

**COMPOSITION OF COMMITTEES OF THE BOARD OF DIRECTORS OF  
SOFTTECH ENGINEERS LIMITED**

**1. AUDIT COMMITTEE:**

The Audit Committee of our Board was constituted by our Directors by a Board resolution dated March 3, 2018 and was re-constituted on November 2, 2021 pursuant to Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, and any other applicable provisions.

Scope of Audit Committee:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the financial statements/ financial results before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. To review the functioning of the whistle blower mechanism;
21. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
22. Audit committee shall oversee the vigil mechanism;
23. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings;
24. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger,

demerger, amalgamation etc., on the listed entity and its shareholder

26. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into the Companies Act or SEBI Listing Regulations 2015 to the extent applicable.

The Audit Committee shall review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

d) statement of deviations:

(a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The constitution of Audit Committee is as follows:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Rahul Gupta	Chairman and Independent Director	Independent Director
Mr. Sridhar Pillalamarri	Member and Independent Director	Independent Director
Mr. Vijay Gupta	Member	Managing Director

The Company Secretary acts as the Secretary to the Committee.

## **2. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of our Board was constituted by our Directors by a Board resolution dated March 3, 2018 and was re-constituted on November 2, 2021 pursuant to Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 and any other applicable provisions.

The Role of the Nomination and Remuneration Committee shall be as under:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Define and/or implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and/or administer the Employee Stock Option Scheme;

- Allotment of shares consequent to exercise of stock options.
- To perform such functions as may be assigned to them by the Board of Directors, from time to time or containing into the Companies Act or SEBI Listing Regulations 2015 to the extent applicable.

The Constitution of Nomination and Remuneration Committee is as follows:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Sridhar Pillalamarri	Chairman and Independent Director	Independent Director
Mr. Rahul Gupta	Member and Independent Director	Independent Director
Mr. Sundararajan Srinivasan	Member and Independent Director	Independent Director

The Company Secretary acts as the Secretary to the Committee.

### **3. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of our Board was constituted by our Directors by a Board resolution dated March 3, 2018 and was re-constituted on November 2, 2021 pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 any other applicable provisions.

The Role of the Stakeholders Relationship Committee shall be as under:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- The redressal of shareholders' and investors' complaints, requests including and in respect of:
  - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances;
  - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties;
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;

- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and

Carrying out any other function contained in the SEBI LODR Regulations as and when amended from time to time.

The constitution of Stakeholder Relationship Committee is as follows:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Rahul Gupta	Chairman and Independent Director	Independent Director
Mr. Sridhar Pillalamarri	Member and Independent Director	Independent Director
Mr. Vijay Gupta	Member	Managing Director

The Company Secretary acts as the Secretary to the Committee.

**4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Corporate Social Responsibility Committee of our Board was constituted by our Directors by a Board resolution dated December 14, 2017 pursuant to Section 135 of the Companies Act, 2013 and any other applicable provisions.

The constitution of Corporate Social Responsibility Committee is as follows:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Vijay Gupta	Member	Managing Director
Mrs. Priti Gupta	Member	Whole-time Director
Mr. Rahul Gupta	Member	Independent Director

The scope and function of the Corporate Social Responsibility Committee and the terms of reference are in accordance with Section 135 of the Companies Act, 2013