

18th ANNUAL REPORT

2010-2011

SOFTECH INFINIUM SOLUTIONS LIMITED

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

NOTICE

NOTICE is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING** of Softech Infinium Solutions Limited will be held on Thursday the 29th day of September, 2011 at 10.35 A.M at the *Softech's* R&D Technology Centre, No. 1, Precision Plaza, New No.397, Anna Salai, Near Vanavil, Teynampet, Chennai – 600 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors Report, Audited Balance Sheet and Profit and Loss Account for the year ending 31st March, 2011.
2. To appoint a Director in the place of Mr. R.MARIAPPAN who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

By order of the Board

Date : 02nd September 2011
Place: Chennai

Gopi Narayanan Yadav
Chairman

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll to vote instead of himself. A proxy need not be a member. A proxy in order to be effective must be deposited at the Registered Office of the company **not less than forty eight hours before** the commencement of the meeting.
2. The Memorandum and Articles of Association of the Company is available for inspection at the Registered Office of the company during office hours and at the venue of meeting hall during meeting time.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 16th September 2011 to 29th September 2011 (both days inclusive).

DIRECTORS REPORT

To

THE SHAREHOLDERS OF M/s SOFTECH INFINIUM SOLUTIONS LIMITED.

Yours Directors have great pleasure in presenting the EIGHTEENTH ANNUAL Report of your Company together with Audited statement of Accounts for the year 31st March, 2011.

FINANCIAL RESULTS:

The Financial results of the Company are as follows

	Rs. in lakhs 2010-2011	Rs. in lakhs 2009-2010
Sales and other Income	787.35	672.13
Gross Profit before Depreciation and Tax	96.40	74.11
Depreciation	39.80	22.96
Profit/Loss before Tax	56.60	51.15
Provision for Tax	8.75	8.03
Profit after Tax	47.86	43.12
Proposed Dividend	-	-
Written back provision not requd.	0.12	-
Surplus brought forward from previous year	45.06	1.94
Profit and Loss Account Carried over	93.04	45.06

OPERATIONS AND PROSPECTS:

During the period under report, the Company continued software development focusing more on ISO Compatible ERP customer specific and Education Software in addition to continuing it's web technologies and dot com business. The company had launched successfully a online education portal namely, www.learningdrop.com. The Sales and other Income of the company rose to Rs. 787.35 Lakhs as against Rs. 672.13 Lakhs in the previous year. Also, the profit after tax was Rs. 47.86 Lakhs as against Rs. 43.12 Lakhs previous year. The company hopes to expand to new markets this year resulting in better profitability in the coming years with customer acceptance.

DIRECTORS:

SOFTECH INFINIUM SOLUTIONS LIMITED.

Mr. R.MARIAPPAN retires by rotation and his reappointment is proposed. Mr. T.M.R.SATHYAMURTHY, Director resigned on 19/09/2010 and Mr. R.Mariappan was appointed in the casual vacancy on 23/09/2010. Dr. S.MADHANAKUMAR who was co-opted as Additional Director with effect from 30/07/2010, ceased to be a director on the date of last AGM on 29/09/2010 and he was again co-opted as Additional Director on 03-01-2011. The Chairman Mr. P.N.Gopinathan informed the company about the change of his name as Mr. GopiNarayanan Yadav and filing of necessary Din 4 form by him with the MCA.

The directors had not drawn any sitting fee for attending Board Meetings and other 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.

SOFTECH INFINIUM SOLUTIONS LIMITED.

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: (Year 2010-11)

(i) Composition and category of directors:

Promoter Professional Non Executive Chairman – 1 (One)

Promoter Group Non Executive Director – 1 (One)

Independent Non Executive Directors – 2 (Two)

Mr. GopiNarayanan yadav is the Chairman is a Graduate in Commerce and Law. Also, he is professional fellow member of the Institute of Company Secretaries of India (FCS) and Associate member of Institute of Cost and Works Accountants of India (AICWA). He is having rich corporate experience of over 25 years in the senior management of various companies. He is the promoter of the company. Mr. Muraleedharan is a Master Graduate in social science Gandhian Thought with over 20 years of experience as a Finance Consultant. Mr. R.Mariappan an independent director is a B.E Graduate in Electronics and is having a rich experience in Computer software and international IT marketing. Dr. S.Madhanakumar is an Academic. He is a master graduate in History and P.hd in Sociology.

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL TWENTYSIX (26)
GopiNarayanan yadav	Chairman – Non Executive (Promoter)	TWENTYSIX (26)
M.Muraleedharan	Director-Non Executive (Relative)	TWENTYSIX (26)
T.M.R.Sathyamurthy (upto 19/09/2010)	Director – Non Executive Independent	TWELVE (12)
S.Kamala Kannan (upto 01/07/2010)	Director – Non Executive Independent	FOUR (4)
S.Madhanakumar	Director – Non Executive Independent	TWELVE (12)
R.Mariappan	Director – Non Executive Independent	TWELVE (12)

SOFTECH INFINIUM SOLUTIONS LIMITED.

(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 TWENTYSIX (26) BOARD MEETINGS AND ONE (1) AGM
1.	09-04-2010	FOUR (4)
2.	27-04-2010	FOUR (4)
3.	31-05-2010	FOUR (4)
4.	30-06-2010	FOUR (4)
5.	01-07-2010	THREE (3)
6.	14-07-2010	THREE (3)
7.	30-07-2010	THREE(3)
8.	19-08-2010	FOUR (4)
9.	25-08-2010	FOUR (4)
10.	02-09-2010	FOUR (4)
11.	06-09-2010	FOUR (4)
12.	15-09-2010	FOUR (4)
13.	19-09-2010	THREE (3)
14.	23-09-2010	THREE (3)
15.	30-09-2010	THREE (3)
16.	11-10-2010	THREE (3)
17.	20-10-2010	THREE (3)
18.	30-11-2010	THREE (3)
19.	14-12-2010	THREE (3)
20.	30-12-2010	THREE (3)
21.	03-01-2011	THREE (3)
22.	18-01-2011	FOUR (4)
23.	10-02-2011	FOUR (4)
24.	23-02-2011	FOUR (4)
25.	14-03-2011	FOUR (4)
26.	31-03-2011	FOUR (4)
27.	29-09-2010 (AGM)	TWO (2)

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

Chairperson:

Name of the Director	Name of Company	BOD or Committees
GopiNarayanan yadav	GREEN WINSUN POWER PRIVATE LIMITED	Chairman
GopiNarayanan yadav	YADAVA DAIRY BEST PRIVATE LIMITED	Chairman
GopiNarayanan yadav	YADAV MEDIA PRIVATE LIMITED	Chairman
GopiNarayanan yadav	A2Z CLOUDSOFT PRIVATE LIMITED	Chairman

Number of BOD meetings held, dates on which held.

NAME OF DIRECTOR	NAME OF COMPANY	DATES OF BOD
GopiNarayanan Yadav	GREEN WINSUN POWER PRIVATE LIMITED	31-05-2010, 15-09-2010, 20-10-2010, 14-03-2011.
GopiNarayanan Yadav	YADAVA DAIRY BEST PRIVATE LIMITED	31-05-2010, 29-09-2009, 20-10-2010, 14-03-2011.
GopiNarayanan Yadav	YADAV MEDIA PRIVATE LIMITED	05-03-2011
GopiNarayanan Yadav	A2Z CLOUDSOFT PRIVATE LIMITED	05-03-2011

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	OF	NUMBER OF COMMITTEE MEETINGS ATTENDED. TOTAL SEVEN(7)
T.M.R.Sathyamurthy / R.Mariappan	CHAIRMAN – Non Executive Independent		SEVEN (4+3)
GopiNarayanan Yadav	MEMBER – Non Executive (Promoter)		SEVEN (7)
S.Kamala Kannan / S.Madhanakumar	MEMBER – Non Executive Independent		FIVE (1+4)

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

Sl. No.	DATE OF COMMITTEE MEETING.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	27-04-2010	THREE (3)
2.	14-07-2010	TWO (2)
3.	19-08-2010	THREE (3)
4.	06-09-2010	THREE (3)
5.	11-10-2010	TWO (2)
6.	18-01-2011	THREE (3)
7.	10-02-2011	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)

NAME OF DIRECTOR	NATURE OF DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED. TOTAL SEVEN(7)
T.M.R.Sathyamurthy / R.Mariappan	CHAIRMAN – Non Executive Independent	SEVEN (4+3)
GopiNarayanan Yadav	MEMBER – Non Executive (Promoter)	SEVEN (7)
S.Kamala Kannan / S.Madhanakumar	MEMBER – Non Executive Independent	FIVE (1+4)

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

Sl. No.	DATE OF COMMITTEE MEETINGS.	ATTENDANCE OF DIRECTORS TOTAL SEVEN (7) COMMITTEE MEETINGS.
1.	27-04-2010	THREE (3)
2.	14-07-2010	TWO (2)
3.	19-08-2010	THREE (3)
4.	06-09-2010	THREE (3)
5.	11-10-2010	TWO (2)
6.	18-01-2011	THREE (3)
7.	10-02-2011	THREE (3)