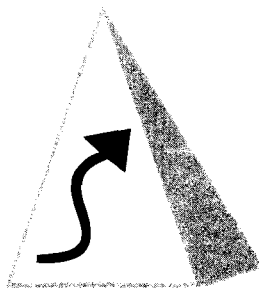


# 20th ANNUAL REPORT

2012 - 2013



## SOFTECH INFINIUM SOLUTIONS LIMITED

*...technology always ahead*

**CARE Ratings**  
Professional Risk Opinion

**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 Director  
Mr.M.IYAMPERUMAL Additional Director

**AUDITORS :** M/s SB SB AND ASSOCIATES,  
Chartered Accountants,  
Chennai - 600 102.

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

For SOFTECH INFINIUM SOLUTIONS LTD.

  
Authorised Signatory / Director

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

**BANKERS :** ICICI BANK LIMITED  
HDFC BANK LIMITED

**20<sup>th</sup> ANNUAL REPORT (2012-13)****CONTENTS**

<b>Sl. No.</b>	<b>Description of Item</b>	<b>Pages</b>
01.	NOTICE	3-4
02.	Directors' Report	5-20
03.	Certificates Pursuant to Clause 49 of the Listing Agreement	21
04.	Independent Auditors' Report (Standalone)	22-25
05.	Balance Sheet (Standalone)	26-27
06.	Profit & Loss Account (Standalone)	28
07.	Notes forming part of Financial Statements (Standalone)	29-38
08.	Independent Auditors' Certificate on Cash Flow Statement (Standalone)	39
09.	Cash Flow Statement (Standalone)	40-41
10.	Independent Auditors' Report (Consolidated)	42-43
11.	Balance Sheet (Consolidated)	44-45
12.	Profit & Loss Account (Consolidated)	46
13.	Notes forming part of Financial Statements (Consolidated)	47-56
14.	Independent Auditors' Certificate on Cash Flow Statement (Consolidated)	57
15.	Cash Flow Statement (Consolidated)	58-59
16.	Statement Pursuant to General Exemption U/s 212 (8)	60
17.	Admission & Proxy Form	61
18.	Space for Notes by Shareholder	62

## NOTICE

**NOTICE** is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of Softech Infinium Solutions Limited will be held on Saturday the 28th day of September, 2013 at 11 A.M at the Registered Office of the Company: No. 29, 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 31<sup>st</sup> March, 2013.
2. To appoint a Director in the place of Mr. D.SUBRAMANIAN 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. M.IYAMPERUMAL AS DIRECTOR:**

**RESOLVED THAT:** Mr. M.Iyamperumal, who was appointed by the Board of Directors of the Company as Additional Director with effect from February 23, 2013 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.”

By order of the Board

Date : 02nd September 2013  
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 14<sup>th</sup> September 2013 to 28<sup>th</sup> September 2013 (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. M.IYAMPERUMAL as Additional Director of the Company with effect from 23-02-2013 pursuant to Section 260 of the Companies Act, 1956 to hold the office up to the date of this 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. M.Iyamperumal, Independent Director is having education qualifications as BE., (computer Science) and is also having more than 2 years experience in Software Development. The Board recommends his appointment as an Independent Director of the Company.

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

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Date : 02nd September 2013  
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 TWENTEENTH ANNUAL Report of your Company together with Audited statement of Accounts for the year 31<sup>st</sup> March, 2013.

**FINANCIAL RESULTS:**

The Financial results of the Company are as follows

	Rs. in lakhs 2012-2013	Rs. in lakhs 2011-2012
Sales and other Income	629.29	934.65
Gross Profit before Depreciation and Tax	60.55	124.08
Depreciation	52.96	47.83
Profit/Loss before Tax	7.59	76.25
Provision for Tax	1.45	14.36
Profit after Tax	6.14	61.89
Proposed Dividend	-	-
Surplus brought forward from previous year	154.93	93.04
LESS: Prior Year Adjust.	<u>107.11</u>	47.82
Profit and Loss Account Carried over	53.96	154.93

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 experienced the slowdown of Indian Industry as we predominantly engaged in domestic business only. With it's products of **proven** operational efficiency and technical capability built over the years, your

**SOFTECH INFINIUM SOLUTIONS LIMITED.**

company hopes to expand to overseas business. Also, the company explores expansion of e commerce and e education activities during the forthcoming years so that the financial results could be improved.

During the year under report, Sales and other Income of the company is Rs. 629.29 Lakhs as against Rs. 934.65 Lakhs in the previous year. The profit after tax was Rs. 6.14 Lakhs as against Rs. 61.89 Lakhs in the previous year. No dividend recommended by the Board during the year.

Your company along with New Zealand company SOFTECHIN LIMITED plans to commence the business operations in the field of online education with virtual class room interactive technologies and also to explore other business opportunities.

**DIRECTORS:**

Mr. M.IYAMPERUMAL was co-opted as an additional director on 23/02/2013 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. SB SB AND ASSOCIATES, 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;

**SOFTECH INFINIUM SOLUTIONS LIMITED.**

- 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 (CS) and cost accountant (CMA) as Promoter of the Company with independent directors in the Board of Directors.

2. Board of Directors: (Year 2012-13)

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

Promoter Professional Non Executive Chairman	– 1 ( One)
Promoter's Relative Non Executive Director	– 1 (One)
Independent Non Executive Directors	– 2 (One)

- a. 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 28 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 21 years of experience as a Finance Consultant. Mr. D.Subramanian is a qualified M.Sc., Chemistry, DCA.,MS.PPM., Auto Cadd., MCSE., P.G.Diploma in Production Management with over 18 years of industrial experience in reputed pharma companies such as Nicholas piramal India ltd.,( Chennai) as manager.(2004-2010). Sun pharmaceutical industries ltd., as manager production.(2001-2004). Kumar organics ltd., as Jr. manager production.(1997-2001) and Malladi Drugs & Biotics ltd., as officer.(1993-1997). The Company hopes to utilise his knowledge & experience for the existing business as well as for diversification. Mr. M. IYAMPERUMAL is a software professional.



**SOFTECH INFINIUM SOLUTIONS LIMITED.**

<b>NAME OF DIRECTOR</b>	<b>NATURE OF DIRECTOR</b>	<b>NUMBER OF BOARD MEETINGS ATTENDED. TOTAL ELEVEN (11)</b>
Gopi Narayanan Yadav	Chairman – Non Executive (Promoter)	ELEVEN (11)
M.Muraleedharan	Director-Non Executive (Relative)	ELEVEN (11)
R.Mariappan (up to 16/8/2012)	Director – Non Executive Independent	THREE (3)
D.Subramanian (from 16/8/2012)	Director – Non Executive Independent	EIGHT (8)
M.Iyamperumal (from 23/02/2013)	Director – Non Executive Independent	TWO (2)

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

<b>Sl. No.</b>	<b>DATE OF BOARD MEETING / GENERAL MEETINGS</b>	<b>ATTENDANCE OF DIRECTORS TOTAL ELEVEN (11) BOARD MEETINGS , ONE (1) AGM AND ONE (1) EGM</b>
1.	15-05-2012	THREE (3)
2.	30-05-2012	THREE (3)
3.	16-08-2012	THREE (3)
4.	29-08-2012	THREE (3)
5.	04-09-2012	THREE (3)
6.	10-09-2012 EGM	THREE (3)
7.	29-09-2012 AGM	THREE (3)
8.	01-11-2012	THREE (3)
9.	20-11-2012	THREE (3)
10.	29-11-2012	THREE(3)
11.	23-02-2013	THREE(3)
12.	28-02-2013	FOUR (4)
13.	05-03-2013	FOUR (4)

**SOFTECH INFINIUM SOLUTIONS LIMITED.**

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

<b>Name of the Director</b>	<b>Name of Company</b>	<b>BOD or Committees</b>
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/ D.Subramanian	SYMED ECO BIOTECH PRIVATE LIMITED	Chairman/ Director

Number of BOD meetings held, dates on which held.

<b>NAME OF DIRECTOR</b>	<b>NAME OF COMPANY</b>	<b>DATES OF BOD</b>
GopiNarayanan Yadav / M.Muraleedharan	GREEN WINSUN POWER PRIVATE LIMITED	21-06-2012, 25-08-2012, 25-10-2012, 04-02-2013
GopiNarayanan Yadav / M.Muraleedharan	YADAVA DAIRY BEST PRIVATE LIMITED	21-06-2012, 25-08-2012, 25-10-2012, 04-02-2013
GopiNarayanan Yadav	YADAV MEDIA PRIVATE LIMITED	21-06-2012, 25-08-2012, 25-10-2012, 04-02-2013
GopiNarayanan Yadav / M.Muraleedharan	A2Z CLOUDSOFT PRIVATE LIMITED	21-06-2012, 25-08-2012, 25-10-2012, 04-02-2013
Gopi Narayanan Yadav/ D.Subramanian	SYMED ECO BIOTECH PRIVATE LIMITED	21-06-2012, 25-08-2012, 25-10-2012, 04-02-2013

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)