

19th ANNUAL REPORT

2011-2012



**Softech Infinitum
Solutions Limited**

..technology always ahead

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



SE 2A

**High Performance capability.
High Financial strength.**



Softech Infinium Solutions Limited

..technology always ahead

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

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

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

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

BANKERS : ICICI BANK LIMITED
HDFC BANK LIMITED

NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

“APPOINTMENT OF Mr. D.SUBRAMANIAN AS DIRECTOR:

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

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

“RIGHTS ISSUE OF EQUITY SHARES:

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

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

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

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

By order of the Board

Date : 04TH September 2012
Place: Chennai

Gopi Narayanan Yadav
Chairman

NOTES:

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

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

Item 4:

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

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

Item 5:

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

Date : 04TH September 2012
Place: Chennai

By order of the Board

Gopi Narayanan Yadav
Chairman

DIRECTORS REPORT

To

THE SHAREHOLDERS OF M/s SOFTECH INFINIUM SOLUTIONS LIMITED.

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

FINANCIAL RESULTS:

The Financial results of the Company are as follows

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

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

OPERATIONS AND PROSPECTS:

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

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

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

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

CARE RATINGS:

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

DIRECTORS:

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

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

AUDITORS:

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

CONSERVATION OF ENERGY:

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

RESEARCH AND DEVELOPMENT:

-----Nil-----

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

-----Nil-----

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors states that:

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

REPORT ON CORPORATE GOVERNANCE:

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

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

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

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

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

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

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

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

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

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

SOFTECH INFINIUM SOLUTIONS LIMITED.

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

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

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

Number of BOD meetings held, dates on which held.

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