

ANNUAL REPORT  
OF  
SOFTRAK VENTURE INVESTMENT LIMITED  
FOR THE YEAR  
2011-2012

# SOFTRAK VENTURE INVESTMENT LIMITED

## Softrak Venture Investment Limited

### Board of Directors

Mrs. Dipti Shah	Chairman Independent and Non-Executive Director
Mr. Bakan Shah	Independent and Non-Executive Director
Mr. Dilip Shah	Independent and Non-Executive Director

### Auditors

M/s. P. Dalal & Co.,  
Chartered Accountants  
75, Samast Brahmkshatriya Society,  
Bhattha, Paldi, Ahmedabad-380 007

### Registered Office

6<sup>th</sup> Floor, Agrawal Complex,  
C.G. Road, Navrangpura,  
Ahmedabad - 380 009

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# SOFTRAK VENTURE INVESTMENT LIMITED

## NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is here by given that Annual General Meeting of the Company will be held at 6<sup>th</sup> Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad – 380 009 on 28<sup>th</sup> September, 2012 at 11.30 a.m. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March, 2012 and profit & loss account of the company for the year ended on 31<sup>st</sup> March, 2012 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mrs. Dipti Shah who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

For & on behalf of the Board of Director

Date: 31/07/2012

Place: Ahmedabad

Sd/- (Dipti Shah) Director	Sd/- (Dilip Shah) Director	Sd/- (Bakan Shah) Director
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### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2012 to 28<sup>th</sup> September, 2012 (both days inclusive).
3. The Company has appointed M/s. Sharepro Services (India) Private Limited, Mumbai, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to M/s. Sharepro Services (India) Private Limited, Mumbai, Unit: Softrak Venture Investment Limited.
4. The Register of Directors' shareholding, maintained under section 307 of the Companies act, 1956, will be available for inspection by the members at the AGM.

## SOFTRAK VENTURE INVESTMENT LIMITED

5. The Register of Contracts, maintained under section 301 of the companies Act, 1956, will be available by the members at the registered office of the Company.
6. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
7. Members are requested to bring their copies of the Annual Report to the Meeting.
8. The Company is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of "GREEN INITIATIVES" in corporate governance.
9. Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
10. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Sharepro Services (India) Private Limited, Mumbai quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
11. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.
12. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

**For & on behalf of the Board of Director**

**Date: 31/07/2012**  
**Place: Ahmedabad**

Sd/-	Sd/-	Sd/-
(Dipti Shah)	(Dilip Shah)	(Bakan Shah)
Director	Director	Director

# SOFTRAK VENTURE INVESTMENT LIMITED

## DIRECTORS' REPORT

To,  
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2011-2012.

### **FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

Particulars	Year Ended 31.03.2012 (Rs. In lacs)	Year Ended 31.03.2011 (Rs. In lacs)
Gross Sales/Income	0.53	0.13
Less Depreciation	0.00	0.00
Profit/(Loss) before Tax	(429.33)	(429.51)
Taxes/Deferred Taxes	Nil	Nil
Profit/(Loss) After Taxes	(429.33)	(429.51)
P& L Balance b/f	(4044.73)	(3615.22)
Profit/ (Loss) carried to Balance Sheet	(4474.07)	(4044.73)

### **PARTICULARS OF EMPLOYEES:**

There is no employee receiving salary of Rs. 24 Lac per annum or Rs. 2 Lac per month during the 12 Months period ended 31<sup>st</sup> March, 2012, the details as required to be furnished under section 217(2A) of the companies Act 1956 read with the Companies (Particulars of employee) Rules, 1975 as amended.

### **DIRECTORS:**

Mrs. Dipti Shah, Directors of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer them for re-appointment.

### **RESPONSIBILITY STATEMENT:**

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts.

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

# **SOFTRAK VENTURE INVESTMENT LIMITED**

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

As required under rule 3 of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

## **APPOINTMENT OF AUDITORS:**

M/S. P. Dalal & Co., Chartered Accountants, Ahmedabad, the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company for the next year till the conclusion of next Annual General Meeting of the Company.

## **PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Bombay Stock Exchange.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

## **REPORT ON CORPORATE GOVERNANCE:**

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

## **SEGMENT:**

Your Company is engaged in a single segment only.

## **ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

**For & on behalf of the Board of Director**

**Date: 31/07/2012**  
**Place: Ahmedabad**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>(Dipti Shah)</b>	<b>(Dilip Shah)</b>	<b>(Bakan Shah)</b>
<b>Director</b>	<b>Director</b>	<b>Director</b>

# SOFTRAK VENTURE INVESTMENT LIMITED

## Report on Corporate Governance

(Pursuant to Clause 49 of the Listing Agreement)

### A. Mandatory Requirements

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

#### 1. COMPANY'S PHILOSOPHY

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics. These two main drivers, together with the company's ongoing contributions to the local communities it operates in through meaningful and relevant Corporate Social Responsibility initiatives add to enhance the stakeholders value.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

#### 2. BOARD OF DIRECTORS

##### 2.1 Composition of Board of Directors as on date of Report:

The Board of Directors as at 31<sup>st</sup> March, 2012 comprises of three non-executive directors. The Chairman is a non-executive director.

Name of Director	Category
Mrs. Dipti Shah	Chairman Independent and Non-Executive Director
Mr. Bakan Shah	Independent and Non-Executive Director
Mr. Dilip Shah	Independent and Non-Executive Director

##### 2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

##### 2.3 Board Meetings and Attendance Record of Directors:

The meetings of the Board of Directors are held at periodical intervals and are generally at the Board Room of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the

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directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 10 times on the following dates:  
22/04/2011, 23/05/2011, 20/06/2011, 12/07/2011, 16/08/2011, 19/09/2011,  
25/10/2011, 21/11/2011, 25/01/2012, 27/02/2012

## **Extra Ordinary General Meeting:**

No Extra Ordinary General Meeting held during the year under review.

## **Postal Ballot Resolution:**

No postal ballot resolution was passed during the year under review.

Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of other Directorship	No. of Board Meeting attended
Mrs. Dipti Shah	Chairman Independent and Non-Executive Director	N.A	10
Mr. Bakan Shah	Independent and Non-Executive Director	N.A	10
Mr. Dilip Shah	Independent and Non-Executive Director	N.A	10

## **2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting**

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mrs. Dipti Shah retires by rotation at the ensuing Annual General Meeting and offers them for re-appointment.

### **Profile of Mrs. Dipti Shah Director being appointed u/s 269 of the Companies Act, 1956**

Name	Mrs. Dipti Shah
Date of Birth	01/11/1960
Date of Appointment	11/10/1999
No. of shares held in the company	Nil
No. of warrants held in the company	N.A.
Directorship in other company	Nil



# SOFTRAK VENTURE INVESTMENT LIMITED

## 2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31<sup>st</sup> March, 2012 and the same is reproduced herein below :

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	Mrs. Dipti Shah	--	--	--
2.	Mr. Bakan Shah	--	--	--
3.	Mr. Dilip Shah	--	--	--

## 3. COMMITTEE OF BOARD

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

### 3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956 as below.

#### a. Composition:

As on 31.03.2012, the Audit Committee comprised of three Directors namely:

Mrs. Dipti Shah	Chairman and Non Executive & Independent Director
Mr. Bakan Shah	Member -Non Executive & Independent Director
Mr. Dilip Shah	Member -Non Executive & Independent Director

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

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The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

## **Brief description of terms of reference:**

A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:

- Review the financial reporting process and disclosure of its financial information
- Review with the management, Annual financial statements before submission to the Board
- Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- Review the company's accounting and risk management policies
- Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
- Review quarterly financial statement.
- Review internal investigations made statutory/ Internal Auditors.
- Scope of Statutory/ Internal Audit
- Review fixed deposits/repayment systems etc.
- Any other applicable functions as described in Corporate Governance.
- Review related party transactions.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly apprised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.

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- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee were held during Financial Year 2011-12 The dates on which the said meetings were held as follows:

22/04/2011	12/07/2011	25/10/2011	25/01/2012
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### 3.2 Remuneration Committee:

The remuneration committee of the Company comprises of Mrs. Dipti Shah as a Chairman and members as Mr. Bakan Shah and Mr. Dilip Shah.

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director etc.

There was no meeting of Remuneration Committee during the Financial Year 2011-12.

### 3.3 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Sr. No.	Name	Position
1	Mrs. Dipti Shah	Chairman
2	Mr. Bakan Shah	Member
3	Mr. Dilip Shah	Member

Mrs. Dipti Shah Chairman and Non Executive Director of the company was heading the committee as well as she was designated as the Compliance officer of the Company.

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations

The members of Committee meet 4 times in the following year:

25/04/2011	20/07/2011	21/10/2011	28/01/2012
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The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31<sup>st</sup> March, 2012 is given below :

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Complaints Status: 01.04.2011 to 31.03.2012

- Number of complaints received so far : Nil
- Number of complaints solved : Nil
- Number of pending complaints : Nil

## 4. GENERAL BOARD MEETING:

a. Location and time where last three AGMs were held:

Year of AGM	Date of the AGM	Time	Place of AGM Held
2009	30/09/2009	11:30	6 <sup>th</sup> Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009
2010	30/09/2010	11:30	6 <sup>th</sup> Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009
2011	30/09/2011	11:30	6 <sup>th</sup> Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009

(b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in previous Three Annual General Meeting for the year:

### 2011

No special resolution passed in the year under review.

### 2010

No special resolution passed in the year under review.

### 2009

No special resolution passed in the year under review.

### EXTRA ORDINARY GENERAL MEETING DURING THE YEAR 2011-12

No Extra Ordinary General Meeting held during the financial year under review.

## 5. DISCLOSURES:

a. Materially significant related party transactions:

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have not been provided in Notes forming parts of Accounts.

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b. During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non- Compliance of any matter related to the capital market.

## 6. CEO/CFO CERTIFICATION:

(Under Clause 49(V) of Listing Agreement)

We Certify that --

a. We have reviewed the financial statements and the cash flow statement for the year 2011-12 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 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 our knowledge and belief, no transactions entered into by the Company during the year 2011-12 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

- Significant changes in internal control over the financial reporting during the year 2011-12;
- Significant changes in accounting policies during the year 2011-12 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we 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 the financial reporting.

## 7. MEANS OF COMMUNICATIONS:

The half Yearly and quarterly results of the Company were not published in any news paper but regularly forwarded to the Bombay Stock Exchange where the Company's share are listed. The Company has not considered it necessary to circulate half yearly results at the residence of shareholders as there is no significant up and down in the activities of the company having material impact on the shareholders interest.

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The Company's financial results and official news releases are displayed on the Company's website i.e. [www.softrakventure.com](http://www.softrakventure.com)

Further the Company has not made any presentation to any financial institutional Investors/analysts or banks during the year.

## 8. GENERAL SHAREHOLDER INFORMATION:

- a. Annual General Meeting: Date, Time and venue: 28<sup>th</sup> September, 2012, at 11.30 a.m. at the Registered Office of the Company.
- b. Financial Year: 1<sup>st</sup> April 2011 to 31<sup>st</sup> March, 2012.
- c. Financial Calendar:  
  
1<sup>st</sup> quarterly results – second week of August, 2011  
  
2<sup>nd</sup> quarterly results – second week of November, 2011  
  
3<sup>rd</sup> quarterly results – second week of February, 2012.  
  
4<sup>th</sup> quarterly results – second week of May, 2012.
- d. Date of Book Closure: 17<sup>th</sup> September, 2012 to 28<sup>th</sup> September, 2012
- e. Dividend Payment Date: N.A.
- f. Listing of Equity Shares on Stock Exchanges: The Company has paid Annual Listing Fees to the Stock Exchanges where the Company's shares are listed for the financial Year upto 21-02-2003.
- g. Stock Code: BSE 531529
- h. Demat ISIN number: **INE562E01013**
- i. High / Low of Monthly Market Price of the Companies Equity Shares traded on Bombay Stock Exchange during the financial year 2011-2012 are furnished below:  
  
The trading of equity shares of the Company was suspended during the year and hence no Market Price Data is available during the year under review.
- j. Performance of the Company's shares in comparison with broad-based indices as BSE's Sensex: The Company has nothing to report on the matter.
- k. Registered and Transfer Agent: The Company has appointed M/s Sharepro Services (India) Private Limited as Registrar and Share Transfer Agent of the Company.

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l. Share Transfer System: Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

m. Distribution of Shareholding as on Dated 31.03.2012

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	No.	% to total	In Rs.	% to total
Up to	5,000	643	42.64	2506410	0.56
5,001 to	10,000	341	22.61	3197700	0.71
10,001 to	20,000	192	12.73	3408800	0.76
20,001 to	30,000	88	5.84	2421180	0.54
30,001 to	40,000	37	2.45	1368370	0.30
40,001 to	50,000	62	4.11	3024000	0.67
50,001 to	1,00,000	77	5.11	6294000	1.40
1,00,001 &	above	68	4.51	428558540	95.07
<b>Total</b>		<b>1508</b>	<b>100.00</b>	<b>450779000</b>	<b>100.00</b>

n. Shareholding pattern as on 31.03.2012

acting in concert including promoter/directors group		
Companies	203000	0.45
b. Mutual Fund/Trust	NIL	0.00
c. Financial Institution Banks	NIL	0.00
d. Bodies Corporate	113450	0.25
e. Indian public	44761450	99.30
<b>TOTAL</b>	<b>45077900</b>	<b>100</b>

Dematerialization of shares: As on 31.03.2012. Demated shares accounted for 44827200 Equity Shares of total equity.

Outstanding GDR / ADR / Warrants: Not Applicable

O. Address for communication:

Softtrak Venture Investment Limited  
 Regd Off.  
 6<sup>th</sup> Floor, Agrawal Complex,  
 C.G. Road, Navrangpura,  
 Ahmedabad - 380 009.

# **SOFTRAK VENTURE INVESTMENT LIMITED**

## **Declaration of compliance with the code of conduct**

All the Directors and senior management personal have, respectively, affirmed compliance with the code of conduct as approved and adopted by the Board of Directors.

**For & on behalf of the Board of Director**

**Date: 31/07/2012**  
**Place: Ahmedabad**

<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>(Dipti Shah)</b>	<b>(Dilip Shah)</b>	<b>(Bakan Shah)</b>
<b>Director</b>	<b>Director</b>	<b>Director</b>



# SOFRÆK VENTURE INVESTMENT LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT

Due to the age of the Information Technology Industry and its links with the social structure, the organizational structure that has emerged is a very complex one containing within it elements of continuity with traditional structures of small scale industries, as well as those that represent a break with them evolving as a much more organized and large scale industry like your Company.

Small scale reservation has been in existence for the Components and Technology products industry when reservation was extended from small Technology sector to a large number of industries where small scale is important. Post nineties there has been a gradual de-reservation and the entire Technology sector is now 'de-licensed' and 'de-reserved', paving the way for expansion on modern lines with state-of-the-art machinery and equipment. De-reservation thus constituted a major aspect of the changed conceptualization of small scale thereby increasing the export potential of the industry as a whole.

The changing lifestyles coupled with the increasing affluence of consumers is likely to lead to enhanced demand in the domestic market and export demand is expected to grow in days to come due to improved quality and cost competitiveness. Softrak Venture Investment Limited being an established player having object to carry on the business of industrial utilization of Technology products

### OPPORTUNITIES AND THREATS

The Indian economy continues to stride forward and the last couple of years have witnessed impressive economic growth with the GDP growing at the rate of 8 -10%. Combined with the large opportunity from the huge domestic market and a burgeoning middle class, which is slated to grow ten times over the next fifteen years, the Indian economy presents great opportunities for business in India. It is expected that disposable income per capita will increase in India over the next few years.

With the rise in disposable and exposure in fashion trends, consumers today are on the lookout for technology and accessories that are high on the fashion aspect, without compromising on quality. Upwardly mobile youth are spending more on natural product and thrust is on variety and international trends. Professional women are increasingly spending more on technology products and this creates a new opportunity in the market to expand. Softrak Venture Investment Limited enjoys a very strong brand positioning with consumers in the Indian market and is quick to evolve its products to meet the changing needs of today's customers. Today, the Company is all set to emerge as a vibrant lifestyle brand offering fashionable products to consumers at an affordable price.

Organized retailers in India are also facing a threat from 'non-specialist' retailers like apparel retailers diversifying into natural product and discount hypermarkets and retailers introducing and promoting their own brands at competitive prices. These non-specialist retailers are likely to grow their market shares by increasing the range

## **SOFRAK VENTURE INVESTMENT LIMITED**

of products offered, and shopping merchandizing space allocated to their own product. Your Company is prepared to meet these challenges by increasing the coverage open big stores, in best locations, shopping malls and developing aggressive product & pricing strategies to meet the expectation of the customers.

The challenge of real estate management for any retailer in India today is very large as the continuous evolution of modern retail spaces, combined with steep increase in rentals, presents real challenges. Your Company has been managing this challenge with negotiating low rentals for all new stores and reducing rentals in existing stores.

### **SEGMENT WISE OR PRODUCTWISE PERFORMANCE**

Softrak Venture Investment Limited operates in only one segment in which it manufactures Technology products other useful raw material for new product.

### **OUTLOOK**

Softrak Venture Investment Limited India's focus has been on expanding the presence of its stores, training employees, improving its product quality, collection, customer service and reducing the aged stock. Due to Company's strategy of aggressive retail expansion, up gradation of collection, Its entry into the safety natural product market has been equally successful.

Going forward, the Company remains committed to its shareholders and will continue to deliver great results with its strategy of retail and wholesale expansion, improvement in customer service, and by delivering to its customer's great products at great prices, which will ensure the continued success of Softrak Venture Investment Limited.

### **RISKS AND CONCERNS**

#### **CONTINGENT LIABILITY**

There are no claims against the Company which have to acknowledge as debts which mentions in schedules to the Statement of Accounts. On the basis of current status of these positions there is no requirement for any legal advice obtained, the Company is confident that no provision is required in respect of Company at this point in time.

#### **RISK RELATED TO CHANGES IN LAWS AND REGULATIONS**

Any adverse change in the laws and regulations governing the natural product and Agro industry could affect the business and financial condition of the Company.

#### **INTERNAL CONTROL SYSTEMS**

The Company has an adequate system of internal controls in place to ensure that all assets are safeguarded and protected and that all transactions are authorized, recorded and reported correctly.

# **SOFTRAK VENTURE INVESTMENT LIMITED**

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company has negative growth for some years but the Management is confident of turn around soon, barring unforeseen circumstances.

The Company is deploying its internal accruals for aggressive expansion program.

### **CAUTIONARY STATEMENT**

Statements in the Management's discussion and analysis report describing the Company's estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in Government regulations, tax regimes, economic developments within the country and outside the country and other factors such as litigation and labour negotiations.

### **CONCLUSION**

The Directors place on record their sincere appreciation for the cooperation and support received from investors, our dear shareholders, customers, business associates, vendors as well as regulatory and governmental authorities.

The Directors appreciate the invaluable contribution of the management team in performing an outstanding job in taking the Company to greater heights and also thank the employees for the significant contribution made by them to the Company's progress.

We would like to specifically thank your Chairman for the untiring work in the re-organization of our company.

**For & on behalf of the Board of Director**

**Date: 31/07/2012**

**Place: Ahmedabad**

**Sd/-  
(Dipti Shah)  
Director**

**Sd/-  
(Dilip Shah)  
Director**

**Sd/-  
(Bakan shah)  
Director**

# **SOFRÆK VENTURE INVESTMENT LIMITED**

## **Auditors' Compliance Certificate**

To,  
The Members,  
**SOFRÆK VENTURE INVESTMENT LIMITED**  
6<sup>th</sup> Floor, Agrawal Complex,  
C.G. Road, Navrangpura,  
Ahmedabad - 380 009

We have examined the compliance of Corporate Governance by SOFRÆK VENTURE INVESTMENT LIMITED for the year ended on **31<sup>st</sup> March, 2012**, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, P. Dalal & Company,  
Chartered Accountants**

**Date: 31/07/2012  
Place: Ahmedabad**

**Sd/-  
P. S. Dalal  
(Proprietor)  
M. No. 37983**

# SOFRÆK VENTURE INVESTMENT LIMITED

## Auditors' Report

### Auditors' Report to the members of SOFRÆK VENTURE INVESTMENT LIMITED

We have audited the attached Balance Sheet of **Softrak Venture Investment Limited** as at **March 31, 2012**, and the Profit and Loss Account for the year ended on that date, annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we 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 disclosures in the Financial Statements. An audit also includes assessing the Accounting Principles used and significant estimates made by Management, as well as evaluating the overall Financial Statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as were considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs as under of the said order.

Further to our comments in the Annexure referred to above, we report that:

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account, as required by the law, have been kept by the Company, so far as appears from our examination of those books;
- (c) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

## **SOFTRAK VENTURE INVESTMENT LIMITED**

- (e) On the basis of the written representations received from the Directors, as on 31<sup>st</sup> March, 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a Director in terms of Clause (g) of Sub-Section (1) of Section 274 of Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit & Loss Account, give the information required by the Companies Act, 1956, in the manner so required and give as true and fair view in conformity with the Accounting Principles generally accepted in India:
- (i) In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
- (ii) In so far as it relates to the Profit and Loss Account, of the profit of the Company for the year ended on that date.

**Date: 31/07/2012**  
**Place: Ahmedabad**

**For, P. Dalal & Company,**  
**Chartered Accountants**

**Sd/-**  
**P. S. Dalal**  
**(Proprietor)**  
**M. No. 37983**

# SOFTRAK VENTURE INVESTMENT LIMITED

*Annexure referred to in paragraph II of our report of even date*

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All fixed assets have not been physically verified by the management during the year but there is a regular verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
  - (c) There was no substantial disposal of fixed assets during the year.
- (2) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
  - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (3) As informed to us, the Company granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (5) According to the information and explanations given to us, the Company has not entered into any transaction that needs to be entered into the register maintained under section 301 of the Act.
- (6) The Company has not accepted any deposits from the public.
- (7) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (8) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- (9) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

## SOFTRAK VENTURE INVESTMENT LIMITED

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records given by the Company, no dues outstanding of sales-tax, Investor education and protection fund, income-tax, custom duty, wealth-tax, excise duty and cess on account of any dispute:
- (10) The Company's accumulated losses at the end of the financial year are not less than fifty percent of its net worth. Further, the Company has not incurred any cash losses in the current financial year.
- (11) Based on our audit procedures and as per the information and explanations given by the management, there is no Outstanding Balance of secured loans.
- (12) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (13) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (14) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (15) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (16) In our opinion and according to the information and explanations given to us by the management, term loans are applied for the purpose for which the loans were obtained.
- (17) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment
- (18) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (19) The Company has not issued any debentures during the year.
- (20) The Company has not raised any money by public issues during the year.



## **SOFTRAK VENTURE INVESTMENT LIMITED**

- (21) During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**Date: 31/07/2012**  
**Place: Ahmedabad**

**For, P. Dalal & Company,  
Chartered Accountants**

**Sd/-  
P. S. Dalal  
(Proprietor)  
M. No. 37983**

# SOFTRAK VENTURE INVESTMENT LIMITED

Balance Sheet as at 31st March, 2012			
Particulars	Note No	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	450,779,000	450,779,000
(b) Reserves and Surplus	2	(447,406,825)	(404,473,210)
<b>(2) Non-Current Liabilities</b>			
(a) Deferred tax liabilities (Net)	3	-	-
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	4	-	-
(b) Trade payables	5	-	-
(c) Other current liabilities	6	970,000	920,000
(d) Short-term provisions	7	-	-
<b>Total</b>		<b>4,342,175</b>	<b>47,225,790</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	8	-	-
(ii) Capital work-in-progress		-	-
(b) Non-current investments	9	-	-
(c) Long term loans and advances	10	4,250,000	4,250,000
(d) Other non-current assets	10	-	-
<b>(2) Current assets</b>			
(a) Inventories	11	-	-
(b) Trade receivables	12	75,690	42,975,690
(e) Cash and cash equivalents	13	16,485	100
(f) Short-term loans and advances	14	-	-
(g) Other current assets	15	-	-
<b>Total</b>		<b>4,342,175</b>	<b>47,225,790</b>
<b>For, P. Dalal &amp; Co.</b> Chartered Accountants		<b>for and on behalf of the Board</b> Softrak Venture Investments Limited	
Sd/- Prashant Dalal (Proprietor) Membership No. 37983 Place : Ahmedabad Dated: 31/07/2012	Sd/- Diptiben Shah Director	Sd/- Dilipbhai Shah Director	Sd/- Bakan Shah Director
	Place : Ahmedabad Dated: 31/07/2012		

# SOFRÆK VENTURE INVESTMENT LIMITED

Statement of Profit and Loss for the year ended 31st March, 2012				
	Particulars	Note No	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
I.	Revenue from operations	16	50,885	10,000
II.	Other Income	17	2,000	2,500
III.	Total Revenue (I +II)		52,885	12,500
IV.	Expenses:			
	Cost of materials consumed	18	-	-
	Purchase Cost of Stock in Trade	19	-	-
	Changes in inventories of finished goods and Stock-in- Trade	20	-	-
	Employee benefit expense	21	12,000	-
	Financial costs	22	-	-
	Depreciation and amortization expense	8	-	-
	Other expenses	23	74,500	63,500
	Bad Debts Written Off		42,900,000	42,900,000
	Total Expenses		42,986,500	42,963,500
V.	Profit before tax (III - IV)		(42,933,615)	(42,951,000)
VI.	Tax expense:			
	(1) Current tax		-	-
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-
VII.	Profit/(Loss) for the period (XI + XIV)		(42,933,615)	(42,951,000)
VIII.	Earning per equity share:			
	(1) Basic		(8.07)	(8.07)
	(2) Diluted		(8.07)	(8.07)

**As per our report of even date**

**For, P. Dalal & Co.**

**for and on behalf of the Board**

**Chartered Accountants**

**Softrak Venture Investments Limited**

**Sd/-  
Prashant Dalal  
(Proprietor)**

**Sd/-  
Diptiben Shah  
Director**

**Sd/-  
Dilipbhai Shah  
Director**

**Sd/-  
Bakan Shah  
Director**

**Membership No. 37983**

**Place : Ahmedabad  
Dated: 31/07/2012**

**Place : Ahmedabad  
Dated: 31/07/2012**

# SOFTRAK VENTURE INVESTMENT LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2012

Particulars	AMOUNT 2011-2012	AMOUNT 2010-2011
<b>A.CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	-42933615.00	-42951000.00
Adjustments for		
Depreciation	0.00	0.00
Share/Debentre Issue Expenses written off	0.00	0.00
Preliminary Expenses Written off	0.00	0.00
Excess provision for Taxation/Dividend written back	0.00	0.00
	-42933615.00	-42951000.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		
Adjustments for increase/decrease in :		
Trade and Other Receivables	42900000.00	42900000.00
Inventories	0.00	0.00
Trade & Other Payables	50000.00	50000.00
<b>CASH GENERATED FROM OPERATIONS</b>	16385.00	-1000.00
Interest Paid	0.00	0.00
Direct Taxes Paid (TDS deducted from various income)	0.00	0.00
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	16385.00	-1000.00
<b>EXTRAORDINARY ITEMS</b>	0.00	0.00
<b>NET CASH FROM OPERATING ACTIVITES (A)</b>	16385.00	-1000.00
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	0.00	0.00
Sales of Fixed Assets	0.00	0.00
Purchase of Investments/Increase in Investment	0.00	0.00
Sales of Investments/Decrease in Investment in AOP	0.00	0.00
Interest/Dividend Received	0.00	0.00
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>0.00</b>	<b>0.00</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Capital	0.00	0.00
Proceeds from Long Term Borrowings	0.00	0.00
Proceeds from Short Term Borrowings	0.00	0.00

# SOFTRAK VENTURE INVESTMENT LIMITED

Share/Debenture Issue		
Expenses/Preliminary Expenses	0.00	0.00
Increase/(Decrease) in Unsecured Loan	0.00	0.00
Increase/(Decrease) in Current Liabilities		
Dividend Paid	0.00	0.00
<b>NET CASH USED IN FINANCING ACITIVITES ( C)</b>	<b>0.00</b>	<b>0.00</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>16385.00</b>	<b>-1000.00</b>
CASH AND CASH EQUIVALENTS AS AT 1.4.2011	100.00	1100.00
CASH AND CASH EQUIVALENTS AS AT 1.4.2012	16485.00	100.00
<b>NET INCREASE/DECREASE IN CASH EQUIVALENTS</b>	<b>16385.00</b>	<b>-1000.00</b>
NOTE : FIGURES IN BRAKETS SHOWS OUTFLOW		

### AUDITORS CERTIFICATE

We have examined the above Cash Flow Statemnt of SOFTRAK VENTURE INVESTMENT LIMITED, AHMEDABAD for the year ended 31st March, 2012. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.

**As Per our Attached Report of even date**

**For P. Dalal & Co.  
Chartered Accountants**

**Sd/-  
Prashant Dalal  
Proprietor  
M. No.: 37983**

**Place : Ahmedabad  
Date: 31/07/2012**

# SOFTRAK VENTURE INVESTMENT LIMITED

## NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
1	<b>Share Capital</b>		
	Equity Share Capital		
	Authorised Share capital (4,51,00,000 Equity Shares of Rs 10/- each)	451,000,000	451,000,000
	Issued, Subscribed & fully Paid Share Capital 4,50,77,900 Equity Shares of Rs.10/- each (Previous Year : 4,50,77,900)	450,779,000	450,779,000
	<b>Total</b>	<b>450,779,000</b>	<b>450,779,000</b>
	<b>ii) Reconciliation of the number of shares;</b>		
	No. of Equity shares issued at the beginning of the period	45,077,900	45,077,900
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	45,077,900	45,077,900
	<b>ii) List of Shareholder holding more than 5% of shares</b>	<b>No of Shares</b>	<b>% of holding</b>
		-	0.00%
		-	0.00%
		-	0.00%
Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
2	<b>Reserves and Surplus</b>		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	<b>Profit &amp; Loss account</b>		
	OPENING BALANCE	(404,473,210)	(361,522,210)
	ADDITION DURING THE YEAR	(42,933,615)	(42,951,000)
	<b>TRANSFERRED TO RESERVES AND SURPLUS</b>	<b>(447,406,825)</b>	<b>(404,473,210)</b>
	<b>Total</b>	<b>(447,406,825)</b>	<b>(404,473,210)</b>

## SOFTRAK VENTURE INVESTMENT LIMITED

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
3	<b>Deferred Tax Liability</b>		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
4	<b>Short-terms borrowings</b>		
	<b>Secured</b>		
	<b>CASH CREDITS/ OVERDRAFTS</b>	-	-
		-	-
	<b>Unsecured</b>	-	-
		-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
5	<b>Trade Payables - Current</b>		
	Unsecured and considered good	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
6	<b>Other current liabilities</b>		
	Other payables	970,000	920,000
	Unsecured and considered good		
	<b>Total</b>	<b>970,000</b>	<b>920,000</b>

## SOFTRAK VENTURE INVESTMENT LIMITED

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
7	<b>Short-term provisions</b>		
	Provision for Income Tax	-	-
	Provision for the Expenses	-	-
	Provision for the Service Tax	-	-
	VAT/CST Payable	-	-
	Provision for Tax Deducted at Source	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
9	<b>Non-current investments</b>		
	Investments in Equity instruments		
	<b>UNQUOTED</b>	-	-
	<b>QUOTED</b>	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
10	<b>Long Term Loans and Advances</b>		
	<b>Unsecured considered good</b>		
	Capital Advances	-	-
	Other loans and advances	4,250,000	4,250,000
	<b>Long Term Loans and Advances</b>	<b>4,250,000</b>	<b>4,250,000</b>
	<b>Other Non Current Assets</b>		
	Security Deposits	-	-
	<b>Total</b>	-	-

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
11	<b>Inventories</b>		
		-	-
	<b>Total</b>	-	-



## SOFTRAK VENTURE INVESTMENT LIMITED

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
12	<b>Trade receivables</b>		
	Unsecured and considered good	-	-
	Others	75,690	42,975,690
	<b>Total</b>	<b>75,690</b>	<b>42,975,690</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
13	<b>Cash and cash equivalents</b>		
	Cash on Hand	16,485	100
	Balances with banks	-	-
	<b>Total</b>	<b>16,485</b>	<b>100</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
14	<b>Short term loans and advances</b>		
	<b>Unsecured Considered Good</b>		
		-	-
		-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
15	<b>Other Current Assets</b>		
		-	-
		-	-
		-	-
		-	-
		-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## SOFTRAK VENTURE INVESTMENT LIMITED

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
16	<b>Revenue from Operations</b>		
	Revenue from - Sale of products As per note A Below	50,885	10,000
	Other operating revenues		-
	<b>Total</b>	<b>50,885</b>	<b>10,000</b>

PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
<b>(A) :</b>		
Domestic sales	50,885	10,000
Export sales	-	-
<b>Total</b>	<b>50,885</b>	<b>10,000</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
17	<b>Othe Income</b>		
	Dividend income	-	-
	Net gain/ loss on sale of investments/Assets	-	-
	Other non-operating income (net of expenses directly attributable to such income)	2,000	2,500
	<b>Total</b>	<b>2,000</b>	<b>2,500</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
18	<b>Raw Material Consumption</b>		
		-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
19	<b>Purchase cost of Stock In Trade</b>		
	Purchases	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## SOFTRAK VENTURE INVESTMENT LIMITED

Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
20	<b>INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade</b>		
	Opening Stock	-	-
	<b>Total</b>	-	-
	Closing Stock	-	-
	<b>Total</b>	-	-
	<b>Increase or Decrease in Stock</b>	-	-
Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
21	<b>Employee Benefits Expense</b>		
	Salaries and wages	12,000	-
	Directors Sitting Fees / Remuneration	-	-
	Staff Welfare Exp	-	-
	<b>Total</b>	<b>12,000</b>	<b>-</b>
Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
22	<b>Finance Costs</b>		
	Total Interest expenses	-	-
	Other borrowing costs	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
Note No	PARTICULARS	As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
23	<b>Other Expenses</b>		
	Printing and Stationery	12,000	1,000
	Repairing	-	-
	Conveyance	-	-
	Miscellaneous Expenses	-	-
	Payment to Auditors	2,500	2,500
	ROC Filing Exp.	0	-
	Legal Exp. (Advocate Fees)	0	-
	Website Payment	0	-
	Listing Fees	50000	50,000
	Sitting fees (Directors)	10000	10,000
	Courier Exp.	0	-
	Bank Charges	0	-
	R & T Fees	0	-
	<b>Total</b>	<b>74,500</b>	<b>63,500</b>

# SOFTRAK VENTURE INVESTMENT LIMITED

Note No		As at 31st March, 2012 Amount (₹)	As at 31st March, 2011 Amount (₹)
24	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
	Contingent liabilities		
	Sales Tax Demand (Pending before Sales tax Tribunal for the Financial year 1993-1994)	0	0
	Income tax Demand (Pending before Income tax Tribunal for the Financial year 2007-2008)	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>

# SOFTRAK VENTURE INVESTMENT LIMITED

## SCHEDULES FORMING PART OF THE ACCOUNTS

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### **SCHEDULE 25**

#### **A. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:**

##### **i) ACCOUNTING CONCEPT:**

- a. These accounts are prepared on the historical cost convention and on the accounting principle of a going concern.
- b. Accounting policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principle.

##### **ii) RECOGNITION OF INCOME AND EXPENDITURE**

Company accounts Incomes and Expenses on accrual basis in accordance with the generally accepted accounting principles except dividend which are accounted on cash basis.

##### **iii) USE OF ESTIMATES**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

##### **iv) FIXED ASSETS & DEPRECIATION**

The Gross Block of Fixed Assets is shown at historical cost, which includes taxes and other identifiable direct Expenses, less impairment loss. The cost of fixed assets includes the cost of acquisition including freight, taxes, duties and other identifiable direct expenses, except otherwise specifically excluded and expressed by way of note, attributable to acquisition of assets up to the date the asset put to use less the accumulated depreciation on it.

Depreciation is provided on Written Down Value Method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. The depreciation on addition / disposal is provided pro-rate basis.

# **SOFTRAK VENTURE INVESTMENT LIMITED**

## **v) SALES / TURNOVER**

Sales are recognized, net of returns, on dispatch of goods to customers the satisfaction of the customer and are reflected in the accounts at net value.

## **vi) INVESTMENT**

Investments are carried at cost. They are long-term investment. The fall in value being temporary in nature, no provision is made for diminution in value.

## **vii) INVENTORY**

Inventories are valued on FIFO basis at lower of cost or market price except cotton waste and scrap material, which are shown at Net Realizable Value.

## **vii) TREATMENT OF RETIREMENT BENEFITS**

1. Short Term Employee Benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employee is recognized during the period when the employee render the service.
2. Post Employee Benefits: Contribution to defined contribution scheme such as provident fund etc. is charged to P&L Account as incurred.

## **viii) TAXATION**

Tax liabilities of the company are estimated considering the provision of the I.T. Act, 1961. The deferred tax Liability for timing difference between the book and tax profit for the year is accounted using the rates and Tax Laws that have been enacted or substantially enacted at the balance sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

## **x) CONTINGENT LIABILITIES**

Contingent liabilities are not provided for (unless otherwise stated) and are disclosed by way of notes on account, if any.

# SOFTRAK VENTURE INVESTMENT LIMITED

## PROXY FORM

Registered Folio No:  
No of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member / Members of Softrak Venture Investment Limited, hereby appoint Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ or failing him Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to vote for me/ us and on my/ us behalf at the Annual General Meeting of the Company to be held on 28<sup>th</sup> September, 2012 at 11.30 a.m.

Signed by the said \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature: \_\_\_\_\_

**Affix Rs. 1  
Revenue  
Stamp**

Applicable to the members holding shares in electronic form.

### NOTE:

The proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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## ATTENDANCE SLIP

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failures to bring this Attendance Slip create unnecessary inconvenience to you. Please write below

Reg. Folio No:

I hereby record my presence at the Annual General Meeting of the Company held at 6<sup>th</sup> Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009 Navrangpura, Ahmedabad - 380 009 on 28<sup>th</sup> September, 2012 at 11.30 a.m.

Full Name of the Members/Proxy \_\_\_\_\_  
(In Block Letters, to be filled in if the proxy attends instead of the Member)

\_\_\_\_\_  
Members/ Proxy Signature

Application to the members holding shares in electronic form.

### NOTES:

1. Members/ Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.
3. Shareholders / Proxy holders should bring their copy of the Annual Report for the meeting.

# SOFRÆK VENTURE INVESTMENT LIMITED

If Undelivered, please return to:-  
Softrak Venture Investment Limited  
6th Floor, Agrawal Complex,  
C.G. Road, Navrangpura,  
Ahmedabad - 380 009  
Email: [sofrakventure@gmail.com](mailto:sofrakventure@gmail.com)  
Website: [www.softrakventure.com](http://www.softrakventure.com)