

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra Ordinary General Meeting (EOGM) of the Members of SoftTech Engineers Limited will be held on **Wednesday, December 11, 2024 at 04:00 P.M.** through video conferencing ('VC') / other audio visual means ('OAVM') to transact the following business:

A. Special Business:

1. To consider preferential issue of equity shares of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the rules made thereunder (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) ('the Act'), and the enabling provisions of the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modifications and/or re-enactment thereof for the time being in force) [“SEBI (ICDR) Regulations”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), and in accordance with the Foreign Exchange Management Act, 1999,



as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the Consent of the Shareholders be and is hereby accorded to create, offer, issue and allot upto 9,87,998 (Nine Lakhs Eighty Seven Thousand Nine Hundred and Ninety Eight) equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”), at a minimum issue price of Rs. 405/- (Rupees Four Hundred and Five only) (which includes a premium of Rs. 395/- (Rupees Three Hundred and Ninety Five only) per equity share and that aggregating to Rs. 40,01,39,190 (Rupees Forty Crores One Lakhs Thirty Nine Thousand One Hundred and Ninety only) determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottees from the ‘Non-Promoter’ category as follows:

Sr. No.	Name of Proposed Allottee	Maximum No. of Equity Shares	Maximum Consideration Amount (Rs.)
1	Einstein Work Pte. Ltd.	7,41,000	30,01,05,000
2	Florintree Technologies LLP	2,46,998	10,00,34,190

RESOLVED FURTHER THAT the Board be and is hereby authorised to fix the issue price, as may be mutually agreed by and between the Company and the Proposed Allottee, such that it shall not be less than Rs. 405/- (Rupees Four Hundred and Five only) per Equity Share, including premium, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares shall be November 11, 2024 i.e. the date 30 (Thirty) days prior to this Extraordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- The allotment of Equity shares shall only be made in dematerialized form;
- The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- The Equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;
- The preferential issue shall not result in a change in control, and the allotment would be of more than five percent of the post issue fully diluted share capital of the Company, to any Proposed Allottee or to allottee(s) acting-in-concert;

- f) The Equity shares allotted to the Proposed Allottees shall rank pari-passu inter-se with the existing Equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- g) The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- h) The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- i) Allotment of equity shares shall only be made in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and
- j) The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of the Special resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE and NSE.

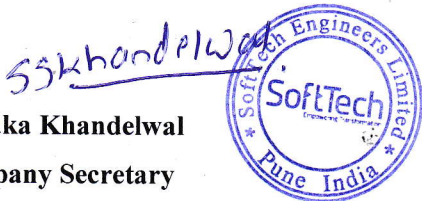
RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares application for in principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

By Order of the Board of Directors
For SoftTech Engineers Limited

Shalaka Khandelwal
Company Secretary



Place: Pune

Date: November 15, 2024

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. 9/2024 dated September 19, 2024, 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/2024/133 dated 3rd October, 2024 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (hereinafter referred as “SEBI Circular”), the EGM 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 EGM 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 EGM.
3. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional investors, who are members of the Company and Corporate members intending to appoint an authorised representative to attend to EGM through VC/ OAVM and to vote there through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of authorization/ Power of Attorney to the Scrutinizer of the EGM by email at sridharmudliar@gmail.com.

4. The Company has engaged the services of National Depository Services Limited, as the authorized agency for conducting the EGM and providing remote e-Voting and e-Voting facility during the EGM. The instructions for participation are given in the subsequent notes.
5. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM 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 EGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on Sunday, December 08, 2024 at 09.00 a.m. (I.S.T) and ends on Tuesday, December 10, 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. Wednesday, December 04, 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 Wednesday, December 04, 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your

- vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 sridharmudliar@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@softtech-engr.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@softtech-engr.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

➤ **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/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. Wednesday, December 04, 2024, who would like to express their views / ask questions during the EGM, will have to register themselves as a “Speaker” and send their request mentioning their Name, Demat account number / folio number, email ID, mobile number at investors@softtech-engr.com between Monday, December 02, 2024 to Wednesday, December 04, 2024. Those members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM
8. 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.

9. The Scrutinizer shall immediately after the conclusion of EGM, 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 EGM, 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.
10. The results of voting along with the Scrutinizer's Report shall be placed on the Company's website 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.
11. 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.
12. 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 EGM.
13. A Member, who wish to receive information regarding financial statements or matters to be placed at the EGM, 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.
14. 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.

15. 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.
16. 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. 1 of the Notice.

ITEM NO. 1: To consider preferential issue of equity shares of the Company:

The Board of Directors of the Company, at its meeting held on November 14, 2024, approved the raising of funds of up to Rs. 40,01,39,190 (Rupees Forty Crores One Lakhs Thirty Nine Thousand One Hundred and Ninety only) by creating, issuing, offering and allotting to the extent of 9,87,998 (Nine Lakhs Eighty Seven Thousand Nine Hundred and Ninety Eight) fully paid -up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company to the “Proposed Allotees”, the allottees presently are not a promoter or member of the promoter group of the Company, by way of a preferential issue on a private placement basis (“Preferential Issue”) at an issue price of Rs. 405/- (Rupees Four Hundred and Five only) (which includes a premium of Rs. 395/- (Rupees Three Hundred and Ninety Five only) per equity share. The Proposed Allotees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) to subscribe to the equity shares to be issued pursuant to the Preferential Issue. The special resolution proposed as the sole item of the Notice, has been proposed pursuant to the provisions of Section 23(1)(b), 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018. The offer for the proposed allotments shall be made in the prescribed Form PAS-4 under the Rule 14 (1) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendments thereto is as stated below. As per Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

(i) **Objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue to finance its business plan, expansion, and growth initiatives.

(ii) **Maximum number of specified securities to be issued:**

The Company is proposing to issue to the extent of 9,87,998 (Nine Lakhs Eighty Seven Thousand Nine Hundred and Ninety Eight) equity shares to the Proposed Allottees in terms of the Chapter V of SEBI ICDR Regulations, 2018.

(iii) **Intent of the promoters, directors or key managerial personnel of the issuer and proposed allottee to subscribe to the offer:**

The Proposed Allottees are body corporates and would fall under the 'Non-Promoter' category. The said allottees propose to subscribe for 9,87,998 (Nine Lakhs Eighty Seven Thousand Nine Hundred and Ninety Eight). The requirement of the issue of shares on a preferential basis is necessitated to fulfill the objects as mentioned above.

None of the Directors, Promoters or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of equity shares.

(iv) **Amount which the company intends to raise by way of preferential issue:**

Aggregating up to Rs. 40,01,39,190 (Rupees Forty Crores One Lakhs Thirty Nine Thousand One Hundred and Ninety only). The consideration for the proposed issue shall be received in cash by way of banking channel only.

(v) **The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, who are Body corporates belonging to 'Non-Promoter' category.

(vi) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2024-25.

(vii) **Basis or justification for the price (including the premium, if any) has been arrived at:**

The articles of association of the Company does not provide for any method of determination for valuation of shares.

Considering that the allotment shall be more than 5% of the post-issue fully diluted share capital of the Company, to the Proposed Allottees, the price, ₹405 (Rupees Four Hundred and Five) of the Equity Shares to be issued and allotted has been determined taking into account the valuation report dated November 14, 2024 issued by Hitendra Prajapati (SFA) (Registration no. IBBI/RV-E/11/2023/184), in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations (“**Valuation Report**”).

The Valuation Report shall be available for inspection by the Members and the same may be accessed on the Company's website at the link www.softtech-engr.com.

In terms of the SEBI ICDR Regulations, 2018, the offered price at which the equity shares can be issued is Rs. 405/- (Rupees Four Hundred Five only) per equity share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is not less than the higher of the following:

- i) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date;
- ii) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations.

(viii) **Principle terms of assets charged as securities:**

Not Applicable.

(ix) **Intention/Contribution of promoters/directors/key managerial personnel to subscribe to the offer:**

None of the directors or key managerial personnel or promoters intends to subscribe to the proposed issue or furtherance of objects.

(x) **Shareholding Pattern of the Company before and after the preferential issue:**

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1.	Indian				
a)	Individuals	25,90,334	20.21%	25,90,334	18.76%
b)	Body Corporates	17,538	0.14%	17,538	0.13%
2.	Foreign	0	0	0	0
Sub-Total (A)		26,07,872	20.34%	26,07,872	18.89%

(B)	Public/Non-Promoter shareholding				
1.	Institutional Investor				
a)	Foreign Portfolio Investor	9,600	0.07%	9,600	0.07%
2.	Non Institutional Investor				
a)	Individuals	27,10,845	21.15%	27,10,845	19.63%
b)	Trusts	-	-	-	-
c)	Hindu Undivided Family	83,677	0.65%	83,677	0.60%
d)	Non Resident Indians	3,42,311	2.67%	3,42,311	2.48%
e)	Foreign Companies	25,00,000	19.50%	32,41,000	23.47%
f)	Body Corp-Ltd Liability Partnership	28,99,142	22.63%	31,46,140	22.79%
g)	Bodies Corporate	16,65,693	12.99%	16,65,693	12.06%
Sub Total (B)		1,02,01,668	79.66%	11,19,9266	81.11%
GRAND TOTAL (A) + (B)		1,28,19,140	100%	13,80,7138	100%

(xi) **The proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

- (xii) **The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them and identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr No.	Name of the Allottee	Category	Pre-Issue holding %	Pre Preferential issue shareholding	Post-Issue holding %	Post Preferential issue shareholding
1.	Florintree Technologies LLP	Non-Promoter	15.60%	20,00,000	16.27%	22,46,998
2.	Einstein Work Pte. Limited	Non-Promoter	19.50%	25,00,000	23.47%	32,41,000

(xiii) **Lock-in Period:**

Equity shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

(xiv) **The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

Sr No	Name of Allottee	Current Status	Proposed status post preferential Issue
1.	Florintree Technologies LLP	Non-Promoter	Non-Promoter
2.	Einstein Work Pte. Limited	Non-Promoter	Non-Promoter

(xv) **Practicing Company Secretary's Certificate:**

A certificate from M/s SVD and Associates, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company website <https://softtech-engr.com/investor-relations-in-softtech-engineers/>

(xvi) **Issue Price and Relevant Date:**

The Company intends to raise an amount to the extent of Rs. 40,01,39,190/- (Rupees Forty Crores One Lakhs Thirty Nine Thousand One Hundred Ninety only) by issuing 9,87,998 (Nine Lakhs Eight Seven Thousand Nine Hundred and Ninety Eight only) fully paid -up equity shares of face value of Rs. 10/- each of the Company to the "Proposed Allottees", at an issue price of Rs. 405/- (Rupees Four Hundred and Five only) per equity share (which includes a premium of Rs.395/- per share). The issue price is determined in accordance with the preferential issue guidelines given in SEBI ICDR Regulations, 2018 and subsequent amendments thereto which is based on the

relevant date i.e., November 11, 2024, which is thirty days prior to this meeting of shareholders.

A certificate is obtained from the statutory auditors confirming the minimum price for the preferential issue as per Preferential Issue Regulations in Chapter V of SEBI ICDR Regulations, 2018 and showing the calculation thereof and the same is available at the website of the Company at the weblink: www.softtech-engr.com

(xvii) Undertaking:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(xviii) Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is confirmed that the issuer, its promoters or any of its directors is not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. It is also hereby confirmed that the provisions of Regulation 164A of the SEBI ICDR Regulations, are not applicable in the instant preferential issue.

All the Proposed Allottees have also confirmed that:

- a) They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and
- b) They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

(xix) **Report of registered valuer:**

The consideration for the proposed issue shall be received in cash by way of banking channel only. The preferential issue does not result in a change in control. And the allotment would be of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. It is hereby further confirmed that none of the above Proposed Allottee is acting in concert with any other Proposed Allottee(s).

Further, the articles of association of the Company does not provide for any method of determination for valuation of shares.

(xx) **Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(xxi) **Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares, such equity shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62 of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the individuals from the 'Non-Promoter' category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. It is also hereby confirmed that the instant issue is also authorized by the articles of association of the Company.

(xxii) **Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:**

The entire pre-preferential allotment shareholding of such allottees, if any, shall be in dematerialized form and under lock-in from the relevant date up to a required period from the date of trading approval from the BSE Limited, the only stock exchange where the securities of the Company are listed. The shareholder who has sold their shares during the ninety trading days period prior to the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee. The Company shall issue and allot the equity shares to the Allottees in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottees. After the necessary approvals, all equity shares shall be credited into the demat account of Allottees after allotment of equity shares.

(xxiii) **SEBI Takeover code:**

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

(xxiv) **Approvals:**

The Company will take the necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

(xxv) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

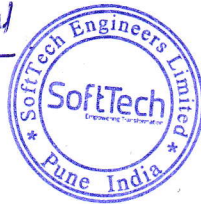
Not applicable.

The approval of the Members is being sought for the resolution set forth in Item No. 1 to enable the Board to issue and allot the equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

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. 1, except to their equity holdings and Directorships in the Company, if any.

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

SSKhandelwal
**Shalaka Khandelwal
Company Secretary**



Place: Pune

Date: November 15, 2024