

Date: September 05, 2024

To,

National Stock Exchange of India Limited "Exchange Plaza", C-1, Block – G Bandra – Kurla Complex Bandra (East), Mumbai – 400051 Symbol: SOFTTECH	BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Scrip Code: 543470
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Dear Sir/ Madam,

**Subject: Notice of the Annual General Meeting - Compliance under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 34(1) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), please find enclosed herewith the Notice of Twenty Eighth Annual General Meeting ("AGM") to be held on **Friday, September 27, 2024 at 1:00 P.M. (IST)** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). The same is also being sent through electronic mode to all those members whose e-mail addresses are registered with the Company / Depositories / Registrar & Share Transfer Agent.

The Notice of AGM for the Financial Year 2023-24 is available and can be downloaded from the Company's website at link [https://softtechglobal.com/wp-content/uploads/2024/09/AGM-Notice\\_27.09.2024.pdf](https://softtechglobal.com/wp-content/uploads/2024/09/AGM-Notice_27.09.2024.pdf) or [www.softtech-engr.com](http://www.softtech-engr.com).



Registered Office : SoftTech Towers, 1 Baner Rd, Opp. Royal Enfield Showroom, Baner, Pune, Maharashtra 411045

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**SoftTech Engineers Limited**

CMMi/3, ISO 9001: 2015

CIN: L30107PN1996PLC016718

Information of AGM and E-Voting at a glance:

<b>Particulars</b>	<b>Details</b>
<b>Date and time of AGM</b>	Friday, September 27, 2024 at 1:00 p.m. (I.S.T)
<b>Web-link for participating at AGM through VC / OAVM</b>	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
<b>Cut Off Date for E-voting</b>	Friday, September 20, 2024
<b>Remote e-Voting Start Date and Time</b>	Tuesday, September 24, 2024 at 09.00 a.m. (I.S.T)
<b>Remote e-Voting End Date and Time</b>	Thursday, September 26, 2024 at 5:00 p.m. (I.S.T)
<b>Remote E-Voting website</b>	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

You are requested to take the same on record.

Thanking You,

Yours faithfully

**FOR SOFTTECH ENGINEERS LIMITED**

**SHALAKA KHANDELWAL**  
**COMPANY SECRETARY**

**NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that Twenty Eight Annual General Meeting (AGM) of the Members of SoftTech Engineers Limited will be held on **Friday, September 27, 2024** at 1:00 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, 2024 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, 2024, and the report of Auditors thereon.**

**2. To reappoint Ms. Priti Gupta (DIN: 01735673), who retires by rotation and, being eligible, offers herself for re-appointment.**

**B. Special Business:**

**3. To reappoint Mr. Vijay Gupta (DIN: 01653314) as the Managing 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** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such approval(s), permission(s) and sanction(s) of appropriate and/or concerned authorities, the consent and approval of the members be and is hereby accorded to re-appoint, Mr. Vijay Gupta (DIN: 01653314) as a Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from February 24, 2025 upto February 23, 2030 and remuneration payable to him on the terms and conditions as stated below;

**Salary and Allowance:**

The approval of the Members is being sought for remuneration payable to Mr. Vijay Gupta to the grade of Rs. 800,000 to Rs. 1,000,000 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 tenure as Managing Director on the Board of the Company. Further, he is also entitled to the salary of \$150K per annum while he is in the USA and 50% of the same when he is not in USA from SoftTech Government Solutions INC, step down subsidiary of SoftTech Engineers Limited, as Chief Strategic Officer.

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

The Managing Director will be entitled for Provident Fund and Gratuity as per the provisions of respective act and as per the rules of the Company. Further, Managing Director may participate in other schemes that the company may bring from time to time. The Managing Director will be entitled for Bonus up to 20% of the Total Yearly compensation based on financial performance of the year and subjected to approval by the board. The

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

**Other Perquisites:**

1. **Medical Expenses:** 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.
2. **Chauffeur Facility:** The provision of one Chauffeur driven car, which shall be fuelled and maintained by the Company.
3. **Leave Travel Concession:** Leave Travel Concession/Assistance as per the rules of the Company.
4. **Club Fees:** Membership fees with technical, professional bodies, social club membership fees in accordance with the policies of the Company.
5. **Insurance:** Key man insurance, professional liability insurance etc. for the full term of your appointment in accordance with the policies of the Company.

He will be entitled to other perks from time to time, as per his stature in the Company and approval by the Board of the Company

**RESOLVED FURTHER THAT** consent of the Company be and is hereby accorded for the 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 not exceeding 20% of the net profits of the Company, as may be permitted under the applicable law, from time to time, 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 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.”

**4. To reappoint Ms. Priti Gupta (DIN: 01735673) as Whole-time 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** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such approval(s), permission(s) and sanction(s) of appropriate and/or concerned authorities, the consent and approval of the members be and is hereby accorded to re-appoint Ms. Priti Gupta (DIN: 01735673) as a Whole Time 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 February 24, 2025 upto February 23, 2030 and remuneration payable to her on the terms and conditions as stated below;

**Salary & Allowances:**

The approval of the Members is being sought for remuneration payable to Ms. Priti Gupta, which has been decided as Rs. 15,00,000/- per annum 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 her tenure as Whole-time Director on the Board of the Company. The annual increments will be decided by the Board based on the recommendations of the Human Resources, the Nomination and Remuneration Committee (“NRC”).

The Basic Salary is INR.37,500/-per month. In addition to the Basic Salary payable, Ms. 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>HRA</b>	<b>15,000</b>
<b>Transport / Conveyance Allowance</b>	<b>1,600</b>
<b>Academic</b>	<b>1,000</b>
<b>Dress &amp; Attire</b>	<b>5,000</b>
<b>Telep &amp; BB</b>	<b>1,000</b>
<b>Medical</b>	<b>1,250</b>
<b>Spec Allow</b>	<b>52,237</b>
<b>Bonus</b>	<b>10,413</b>
<b>PT</b>	<b>200</b>

**RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year during the 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 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.”

**5. To reappoint Mr. Pratik Patel (DIN: 08798734) as Whole-time 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** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such approval(s), permission(s) and sanction(s) of appropriate and/or concerned authorities, the consent and approval of the members be and is hereby accorded to re-appoint Mr. Pratik Patel (DIN: 08798734) as a Whole Time Director of the Company, liable to retire by rotation for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from July 18, 2025 upto July 17, 2030 and remuneration payable to him on the terms and conditions as stated below;

**Salary & Allowances:**

The approval of the Members is being sought for remuneration payable to Mr. Pratik Patel, which has been decided as Rs. 15,00,000/- per annum 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 tenure as Whole-time Director on the Board of the Company. The annual increments will be decided by the Board based on the recommendations of the Human Resources, the Nomination and Remuneration Committee (“NRC”).. The Basic Salary is INR.37,500/-per month. In addition to the Basic Salary payable, Mr. Pratik Patel (DIN: 08798734) 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>HRA</b>	<b>15,000</b>
<b>Transport / Conveyance Allowance</b>	<b>1,600</b>
<b>Academic</b>	<b>5,000</b>
<b>Dress &amp; Attire</b>	<b>15,000</b>
<b>Telep &amp; BB</b>	<b>1,000</b>
<b>Medical</b>	<b>1,250</b>
<b>Spec Allow</b>	<b>34,112</b>
<b>Bonus</b>	<b>10,038</b>
<b>PF</b>	<b>4,500</b>
<b>PT</b>	<b>200</b>
<b>EPF</b>	<b>4,500</b>

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 potected territory of business. Sales commission will be decided on case-to-case basis.

**RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year during the 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 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 14, 2024**

**Shalaka Khandelwal  
Company Secretary**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) forms part of this Notice.
2. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued in this regard, the latest being No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (hereinafter referred as “MCA Circulars”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 (hereinafter referred as “SEBI Circular”), the 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be conducted through VC/OAVM without the physical presence of the Members. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this notice. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Company has engaged the services of National Depository Services Limited, as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility during the AGM. The instructions for participation are given in the subsequent notes.
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. 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) or <https://softtechglobal.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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
8. The following documents will be available for inspection by the Members electronically during the 28<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [investors@softtech-engr.com](mailto: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 Tuesday, September 24, 2024 at 09.00 a.m. (I.S.T) and ends on Thursday, September 26, 2024 at 5:00 p.m. (I.S.T). 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 20, 2024, 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 20, 2024.

➤ **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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> </ol>

either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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](http://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](http://www.cdslindia.com) home page. The

	system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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 :

<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. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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](mailto:cs@svdandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre 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). 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](mailto: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 20, 2024, 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](mailto:investors@softtech-engr.com) between Friday, September 20, 2024 (9.00 a.m.) to Sunday, September 22, 2024 (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
9. Mr. Sridhar Mudaliar failing him Mr. Devesh Tudekar, 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.
10. 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 within two working days 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.
11. The results of voting along with the Scrutinizer’s Report shall be placed on the Company’s website [www.softtech-engr.com](http://www.softtech-engr.com) or <https://softtechglobal.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.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at (Company's website).  
Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company at registered office, in case the shares are held in physical form.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. A Member, who wish to receive information regarding financial statements or matters to be placed at the AGM, shall send a request by providing full name, DP ID and Client ID / Folio Number and contact number from the registered e-mail ID to investors@softtech-engr.com at least 7 days in advance so as to enable the management to keep the information ready.
15. Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities As per Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 issued by SEBI dated May 07, 2024, holders of physical securities are required to update details related to PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers to avail the following;
  - a. to lodge grievance or avail any service request from the RTA.
  - b. for any payment including dividend, interest or redemption payment only through electronic mode with effect from 01 April 2024.
16. Address of share transfer agents whom Members may contact in case of any change of address or queries relating to their shares is 202 A Wing, Second Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411001.
17. Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self-attested copy of Permanent Account Number (PAN) card and Aadhar card to the Company, to enable us to consolidate all such multiple folios into one single folio.



**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 of the Notice.**

**ITEM NO. 3: To reappoint Mr. Vijay Gupta (DIN: 01653314) as the Managing Director of the Company:**

The Board of Directors of the Company, pursuant to the recommendation of Nomination and Remuneration Committee has recommended re-appointment of Mr. Vijay Gupta as Managing Director in their meeting held on August 14, 2024.

In terms of Sections 196, 197, 198, 203 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under as amended, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of the Managing Director and for the payment of remuneration is required to be approved by the members of the Company.

**Brief Profile of Mr. Vijay Gupta:**

Mr. Vijay Gupta, aged 62 years, is the sole Promoter, Chairman and the Managing Director of our Company. He is an Indian national and first Director of our Company. He holds a Master's degree in Technology from the Indian Institute of Technology, Mumbai (IIT, Bombay). He is a first generation entrepreneur and has an experience of over 30 years in development of complex BIM/CAD/CAE/Project Management enterprise software in Architecture-Engineering-Construction domain. He has been associated with the Company since incorporation ie. 17th June, 1996 and was reappointed as the Managing Director of our Company with effect from February 24, 2020 for a period of 5 years. He has been the architect and driving force behind building path breaking innovative software products of our Company and has contributed immensely towards the overall growth and success of our Company. These made in India technology products has been contributing significantly in accelerating the Indian Government's vision of improving Ease of Doing Business in India in construction permits and are strong tools for approvals and monitoring of buildings and infrastructures in smart cities.

**Shareholding in the Company:** Mr. Vijay Gupta is holding 24,31,234 shares as on date of the notice.

**Directorships of Boards in following Companies as on March 31, 2024:**

SoftTech Engineers Limited  
SoftTech Engineers Inc.  
SoftTech Finland Oy.  
Covisible Solutions (India) Private Limited  
SoftTech Care Foundation  
AmpliNxt Private Limited  
Qi Square Pte. Ltd.  
SoftTech Digital Pte. Ltd.  
SoftTech Digital Solutions Ltd, UK

**Membership of Committees as on March 31, 2024:**

CSR Committee  
 Audit Committee- Chairman  
 Stakeholders Relationship Committee

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

**Number of Meetings of the Board attended during the year:** Mr. Vijay Gupta has attended all Four (4) Board Meeting during FY 2023-24.

**Other terms of Appointment:**

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

**1. INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013**

**I. General Information:**

1	<b>Nature of Industry</b>	The Company is engaged in software development and providing software support and maintenance services to the clients.
2	<b>Date or expected date of commencement of commercial production</b>	The Company is already in commercial production.
3	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable as the Company is an existing Company.
4	<b>Financial performance based on given indicators</b>	As per Financial Statements
5	<b>Foreign investments or collaborators, if any</b>	The Company has invested in the equity and has given loan in the form of debentures to its subsidiaries outside India; details of which form part of Financial Statements.

**II. INFORMATION ABOUT THE MANAGING DIRECTOR:**

1	<b>Background details</b>	Mr. Vijay Gupta, aged 62 years, is the sole Promoter, Chairman and the Managing Director of our Company. He is an Indian national and first Director of our Company. He holds a Master's
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		<p>degree in Technology from the Indian Institute of Technology, Mumbai (IIT, Bombay). He is a first generation entrepreneur and has an experience of over 30 years in development of complex BIM/CAD/CAE/Project Management enterprise software in Architecture-Engineering-Construction domain. He has been associated with the Company since incorporation ie. 17th June, 1996 and was reappointed as the Managing Director of our Company with effect from 24th February, 2020 for a period of 5 years</p>
2	<b>Past remuneration</b>	<p>Remuneration paid for FY 2023-24: INR 81,00,012/- per annum including benefits, perquisites from SoftTech Engineers Limited and INR 76,16,460/- per annum from the step down subsidiary i.e. SoftTech Government Solutions Inc. in the capacity of Chief Strategic Officer.</p>
3	<b>Tenure of Appointment</b>	<p>The appointment of the Managing Director is for a period of five years with effect from February 24, 2025 upto February 23, 2030.</p>
4	<b>Recognition or awards</b>	<p><b>Awarded by Lifetime Excellence Award at Digicon powered by AutoDesk Construction Cloud.</b></p> <p><b>Awarded by NAREDCO Vidarbha Foundation for AutoDCR<sup>®</sup></b></p> <p>The launch ceremony of AutoDCR<sup>®</sup> Software on July 30, 2023, at Radisson Blu in Nagpur, Maharashtra, was a landmark event in collaboration with NAREDCO Vidarbha Foundation. Mr. Vijay Gupta was honored with a prestigious award during the ceremony, which brought together distinguished dignitaries, industry leaders, government officials, and AEC stakeholders. AutoDCR<sup>®</sup>, with its cutting-edge AI, ML, and Deep Learning technology, is set to revolutionize the construction approval process across the Vidarbha region, paving the way for</p>

	<p>a more efficient and sustainable future in Maharashtra.</p> <p><b>Vishwakarma Awards 2024</b> SoftTech has been honored with the prestigious 15th CIDC Vishwakarma Awards 2024 in the Partners in Progress category. This recognition underscores the dedication of the team, the trust of clients, and the synergy with partners. Acknowledged for innovative technological advancements in the AEC industry, this award reflects SoftTech's continuous commitment to driving progress and delivering impactful solutions in the sector.</p> <p><b>Award by NICMAR for Technology Transformation in AEC Industry</b> At NICMAR University's esteemed ICCRIP Conference on August 11th and 12th, 2023, Mr. Vijay Gupta was presented with a distinguished accolade for his leadership in driving technological transformation in the AEC sector. SoftTech's cutting-edge innovations, including AI, ML, Deep Learning, and more, were highlighted as key factors in reshaping the industry, showcasing the company's commitment to resolving challenges and empowering the construction industry through advanced technologies.</p> <p><b>Top 3 in FICCI Smart Urban Innovation Award</b> SoftTech Engineers Limited secured a top 3 ranking in the FICCI Smart Urban Innovations Awards in the Disruptive Solutions category, recognizing its contributions to enhancing Maharashtra Industrial Development Corporation's (MIDC) Ease of Doing Business (EoDB) rankings. By implementing CiviINFRA, SoftTech automated engineering functions, streamlined administrative and technical processes, and enabled</p>
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		real-time decision-making, bringing unprecedented accountability, transparency, and efficiency to MIDC's operations.
5	<b>Job Profile and his suitability</b>	Mr. Vijay Gupta is the Chairman and Managing Director of the Company. He plays a key role in the progress of the Company. Taking into account Mr. Vijay Gupta's qualifications, his extensive experience and the responsibilities shouldered by him, his association with the Company is in the best interest of the Company.
6	<b>Remuneration proposed</b>	Details as mentioned in proposed resolution above in item no. 3.
7	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vijay Gupta, the remuneration packages paid to him is comparatively less as compared to the similar counterparts in other similar sized companies.
8	<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</b>	None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vijay Gupta and Ms. Priti Gupta are, concerned or interested, financially or otherwise, in the Resolution set out.

### **III. OTHER INFORMATION**

1	<b>Reasons of loss or inadequate profits</b>	During the FY 2023-24 the Company has earned profit which is adequate to make the payment of managerial remuneration.
2	<b>Steps taken or proposed to be taken for improvement</b>	
3	<b>Expected increase in productivity and profits in measurable terms</b>	

The Board of Directors recommends the resolution set forth in Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution set forth in Item No. 3, except himself and Ms. Priti Gupta, wife of Mr. Vijay Gupta.

**ITEM NO. 4: To reappoint Ms. Priti Gupta (DIN: 01735673) as Whole-time Director of the Company.**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on August 14, 2024 re-appointed Ms. Priti Gupta as a Whole-time Director of the Company, subject to approval of shareholders.

In terms of Sections 196, 197, 198, 203 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under as amended, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of the Ms. Priti Gupta as Whole-time Director of the Company and for the payment of remuneration is required to be approved by the members of the Company.

**Brief Profile of Ms. Priti Gupta:**

Ms. Priti Gupta, aged 59 years with a B.Sc. in Physics and an MBA in Sales & Marketing from Welingkar Institute, University of Mumbai, is instrumental in bringing ISO processes to SoftTech Engineers Limited. With over two decades of experience in business processes and management, she oversees training, HR & Admin operations, contributing significantly to the company’s growth and efficiency. She was first appointed on the Board of SoftTech w.e.f. March 04, 2008.

**Shareholding in the Company:** Ms. Priti Gupta is holding 64,700 shares as on date of the notice.

**Directorships of Boards in following Companies as on March 31, 2024:**

- SoftTech Engineers Limited
- SoftTech Care Foundation
- SotTech Finland Oy.
- Covisible Solutions (India) Private Limited

**Membership of Committees as on March 31, 2024:** CSR Committee

**Relationship with other Directors / Key Managerial Personnel:** Mr. Vijay Gupta , Managing Director is spouse of Ms. Priti Gupta

**Number of Meetings of the Board attended during the year:** She has attended all Four (4) Board Meeting during FY 2023-24.

**Other terms of appointment:**

The period of office of Ms. Priti Gupta shall be liable to determination by retirement of directors by rotation.

**1. INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013**

**I. GENERAL INFORMATION:**

<b>1</b>	<b>Nature of Industry</b>	The Company is engaged in software development and providing software support and maintenance services to the clients.
<b>2</b>	<b>Date or expected date of commencement of commercial production</b>	The Company is already in commercial production.

<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable as the Company is an existing Company.
<b>4</b>	<b>Financial performance based on given indicators</b>	As per Financial Statements
<b>5</b>	<b>Foreign investments or collaborators, if any</b>	The Company has invested in the equity and has given loan in the form of debentures to its subsidiaries outside India; details of which form part of Financial Statements.

## **II. INFORMATION OF WHOLE TIME DIRECTOR**

<b>1</b>	<b>Background details</b>	Ms. Priti Gupta, with a B.Sc. in Physics and an MBA in Sales & Marketing from Welingkar Institute, University of Mumbai, is instrumental in bringing ISO processes to SoftTech Engineers Limited. With over two decades of experience in business processes and management, she oversees training, HR & Admin operations, contributing significantly to the company's growth and efficiency.
<b>2</b>	<b>Past remuneration</b>	Rs. 15,00,000/- per annum including benefits, perquisites.
<b>3</b>	<b>Tenure of Appointment</b>	The appointment of the Whole time Director is for a period of five years with effect from February 24, 2025 upto February 23, 2030.
<b>4</b>	<b>Recognition or awards</b>	Not Applicable
<b>5</b>	<b>Job Profile and her suitability</b>	Ms. Priti Gupta oversees training, HR & Admin operations, contributing significantly to the company's growth and efficiency.
<b>6</b>	<b>Remuneration proposed</b>	Rs. 15,00,000/-
<b>7</b>	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The proposed remuneration is in line with the trends in the industry and is befitting Ms. Priti Gupta's educational background, experience and competence.

<b>8</b>	<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</b>	None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Vijay Gupta and Ms. Priti Gupta are, concerned or interested, financially or otherwise, in the Resolution set out.
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**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	During the FY 2023-24 the Company has earned profit which is adequate to make the payment of managerial remuneration.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

The Board of Directors recommends the resolution set forth in Item No. 4 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution set forth in Item No. 4, except herself and Mr. Vijay Gupta, husband of Ms. Priti Gupta.



**ITEM NO. 5: To reappoint Mr. Pratik Patel (DIN: 08798734) as Whole-time Director of the Company.**

Pursuant to the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on August 14, 2024 re-appointed Mr. Pratik Patel as a Whole-time Director of the Company, subject to approval of shareholders.

In terms of Sections 196, 197, 198, 203 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under as amended, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of the Mr. Pratik Patel as Whole-time Director of the Company and for the payment of remuneration is required to be approved by the members of the Company.

**Brief Profile of Mr. Pratik Patel:**

Mr. Pratik Patel, aged 37 years holding degrees in BSc. IT and MBA from Edinburgh Napier University, Edinburgh (UK), brings over 10 years of experience in operations for software development and real estate businesses. Since joining the board in 2020, he has played a key role in steering the company towards various strategic objectives. He was first appointed on Board of the Company w.e.f. July 18, 2020.

**Shareholding in the Company:** Ms. Priti Gupta is holding 6,71,104 shares as on date of the notice.

**He holds Directorship in following Companies as on March 31, 2024:**

SoftTech Engineers Limited

**Membership of Committees as on March 31, 2024:** Nil

**Relationship with other Directors / Key Managerial Personnel:** NA

**Number of Meetings of the Board attended during the year:** He has attended all Four (4) Board Meeting during FY 2023-24.

**Other terms of appointment:**

The period of office of Mr. Pratik Patel (DIN: 08798734) shall be liable to determination by retirement of directors by rotation.

**1. INFORMATION IN ACCORDANCE WITH SCHEDULE V OF COMPANIES ACT, 2013**

**I. GENERAL INFORMATION:**

1	<b>Nature of Industry</b>	The Company is engaged in software development and providing software support and maintenance services to the clients.
2	<b>Date or expected date of commencement of commercial production</b>	The Company is already in commercial production.

<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable as the Company is an existing Company.
<b>4</b>	<b>Financial performance based on given indicators</b>	As per Financial Statements
<b>5</b>	<b>Foreign investments or collaborators, if any</b>	The Company has invested in the equity and has given loan in the form of debentures to its subsidiaries outside India; details of which form part of Financial Statements.

## **II. INFORMATION ABOUT WHOLE TIME DIRECTOR**

<b>1</b>	<b>Background details</b>	Mr. Pratik Patel, holding degrees in BSc. IT and MBA from Edinburgh Napier University, Edinburgh (UK), brings over 10 years of experience in operations for software development and real estate businesses. Since joining the board in 2020, he has played a key role in incorporating the Company in UK, the whole owned subsidiary of SoftTech Engineers Limited..
<b>2</b>	<b>Past remuneration</b>	Rs. 15,00,000/- per annum including benefits, perquisites.
<b>3</b>	<b>Tenure of Appointment</b>	The appointment of the Whole time Director is for a period of five years with effect from 18 <sup>th</sup> July, 2025 upto 17 <sup>th</sup> July, 2030.
<b>4</b>	<b>Recognition or awards</b>	Not Applicable
<b>5</b>	<b>Job Profile and his suitability</b>	Helps in managing operations for software development and real estate businesses
<b>6</b>	<b>Remuneration proposed</b>	Rs. 15,00,000/-
<b>7</b>	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b>	The proposed remuneration is in line with the trends in the industry and is befitting Mr. Pratik Patel's educational background, experience and competence.
<b>8</b>	<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</b>	Mr. Pratik Patel doesn't have any Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.

**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	During the FY 2023-24 the Company has earned profit which is adequate to make the payment of managerial remuneration.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

The Board of Directors recommends the Resolution at Item No. 5 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Mr. Pratik Patel is interested in the Resolution mentioned at Item No. 5 of the Notice with regard to his respective appointment. Other than him no other Directors, Key Managerial Personnel's or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

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

**Place: Pune  
Date: August 14, 2024**

**Shalaka Khandelwal  
Company Secretary**