

17th ANNUAL REPORT

2009-2010

SOFTECH INFINIUM SOLUTIONS LIMITED

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

SOFTECH INFINIUM SOLUTIONS LIMITED

BOARD OF DIRECTORS : Mr.P.N.GOPINATHAN Chairman
Mr.M.MURALEEDHARAN Director
Mr. T.M.R.SATHIYAMURTHY Director
Dr. S.MADHANAKUMAR Director

AUDITORS : Mr.D.SHARATH KUMAR,
Chartered Accountants,
Chennai - 600 040.

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

NOTICE

NOTICE is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING** of “Softtech Infinium Solutions Limited” will be held on Wednesday the 29th day of September, 2010 at 10.35 A.M at the *Softtech’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, 2010.
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 fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“INCREASE IN AUTHORISED CAPITAL:

ORDINARY RESOLUTION:

RESOLVED THAT pursuant to section 97 and other applicable provisions, if any, of the Companies Act, 1956 the authorized capital of the company be and is hereby increased to Rs. 15 Crores (Rupees Fifteen Crores Only) divided into 1.5 crores Equity shares of Rs. 10 each from existing authorized capital of Rs. 4.5 Crores (Rupees Four and Half Crores only) divided into 45,00,000 Equity shares of Rs. 10 each.”

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

“AMENDMENT OF MEMORANDUM OF ASSOCIATION:

RESOLVED THAT: the existing Clause V of the Memorandum of Association of the company and is hereby substituted with the following:

“ V. The Share Capital of the Company is Rs. 15 Crores (Rupees Fifteen Crores Only) divided into One and Half Crores Equity shares of Rs. 10/- (Rupees Ten only) each with rights, privileges and condition attached thereto as are provided by the Articles of Association of the Company. The Company has the power to increase or reduce its capital and to issue any shares in the original or new capital as equity or Preference shares and to attach and / or vary, modify or abrogate to any class of shares such rights, privileges, restrictions or limitations as may from time to time be determined in accordance with the Articles of Association of the company. ”

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

“AMENDMENT OF ARTICLES OF ASSOCIATION:

RESOLVED THAT the existing Article 2 of the Articles of Association of the company be substituted with the following:

“2. The Authorised Share Capital of the Company is Rs. 15 Crores (Rupees Fifteen Crores Only) divided into One and Half Crores Equity shares of Rs. 10/- (Rupees Ten only) each with power to increase or decrease capital in accordance with the provisions of the Companies Act, 1956.” ”

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

“FURTHER ISSUE OF CAPITAL:

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 granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) consent of the shareholders is hereby accorded 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. 30,00,00,000/- (Rupees Thirty 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.

For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

- a) to dispose of and offered 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;

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b) to decide on the terms of the issue of Securities, including the form, timing, issue price, number of shares resulting from conversion, 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.”

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

“BORROWING POWERS:

RESOLVED THAT: pursuant to section 293 and other applicable provisions if any, of the Companies Act,1956, the Board of Directors be and is hereby authorised and shall be deemed to have always been so authorised to raise or borrow from time to time at its discretion either from the company's bankers or from the Directors or from elsewhere on such terms and conditions as to repayment, interest or otherwise as it thinks fit such sums as may be necessary for the purpose of the company up to a limit of Rs. 100 Crores (Rupees One Hundred Crore Only) (exclusive of temporary loans obtained or to be obtained by the company from the company's bankers in the ordinary course of business) outstanding at any time and to create such securities by way of mortgage, charges or otherwise as may be required to be created on all or any of the assets of the company.”

By order of the Board

Date : 02nd September 2010
Place: Chennai

P.N.Gopinathan
Chairman

SOFTECH INFINIUM SOLUTIONS LIMITED.

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 16th September 2010 to 29th September 2010 (both days inclusive).

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

ITEM 4, 5 & 6:

The business of the company is steadily increasing. As there are visible signs of revival of Global Economy, the software business is likely to boom in the coming years. To cope up with the business growth, there is necessity to make capital expenditure for expansion and also increased requirement for working capital. Also, your company plans to make acquisitions of highly viable companies for a stable growth in the near future. The company proposes to increase it's paid up which required the increase in it's authorized capital. This requires passing of these resolutions to increase the authorized capital and to make consequent amendments in the Memorandum and Articles of Association of the Company.

None of the Directors is interested or concerned in the passing of these resolutions.

ITEM 7:

To cope up with the business growth, there is necessity to make capital expenditure for expansion and also increased requirement for working capital. Also, your company plans to make certain acquisitions of highly viable companies for a stable growth in the near future. The further issue of shares requires the passing of this resolution to enable the Board of Directors to make further issue of shares to the shareholders and also to persons other than the shareholders of the Company.

None of the Directors is interested or concerned in the passing of these resolutions.

ITEM 8:

There is necessity to make capital expenditure for expansion and also for increased requirement for working capital. Presently, the company is not having any bank borrowings and with entry into the export market there is greater need for Bank Facilities. Hence, this resolution is proposed to comply with the legal requirements.

None of the Directors is interested or concerned in the passing of this resolution.

By order of the Board

Date : 02nd September 2010
Place: Chennai

P.N.Gopinathan
Chairman

DIRECTORS REPORT

To

THE SHAREHOLDERS OF M/s SOFTECH INFINIUM SOLUTIONS LIMITED.

Yours Directors have great pleasure in presenting the SEVENTEENTH ANNUAL Report of your Company together with Audited statement of Accounts for the year 31st March, 2010.

FINANCIAL RESULTS:

The Financial results of the Company are as follows

	Rs. in lakhs 2009-2010	Rs. in lakhs 2008-2009
Sales and other Income	672.13	309.88
Gross Profit before Depreciation and Tax	74.11	19.69
Depreciation	22.96	17.42
Profit/Loss before Tax	51.15	2.27
Provision for Tax	8.03	0.62
Profit after Tax	43.12	1.65
Proposed Dividend	-	-
Surplus brought forward from previous year	1.94	0.29
Profit and Loss Account Carried over	45.06	1.94

OPERATIONS AND PROSPECTS:

During the period under report, the Company concentrated more into the software area in addition to continuing it's web technologies and dot com business. In view of the Global recovery the scope for software business is very good. The Sales and other Income of the company rose to Rs. 672.13 Lakhs as against Rs. 309.88 Lakhs in the previous year. Also, the profit after tax was Rs. 43.12 Lakhs as against Rs. 1.65 Lakhs previous year.

DIRECTORS:

Mr. Mr. M.MURALEEDHARAN retires by rotation and his reappointment is proposed. Mr. KAMALA KANNAN resigned from the Board from 01/07/2010. Mr. S.MADHANAKUMAR was co-opted as Additional Director with effect from 30/07/2010.

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

AUDITORS:

M/s. D.Sharath Kumar, Chartered Accountants retires at the conclusion of this Annual General Meeting and a Certificate under section 224(1B) of the Companies Act, 1956 has been received from them for reappointment.

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 is having Two Independent directors out of the total of four directors constituting 50% of the Board with 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 and Fifty (50) percent of directors are independent directors.

2. Board of Directors:

(i) Composition and category of directors:

Promoter Professional Non Executive Chairman – 1 (One)

Promoter Group Non Executive Director – 1 (One)

Independent Non Executive Director – 2 (Two)

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL TWELVE (12)
P.N.Gopinathan	Chairman – Non Executive (Promoter)	TWELVE (12)
T.M.R.Sathiyamurthy	Director – Non Executive Independent	TWELVE (12)
M.Muraleedharan	Director-Non Executive (Relative)	TWELVE (12)
S.Kamala Kannan (upto 1/7/2010)	Director – Non Executive Independent	ELEVEN (11)

(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 TWELVE (12) BOARD MEETINGS AND ONE (1) AGM
1.	03-04-2009	THREE (3)
2.	14-07-2009	FOUR (4)
3.	31-07-2009	FOUR (4)
4.	15-09-2009	FOUR (4)

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5.	05-10-2009	FOUR (4)
6.	05-01-2010	FOUR (4)
7.	06-01-2010	FOUR (4)
8.	19-01-2010	FOUR (4)
9.	26-02-2010	FOUR (4)
10.	15-03-2010	FOUR (4)
11.	19-03-2010	FOUR (4)
12.	23-03-2010	FOUR (4)
13.	23-09-2009 (AGM)	FOUR (4)

(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
P.N.Gopinathan	GREEN WINSUN POWER PRIVATE LIMITED	BOD
	YADAVA DAIRY BEST PRIVATE LIMITED	BOD
S.Kamala kannan	VARISOFT INDIA PRIVATE LIMITED	BOD
	V-SYS TECHNOLOGIES PRIVATE LIMITED	BOD

Number of BOD meetings held, dates on which held.

NAME OF DIRECTOR	NAME OF COMPANY	DATES OF BOD
P.N.Gopinathan	GREEN WINSUN POWER PRIVATE LIMITED	14-05-2009, 29-09-2009, 25-11-2009, 25-03-2010.
	YADAVA DAIRY BEST PRIVATE LIMITED	14-05-2009, 29-09-2009, 25-11-2009, 25-03-2010.
S.Kamala kannan	VARISOFT INDIA PRIVATE LIMITED	18-06-2009, 29-09-2009, 25-11-2009, 25-03-2010.
	V-SYS TECHNOLOGIES PRIVATE LIMITED	18-06-2009, 29-09-2009, 25-11-2009, 25-03-2010.

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)
T.M.R.Sathiyamurthy	CHAIRMAN – Non Executive Independent	SEVEN (7)
P.N.Gopinathan	MEMBER – Non Executive (Promoter)	SEVEN (7)
S.Kamala Kannan	MEMBER – Non Executive Independent	SEVEN (7)

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

Sl. No.	DATE OF COMMITTEE MEETING.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	20-04-2009	THREE (3)
2.	20-06-2009	THREE (3)
3.	28-08-2009	THREE (3)
4.	29-09-2009	THREE (3)
5.	24-11-2009	THREE (3)
6.	25-01-2010	THREE (3)
7.	24-03-2010	THREE (3)

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	OF	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL SEVEN(7)
T.M.R.Sathiyamurthy	CHAIRMAN	– Non Executive Independent	SEVEN (7)
P.N.Gopinathan	MEMBER	– Non Executive (Promoter)	SEVEN (7)
S.Kamala Kannan	MEMBER	– Non Executive Independent	SEVEN (7)

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

Sl. No.	DATE OF COMMITTEE MEETINGS.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	20-04-2009	THREE (3)
2.	20-06-2009	THREE (3)
3.	28-08-2009	THREE (3)
4.	29-09-2009	THREE (3)
5.	24-11-2009	THREE (3)
6.	25-01-2010	THREE (3)
7.	24-03-2010	THREE (3)

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	OF	NUMBER OF COMMITTEE MEETINGS ATTENDED. TOTAL SEVEN(7)
T.M.R.Sathiyamurthy	CHAIRMAN	– Non Executive Independent	SEVEN (7)
P.N.Gopinathan	MEMBER	– Non Executive (Promoter)	SEVEN (7)
S.Kamala Kannan	MEMBER	– Non Executive Independent	SEVEN (7)

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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.	20-04-2009	THREE (3)
2.	20-06-2009	THREE (3)
3.	28-08-2009	THREE (3)
4.	29-09-2009	THREE (3)
5.	24-11-2009	THREE (3)
6.	25-01-2010	THREE (3)
7.	24-03-2010	THREE (3)

6. General Body meetings.

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

MEETING	DATE	TIME	PLACE
14 TH AGM	27-9-2007	10.35 A.M	6, OLD No. 27, PILLAIYAR KOIL STREET, ELDAMS ROAD, CHENNAI 600 018.
15 TH AGM	29-9-2008	10.05 A.M	6, OLD No. 27, PILLAIYAR KOIL STREET, ELDAMS ROAD, CHENNAI 600 018.
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

(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 has established adequate mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism provides adequate safeguards against victimization of employees who avail of the mechanism and also provide 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: 02nd September 2010

P.N.Gopinathan
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: Industry is growing in view of steady recovery from Global recession. However, there is some threat of recession from European countries and any way this created opportunity to the company as our overhead cost compared to larger corporation is lower and Foreign buyers are now becoming more cost conscious. Besides, immense opportunities exist in Company's dot com business.
- ❖ Segment-wise or product-wise performance: Software, as an exclusive business has shown a considerable growth this year with increased turnover and entry into export market.
- ❖ 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: With the recovery of economy the cost of manpower increases.

On behalf of the Board of Directors

Place: Chennai
Date: 02nd September 2010

P.N.Gopinathan
Chairman

SOFTECH INFINIUM SOLUTIONS LIMITED.
CERTIFICATES PURSUANT TO CLAUSE 49 OF THE LISTING
AGREEMENT.

CERTIFICATE FROM CEO / CHAIRMAN

TO WHOMSOEVER IT MAY CONERN

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

1. All the Board members and senior management personnel affirmed the compliance for the year 2009-10 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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- (ii) significant changes in accounting policies during the year requiring to disclose in the notes to the financial statements; and
- (iii) 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
02/09/2010**

**P.N.GOPINATHAN
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: 30-07-2010**

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

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

1. I have audited the attached Balance Sheet of **M/s. Softech Infinium Solutions Limited** as at 31st March, 2010 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.
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. 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.
4. 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, 2010.
- ii. In the case of Profit and Loss Account, Profit for the year ended on that date;

Place : Chennai
Date : 30-07-2010

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 Income Tax, Central Excise, Sales Tax or other Statutory dues as at 31st March, 2010 for a period of more than six months from the date of becoming payable.
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, 2010.
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 : 30-07-2010

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

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

Balance Sheet as on 31.03.2010

(Rs. In Lakhs)

	Sch	As On 31.03.2010	As On 31.03.2009
I. Source of Funds:-			
<u>1 Share Holders Funds:</u>			
a) Capital	1	400.00	400.00
b) Reserves & Surplus – Profit & Loss Account		45.06	1.94
<u>2. Loan Funds :</u>			
a) Secured Loans	-	-	-
b) Unsecured Loans:-	2		
From Directors		229.62	222.23
Others		277.52	-
		952.20	624.17
II. Application of funds			
<u>1. Fixed Assets:-</u>			
a) Gross Block	3	555.27	478.83
b) Less: Depreciation		74.57	51.62
c) Net Block		480.70	427.21
	(A)	480.70	427.21
<u>2. Investments</u>	(B)	-	-
<u>3. Current Assets, Loans & Advances:-</u>			
a) Stock in Trade:			
Work-in-Progress		53.50	7.00
Software		203.80	95.95
b) Sundry Debtors		498.83	29.99
(more than 6 months: Rs. 0.78 Lakhs)			
c) Cash & Bank Balances	4	2.05	18.75
d) Loans & Advances	5	38.69	53.87
e) Insurance Claim		12.35	12.35
	(I)	809.22	217.91

SOFTECH INFINIUM SOLUTIONS LIMITED.

4. Current Liabilities & Provisions			
a) Liabilities	6	330.76	22.73
b) Provision for FBT	7	0.12	0.25
c) Provision for Taxation	8	6.84	3.55
	(II)	337.72	26.53
Net Current Assets (I- II)	C	471.50	191.38
5. Miscellaneous Expenditure to the Extent not written off or adjusted	9 (D)	-	5.58
Total (A+B+C+D)		952.20	624.17

Notes to accounts

Schedules 1 to 9 and 11 form part of the above Balance Sheet.

**As per our Report of even date
annexed**

For and on behalf of the Board

P.N. GOPINATHAN
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568

M.MURALEEDHARAN
Director

Place : Chennai

Date : 30.07.2010

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

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

Profit & Loss account for the year ended 31.03.2010

	Sch.	Year Ended As On 31.03.2010 (Rs. in Lakhs)	Year Ended As On 31.03.2009 (Rs. In Lakhs)
<u>INCOME:-</u>			
Sales (Software Consultancy Income)		672.13	309.88
	A	672.13	309.88
<u>EXPENDITURE:-</u>			
Salaries & Allowances		571.75	278.74
Other Expenses	10	16.37	9.74
Filing Fee		0.07	0.08
Revocation Fee to BSE		3.20	-
Listing Fee		0.25	0.26
Demate Fee		0.36	-
R&T Agents Fee		0.06	-
Audit Fee (Include 0.05 Other Consultancy fees)		0.20	0.15
Company Secretaries Fees		0.08	0.06
Consultancy Charges		0.10	-
Preliminary Expenses		5.58	1.11
Provision for Fringe Benefit Tax		-	0.05
	B	598.02	290.19
PROFIT BEFORE DEPRECIATION & TAX	A-B	74.11	19.69
Depreciation		22.96	17.42
PROFIT BEFORE TAX		51.15	2.27
Provision for Taxation		8.03	0.62
Profit after Tax		43.12	1.65
Surplus / Deficit brought forward from P & L A/c		1.94	0.29
		45.06	1.94

Notes to accounts 11

Schedule 10 form part of this profit & Loss Account

For and on behalf of the Board

As per our Report of even date annexed

P.N. GOPINATHAN
Chairman

D.SHARATH KUMAR
Chartered Accountant
200 / 24568.

M.MURALEEDHARAN
Director

Place : Chennai
Date : 30.07.2010

SOFTECH INFINIUM SOLUTIONS LIMITED.

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

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

SCHEDULE TO ACCOUNTS

(Rs. In Lakhs)

PARTICULARS	AS ON 31.03.2010	AS ON 31.03.2009
<u>1. SHARE CAPITAL</u>		
Authorised Capital:- 45,00,000/- Equity Share of Rs.10/- Each	450.00	450.00
Issued, Subscribed and Paid Up Capital:- 40,00,000/- Equity Share of Rs.10/- Each	400.00	400.00
<u>2. UNSECURED LOANS</u>		
From Directors	229.62	222.23
Others:		
Green Winsun Power P Ltd.	274.02	-
Yadava Dairy Best P Ltd.	3.50	-
	507.14	222.23

3. FIXED ASSETS

(Rs. In akhs)

PARTICULARS	Dep. %	AT COST				DEPRECIATION			WRITTEN DOWN VALUE	
		As on 1.04.09	Additions during the year	Deletions during The year	As on 31.03.10	As on 31.03.09	Depreciation for the year	As on 31.03.10	As on 31.03.10	As on 31.03.09
Land	-	353.78	-	-	353.78	-	-	-	353.78	353.78
Plant & Machinery	4.75	12.90	-	-	12.90	9.30	0.61	9.91	2.99	3.60
Motor Car	9.5	-	7.89	-	7.89	-	0.07	0.07	7.82	-
Furniture & Fittings	6.33	7.88	0.55	-	8.43	3.78	0.50	4.28	4.15	4.10
Electrical Fittings	6.33	1.84	0.19	-	2.03	0.88	0.12	1.00	1.03	0.96
Office Equipment	4.75	4.99	-	-	4.99	2.11	0.24	2.35	2.64	2.88
Computer	16.21	51.49	1.81	-	53.30	19.94	8.37	28.31	24.99	31.55
Software (in use)	16.21	44.55	66.00	-	110.55	14.86	13.00	27.86	82.69	29.69
Buildings	3.34	1.40	-	-	1.40	0.74	0.05	0.79	0.61	0.66
		478.83	76.44	-	555.27	51.61	22.96	74.57	480.70	427.22

SOFTECH INFINIUM SOLUTIONS LIMITED.

(Rs. In Lakhs)

	As on 31.03.2010	As on 31.03.2009
4 <u>CASH & BANK BALANCE</u>		
Cash at Bank	1.87	18.27
Cash in hand	0.18	0.48
	2.05	18.75
5 <u>LOANS & ADVANCES</u>		
Telephone Deposit	0.02	0.02
Avenues (India) Pvt.Ltd	0.01	0.01
Direct Information Pvt.Ltd	0.03	0.13
TDS Certificate	35.64	37.76
SGS Corporate Solutions India pvt. Ltd.	-	0.10
Advance for Land Purchase	-	15.00
Rent Advance	2.85	0.85
Cameo Corporate Services Ltd.	0.14	-
	38.69	53.87
6 <u>CURRENT LIABILITIES & PROVISIONS</u>		
<u>Current Liabilities:-</u>		
Audit Fees	0.15	0.10
Company Secretaries fees	0.02	0.02
Outstanding Expenses	291.25	5.09
Sale of Land (Advance)	8.00	8.00
Advances from Customers	31.20	9.52
Listing fee MSE	0.14	-
	330.76	22.73
7 <u>PROVISION FOR FBT</u>		
Provision b/f	0.25	0.20
Provision current year	-	0.05
	0.25	0.25
Less: Paid for FBT	0.13	-
	0.12	0.25
8 <u>PROVISION FOR TAXATION</u>		
Provision b/f	3.55	2.93
Provision current year	8.03	0.62
	11.58	3.55
Less: Paid for Taxation	4.74	-
	6.84	3.55

SOFTECH INFINIUM SOLUTIONS LIMITED.

9	<u>MISCELLANEOUS EXPENDITURE</u> (To the extent not written off or adjusted)		
	Preliminary & Deferred Expenses	-	5.58
		-	5.58
10	<u>OTHER EXPENSES</u>		
	Staff Welfare	0.66	0.39
	Electricity	3.10	1.94
	Traveling & Conveyance (including Rs. 0.80 lacs incurred for directors)	1.33	0.59
	Rent	7.76	4.62
	Bank Charges	0.11	0.17
	Telephone Charges	0.45	0.27
	Postages	0.72	0.43
	Printing & Stationery	0.74	0.44
	Advertisement	0.86	0.51
	Repairs & Maintenances(Other then Motorcar)	0.64	0.38
		16.37	9.74

SOFTECH INFINIUM SOLUTIONS LIMITED.
SCHEDULE – 11

NOTE TO ACCOUNTS :-

- 1 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.
 - ii) Fixed Assets are stated at historical cost. Deprecation has been provided on Straight line method on prorata basis at the rates prescribed under Schedule XIV to the Companies Act, 1956.
 - iii) Stock is valued at lower of cost or net realisable 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.
- 2 The Sales refers to Software consultancy income, includes Export of software for USD 658500.
- 3 The salary include the Salary & Allowances paid to whole time Directors as under (Rs) Nil (Nil)
- 4 Expenditure in Foreign Currency :

USD	Rs.
NIL (NIL)	NIL (NIL)
- 6 The figure relating to last year are reclassified where necessary and rounded off.

For and on behalf of the board

As per our Report of even date annexed

P.N. GOPINATHAN

Chairman

D.SHARATH KUMAR

Chartered Accountant

M.MURALEEDHARAN

Director

200 / 24568.

Place : Chennai

Date : 30.07.2010

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

I have verified the attached Cash Flow Statement for the Period Ended 31.03.2010 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 31.03.2010 has been prepared in the format prescribed by SEBI and complies the requirements thereon.

D.SHARATH KUMAR
CHARTERED ACCOUNTANT
200 / 24568.

PLACE : CHENNAI
DATE : 30.07.2010

M/s. SOFTECH INFINIUM SOLUTIONS LIMITED

CASH FLOW STATEMENT		Rs. In Lakhs	
		31.03.2010	31.03.2009
A	CASH FLOWS FROM OPERATING ACTIVITES :		
	Net Surplus	43.12	1.65
	<i>Adjustments For:</i>		
	Depreciation and Amortisation	28.53	18.53
	Provision for Fringe Benefit Tax	-	0.05
	Provision for Tax	8.03	0.62
	<i>Operating Surplus Before Working Capital Changes</i>	79.68	20.85
	<i>Adjustments For:</i>		
	Increase in Accounts Receivables	(468.84)	20.30
	Increase in Loans & Advances	15.18	(17.35)
	Income Tax paid	(4.74)	-
	FBT Paid	(0.13)	-
	Increase in Creditors for Expenses	308.03	(11.37)
	Increase in Stock:		
	Capital Work-in-Progress	(46.50)	20.50
	Software	(107.85)	(30.15)
	<i>Net Cash From Operating Activities:</i>	(225.17)	2.78
B	CASH FLOWS FROM INVESTING ACTIVITES :		
	Acquisition of Fixed Assets	(76.44)	4.09
	<i>Net Cash From Investing Activities</i>	(76.44)	4.09
C	CASH FLOW FROM FINANCING ACTIVITES :		
	Proceeds from Long - Term Borrowings	284.91	11.48
	<i>Net Cash From Financing activities</i>	284.91	11.48
	Net increase in Cash & Cash Equivalents :	(16.70)	18.35
	Cash & Cash Equivalents as at 01.04.2009	18.75	0.40
	Cash & Cash Equivalents as at 31.03.2010	2.05	18.75

BY ORDER OF THE BOARD

P.N. GOPINATHAN
Chairman

Place : Chennai
Date : 30.07.2010

D. SHARATH KUMAR
Chartered Accountant
200 / 24568

SOFTECH INFINIUM SOLUTIONS LIMITED

**# 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.

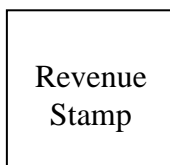
SOFTECH INFINIUM SOLUTIONS LIMITED

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

PROXY FORM

I / We
ofbeing a Member / Members of
Softtech 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 Seventeenth Annual General Meeting of the Company to be held at:
Softtech's R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai,
Near Vanavil, Teynampet, Chennai – 600 018 at 10:05 AM on Wednesday 29th day of
September 2010 and any adjournment thereof.
As witness my / our hand (s) this day of 2010.
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.

BOOK POST

Printed Matter

To

If undelivered please return to Sender:

CAMEO CORPORATE SERVICES LIMITED
Unit: SOFTECH INFINIUM SOLUTIONS LIMITED
"Subramanian Building", V Floor,
1, Club House Road, Chennai - 600 002.