fixed compensation the employee will be eligible for Sales commission on the sales brought in through his efforts directly in the protected territory of business. Sales commission will be decided on case-to-case basis.

**Other terms of Appointment:**

This appointment is subject to the conditions contained in “Confidentiality and Service Agreement” of the Company. The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board (Board include the Human Resources, Nomination and Remuneration Committee of the Board) as it may, in its discretion deem fit, subject to such approvals as may be required

**Shareholding in the Company: -**

As on date of Appointment as a Director i.e. 18<sup>th</sup> July, 2020, Mr. Pratik Patel holds 6,50,304 equity shares in the Company.

**He is a Director of following Companies:**

NIL

**Membership of Committees:**

NIL

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his appointment as a Whole-time Director designated as Assistant Vice President (Business Development) of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out.

**ITEM NO.: 4**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on 10<sup>th</sup> July, 2020 appointed Mr. Sundararajan Srinivasan as an Independent Director of the Company. According to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, the appointments of Mr. Sundararajan Srinivasan, Independent Director requires approval of the shareholders at the General Meeting.

Mr. Sundararajan Srinivasan holds a Master’s degree in Control & Instrumentation from IIT Bombay. He has been developing and leading innovations in India, Asia, Europe, and US over the past 31 years. He has covered a range of technology areas in computing, communication and control. In his early career, he has pioneered indigenous digital power plant control systems for small hydro and bagasse-based co-generation plants in sugar industry in India. He has led global R&D functions in Philips, NXP and Intel. He has served as Managing Director

of Intel Mobile GmbH in Munich for 3 years, while leading development of Mobile platform software. He took up path finding in 5G technology in Intel Mobile Communications India and led the development of solution for penetration of mobile internet for rural India. He served as member of the Governing Council of TSDSI (Telecom Standards Development Society of India) for 3 years and led the creation of Telecom Standards roadmap for India.

**Terms and Conditions of Appointment:-**For a consecutive period of 5 (Five) years with effect from 10<sup>th</sup> July, 2020. Sitting fees, commission, etc. is to be paid as fixed by the Board, if any, from time to time.

**Shareholding in the Company: -NIL**

**Justification for Choosing as an Independent Director:** Mr. Sundararajan Srinivasan is qualified to be appointed as Independent Director as he fulfills 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 Company has received declaration from him to this effect.

**He is a Director of following Companies:**

Mr. Sundararajan Srinivasan is the Chairman and MD and a co-founder of Ubiqare Health Pvt. Ltd.

**Membership of Committees:**

Nomination and Remuneration committee

The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his appointment as an Independent Director of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out.

**ITEM NO.: 2 AND 5**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on 26<sup>th</sup> December, 2019 re-appointed Mrs. Priti Gupta as a Whole-time Director of the Company, subject to approval of shareholders. According to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the appointments of Mrs. Priti Gupta as a Whole-time Director is required to be made at the General Meeting.

**Profile of Mrs. Priti Gupta:**

Mrs. Priti Gupta (DIN: 01735673), aged 55 years, was appointed as director on Board since March 04, 2008. She holds a Master's degree in Management studies from the University of Mumbai (Bombay), 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 over 20 years of experience in business processes and management, training, human resource & administration operations. She has been working as the Whole-time Director of our Company since 24<sup>th</sup> February, 2015. She has attended all 6 Board Meeting during FY 2019-20.

**She holds Directorship in following Companies:**

SoftTech Engineers Limited

SoftTech Engineers Inc.

SoftTech Finland Oy.

Covisible Solutions (India) Private Limited

**Membership of Committees: CSR Committee**

**Terms and Conditions of Appointment as a Whole Time Director:** - Appointment is for a consecutive period of 5 (Five) years with effect from 24<sup>th</sup> February, 2020.

**Salary & Allowances:**

The annual increments will be decided by the Board based on the recommendations of the Human Resources, the Nomination and Remuneration Committee (“NRC”), within the said maximum amount. The Basic Salary is INR. 37,500/-per month.

In addition to the Basic Salary payable, Mrs. Priti Gupta shall also be entitled to the following allowances and perquisites. 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).

Monthly gross Allowances and perquisites include,

<b>Particulars</b>	<b>Amount (INR)</b>
<i>Housing Rent Allowance (HRA)</i>	15,000/-
<i>Special Allowance</i>	52, 237/-
<i>Academic Pursuit Reimbursement</i>	1,000/-
<i>Dress and Attire Reimbursement</i>	5,000/-
<i>Telephone / Broad Band Reimbursement</i>	1,000/-
<i>Medical Reimbursement</i>	1,250/-
<i>Conveyance Allowance</i>	1,600/-
<i>Bonus</i>	10,413/-

Other perks from time to time, as per the policy of the Company.

**Other terms of Appointment:**

The terms and conditions of the appointment of the Whole Time Director may be altered and varied from time to time by the Board (Board include the Human Resources, Nomination and Remuneration Committee of the Board) as it may, in its discretion deem fit, subject to such approvals as may be required.

**Shareholding in the Company: -**

As on 31<sup>st</sup> March, 2020 Mrs. Priti Gupta holds 33,090 equity shares of the Company.

None of the directors or Key Managerial Person or, their relatives except Mrs. Priti Gupta (DIN: 01735673) and Mr. Vijay Gupta (DIN: 01653314), are concerned or interested in the resolution financially or otherwise.

The Board recommends above resolutions for the approval of the members of the Company.

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

**Place: Pune  
Date: 01.09.2020  
Mem. No. – A54477**

**Sd/-  
AishwaryaPatwardhan  
Company Secretary**