

19th ANNUAL REPORT

2011-2012



**Softech Infinium
Solutions Limited**

..technology always ahead

29, Precision Plaza, New No.397, Anna Salai, Teynampet, Chennai - 600 018.



SE 2A

High Performance capability.
High Financial strength.



Softech Infinium Solutions Limited

..technology always ahead

BOARD OF DIRECTORS : Mr.GOPI NARAYANAN YADAV Chairman
Mr.M.MURALEEDHARAN Director
Mr. D.SUBRAMANIAN Additional Director

AUDITORS : Mr.D.SHARATH KUMAR,
Chartered Accountants,
Chennai - 600 102.

REGISTERED OFFICE : # 29, Precision Plaza,
New No.397, Anna Salai,
Near Vanavil, Teynampet,
Chennai - 600 018.

E-GOVERNANCE : www.softechinfinium.com
softnet@eth.net
complianceofficer@softechinfinium.com
(For Investor grievance redressal)

BANKERS : ICICI BANK LIMITED
HDFC BANK LIMITED

NOTICE

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of Softech Infinium Solutions Limited will be held on Saturday the 29th day of September, 2012 at 10.35 A.M at the *Softech's* R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors Report, Audited Balance Sheet and Profit and Loss Account for the year ending 31st March, 2012.
2. To appoint a Director in the place of Mr. M.MURALEEDHARAN who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought to pass, with or without modifications, the following resolution as **ORDINARY RESOLUTION:**

“APPOINTMENT OF Mr. D.SUBRAMANIAN AS DIRECTOR:

RESOLVED THAT: Mr. D.Subramanian, who was appointed by the Board of Directors of the Company as Additional Director with effect from August 16, 2012 and who holds office up to the date of this Annual General Meeting of Company in terms of Section 260 of the Companies Act, 1956 and respect of whom the Company received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of Company, be and is hereby appointed as a Director of the company.”

5. To consider and if thought fit to pass, with or without modifications, the following resolution as **SPECIAL RESOLUTION:**

“RIGHTS ISSUE OF EQUITY SHARES:

RESOLVED THAT: pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment there to re-enactment thereof), (the “Act”) and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the Guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while

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granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof), the Board of Directors of the Company be and is hereby authorised to create, offer and issue to the equity shareholders of the Company as on the 'record date' (to be fixed by Board of Directors for the purpose), equity shares or such other securities of the Company for a sum up to Rs. 4,00,00,000/- (Rupees Four Crores Only) or such other sum as may be determined by the Board of Directors in this regard, in the ratio to be determined by the Board (the "Rights Issue") and on such other terms and conditions including the premium amount thereon as may be mentioned in the draft Letter of Offer to be issued by the Company in respect of the Rights Issue.

Further, subject to the above mentioned approval of the shareholders, the Board be and is hereby authorized for and on behalf of the Company:

- a) to dispose off and offer to any persons whether or not these persons are shareholders of the company, from time to time, such of the Securities as are not subscribed, in such manner, as the Board may deem fit in its absolute discretion;
- b) to decide on the terms of the issue of Securities, including the form, timing, issue price, number of shares, allottees under the issue;
- c) to enter into and execute all such agreements/arrangements as the case may be with any lead managers, underwriters, stabilising agents, anchor investors, bankers, escrow bankers, financial institutions, solicitors, advisors, guarantors, depositories, custodians and other intermediaries (the "Agencies") in relation to the Issue of Securities and to remunerate any of the Agencies for their services in any manner including payment of commission, brokerage, fee or the like, to enter into or execute all such agreements / arrangements / Memoranda of Understanding / documents with any authorities / agencies, listing of the shares / securities (including the resultant equity shares to be issued as per the terms of the issue of the said Securities) on any Indian or Overseas Exchange (s) as the Board may in its absolute discretion deem fit;
- d) to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
- e) to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements or documents;
- f) to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Chairman or any other Director or any other Officer or Officers of the Company; and
- g) to carry on such other acts, deeds, compliances or formalities in connection with or incidental to such Right Issue.”

By order of the Board

Date : 04TH September 2012
Place: Chennai

Gopi Narayanan Yadav
Chairman

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll to vote instead of himself. A proxy need not be a member. A proxy in order to be effective must be deposited at the Registered Office of the company **not less than forty eight hours before** the commencement of the meeting.
2. The Memorandum and Articles of Association of the Company is available for inspection at the Registered Office of the company during office hours and at the venue of meeting hall during meeting time.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 15th September 2012 to 29th September 2012 (both days inclusive).

Explanatory Statement annexed to the NOTICE pursuant to Section 173 of the Companies Act, 1956:

Item 4:

The Board of Directors appointed Mr. D.Subramanian as Additional Director of the Company with effect from 16-8-2012 pursuant to Section 260 of the Companies Act,1956 to hold the office up to the date of annual general meeting and he is eligible for reappointment. The company has duly received notice under Section 257 of the Act proposing him as director of the company. Mr. D.Subramanian, Independent Director is having education qualifications as M.Sc (Chemistry),DCA.,MS.PPM., Auto Cadd., MCSE., P.G.Dip.Pd.M. and is having more than 19 years experience in leading pharmaceutical companies in India. The Board recommends his appointment as Director of the Company.

None of the Directors except Mr. D.Subramanian, is concerned or interested in the passing of this resolution.

Item 5:

The Rights Issue is proposed to fund the expansion, diversification, working capital and other financial needs of the company. The resolution is required to be passed under Section 81 and the Board of Directors recommends the passing of this resolution. None of the directors except to the extent of their entitlement to apply for rights and additional shares under the proposed Rights Issue, is concerned or interested in the passing of this resolution.

Date : 04TH September 2012
Place: Chennai

By order of the Board

Gopi Narayanan Yadav
Chairman

DIRECTORS REPORT

To

THE SHAREHOLDERS OF M/s SOFTECH INFINIUM SOLUTIONS LIMITED.

Yours Directors have great pleasure in presenting the NINETEENTH ANNUAL Report of your Company together with Audited statement of Accounts for the year 31st March, 2012.

FINANCIAL RESULTS:

The Financial results of the Company are as follows

	Rs. in lakhs 2011-2012	Rs. in lakhs 2010-2011
Sales and other Income	934.65	787.35
Gross Profit before Depreciation and Tax	124.08	96.40
Depreciation	47.83	39.80
Profit/Loss before Tax	76.25	56.60
Provision for Tax	14.36	8.75
Profit after Tax	61.89	47.86
Proposed Dividend	-	-
Written back provision not requd.	-	0.12
Surplus brought forward from previous year	93.04	45.06
Profit and Loss Account Carried over	154.93	93.04

The above results are the same in respect of both consolidated and Unconsolidated Financial Results as no transaction commenced by the New Zealand Company 'SOFTECHIN LIMITED'.

OPERATIONS AND PROSPECTS:

During the period under report, the Company is successfully continuing its ISO Compatible ERP software, Education Software and also continuing it's R & D activities particularly on Virtual Reality Technology and Virtual Physiological Human Technology in addition to continuing it's web technologies and dot com business.

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During the year under report, the Sales and other Income of the company rose to Rs. 934.65 Lakhs as against Rs. 787.35 Lakhs in the previous year. Also, the profit after tax was Rs. 61.89 Lakhs as against Rs. 47.97 Lakhs previous year. As a conservative and prudent management, no dividend has been recommended by the Board of Directors.

Your company formed a new company in New Zealand by name SOFTECHIN LIMITED to commence the business operations in the field of online education with virtual class room interactive technologies and also explores other business opportunities.

During this year, your company was appointed by M/s Quick Report Software Private Limited as an authorised distributor for Sale of 'MyReportSuite', a Business Intelligence Software. Also, the company was appointed as Authorised Distributor by M/s Knowlarity Communications Private Limited for the various Cloud Telephony Products such as SuperFax - (Send and receive Faxes on email), Super Receptionist - (Online Incoming IVR), Custom Hosted IVR Solutions, Super Caller - (Multiple dialing simultaneously- Voice SMS), Click 2 Call - (Connects to your web customers with a link), Super Conference - (Cloud Telephony secured conference), Personal Emergency Notification.

CARE RATINGS:

Your directors are happy to inform that your company has been appraised by M/s Credit Analysis and Research Limited and has been awarded CARE Ratings of "SE2A" meaning 'High Performance Capability and High Financial Strength'. With this, the company hopes to have further customer recognition for increasing business in the ensuing years.

DIRECTORS:

Dr. S.Madhanakumar, Additional Director retired at the previous AGM on 29/9/2011. Mr. R.MARIAPPAN, Director resigned on 16/08/2012. The Board of Directors places on record the appreciation for the valuable services rendered by them. Mr. D.SUBRAMANIAN was co-opted as an additional director on 16/08/2012 and retires during this Annual General Meeting and his re appointment is duly proposed at this meeting.

The directors had not drawn any sitting fee for attending Board Meetings and other meetings during the year under report.

AUDITORS:

The retiring auditor M/s. D.Sharath Kumar, Chartered Accountants intimated his desire to continue as statutory auditor of the company in the name of M/s SB SB AND ASSOCIATES, a Firm of Chartered Accountants in which Mr. D.Sharath Kumar is a Partner. Accordingly, letter of resignation was submitted by Mr. D.Sharath Kumar and the willingness to get appointed as Statutory Auditor along with Certificate under section 224(1) read with 224(1B) of the Companies Act, 1956 was received from M/s SB SB AND ASSOCIATES, Chartered Accountants for such appointment.

CONSERVATION OF ENERGY:

The Company continues efforts to conserve energy by economizing use of electricity.

RESEARCH AND DEVELOPMENT:

-----Nil-----

PARTICULARS OF EMPLOYEES U/S 217 (2A):

-----Nil-----

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors states that:

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the directors had selected such accounting policies applied by them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv) the directors had prepared the annual accounts on a going concern basis.

REPORT ON CORPORATE GOVERNANCE:

During the year under report, your Company was having Four Directors out of which two were Independent directors. Your company is complying with all the Listing requirements of Corporate Governance.

1. A brief statement on company's philosophy on code of governance:

The Company is truly a professionally managed company with a qualified company secretary and cost accountant as Promoter of the Company with independent directors in the Board of Directors.

2. Board of Directors: (Year 2011-12)

- (i) Composition and category of directors during the year:

Promoter Professional Non Executive Chairman	– 1 (One)
Promoter Group Non Executive Director	– 1 (One)
Independent Non Executive Directors	– 2 (One)
(One (1) for part of year up to 29/9/2011)	

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The Promoter Mr. Gopi Narayanan Yadav, Chairman is a Graduate in Commerce and Law. He is a Corporate Professional with Software qualifications and experience as Systems Analysts and Architect. Mr. Gopi Narayanan Yadav is fellow member of the Institute of Company Secretaries of India (FCS) and Associate member of Institute of Cost Accountants of India (ACMA). He is having rich corporate experience of over 27 years in the senior management of various companies. Mr. Muraleedharan is a Graduate in Social Science and is also a Master Graduate in 'Gandhian Thought' with over 20 years of experience as a Finance Consultant. Dr. S.Madhanakumar was an independent director up to 29/9/2011. Mr. R.Mariappan who was an independent director is a B.E Graduate in Electronics and is having a rich experience in Computer software and international IT marketing.

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL EIGHTEEN (18)
GopiNarayanan yadav	Chairman – Non Executive (Promoter)	EIGHTEEN (18)
M.Muraleedharan	Director-Non Executive (Relative)	EIGHTEEN (18)
Dr. S.Madhanakumar (up to 29/9/2011)	Director – Non Executive Independent	FOUR (4)
R.Mariappan	Director – Non Executive Independent	EIGHTEEN (18)

(ii) Attendance of each director at the BOD meetings and the last AGM.

Sl. No.	DATE OF BOARD MEETING / GENERAL MEETINGS	ATTENDANCE OF DIRECTORS TOTAL EIGHTEEN (18) BOARD MEETINGS AND ONE (1) AGM
1.	23-05-2011	FOUR (4)
2.	11-06-2011	FOUR (4)
3.	21-06-2011	FOUR (4)
4.	30-06-2011	FOUR (4)
5.	18-08-2011	THREE (3)
6.	29-08-2011	THREE (3)
7.	02-09-2011	THREE (3)
8.	29-09-2011 AGM	THREE (3)
9.	06-09-2011	THREE(3)
10.	30-09-2011	THREE (3)
11.	24-10-2011	THREE (3)
12.	24-11-2011	THREE (3)

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13.	05-12-2011	THREE (3)
14.	19-12-2011	THREE (3)
15.	17-01-2012	THREE (3)
16.	09-02-2012	THREE (3)
17.	15-02-2012	THREE (3)
18.	29-02-2012	THREE (3)
19.	03-03-2012	THREE (3)

(iii) Number of other BODs or Board Committees in which he/she is a member or Chairperson:

Name of the Director	Name of Company	BOD or Committees
GopiNarayanan Yadav / M.Muraleedharan	GREEN WINSUN POWER PRIVATE LIMITED	Chairman / Director
GopiNarayanan Yadav / M.Muraleedharan	YADAVA DAIRY BEST PRIVATE LIMITED	Chairman / Director
GopiNarayanan yadav	YADAV MEDIA PRIVATE LIMITED	Chairman
GopiNarayanan Yadav / M.Muraleedharan	A2Z CLOUDSOFT PRIVATE LIMITED	Chairman / Director
Gopi Narayanan Yadav	SYMED ECO BIOTECH PRIVATE LIMITED	Chairman

Number of BOD meetings held, dates on which held.

NAME OF DIRECTOR	NAME OF COMPANY	DATES OF BOD
GopiNarayanan Yadav / M.Muraleedharan	GREEN WINSUN POWER PRIVATE LIMITED	21-06-2011, 25-08-2011, 25-10-2011, 04-02-2012
GopiNarayanan Yadav / M.Muraleedharan	YADAVA DAIRY BEST PRIVATE LIMITED	21-06-2011, 25-08-2011, 25-10-2011, 04-02-2012
GopiNarayanan Yadav	YADAV MEDIA PRIVATE LIMITED	21-06-2011, 25-08-2011, 25-10-2011, 04-02-2012
GopiNarayanan Yadav / M.Muraleedharan	A2Z CLOUDSOFT PRIVATE LIMITED	21-06-2011, 25-08-2011, 25-10-2011, 04-02-2012
Gopi Narayanan Yadav	SYMED ECO BIOTECH PRIVATE LIMITED	28-03-2012

3. Audit Committee.

(i) Composition and category of directors:

Independent Non Executive Chairman – 1 (One)

Promoter Group Non Executive Member – 1 (One)

Independent Non Executive Member – 1 (One)

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF COMMITTEE MEETINGS ATTENDED. TOTAL SEVEN(7)
R.Mariappan	CHAIRMAN – Non Executive Independent	SEVEN (7)
Gopi Narayanan Yadav	MEMBER – Non Executive (Promoter)	SEVEN (7)
Dr. S.Madhanakumar	MEMBER – Non Executive Independent	FOUR (4)

(ii) Attendance of each director at the COMMITTEE meetings.

Sl. No.	DATE OF COMMITTEE MEETING.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	27-04-2011	THREE (3)
2.	14-07-2011	THREE (3)
3.	19-08-2011	THREE (3)
4.	06-09-2011	THREE (3)
5.	11-10-2011	TWO (2)
6.	18-01-2012	TWO (2)
7.	10-02-2012	TWO (2)

4. Remuneration Committee.

(i) Composition and category of directors:

Independent Non Executive Chairman – 1 (One)

Promoter Group Non Executive Member – 1 (One)

Independent Non Executive Member – 1 (One)

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NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL SEVEN(7)
R.Mariappan	CHAIRMAN – Non Executive Independent	SEVEN (7)
Gopi Narayanan Yadav	MEMBER – Non Executive (Promoter)	SEVEN (7)
Dr. S.Madhanakumar	MEMBER – Non Executive Independent	FOUR (4)

(ii) Attendance of each director at the COMMITTEE meetings.

Sl. No.	DATE OF COMMITTEE MEETINGS.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	27-04-2011	THREE (3)
2.	14-07-2011	THREE (3)
3.	19-08-2011	THREE (3)
4.	06-09-2011	THREE (3)
5.	11-10-2011	TWO (2)
6.	18-01-2012	TWO (2)
7.	10-02-2012	TWO (2)

5. Shareholders Committee.

(i) Composition and category of directors:

Independent Non Executive Chairman – 1 (One)

Promoter Group Non Executive Member – 1 (One)

Independent Non Executive Member – 1 (One)

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF COMMITTEE MEETINGS ATTENDED. TOTAL SEVEN(7)
R.Mariappan	CHAIRMAN – Non Executive Independent	SEVEN (7)
Gopi Narayanan Yadav	MEMBER – Non Executive (Promoter)	SEVEN (7)
Dr. S.Madhanakumar	MEMBER – Non Executive Independent	FOUR (4)

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(ii) Attendance of each director at the COMMITTEE meetings.

Sl. No.	DATE OF COMMITTEE MEETING.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	27-04-2011	THREE (3)
2.	14-07-2011	THREE (3)
3.	19-08-2011	THREE (3)
4.	06-09-2011	THREE (3)
5.	11-10-2011	TWO (2)
6.	18-01-2012	TWO (2)
7.	10-02-2012	TWO (2)

6. General Body meetings.

(i) Location and time, where last three AGMs held.

MEETING	DATE	TIME	PLACE
16 TH AGM	23-9-2009	10.05 A.M	No. 29, Precision Plaza, New No.397, Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018
17 TH AGM	29-9-2010	10.35 A.M	<i>Softech's</i> R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018
18 th AGM	29-9-2011	10.35 A.M	<i>Softech's</i> R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018

(ii) Whether any special resolution passed in the previous 3 AGMs: YES

(iii) Whether any special resolution passed last year through postal ballot – details of voting pattern: NIL

(iv) Person who conducted the postal ballot exercise NOT APPLICABLE

(iv) Whether any special resolution is proposed to be conducted through postal ballot: NO

(v) Procedure for postal ballot : NOT APPLICABLE

7. Disclosures.

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large. NIL

(ii) Disclosure of accounting treatment, if different, from that prescribed in Accounting standards with explanation. NIL

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- (iii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: Nil
- (iv) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

The company implemented adequate mechanism for employees to report to the management the unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism provides adequate safeguards of secrecy of informants against victimization of employees. It provides for direct access to the Chairman of the Board of Directors and to Chairman of other committee of directors including Audit Committee. The details of the mechanism has been duly communicated to and understood by all the employees within the organization.

- 8. Means of communication. All statutory communications are made by post and replies made to shareholders promptly.
- 9. Shareholder information: Shares are listed and traded at Madras and Mumbai stock Exchanges. Demat with NSDL and CDSL Vide ISIN INE 181K 01019.
 - (i) Registrar and Transfer Agents: Cameo Corporate Services Limited,
No.1, Club House Road, Chennai – 600 002.
 - (ii) Address for correspondence: Suit No. 29, Precision Plaza, New No.397,
Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018
- 10. Other Requirements: Necessary Certificate from CEO / Chairman and Compliance certificate from auditors pursuant to clause 49 of the Listing Agreement are annexed to this report.

ACKNOWLEDGEMENT:

Your Directors place on record their appreciation of the valuable contribution and unstinted efforts and spirit of dedication shown by the employees of the Company during the year. They also acknowledge with thanks the assistance and the Co-operation extended to your Company by the bankers.

On behalf of the Board of Directors

Place: Chennai
Date: 04TH September 2012

GOPI NARAYANAN YADAV
Chairman

ANNEXURE TO THE DIRECTORS REPORT:

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT PURSUANT TO
CLAUSE 49 OF LISTING AGREEMENT:**

- ❖ Industry structure and developments: Software industry is growing world wide.
- ❖ Opportunities and Threats: The overall threat of recession everywhere in one way, created opportunity to the company as our overhead cost compared to larger corporation is lower and Global buyers are now, looking for new avenues to cut down the cost. This through open the now opportunities to the company.
- ❖ Segment-wise or product-wise performance: Software, as an exclusive business has shown a considerable growth this year.
- ❖ Outlook; Prospects for forthcoming years is encouraging.
- ❖ Risks and concerns: Raising value of Indian currency compared to US \$ and enlarging gap between availability and requirement of manpower.
- ❖ Internal control systems and their adequacy: Adequate commensurate with the size and level of operations.
- ❖ Discussion on financial performance with respect to operational performance: The encouraging trend of current year is expected to continue in forthcoming years.
- ❖ Material developments in Human Resources / Industrial Relations front, including number of people employed: In spite of recession and business slow down, the cost of manpower remains high on expectation of recovery.

On behalf of the Board of Directors

Place: Chennai

Date: 04th September 2012

Gopi Narayanan Yadav
Chairman

CERTIFICATES PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT.

CERTIFICATE FROM CEO / CHAIRMAN

TO WHOMSOEVER IT MAY CONCERN

THIS IS TO CONFIRM, DECLARE AND CERTIFY PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT THAT:

1. All the Board members and senior management personnel affirmed the compliance for the year 2011-12 with the code of conduct posted in the website of the company and the said affirmations were taken on record by the Board of Directors of the Company;
2. a. I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - iii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and wherever necessary the steps have been taken to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit committee that **there is no**,
 - (i) significant changes in internal control over financial reporting during the year;

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- (iii) significant changes in accounting policies during the year requiring to disclose in the notes to the financial statements except the requirement as a result of substitution of new Schedule VI of the Companies Act, 1956 and matters incidental thereto;
- (iv) instances of significant fraud, of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**CHENNAI
04/09/2012**

**GOPI NARAYANAN YADAV
CHAIRMAN**

**AUDITORS CERTIFICATE PURSUANT TO CLAUSE 49 OF THE
LISTING AGREEMENT.**

TO

**THE BOARD OF DIRECTORS OF M/S SOFTECH IFNINIUM
SOLTUIONS LIMITED**

This is to certify pursuant to clause 49 of the Listing Agreement that:
In my opinion and to the best of my information and according to the explanations given to me, the material requirements of conditions of corporate governance contained in clause 49 of the Listing Agreement have been complied with adequately commensurate with the size and operations of the company.

**Place: Chennai
Date: 04-09-2012**

**D.SHARATH KUMAR
CHARTERED ACCOUNTANAT
200/24568**

**REPORT OF THE AUDITOR ON CONSOLIDATED FINANCIAL
STATEMENTS TO THE MEMBERS OF
M/S. SOFTECH INFINIUM SOLUTIONS LIMITED**

1. I have audited the attached Consolidated Balance Sheet of **M/s. Softech Infinium Solutions Limited** (the 'company') and its subsidiary **M/s SOFTECHIN LIMITED, New Zealand** (collectively referred to as 'the softechIn Group'), both at 31st March, 2012 and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. My responsibility is to express an opinion on these Financial Statements based on my audit.
2. I conducted my Audit in accordance with Auditing Standards generally accepted in India. Those standards require that I plan and perform the Audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the Financial Statements. An audit also includes assessing the Accounting Principles used and significant estimates made by the Management, as well as evaluating the overall Financial Statements presentation. I believe that my Audit provides a reasonable basis for my opinion.
3. We did not audit the financial statement of subsidiary which as per the information provided by the management had not commenced business, had not done any transaction during the year and also had not allotted any share capital, the only activity during the year is the formation of the said subsidiary company by spending NZD 299 (equivalent to INR 12,450/- conversion Rate @41.637094 as on 31/3/2012), met out of this fund provided by the Company and hence according to the explanations to provided to me by the company, the subsidiary company was not required to prepare any annual financial statements and file in the country of New Zealand.
4. We report that the consolidated financial statements have been prepared by the company's management in accordance with the requirements of the Accounting Standard (AS) 21, Consolidated Financial Statements prescribed by the Central Government of India in terms of Section 211 (3C) of the Companies Act, 1956 and other recognized accounting practices and policies.
5. Based on our audit of the company and on consideration of the information provided on the subsidiary and to the best of my information and according to the explanations given to me, I am of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Consolidated Balance Sheet, of the state of affairs of the Softechin Group as at 31st March, 2012.
 - (ii) In the case of Consolidated Profit and Loss Account, Profit for the year ended on that date; and

SOFTECH INFINIUM SOLUTIONS LIMITED.

- (iii) In the case of Consolidated Cash Flow Statement, of the cash flows of the SoftechIn Group for the year ended on that date.

Place : Chennai
Date : 04-09-2012

D.SHARATH KUMAR
CHARTERED ACCOUNTANT
200 / 24568

SOFTECH INFINIUM SOLUTIONS LIMITED.

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

Regd. Office: 29, "Precision Plaza", New No. 397, Anna Salai, Teynampet, Chennai-600 018.

Consolidated Balance Sheet as on 31.03.2012

(Rs. In Lakhs)

	Note	As on 31.3.2012	As on 31.3.2011
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	7	400.00	400.00
(b) Reserves and surplus	8	154.80	93.04
(c) Money Received against share warrants		-	-
		554.80	493.04
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	9	15.11	30.28
(b) Deferred tax liabilities(net)		-	-
(c) other long- term liabilities	9	597.32	700.46
(d) Long-term provisions		-	-
		612.43	730.74
4 Current liabilities			
(a) Trade payables	10	17.37	13.45
(b) other current liabilities	11	57.78	135.29
(c) short- term provisions	12	37.06	31.13
		112.21	179.87
		1,279.44	1,403.65
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	13	515.19	514.90
Less: Depreciation		79.52	61.67
		435.67	453.23
(ii) Intangible assets	13	184.95	184.95
Less: Depreciation		82.68	52.70
		102.27	132.25
(iii) Capital work-in –progress		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	14	2.87	2.87
(e) other non-current assets	15	12.35	12.35
		553.16	600.70

SOFTECH INFINIUM SOLUTIONS LIMITED.

2	Current assets			
	(a) Current investment		-	-
	(b) Inventories	16	504.03	482.83
	(c) Unbilled revenue		-	-
	(d) Trade receivables	17	160.38	188.06
	(e) Cash and bank balances	18	3.02	21.35
	(f) Short-term loans and advances	19	58.85	110.71
	(g) Other current assets		-	-
			726.28	802.95
	TOTAL		1,279.44	1,403.65
	See accompanying notes to the financial statements, forming part of this Balance Sheet.			

As per our Report of even date annexed

For and on behalf of the Board

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568

M.MURALEEDHARAN
Director

Place : Chennai
Date : 04.09.2012

SOFTECH INFINIUM SOLUTIONS LIMITED.

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

Regd., Office: Suit No. 29, "Precision Plaza", New No. 397, Anna Salai, Teynampet, Chennai-600 018.

Consolidated Profit & Loss account for the year ended 31.03.2012

(Rs. In Lakhs)

		Note	Year Ended As on 31.3.2012	Year Ended As on 31.3.2011
I	Revenue from operations	20	934.65	787.35
II	Other income(net)		-	-
III	TOTAL REVENUE		934.65	787.35
IV	<u>Expenses</u>			
	(a) Employee benefit expenses	21	777.98	662.66
	(b) Operation and other expenses	22	28.11	24.20
	(c) Finance costs	23	4.48	4.09
	(d) Depreciation and amortization expense	13	47.83	39.80
	TOTAL EXPENSES		858.40	730.75
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		76.25	56.60
VI	Exceptional items (Revenue)	24	-	0.12
VII	Profit before extraordinary items and tax (V+VI)		76.25	56.72
VIII	Extraordinary items (Revenue)		-	-
IX	Profit before tax (VII+VIII)		76.25	56.72
X	Tax expense:			
	(a) current tax		14.36	8.75
	(b) deferred tax		-	-
XI	Profit for the period from continuing operations (VII-VIII)		-	-
XII	Profit from discontinued operations		-	-
XIII	Tax expenses of discontinued operations		-	-
XIV	Profit from discontinued operations (after tax)		-	-
XV	Profit for the period (after tax)		61.89	47.97
XVI	Earnings per equity share:-			
	(1) Basic		1.55	1.20
	(2) Diluted		1.55	1.20
See accompanying notes to the financial statements, forming part of this Profit & Loss Account.				

For and on behalf of the Board

As per our Report of even date annexed

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director

Place : Chennai
Date : 04.09.2012

Notes forming part of the Consolidated Financial Statements

- 1) Corporate information:
 Softech Infinium Solutions Limited (the “company”) provides a wider range of information technology and consultancy services. The company has its registered office at Chennai and the state of the art R & D Technology centre at the same building with necessary infrastructure for development, training and consultancy activities.
- 2) Significant accounting policies
 - i) The accounts have been prepared on accrual basis convention and materially complies with mandatory accounting standards issued by the Institute of Chartered Accountants of India and also in accordance with the generally acceptable accounting principles in India. These financial statements have been prepared to comply in all material aspect with the accounting standards contained in Companies (Accounting Standards) Rules, 2006 as notified under Section 211(3C) of the Companies Act, 1956.
 - ii) Fixed Assets are stated at historical cost. Depreciation has been provided on Straight line method on pro rata basis at the rates prescribed under Schedule XIV to the Companies Act, 1956.
 - iii) Stock is valued at lower of cost or net realizable value
 - iv) Miscellaneous Expenses to the extent not written off represent deferred expenses and are to be written off over a period of ten years.
- 3) The Sales refers to Software consultancy income.
- 4) The salary include the Salary & Allowances paid to whole time Directors as under (Rs) Nil (Nil)
- 5) Expenditure in Foreign Currency :

NZD \$	Rs.
299	12,450 (conversion Rate @41.637094 as on 31/3/2012) (Nil)

This is incurred towards formation of SOFTECHIN LIMITED in New Zealand on 31/10/2011 and said company had not commencement any activity. The INR has been arrived at exchange rate as on 31/03/2012 in terms of General Circular No.2 /2011 dated 8/2/2011 of MCA.
- 6) Various items pertaining to the previous year were regrouped, reclassified and rounded off pursuant to the revised schedule VI of the Companies Act, 1956 vide Ministry of Corporate Affairs notification reference number S.O. 447(E) dated 28th February, 2011.
- 6) a) Classification of Assets : An asset shall be classified as current when it satisfies any of the following criteria:
 - i. it is expected to be realized in, or is intended for sale or consumption in, the company’s normal operating cycle;
 - ii. it is held primarily for the purpose of being traded;
 - iii. it is expected to be realized within twelve months after the reporting date; or

SOFTECH INFINIUM SOLUTIONS LIMITED.

- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non –current.

- 6)b) Classification of Liabilities: A liability shall be classified as current when it satisfies any of the following criteria:
- it is expected to be settled in the company's normal operating cycle;
 - it is held primarily for the purpose of being traded;
 - it is due to be settled within twelve months after the reporting date; or
 - the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

7) SHARE CAPITAL

The Authorised, issued, Subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs. 10 each as follows:

(Rs. In Lakhs)

PARTICULARS	AS ON 31.03.2012	AS ON 31.03.2011
<u>1. SHARE CAPITAL</u>		
Authorised Capital:-		
1,50,00,000/- Equity Share of Rs.10/- Each	1500.00	1500.00
Issued, Subscribed and Paid Up Capital:-		
40,00,000/- Equity Share of Rs.10/- Each	400.00	400.00

- a) Reconciliation of number of shares

(Rs. In Lakhs)

Particulars	As on 31.3.2012		As on 31.3.2011	
	Number of shares	Amount (Lakhs)	Number of shares	Amount (Lakhs)
Equity shares:				
Opening balance	4000000	400.00	4000000	400.00
Changes during the year	-	-	-	-
Closing balance	4000000	400.00	4000000	400.00

- b) Rights, preferences and restrictions attached to shares

Equity shares:

The company has one class of fully paid equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held by him. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

SOFTECH INFINIUM SOLUTIONS LIMITED.

- c) Shares held by holding company, its subsidiaries and associates - NIL –
d) Detail of shares held by shareholders more than 5% of the aggregate shares in the company

(Rs. In Lakhs)

Particulars	As on 31.3.2012		As on 31.3.2011	
	Number of shares	Percentage	Number of shares	Percentage
Equity shares:				
P.N.GOPINATHAN	4,13,112	10.3278	8,06,322	20.16
G CHITRA	2,63,651	6.5912	N.A	N.A
	6,76,763	16.9190	8,06,322	20.16

- e) Shares allotted as fully paid up by way of bonus shares (during 5 year preceding march 31, 2012) - NIL –
f) Shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment, including the terms and amounts; - NIL –
g) For the period of five years immediately preceding the date as at which the Balance Sheet is Prepared:
- Aggregate number and class of shares of allotted as fully paid up pursuant to contract(s) without payment being received in cash. - NIL -
 - Aggregate number and class of shares allotted as fully paid up by way of bonus shares. - NIL -
 - Aggregate number and class of shares bought back. - NIL -
- h) Terms of any securities convertible into equity/ preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date. - NIL -
i) Calls unpaid (showing aggregate value of calls unpaid by directors and officers) - NIL -
j) Forfeited shares (amount originally paid up) - NIL -

8) RESERVES AND SURPLUS

Reserves and surplus consist of the following reserves;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Reserves	-	-
b) Surplus in statement of Profit and Loss		
i) Opening balance	93.04	45.06
ii) Add: profit for the year	61.89	47.98
iii) Less: appropriations	-	-
a) Interim dividend	-	-
b) Proposed final dividend	-	-
c) Tax on dividend	-	-
d) General Reserve	-	-

SOFTECH INFINIUM SOLUTIONS LIMITED.

iv) Less: Preliminary Expenses (incorporation expenses for subsidiary)	0.13	-
v) Closing balance	154.80	93.04

- 9) **LONG – TERM BORROWINGS – Non current**
Long – term borrowings consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Secured Loans		
Car HP Loan :		
Non-current (After 12 monthly installments)	15.11	30.28
(Secured by the HP agreement on cars)		
Total	15.11	30.28
b) Other Long- term Liabilities		
i) Unsecured Loans: (non current)		
From Directors	149.07	245.34
From Others :		
Green Winsun Power Pvt Ltd	388.50	399.37
Yadava Dairy Best Pvt Ltd.	59.75	55.75
Total	597.32	700.46

- 10) **TRADE PAYABLES**

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Advance from Customers	17.29	13.45
Creditors	0.08	-
Total	17.37	13.45

- 11) **OTHER CURRENT LIABILITIES**

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Secured Liabilities		
Car HP Loan :		
Current (Next 12 monthly installments)	15.18	13.49
(Secured by the HP agreement on cars)		
b. Unsecured Liabilities		
i) Audit Fees	0.20	0.20
ii) Company Secretaries fees	0.04	0.08
iii) Outstanding Expenses	34.36	113.52
iv) Sale of Land (Advance)	8.00	8.00
Total	57.78	135.29

- 12) **SHORT – TERM PROVISIONS**

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Provision for Taxation	22.05	7.69

SOFTECH INFINIUM SOLUTIONS LIMITED.

Provision for Service Tax	14.98	23.37
Provision for TDS	0.03	0.07
Total	37.06	31.13

13) FIXED ASSETS

A) Tangible Assets

PARTICULARS	Dep. %	AT COST				DEPRECIATION			WRITTEN DOWN VALUE	
		As on 01.04.11	Additions during the year	Deletions during The year	As on 31.03.12	As on 31.03.11	Depreciation for the year	As on 31.03.12	As on 31.03.12	As on 31.03.11
Land	-	353.78	-	-	353.78	-	-	-	353.78	353.78
Plant & Machinery	4.75	12.90	-	-	12.90	10.52	0.60	11.12	1.78	2.38
Motor Car	9.5	74.69	-	-	74.69	4.32	7.10	11.42	63.27	70.37
Furniture & Fittings	6.33	8.43	-	-	8.43	4.81	0.53	5.34	3.09	3.62
Electrical Fittings	6.33	2.03	-	-	2.03	1.13	0.13	1.26	0.77	0.90
Office Equipment	4.75	4.99	-	-	4.99	2.59	0.24	2.83	2.16	2.40
Computer	16.21	56.68	0.29	-	56.97	37.46	9.20	46.66	10.31	19.22
Buildings	3.34	1.40	-	-	1.40	0.84	0.05	0.89	0.51	0.56
		514.90	0.29	-	515.19	61.67	17.85	79.52	435.67	453.23

B) Intangible Assets

PARTICULARS	Dep. %	AT COST				DEPRECIATION			WRITTEN DOWN VALUE	
		As on 01.04.11	Additions during the year	Deletions during The year	As on 31.03.12	As on 31.03.11	Depreciation for the year	As on 31.03.12	As on 31.03.12	As on 31.03.11
Computer Software	16.21	184.95	-	-	184.95	52.70	29.98	82.68	102.27	132.25
		184.95	-	-	184.95	52.70	29.98	82.68	102.27	132.25

14) LONG – TERM LOANS AND ADVANCES (Unsecured)

Long – term loans and advances consist of the following:

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Telephone Deposit	0.02	0.02
Rent Advance	2.85	2.85
Total	2.87	2.87

SOFTECH INFINIUM SOLUTIONS LIMITED.

15) OTHER NON – CURRENT ASSETS

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Insurance Claim	12.35	12.35
Total	12.35	12.35

16) INVENTORIES

Inventories consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Work in Progress	48.50	49.25
Software	455.53	433.58
Total	504.03	482.83

17) TRADE RECEIVABLES (Unsecured)

Trade receivables consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Sundry Debtors (More than 6 months Nil (Rs. 0.17 Lakhs)	160.38	188.06
Total	160.38	188.06

18) CASH AND BANK BALANCES

Cash and bank balances consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Cash at Bank	0.86	21.18
Cash in hand	2.16	0.17
Total	3.02	21.35

19) SHORT –TERM LOANS AND ADVANCES (Unsecured)

Short – term loans advances consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Loans and Advances to related parties	-	-
b) Others:		
i) Secured, Considered good	-	-
ii) Unsecured considered good:		
Avenues (India) Pvt. Ltd.	0.01	0.01
Direct Information Pvt. Ltd.	0.03	0.03
TDS Certificate	40.62	40.65
Cameo Corporate Services ltd	0.16	0.02
Advance for Land Purchase	18.00	70.00
Bharathi Axa General Insurance co ltd	0.03	-
Total	58.85	110.71

SOFTECH INFINIUM SOLUTIONS LIMITED.**20) REVENUE FROM OPERATIONS**

Revenue from operation consists of revenues from;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Software Consultancy Income	934.65	787.35
Total	934.65	787.35

21) EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Salaries & Allowances	777.27	662.25
Staff Welfare	0.71	0.41
Total	777.98	662.66

22) OPERATION AND OTHER EXPENSES

Operation and other expenses consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Filing Fee	0.09	5.76
Audit Fee (Including 0.10 other consultancy fees)	0.30	0.30
Company Secretaries fees	0.07	0.08
Consultancy charges	0.86	0.60
Listing Fee	0.28	0.25
Demate Fee	0.13	0.13
R & T Agents Fee	0.29	0.18
Insurance	0.14	1.98
Electricity	3.08	2.76
Fuel	0.75	0.35
Travelling & Conveyance (including Rs. 1.86 lakhs incurred for directors)	3.08	1.64
Rent	8.71	7.65
Bank Charges	0.07	0.17
Telephone Charges	1.46	0.48
Postages	0.97	0.34
Printing & Stationery	1.03	0.32
Advertisement	1.94	0.56
financial charges	0.27	-
Repairs & Maintenances	1.53	0.65
Care Rating	0.13	-
Membership fees	0.16	-
Books and prospectors	0.52	-
Right Issue	2.25	-
Total	28.11	24.20

SOFTECH INFINIUM SOLUTIONS LIMITED.

23) FINANCE COSTS

Finance costs consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Interest Expense	4.48	4.09
Total	4.48	4.09

24) Exceptional items (Revenue)

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Written back off provision for FBT	-	0.12
Total	-	0.12

25) The Company has not collected Service Tax on many Bills and if any liability arises in future, it may be required to remit Service Tax with applicable interest. The quantum cannot be ascertained as company claims that these items are exempted from service tax.

26) In terms of the General Circular No.2 /2011 dated 8/2/2011 of MCA, the company undertakes that annual accounts of the subsidiary company as may be applicable and the related information shall be made available to the shareholders of the holding and subsidiary companies seeking any information at any point of time. Also, kept open for inspection by any shareholders at the Registered Office of the holding company and of the subsidiary company. Further, these hard copy of the details of accounts of subsidiary shall be furnished to shareholder on demand.

27) Disclosure under Clause 32 of the listing Agreement

Amount of loans and advances in nature of loans outstanding from subsidiaries as at March 31, 2012; - NIL - (NIL)

For and on behalf of the board
annexed

As per our Report of even date

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director

Place : Chennai
Date : 04.09.2012

SOFTECH INFINIUM SOLUTIONS LIMITED.
M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

(Rs. In Lakhs)

CONSOLIDATED CASH FLOW STATEMENT		Year Ended As on 31.3.2012	Year Ended As on 31.3.2011
I	CASH FLOES FROM OPERATING ACTIVITIES		
	Profit before taxes	76.25	56.72
	Adjustments for:		
	Depreciation and amortization expense	47.83	39.80
	Bad debts written off	-	-
	Write back of provision for doubtful debts	-	-
	provision for doubtful advances	-	-
	Advances(written back)/written-off	-	-
	Diminution in value of long-term investments(net)	-	-
	Interest expense	4.48	4.09
	(Profit) / loss on sale of fixed assets (net)	-	-
	Unrealized exchange loss / (gain)	-	-
	Exchange difference on translation of foreign currency cash and cash equivalents	-	-
	Realized exchange gain on redemption of preference shares	-	-
	Dividend income	-	-
	Profit on redemption of mutual funds and sale of other current investment (net)	-	-
	Operating profit before working capital change	128.56	100.61
	Inventories	(21.20)	(225.53)
	Unbilled revenue	-	-
	Trade receivable	27.68	310.77
	Loans and advances and other assets	51.86	(74.89)
	Trade payables, other liabilities and provisions	(67.66)	(157.85)
	Cash generated from operations	119.24	(46.89)
	Taxes paid	(14.36)	(8.75)
	Net cash provided by operating activities	104.88	(55.64)
II	CASH FLOWS FROM INVESTING ACTIVITES		
	Purchase of fixed assets	(0.29)	(144.57)
	Proceeds from sale of fixed assets	-	-
	Adjustment of purchase consideration	-	-
	Purchase of purchase consideration	-	-
	Proceeds from sale / transfer of trade investments	-	-
	Commercial papers purchased	-	-
	Commercial papers matured	-	-
	Purchase of mutual funds and other investments	-	-
	Advances towards investment	-	-
	Loans repaid by subsidiaries	-	-
	Inter-corporate deposits placed	-	-
	Inter-corporate deposits refunded	-	-

SOFTECH INFINIUM SOLUTIONS LIMITED.

	Fixed deposit placed with banks having original maturity over three months	-	-
	Fixed deposit placed with banks matured having original maturity over three months	-	-
	Dividends received from subsidiaries (including exchange gain)	-	-
	Dividends received from other investments	-	-
	Interest received	-	-
	Preliminary expenses not written off	(0.13)	-
	Net cash provided by / (used in) investing activities	(0.42)	(144.57)
III	CASH FLOWS FROM FINANCING ACTIVITES		
	Repayment of borrowings	(118.31)	223.60
	Dividend paid, including dividend tax	-	-
	Interest paid	(4.48)	(4.09)
	Net cash used in financing activities	(122.79)	219.51
	Net (decrease) / increase in cash equivalents:	(18.33)	19.30
	Cash and cash equivalents at beginning of the year	21.35	2.05
	Exchange difference on translation of foreign currency cash and cash equivalents	-	-
	Cash and cash equivalents at end of the year		
	Earmarked balances with banks	-	-
	Short-term bank deposits	-	-
	Cash and Bank balances at the end of the year	3.02	21.35

For and on behalf of the board

As per our Report of even date annexed

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director
Place : Chennai
Date : 04.09.2012

**REPORT OF THE AUDITOR TO THE MEMBERS
OF
M/S. SOFTECH INFINIUM SOLUTIONS LIMITED**

6. I have audited the attached Balance Sheet of **M/s. Softech Infinium Solutions Limited** as at 31st March, 2012 and also the Profit & Loss Account for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management. My responsibility is to express an opinion on these Financial Statements based on my audit.
7. I conducted my Audit in accordance with Auditing Standards generally accepted in India. Those standards require that I plan and perform the Audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the Financial Statements. An audit also includes assessing the Accounting Principles used and significant estimates made by the Management, as well as evaluating the overall Financial Statements presentation. I believe that my Audit provides a reasonable basis for my opinion.
8. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, I enclose in the Annexure, a Statement on the matters specified in Paragraphs 4 and 5 of the said order to the extent they are applicable to the Company.
9. Further to my comments in the Annexure referred to above, I report that:-
 - a) I have obtained all the information and explanation which to the best of my knowledge and belief were necessary for the purpose of my Audit.
 - b) In my opinion, proper Books of Accounts as required by Law have been kept by the Company, so far as it appears from my examination of such books.
 - c) The Balance Sheet, Profit and Loss Account referred to in this Report are in agreement with the Books of Account produced.
 - d) In my opinion the Balance Sheet, Profit & Loss Account dealt with by this Report comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956.
 - e) On the basis of written representation received from the directors, and taken on record by the Board of Directors, in my opinion, none of the directors is disqualified from being appointed as director u/s.274 (1)(g) of Companies Act, 1956.

SOFTECH INFINIUM SOLUTIONS LIMITED.

In my opinion and to the best of my information and according to the explanations given to me, the said Accounts read together with the Notes thereon and significant Accounting Policies, subject to my observation in Para (5) above give a true and fair view in conformity with the Accounting Principles generally accepted in India:-

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012.
- ii. In the case of Profit and Loss Account, Profit for the year ended on that date;

Place : Chennai
Date : 04-09-2012

D.SHARATH KUMAR
CHARTERED ACCOUNTANT
200 / 24568

ANNEXURE REFERRED TO IN MY REPORT OF EVEN DATE:

1. The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
2. I have informed that the fixed assets have been physically verified by the Management at reasonable intervals.
3. Substantial part of the Fixed Assets has not been sold during the year under review affecting Going Concern.
4. The stock of inventory has been physically verified during the year by the management at reasonable intervals. In my opinion the procedure of physical verification of inventory followed by the management reasonably and adequate in relation to the size of the company and the nature of its business. The company is not maintaining proper records of inventory.
5. During the year, the Company has availed Loans from Companies, other parties listed in the Register maintained u/s.301 of the Companies Act, 1956.
6. According to the information and explanations given to me, the transactions are duly entered into the Register maintained under Section 301 of the Companies Act, 1956 for the year under review. The Loans are unsecured, interest free and are not prima facie, prejudicial to the interest of company.
7. In my opinion and according to the information and explanations given to me, there are adequate Internal Control Procedures commensurate with the size of the Company and the nature of its business for the purchase and sale of Fixed Assets. During the course of my Audit, I have not observed any continuing failure to correct major weakness in Internal Control.
8. According to the explanation given to me, there are no transactions of purchase of goods and materials and sale of goods, materials and service made in pursuance of Contracts or Arrangements that are required to be entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs.5 lakhs in respect of any Party during the year.
9. The Company has not accepted any Deposits from the Public during the year. So, the Section 58A prima facie do not apply. The provisions of Section 58AA are not attracted as the Company has not accepted any deposits.
10. In my opinion and according to the information and explanations given to me, the Company has formalized system of internal audit.

SOFTECH INFINIUM SOLUTIONS LIMITED.

11. The Central Government has not prescribed the maintenance of Cost Records under Section 209(1) of the Companies Act, 1956 for any of the products of the Company:
 - a) The examination of the books and records of the company reveal that the Company has not been covered by the provisions of State Insurance, Service Tax Act and Provident Fund Acts.
 - b) The company has no arrears of Central Excise, Sales Tax or other Statutory dues as at 31st March, 2011 for a period of more than six months from the date of becoming payable. During the year under audit, the service tax becomes payable only on receipt of payment from the customer. However for the period 2010-2011 and 2011-2012 there is Income Tax arrears of Rs.8.75 Lakhs and 14.36 Lakhs, which should have been paid by 15/3/2011 and 15/3/2012 respectively as advance tax.
12. The examination of books and records shows that the company has no accumulated losses. The Company has not incurred Cash Losses during this Financial Year covered by my Audit and also has not incurred cash losses in the immediately preceding Financial Year.
13. The Company has no dues to a financial institution or bank or debenture holders during the financial year ended 31st March, 2012.
14. The Company has not granted any Loans or Advance on the basis of Security by way of pledge of Shares, Debentures and other Securities.
15. The Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society. Therefore, Clause 4(xiii) of the Companies (Auditors Report) Order, 2003 is not applicable to the Company.
16. The Company is not dealing in or trading in Shares, Securities, Debentures and other Investments.
17. In my opinion and according to the information and explanations given to me, the Company has not given to any Guarantee for any loans taken by others from Banks and financial institutions.
18. To the best of my knowledge and belief and according to the information and explanations given to me, no term loan was availed by the Company during the year.
19. According to the information and explanations given to me, and on an overall examination of the financial records of the Company, funds have not been raised on short term basis during the year and used for long term investment and vice versa.
20. During the year, the Company has not made any preferential allotment of Shares to Parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956.

SOFTECH INFINIUM SOLUTIONS LIMITED.

21. According to the information and explanations given to me and the Records examined by me, no Debentures have been issued during the year.
22. The Company has not raised any money by way of Public Issue during the year.
23. To the best of my knowledge and belief and according to the information and explanations given to me, no fraud in or by the Company was noticed or reported during the Financial year, that cause the Financial Statements to be materially misstated.

D.SHARATHKUMAR
CHARTERED ACCOUNTANT
200 / 24568.

Place : Chennai
Date : 04-09-2012

SOFTECH INFINIUM SOLUTIONS LIMITED.

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

Regd. Office: 29, "Precision Plaza", New No. 397, Anna Salai, Teynampet, Chennai-600 018.

Balance Sheet as on 31.03.2012

(Rs. In Lakhs)

	Note	As on 31.3.2012	As on 31.3.2011
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	7	400.00	400.00
(b) Reserves and surplus	8	154.93	93.04
(c) Money Received against share warrants		-	-
		554.93	493.04
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings	9	15.11	30.28
(b) Deferred tax liabilities(net)		-	-
(c) other long- term liabilities	9	597.32	700.46
(d) Long-term provisions		-	-
		612.43	730.74
4 Current liabilities			
(a) Trade payables	10	17.37	13.45
(b) other current liabilities	11	57.78	135.29
(c) short- term provisions	12	37.06	31.13
		112.21	179.87
		1,279.57	1,403.65
TOTAL (1+2+3+4)			
II ASSENTS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	13	515.19	514.90
Less: Depreciation		79.52	61.67
		435.67	453.23
(ii) Intangible assets	13	184.95	184.95
Less: Depreciation		82.68	52.70
		102.27	132.25
(iii) Capital work-in –progress		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	14	2.87	2.87
(e) other non-current assets	15	12.35	12.35
		553.16	600.70

SOFTECH INFINIUM SOLUTIONS LIMITED.

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

Regd., Office: Suit No. 29, "Precision Plaza", New No. 397, Anna Salai, Teynampet, Chennai-600 018.

Profit & Loss account for the year ended 31.03.2012

(Rs. In Lakhs)

		Note	Year Ended As on 31.3.2012	Year Ended As on 31.3.2011
I	Revenue from operations	20	934.65	787.35
II	Other income(net)		-	-
III	TOTAL REVENUE		934.65	787.35
IV	<u>Expenses</u>			
	(a) Employee benefit expenses	21	777.98	662.66
	(b) Operation and other expenses	22	28.11	24.20
	(c) Finance costs	23	4.48	4.09
	(d) Depreciation and amortization expense	13	47.83	39.80
	TOTAL EXPENSES		858.40	730.75
V	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		76.25	56.60
VI	Exceptional items (Revenue)	24	-	0.12
VII	Profit before extraordinary items and tax (V+VI)		76.25	56.72
VIII	Extraordinary items (Revenue)		-	-
IX	Profit before tax (VII+VIII)		76.25	56.72
X	Tax expense:			
	(a) current tax		14.36	8.75
	(b) deferred tax		-	-
XI	Profit for the period from continuing operations (VII-VIII)		-	-
XII	Profit from discontinued operations		-	-
XIII	Tax expenses of discontinued operations		-	-
XIV	Profit from discontinued operations (after tax)		-	-
XV	Profit for the period (after tax)		61.89	47.97
XVI	Earnings per equity share:-			
	(1) Basic		1.55	1.20
	(2) Diluted		1.55	1.20
See accompanying notes to the financial statements, forming part of this Profit & Loss Account.				

For and on behalf of the Board

As per our Report of even date annexed

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director

Place : Chennai
Date : 04.09.2012

Notes forming part of the Financial Statements

1) Corporate information:

Softech Infinium Solutions Limited (the “company”) provides a wider range of information technology and consultancy services. The company has its registered office at Chennai and the state of the art R & D Technology centre at the same building with necessary infrastructure for development, training and consultancy activities.

2) Significant accounting policies

- i) The accounts have been prepared on accrual basis convention and materially complies, with mandatory accounting standards issued by the Institute of Chartered Accountants of India and also in accordance with the generally acceptable accounting principles in India. These financial statements have been prepared to comply in all material aspect with the accounting standards contained in Companies (Accounting Standards) Rules, 2006 as notified under Section 211(3C) of the Companies Act, 1956.
- ii) Fixed Assets are stated at historical cost. Deprecation has been provided on Straight line method on pro rata basis at the rates prescribed under Schedule XIV to the Companies Act, 1956.
- iii) Stock is valued at lower of cost or net realizable value
- iv) Miscellaneous Expenses to the extent not written off represent deferred expenses and are to be written off over a period of ten years.

3) The Sales refers to Software consultancy income.

4) The salary include the Salary & Allowances paid to whole time Directors as under (Rs) Nil (Nil)

5) Expenditure in Foreign Currency :

NZD \$	Rs.
299	12,450 (conversion Rate @41.637094 as on 31/3/2012) (Nil)

This is incurred towards formation of SOFTECHIN LIMITED in New Zealand on 31/10/2011 and said company had not commencement any activity. The INR has been arrived at exchange rate as on 31/03/2012 in terms of General Circular No.2 /2011 dated 8/2/2011 of MCA.

6) Varies items pertaining to the previous year were regrouped, reclassified and rounded off pursuant to the revised schedule VI of the Companies Act, 1956 vide Ministry of Corporate Affairs notification reference number S.O. 447(E) dated 28th February, 2011.

- 6) a) Classification of Assets : An asset shall be classified as current when it satisfies any of the following criteria:
 - i. it is expected to be realized in, or is intended for sale or consumption in, the company’s normal operating cycle;
 - ii. it is held primarily for the purpose of being traded;

SOFTECH INFINIUM SOLUTIONS LIMITED.

- iii. it is expected to be realized within twelve months after the reporting date; or
- iv. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non –current.

- 6)b) Classification of Liabilities: A liability shall be classified as current when it satisfies any of the following criteria:
- i. it is expected to be settled in the company’s normal operating cycle;
 - ii. it is held primarily for the purpose of being traded;
 - iii. it is due to be settled within twelve months after the reporting date; or
 - iv. the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

7. SHARE CAPITAL

The Authorised, issued, Subscribed and fully paid-up share capital comprises of equity shares having a par value of Rs. 10 each as follows:

(Rs. In Lakhs)

PARTICULARS	AS ON 31.03.2012	AS ON 31.03.2011
<u>1. SHARE CAPITAL</u>		
Authorised Capital:-		
1,50,00,000/- Equity Share of Rs.10/- Each	1500.00	1500.00
Issued, Subscribed and Paid Up Capital:-		
40,00,000/- Equity Share of Rs.10/- Each	400.00	400.00

- a) Reconciliation of number of shares

(Rs. In Lakhs)

Particulars	As on 31.3.2012		As on 31.3.2011	
	Number of shares	Amount (Lakhs)	Number of shares	Amount (Lakhs)
Equity shares:				
Opening balance	4000000	400.00	4000000	400.00
Changes during the year	-	-	-	-
Closing balance	4000000	400.00	4000000	400.00

- b) Rights, preferences and restrictions attached to shares

Equity shares:

The company has one class of fully paid equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held by him. Any dividend proposed by the Board of Directors is subject to the approval of

SOFTECH INFINIUM SOLUTIONS LIMITED.

the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

- c) Shares held by holding company, its subsidiaries and associates - NIL -
- d) Detail of shares held by shareholders more than 5% of the aggregate shares in the company

(Rs. In Lakhs)

Particulars	As on 31.3.2012		As on 31.3.2011	
	Number of shares	Percentage	Number of shares	Percentage
Equity shares:				
P.N.GOPINATHAN	4,13,112	10.3278	8,06,322	20.16
G CHITRA	2,63,651	6.5912	N.A	N.A
	6,76,763	16.9190	8,06,322	20.16

- e) Shares allotted as fully paid up by way of bonus shares (during 5 year preceding march 31, 2012) - NIL -
- f) Shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment, including the terms and amounts; - NIL -
- g) For the period of five years immediately preceding the date as at which the Balance Sheet is Prepared:
- Aggregate number and class of shares of allotted as fully paid up pursuant to contract(s) without payment being received in cash. - NIL -
 - Aggregate number and class of shares allotted as fully paid up by way of bonus shares. - NIL -
 - Aggregate number and class of shares bought back. - NIL -
- h) Terms of any securities convertible into equity/ preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date. - NIL -
- i) Calls unpaid (showing aggregate value of calls unpaid by directors and officers) - NIL -
- j) Forfeited shares (amount originally paid up) - NIL -
- 8) RESERVES AND SURPLUS
- Reserves and surplus consist of the following reserves;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Reserves	-	-
b) Surplus in statement of Profit and Loss		
i) Opening balance	93.04	45.06

SOFTECH INFINIUM SOLUTIONS LIMITED.

ii) Add: profit for the year	61.89	47.98
iii) Less: appropriations	-	-
a) Interim dividend	-	-
b) Proposed final dividend	-	-
c) Tax on dividend	-	-
d) General Reserve	-	-
iv) Closing balance	154.93	93.04

- 9) **LONG – TERM BORROWINGS – Non current**
 Long – term borrowings consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Secured Loans		
Car HP Loan :		
Non-current (After 12 monthly installments)	15.11	30.28
(Secured by the HP agreement on cars)		
Total	15.11	30.28
b) Other Long- term Liabilities		
i) Unsecured Loans: (non current)		
From Directors	149.07	245.34
From Others :		
Green Winsun Power Pvt Ltd	388.50	399.37
Yadava Dairy Best Pvt Ltd.	59.75	55.75
Total	597.32	700.46

- 10) **TRADE PAYABLES**

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Advance from Customers	17.29	13.45
Creditors	0.08	-
Total	17.37	13.45

- 11) **OTHER CURRENT LIABILITIES**

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Secured Liabilities		
Car HP Loan :		
Current (Next 12 monthly installments)	15.18	13.49
(Secured by the HP agreement on cars)		
b) Unsecured Liabilities		
i) Audit Fees	0.20	0.20
ii) Company Secretaries fees	0.04	0.08
iii) Outstanding Expenses	34.36	113.52
iv) Sale of Land (Advance)	8.00	8.00
Total	57.78	135.29

SOFTECH INFINIUM SOLUTIONS LIMITED.

12) SHORT – TERM PROVISIONS

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Provision for Taxation	22.05	7.69
Provision for Service Tax	14.98	23.37
Provision for TDS	0.03	0.07
Total	37.06	31.13

13) FIXED ASSETS

A) Tangible Assets

PARTICULARS	Dep. %	AT COST				DEPRECIATION			WRITTEN DOWN VALUE	
		As on 01.04.11	Additions during the year	Deletions during The year	As on 31.03.12	As on 31.03.11	Depreciation for the year	As on 31.03.12	As on 31.03.12	As on 31.03.11
Land	-	353.78	-	-	353.78	-	-	-	353.78	353.78
Plant & Machinery	4.75	12.90	-	-	12.90	10.52	0.60	11.12	1.78	2.38
Motor Car	9.5	74.69	-	-	74.69	4.32	7.10	11.42	63.27	70.37
Furniture & Fittings	6.33	8.43	-	-	8.43	4.81	0.53	5.34	3.09	3.62
Electrical Fittings	6.33	2.03	-	-	2.03	1.13	0.13	1.26	0.77	0.90
Office Equipment	4.75	4.99	-	-	4.99	2.59	0.24	2.83	2.16	2.40
Computer	6.21	56.68	0.29	-	56.97	37.46	9.20	46.66	10.31	19.22
Buildings	3.34	1.40	-	-	1.40	0.84	0.05	0.89	0.51	0.56
		514.90	0.29	-	515.19	61.67	17.85	79.52	435.67	453.23

B) Intangible Assets

PARTICULARS	Dep. %	AT COST				DEPRECIATION			WRITTEN DOWN VALUE	
		As on 01.04.11	Additions during the year	Deletions during The year	As on 31.03.12	As on 31.03.11	Depreciation for the year	As on 31.03.12	As on 31.03.12	As on 31.03.11
Computer Software	6.21	184.95	-	-	184.95	52.70	29.98	82.68	102.27	132.25
		184.95	-	-	184.95	52.70	29.98	82.68	102.27	132.25

14) LONG – TERM LOANS AND ADVANCES (Unsecured)

Long – term loans and advances consist of the following:

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Telephone Deposit	0.02	0.02
Rent Advance	2.85	2.85
Total	2.87	2.87

SOFTECH INFINIUM SOLUTIONS LIMITED.

15) OTHER NON – CURRENT ASSETS

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Insurance Claim	12.35	12.35
Total	12.35	12.35

16) INVENTORIES

Inventories consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Work in Progress	48.50	49.25
Software	455.53	433.58
Total	504.03	482.83

17) TRADE RECEIVABLES (Unsecured)

Trade receivables consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Sundry Debtors (More than 6 months Nil (Rs. 0.17 Lakhs)	160.38	188.06
Total	160.38	188.06

18) CASH AND BANK BALANCES

Cash and bank balances consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Cash at Bank	0.86	21.18
Cash in hand	2.16	0.17
Total	3.02	21.35

19) SHORT –TERM LOANS AND ADVANCES (Unsecured)

Short – term loans advances consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
a) Loans and Advances to related parties	-	-
b)Others:		
i) Secured, Considered good	-	-
ii) Unsecured considered good:		
Avenues (India) Pvt. Ltd.	0.01	0.01
Direct Information Pvt. Ltd.	0.03	0.03
TDS Certificate	40.62	40.65
Cameo Corporate Services ltd	0.16	0.02
Advance for Land Purchase	18.00	70.00
Bharathi Axa General Insurance co ltd	0.03	-

SOFTECH INFINIUM SOLUTIONS LIMITED.

Company formation specialists Limited, New Zealand (amount paid for Incorporation of Softechin Limited, Business yet to be commenced.)	0.13	-
Total	58.98	110.71

20) REVENUE FROM OPERATIONS

Revenue from operation consists of revenues from;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Software Consultancy Income	934.65	787.35
Total	934.65	787.35

21) EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Salaries & Allowances	777.27	662.25
Staff Welfare	0.71	0.41
Total	777.98	662.66

22) OPERATION AND OTHER EXPENSES

Operation and other expenses consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Filing Fee	0.09	5.76
Audit Fee (Including 0.10 other consultancy fees)	0.30	0.30
Company Secretaries fees	0.07	0.08
Consultancy charges	0.86	0.60
Listing Fee	0.28	0.25
Demate Fee	0.13	0.13
R & T Agents Fee	0.29	0.18
Insurance	0.14	1.98
Electricity	3.08	2.76
Fuel	0.75	0.35
Travelling & Conveyance (including Rs. 1.86 lakhs incurred for directors)	3.08	1.64
Rent	8.71	7.65
Bank Charges	0.07	0.17
Telephone Charges	1.46	0.48
Postages	0.97	0.34
Printing & Stationery	1.03	0.32
Advertisement	1.94	0.56
financial charges	0.27	-
Repairs & Maintenances	1.53	0.65

SOFTECH INFINIUM SOLUTIONS LIMITED.

Care Rating	0.13	-
Membership fees	0.16	-
Books and prospectors	0.52	-
Right Issue	2.25	-
Total	28.11	24.20

23) FINANCE COSTS

Finance costs consist of the following;

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Interest Expense	4.48	4.09
Total	4.48	4.09

24) Exceptional items (Revenue)

(Rs. In Lakhs)

Particulars	As on 31.3.2012	As on 31.3.2011
Written back off provision for FBT	-	0.12
Total	-	0.12

25) The Company has not collected Service Tax on many Bills and if any liability arises in future, it may be required to remit Service Tax with applicable interest. The quantum cannot be ascertained as company claims that these items are exempted from service tax.

26) In terms of the General Circular No.2 /2011 dated 8/2/2011 of MCA, the company undertakes that annual accounts of the subsidiary company as may be applicable and the related information shall be made available to the shareholders of the holding and subsidiary companies seeking any information at any point of time. Also, kept open for inspection by any shareholders at the Registered Office of the holding company and of the subsidiary company. Further, these hard copy of the details of accounts of subsidiary shall be furnished to shareholder on demand.

27) Disclosure under Clause 32 of the listing Agreement

Amount of loans and advances in nature of loans outstanding from subsidiaries as at March 31, 2012; - NIL - (NIL)

For and on behalf of the board
annexed

As per our Report of even date

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director
Place : Chennai
Date : 04.09.2012

**AUDITOR'S CERTIFICATE TO THE MEMBERS OF
SOFTECH INFINIUM SOLUTIONS LIMITED.**

I have verified the attached Cash Flow Statement for the Period Ended 31.03.2012 of **M/s. SOFTECH INFINIUM SOLUTIONS LIMITED** and I report that:

In my opinion and to the best of information and according to the explanations given to me, the Cash Flow Statement for the Period Ended 31.03.2012 has been prepared in the format prescribed by SEBI and complies the requirements thereon.

D.SHARATH KUMAR
CHARTERED ACCOUNTANT
200 / 24568.

PLACE : CHENNAI
DATE : 04.09.2012

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

(Rs. In Lakhs)

	CASH FLOW STATEMENT	Year Ended As on 31.3.2012	Year Ended As on 31.3.2011
I	CASH FLOES FROM OPERATING ACTIVITIES		
	Profit before taxes	76.25	56.72
	Adjustments for:		
	Depreciation and amortization expense	47.83	39.80
	Bad debts written off	-	-
	Write back of provision for doubtful debts	-	-
	provision for doubtful advances	-	-
	Advances(written back)/written-off	-	-
	Diminution in value of long-term investments(net)	-	-
	Interest expense	4.48	4.09
	(Profit) / loss on sale of fixed assets (net)	-	-
	Unrealized exchange loss / (gain)	-	-
	Exchange difference on translation of foreign currency cash and cash equivalents	-	-
	Realized exchange gain on redemption of preference shares	-	-
	Dividend income	-	-
	Profit on redemption of mutual funds and sale of other current investment (net)	-	-
	Operating profit before working capital change	128.56	100.61
	Inventories	(21.20)	(225.53)
	Unbilled revenue	-	-
	Trade receivable	27.68	310.77
	Loans and advances and other assets	51.73	(74.89)
	Trade payables, other liabilities and provisions	(67.66)	(157.85)
	Cash generated from operations	119.11	(46.89)
	Taxes paid	(14.36)	(8.75)
	Net cash provided by operating activities	104.75	(55.64)
II	CASH FLOWS FROM INVESTING ACTIVITES		
	Purchase of fixed assets	(0.29)	(144.57)
	Proceeds from sale of fixed assets	-	-
	Adjustment of purchase consideration	-	-
	Purchase of purchase consideration	-	-
	Proceeds from sale / transfer of trade investments	-	-
	Commercial papers purchased	-	-
	Commercial papers matured	-	-
	Purchase of mutual funds and other investments	-	-
	Advances towards investment	-	-
	Loans repaid by subsidiaries	-	-

SOFTECH INFINIUM SOLUTIONS LIMITED.

	Inter-corporate deposits placed	-	-
	Inter-corporate deposits refunded	-	-
	Fixed deposit placed with banks having original maturity over three months	-	-
	Fixed deposit placed with banks matured having original maturity over three months	-	-
	Dividends received from subsidiaries (including exchange gain)	-	-
	Dividends received from other investments	-	-
	Interest received	-	-
	Net cash provided by / (used in) investing activities	(0.29)	(144.57)
III	CASH FLOWS FROM FINANCING ACTIVITES		
	Repayment of borrowings	(118.31)	223.60
	Dividend paid, including dividend tax	-	-
	Interest paid	(4.48)	(4.09)
	Net cash used in financing activities	(122.79)	219.51
	Net (decrease) / increase in cash equivalents:	(18.33)	19.30
	Cash and cash equivalents at beginning of the year	21.35	2.05
	Exchange difference on translation of foreign currency cash and cash equivalents	-	-
	Cash and cash equivalents at end of the year		
	Earmarked balances with banks	-	-
	Short-term bank deposits	-	-
	Cash and Bank balances at the end of the year	3.02	21.35

For and on behalf of the board

As per our Report of even date annexed

GOPI NARAYANAN YADAV
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director
Place : Chennai
Date : 04.09.2012

SOFTECH INFINIUM SOLUTIONS LIMITED.

STATEMENT PURSUANT TO GENERAL EXEMPTION UNDER SECTION 212(8)
OF THE COMPANIES ACT,1956 RELATING TO SUBSIDIARY COMPANY (vide
MCA General Circular No. 2/2011 dated 8/2/2011) :

1. Name of Subsidiary Company: SOFTECHIN LIMITED
2. Country: New Zealand
3. Currency: NZD New Zealand Dollar
4. Exchange Rate (31/03/2012): 41.637094
5. Capital: NIL
6. Reserves: Nil
7. Total Assets: Nil
8. Total Liabilities: NZD 299 (INR 12,450) from Softech Infinium Solutions Limited (Holding Co), spent for incorporation). No business commenced.
9. Details of Investment: NIL
10. Turnover: NIL
11. Profit Before Taxation: NIL
12. Provision for Taxation: NIL
13. Profit after Taxation: NIL
14. Proposed Dividend: NIL

For and on behalf of the board

NARAYANAN YADAV
Chairman

M.MURALEEDHARAN
Director
Place : Chennai
Date : 04.09.2012

SOFTECH INFINIUM SOLUTIONS LIMITED
Reg.Office: # 29, Precision Plaza, New No.397, Anna Salai,
Near Vanavil, Teynampet, Chennai - 600 018.

ADMISSION SLIP

Name & Address of Member / Proxy.

Regd. Folio:

I certify that I am registered share holder of the company and hold shares
please indicate whether Member / Proxy.

Member's / Proxy

Signature

- Notes :
1. Shareholder / Proxy holder wishing to attend the meeting must bring this Admission slip and hand over at the entrance duly signed.
 2. Share holders are requested to advise their changes in address.

SOFTECH INFINIUM SOLUTIONS LIMITED
Regd. Office:# 29, Precision Plaza, New No.397, Anna Salai,
Near Vanavil, Teynampet, Chennai - 600 018.

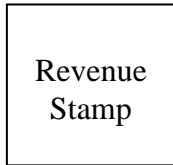
PROXY FORM

I / We
ofbeing a Member / Members of
Softech Infinium Solutions Limited, hereby appoint of
..... or failing him of
.....or failing him of
..... as my / our proxy to attend and vote for me / us on my / our
behalf at the Eighteenth Annual General Meeting of the Company to be held at:
Softech's R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai,
Near Vanavil, Teynampet, Chennai – 600 018 at 10:35 AM on Saturday 29th day of
September 2012 and any adjournment thereof.

As witness my / our hand (s) this day of 2012.

Signed by the said

Folio No.



Note : The Proxy must be returned so as to reach the Registered Office of the Company not less than FORTYEIGHT HOURS before the time for holding the aforesaid meeting.