

ANNUAL REPORT 2023-2024

SOFTRAK VENTURE
INVESTMENT LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KMP

Mr. Raghvendra Kulkarni	:	Managing Director
Ms. Bhoomiben Patel	:	Non-Executive - Independent Director
Mr. Sunny Darji	:	Non-Executive - Independent Director
Mr. Sarjeevan Singh	:	Non-Executive - Independent Director
Mr. Vipul Jana	:	Chief Financial officer (CFO)
Ms. Arpita Mittal	:	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Meet Shah & Associates

Chartered Accountants
G-201 Indraprasth-2, Near Tulip Citadel Flats,
Sheryas Tekra, Ambawadi,
Ahmedabad -380015

SECRETARIAL AUDITOR

Rupali Modi
Practicing Company Secretary
B-601, Samarpan Palace, Behind HDFC Bank,
Dattapada Road, Borivali(E), Mumbai-400066

REGISTERED OFFICE

201, Moon Light Shopping Centre, Nr. Maruti
Towers, Drive in Road, Memnagar,
Ahmedabad, Gujarat, 380052
Tel.: 9879989680,
Email: softrakventure@gmail.com;
Website: www.softrakventure.in

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

201, Shatdal Complex, Opp. Bata Show Room,
Ashram Road, Ahmedabad – 380 009
Tele. No.: 079-26580461,0462,0463
Fax No.: 07926581296
E-mail: mcsstaahmd@gmail.com

STOCK EXCHANGE

BSE Limited

ISIN

INE562E01013

CIN

L99999GJ1993PLC020939

Scrip Code

531529

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NOTICE FOR ANNUAL GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the **31st (Thirty First) Annual General Meeting (“AGM”)** of the members of **Softrak Venture Investment Limited** will be held on **Monday, September 30, 2024 at 10:00 a.m. (IST)** at the Registered Office of the Company situated at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052 to transact the following business: -

ORDINARY BUSINESS:

- 1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To declare a dividend on equity shares for the financial year ended March 31, 2024.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** a dividend @ the rate of 0.5% of Rs. 10/- each (Rupees Ten only) each fully paid-up of the Company i.e. Rs.0.05 /- (Five Paisa only) per equity share be and is hereby declared for the financial year ended on 31st March 2024 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on March 31, 2024.”

- 3. To appoint the Statutory Auditors of the Company, and to fix their remuneration.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s. A L Thakkar & Co., Chartered Accountants, Ahmedabad (FRN: 120116W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company to be held in the financial year 2028-29, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.”

- 4. Re-appointment of Mr. Raghvendra Kulkarni (DIN: 06970323) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions if any of the Companies Act, 2013, **Mr. Raghvendra Kulkarni (DIN: 06970323)**, Managing Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

5. Re-appointment of Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Bhoomiben Patel (DIN: 08316893), as an Independent Director of the Company for second and final term of five consecutive years w.e.f. 8th February, 2024 to 7th February, 2029. ;

RESOLVED FURTHER THAT any one of the Director or KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.”

6. Re-appointment of Mr. Sunny Dilipkumar Darji (DIN: 08481281) as an Independent Director of the Company.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sunny Dilipkumar Darji (DIN: 08481281), as an Independent Director of the Company for second and final term of five years w.e.f. 13th June, 2024 to 12th June, 2029.

RESOLVED FURTHER THAT any one of the Directors of the Company or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Sunny Dilipkumar Darji (DIN: 08481281) as an Independent Director of the Company.”

Place: Ahmedabad

Date: 05/09/2024

**By Order of the Board of Directors
For Softrak Venture Investment Limited
Sd/-**

**Mr. Raghvendra Kulkarni
Managing Director
DIN: 06970323**

Registered Office:

201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad, Gujarat - 380052

CIN: L99999GJ1993PLC020939

Email: softrakventure@gmail.com

Website: www.softrakventure.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Ordinary and Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive)**.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within week from the conclusion of the Meeting to those members whose names appear on the closure of Register of Members i.e. on Tuesday, September 24, 2024 for the purpose; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/ **MCS Share Transfer Agent Limited** has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the

AGM.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company/ RTA, by sending documents through e-mail by Saturday, September 21, 2024.

9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.softrakventure.in; websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com;

10. **Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Friday, September 27, 2024 at 09:00 A.M. and ends on Sunday, September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut- off date) i.e., Monday, September 23, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Monday, September 23, 2024**.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteendigit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page

without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on company name or e-Voting service provider

NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sofrakventure@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sofrakventure@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For, Softrak Venture Investment Limited**

Sd/-

Mr. Raghvendra Kulkarni

Managing Director

DIN: 06970323

Place: Ahmedabad

Date: 05/09/2024

Registered Office:

201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad, Gujarat – 380052.

CIN: L99999GJ1993PLC020939

Email: softrakventure@gmail.com

Website: www.softrakventure.in

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointment of Statutory Auditors of the Company, and to fix their remuneration.

The members of the Company are informed that the term of Statutory Auditors M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad, is expiring at the ensuing Annual General Meeting of the Company. Accordingly, the Board has on receipt of recommendation of Audit Committee of the Company recommended the appointment of M/s. A L Thakkar & Co., Chartered Accountants (FRN: 120116W), Ahmedabad, as Statutory Auditors of the Company in place M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad, the retiring Statutory Auditors.

Accordingly, approval of the Shareholders is being sought for appointment of M/s. A L Thakkar & Co., Chartered Accountants, having Firm's Registration No. 120116W as the Statutory Auditors of the Company for the first term of 5 consecutive years commencing from conclusion of ensuing 31st Annual General Meeting for the financial year 2023-24 till the conclusion of the 36th Annual General Meeting for the financial year 2028-29.

M/s. A L Thakkar & Co., Chartered Accountants, having Firm's Registration No. 120116W have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. A L Thakkar & Co., have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. A L Thakkar & Co., have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee proposed the appointment of M/s. A L Thakkar & Co., Chartered Accountants having Firm's Registration No. 120116W, as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 31st General Meeting till the conclusion of the 36th AGM of the Company. The remuneration proposed to be paid to the Statutory Auditors during their first term would be in line with the industry norms and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Proposed Statutory Audit Fees payable to the Statutory Auditors	Rs. 75,000/- p.a.
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Terms of Appointment	M/s A L Thakkar & Co., Chartered Accountants, having Firm's Registration No. 120116W as the Statutory Auditors of the Company for the first term of 5 consecutive years commencing from conclusion of ensuing 31 st Annual General Meeting for the financial year 2023-24 till the conclusion of the 36 th Annual General Meeting for the financial year 2028-29.
Any material changes in the fee payable to New Statutory Auditors from that paid to the outgoing Auditors along with the rationale for such change	No
Basis of recommendation and Auditor Credentials	Auditors can provide actionable, relevant, and valuable advice that helps organizations address issues, improve operations, and comply with necessary standards and regulations. To ensure that the recommendations are grounded in factual findings, sound judgment, and are aimed at enhancing the overall effectiveness.

ITEM NO. 5

Re-appointment of Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act') and pursuant to Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such reappointment in the Boards' Report.

Ms. Bhoomiben Patel (DIN: 08316893) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 28, 2019 for a tenure of 5 years w.e.f. 8th February, 2019.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Ms. Bhoomiben Patel as an Independent Director for a second and final term of five consecutive years w.e.f. 8th February, 2024.

The Company has received requisite consent / declarations for appointment Ms. Bhoomiben Patel as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Ms. Bhoomiben Patel fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for her reappointment as an Independent Director of the Company and she is independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Bhoomiben Patel as an Independent Director.

The Board recommends the resolution set forth in Item No. 5 relating to the re-appointment of Ms. Bhoomiben Patel as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Ms. Bhoomiben Patel, none of the Director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6

Re-appointment of Mr. Sunny Dilipkumar Darji (DIN: 08481281) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such reappointment in the Boards' Report.

Mr. Sunny Dilipkumar Darji (DIN: 08481281) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 28, 2019 for a tenure of 5 years w.e.f. 13th June, 2019.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Sunny Dilipkumar Darji as an Independent Director for a second and final term of five years w.e.f. 13th June, 2024.

The Company has received requisite consent / declarations for appointment Mr. Sunny Dilipkumar Darji as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Sunny Dilipkumar Darji fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his reappointment as an Independent Director from the Company and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sunny Dilipkumar Darji as an Independent Director.

The Board recommends the resolution set forth in Item No. 6 relating to the re-appointment of Mr. Sunny Dilipkumar Darji as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Sunny Dilipkumar Darji, none of the Director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Place: Ahmedabad
Date: 05/09/2024

By the Order of the Board
For, Softrak Venture Investment Limited

SD/-
(Raghendra Gopalrao Kulkurni)
Managing Director
DIN: 06970323

Registered Office:
201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad, Gujarat – 380052.
CIN: L99999GJ1993PLC020939
Email: softrakventure@gmail.com
Website: www.softrakventure.in

Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of the Director	Raghvendra Kulkarni	Bhoomiben Patel	Sunny Dilipkumar Darji
DIN	06970323	08316893	08481281
Date of Birth	05/12/1988	03/03/1997	13/12/1991
Age in years	36	27	33
Date of first appointment	29/12/2020	08/02/2019	13/06/2019
Designation	Managing Director	Independent Director	Independent Director
Experience and Nature of Expertise in Specific Functional Areas	Mr. Raghvendra Kulkarni has experience of more than 15 years in the management and Administration of the Business. He possesses strong analytical and investment evaluation skills and with his outstanding networking and relationship management ability.	Ms. Bhoomiben Patel has more than 3 years of experience in the Finance Management, Accounting and Administration.	Mr. Sunny Darji has more than 9 years of experience in the Business Management, he possesses great communication and leadership skills.
Qualification(s)	SSC	M.com	Graduate
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the board.	1. NIRBHAY COLOURS INDIA LIMITED	1. SHUKRA PHARMACEUTICALS LIMITED 2. NAVKAR URBANSTRUCTURE LIMITED 3. JYOT INTERNATIONAL MARKETING LIMITED 4. SAPTAK CHEM AND BUSINESS LIMITED	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	Nil	Nil	Nil
Shareholding in the listed entity, including shareholders as a beneficial owner	Nil	Nil	Nil
Details of Remuneration sought to be paid	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board

Last Remuneration drawn (per annum) including sitting fees.	Nil	Nil	Nil
Disclosure of relationships between directors inter-se	Nil	Nil	Nil
Disclosure of relationships with Manager and KMP	Nil	Nil	Nil
Terms and conditions of appointment / reappointment	Mr. Raghvendra Kulkarni was appointed as a Managing Director w.e.f. 28 th November, 2020	Ms. Bhoomi Patel was appointed as an Independent Director for her first term of 5 consecutive years w.e.f. 8 th February, 2019.	Mr. Sunny Dilipkumar Darji was appointed as an Independent Director for his first term of 5 consecutive years w.e.f. 13 th June, 2019.

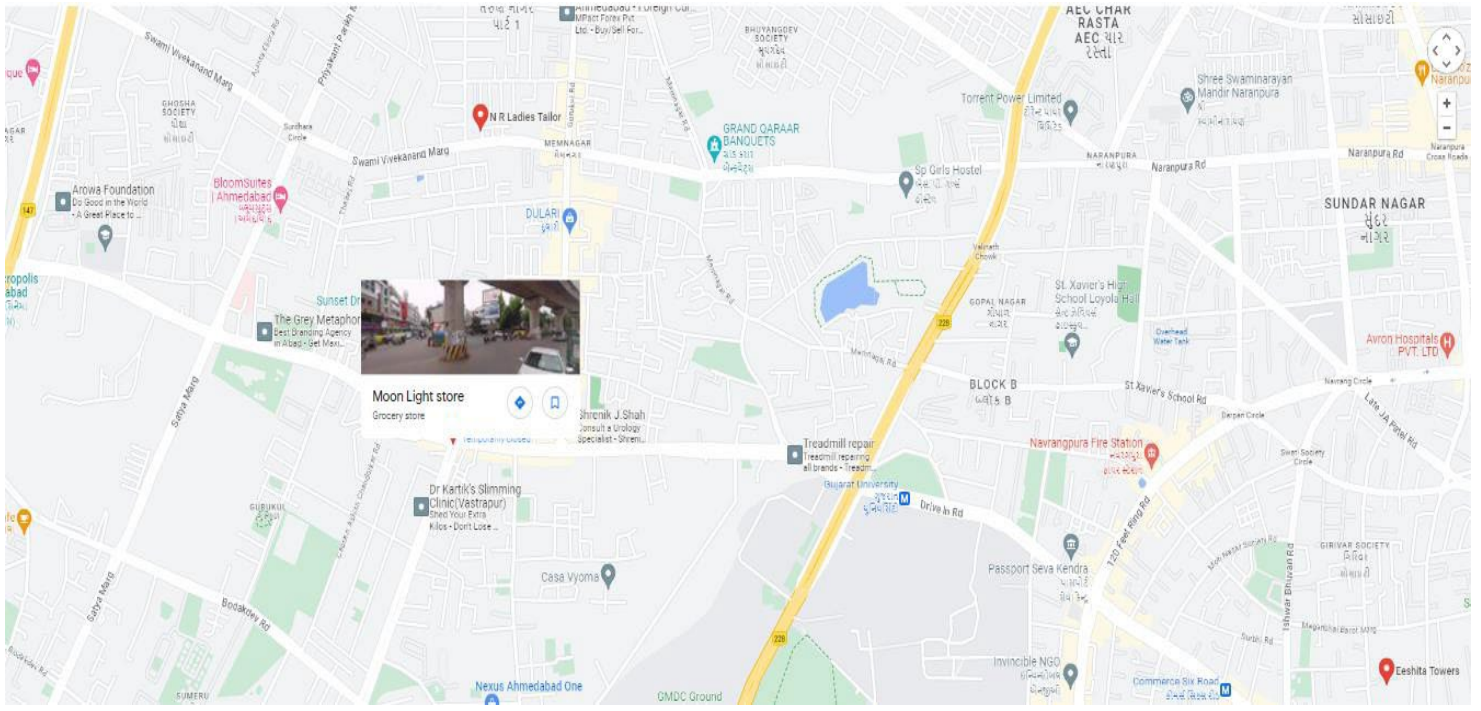
** Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.*

By Order of the Board of Directors
For Softrak Venture Investment Limited
Sd/-
Mr. Raghvendra Kulkarni
Managing Director
DIN: 06970323

Place: Ahmedabad
Date: 05/09/2024

Registered Office:
201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad, Gujarat, India, 380052
CIN: L99999GJ1993PLC020939
Email: softrakventure@gmail.com
Website: www.softrakventure.in

ROUTE MAP OF VENUE OF 31ST ANNUAL GENERAL MEETING



SOFTRAK VENTURE INVESTMENT LIMITED



Reg. Office: 201, Moon light Shopping Centre, Near Maruti Towers,
Drive in Road, Memnagar, Ahmedabad – 380052 Gujarat

Email Id: softrakventure@gmail.com CIN: L99999GJ1993PLC020939, Phone No.: 9879989680

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above-named company, hereby appoint:

1. Name: Address:
..... E-mail Id:
.....
Signature: Or failing him,

2. Name:
Address: E-mail
Id: Signature:
.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the members of the Company, to be held on the Monday, 30th September, 2024 at 10:00 A.M. at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description
1	Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
2.	Declaration of dividend for the financial year ended on 31 st March, 2024.
3.	Re-appointment of Mr. Raghvendra Kulkarni (DIN: 06970323) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment the Statutory Auditors of the Company, and to fix their remuneration.
5.	Reappointment of Ms. Bhoomi Patel (DIN: 08316893) for her second term of 5 consecutive years w.e.f 08.02.2024
6.	Reappointment of Mr. Sunny Dilipbhai Darji (DIN: 08481281) for his second term of 5 consecutive years w.e.f. 13.06.2024

Signed this..... day of..... 2024 Signature of

Shareholder

Signature of Proxy holder(s)

**Affix Rs.
1 /-
Revenue
Stamp**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SOFTRAK VENTURE INVESTMENT LIMITED



Reg. Office: 201, Moon light Shopping Centre, Near Maruti Towers,
rive in Road, Memnagar, Ahmedabad - 380052 Gujarat

Email Id: softrakventure@gmail.com CIN: L99999GJ1993PLC020939, Phone No.: 9879989680

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING - 30TH SEPTEMBER, 2024 AT 10:00 A.M.

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company being held on Monday, 30th September, 2024 at 10:00 a.m. at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052.

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

If Undelivered please return to:

SOFTRAK VENTURE INVESTMENT LIMITED

Reg. Office: 201, Moon light Shopping Centre, Near Maruti Towers,
Drive in Road, Memnagar, Ahmedabad – 380052 Gujarat

Email Id: softrakventure@gmail.com

Website: www.softrakventure.in

Phone No.: 9879989680

DIRECTOR'S REPORT

**To,
The Members
Softrak Venture Investment Limited**

Your Directors have pleasure in presenting their 31st Annual Report on the business and operations of the Company together with its Audited Accounts for the financial year ended on March 31, 2024. The Management Discussion and Analysis is also included in this Report.

1. FINANCIAL RESULTS AND OPERATIONAL REVIEW:

The highlights of the financial results of the Company for the financial year ended March 31, 2024 are as under:

(In lacs)

Particulars	Year Ended	
	31.03.2024	31.03.2023
Gross Sales/Income	309.47	65.03
Depreciation	-	-
Profit/(Loss) before Tax	288.65	2.48
Taxes/ Deferred Taxes	72.65	0.73
Profit/(Loss) After Taxes	216	1.74
P& L Balance b/f	(189.79)	(191.49)
Profit/(Loss) carried to Balance Sheet	26.20	(189.79)

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

During the year under review the total income was Rs. 309.47 Lacs as compared to Rs. 65.03 Lacs of the previous year. After making all necessary provisions for current year and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs. 216 Lacs. The Promoters, Board of Directors and entire management team are putting their stern effort to achieve targeted turnover in the segment of Investment projects.

3. CHANGE IN THE NATURE OF BUSINESS:

The Company is engaged in the Business of software and computer technology. The Company is also expanding its commercial activities by actively participating in to various Government Tenders. There was no change in the nature of the business of the Company during the year under review.

4. CHANGE OF NAME:

The Company has not changed its name during the year under review.

5. SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2024 was Rs. 4,50,77,900/-.

A) Issue of equity shares with differential rights:

During the year under review, the Company has not issued any shares with differential voting rights.

B) Issue of sweat equity shares:

During the year under review, the Company has not issued any sweat equity shares.

C) Issue of employee stock options:

During the year under review, the Company has not issued any employee stock options.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

6. DIVIDEND:

The Board of Director of the Company has recommended final dividend of 0.5% on face value of Rs. 10/- each i.e. Rs.0.05 paise per equity share for the financial year 2023-24, subject to the approval of shareholders in the ensuing 31st Annual General Meeting.

7. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company has no Subsidiary/Joint Ventures/Associate Companies during the year under review. Hence, details for the same are not required to mention.

8. DIRECTORS AND KMP:

Mr. Raghvendra Kulkarni (DIN: 06970323), Managing Director of the Company will retire by rotation at the ensuing 31st Annual General Meeting and being eligible offers himself for reappointment.

a) Key Managerial Personnel:

The following are the Key Managerial Personnel of the Company.

Mr. Raghvendra Kulkarni	Managing Director
Ms. Arpita Mittal	Company Secretary & Compliance Officer
Mr. Vipul Jana	CFO

b) Directors:

The following are the Directors of the Company.

Ms Bhoomiben Patel	Non-Executive - Independent Director
Mr. Sunny Darji	Non-Executive - Independent Director
Mr. Sarjeevan Singh	Non-Executive - Independent Director

c) Changes in Directors and Key Managerial Personnel:

During the year, no changes took place in the composition of the Directors and Key managerial Personnel of the Company.

d) Declaration by an Independent Director(s) and reappointment, if any:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and the Code of conduct formulated by the

Company as hosted on the Company's Website i.e., www.softrakventure.in.

9. ANNUAL RETURN:

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of the draft Annual Return of the Company for the Financial Year ended on 31st March 2024 in Form MGT-7 is uploaded on website of the Company and can be accessed at <https://www.softrakventure.in/annualreports.php>

10. NUMBER OF MEETINGS OF THE BOARD:

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company, Ahmedabad. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the 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 the Board of Directors met Five times (05). The dates of the Board Meetings are mentioned below:

27/05/2023	26/07/2023	11/08/2023	14/11/2023	10/02/2024
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11. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company www.softrakventure.in.

12. DIRECTOR'S RESPONSIBILITY STATEMENT :

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied 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 and loss of the company for that period;
- c. 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;
- d. The directors had prepared the annual accounts on a going concern basis; and
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. **DETAILS OF COMMITTEE OF DIRECTORS:**

Detailed note on Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors, CSR Committee, Finance & Investment Committee and Stake Holders Relationship Committee of Directors, number of meetings held of each Committee during the financial year 2023-24 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report.

14. **DETAIL OF FRAUD AS PER AUDITORS REPORT:**

There is no fraud in the Company during the Financial Year ended 31st March, 2024. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial year ended 31st March, 2024.

15. **AUDITORS:**

A. Statutory Auditors:

The Company's Auditors, M/s. Meet Shah & Associates, (Firm Regn. No. 142114W) (Membership No. 169259), Chartered Accountants, Ahmedabad who was appointed in the Annual General Meeting in the year 2019 for a block of 5 years until the conclusion of the Annual General Meeting to be held in 2024.

M/s. Meet Shah & Associates, (Firm Regn. No. 142114W) (Membership No. 169259), Chartered Accountants Ahmedabad, Statutory auditors of the Company, hold office till the conclusion of the 31st Annual General Meeting of the Company. The Board has recommended the appointment of M/s.

A. L. Thakkar & Co., Chartered Accountants, Ahmedabad (FRN: 120116W) as Statutory Auditors of the Company in the place of the retiring auditors for a term of five consecutive years, from the conclusion of the ensuing 31st Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting to be held in the year 2029, for approval of shareholders of the Company, based on the recommendation of the Audit Committee in compliance with the mandatory rotation of auditors as per provisions of the Companies Act, 2013.

B. Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Rupali Modi, Practising Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure -A**".

16. **BOARD'S COMMENT ON THE AUDITORS' REPORT :**

There were no qualifications, reservations or adverse remarks made by Statutory Auditors in their Audit report. Observation made by the Statutory Auditors in their Report are self-explanatory and therefore, do not call for any further comments under section 134(3)(f) of the Companies Act, 2013.

The Secretarial Auditor has raised following qualifications in their Audit Report:

- (a) The Company has not updated/published the website of the Company in compliance with the regulation 46 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 during under review.
- (b) The Company has not published its financial results in Newspaper as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) The Company has complied with regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 during under review except submission of Declaration of final

dividend to the stock exchange within 30 minutes from the conclusion of the board meeting where the final dividend is considered and approved by the Board subject to approval of members.

- (d) The Company has not maintained the statutory registers in accordance with the provisions of the Companies Act, 2013 under review.
- (e) It has been found that some of the minutes are incomplete and some of the Minutes of the Company are not properly maintained on the minutes paper in accordance with the provisions of the Companies Act, 2013 and Secretarial Standard -1 as amended from time to time under review.
- (f) The Company has not maintained the attendance sheet in accordance with the provisions of the Companies Act, 2013 and Secretarial Standard -1 as amended from time to time under review.
- (g) As per our limited verification of audited books of account, it came to our observation that loan and advances are repayable on demand and no schedule of repayment has been stipulated and no Board Resolution for granting of loan under section 186 of the Companies Act, 2013, has been found during the year under the review;

MANAGEMENT RESPONSE IN RESPECT OF ABOVE QUALIFICATIONS RAISED BY SECRETARIAL AUDITOR OF THE COMPANY:

Reply / Explanation of Management with reference to above qualification mentioned at serial no. (a) to (g) is mentioned below:

The Board of Directors of the Company has taken note of the observations and qualifications raised by Secretarial Auditor in their Secretarial Audit Report and initiated the actions to make compliances in these matters. However, future compliances are ensured in this matter.

17. TRANSFER TO RESERVES:

During the year under review, the Board does not propose to carry any amount to reserves out of profit.

18. DEPOSITS:

During the year under review the Company has not accepted any deposits to which the provisions of section 73, 74 of the Companies Act, 2013 read with Acceptance of Deposits Rules, 2014 as amended are applicable.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has not entered into any contracts or arrangements with related parties during the year under review.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators /Courts which would impact the going concern status of the Company and its future operations.

22. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no proceedings that were filed by the Company or against the Company, which are pending (except the previous years which was already disclosed) under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

The Company has not obtained any order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

24. BOARD EVALUATION:

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter-se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, etc., which is in compliance with applicable laws, regulations and guidelines.

The Board carried out annual performance evaluation of the Board, Board Committees and Individual Directors and Chairman. The Chairman of the respective Board Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees.

The reports on performance evaluation of the Individual Directors were reviewed by the Chairman of the Board.

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the performance evaluation was carried out as under Board:

Board:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria specified by Companies Act, 2013. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board:

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Individual Directors:

Independent Directors: -

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each Independent Director was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each Independent Director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the Independent Directors in guiding the management in achieving higher growth and concluded that continuance of each Independent Director on the Board will be in the interest of the Company.

Non-Independent Directors: -

The performance of each of the Non-Independent Directors (including the chairman) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership.

25. CORPORATE SOCIAL RESPONSIBILITY:

In terms of the provisions of Section 135 of the Act and Rule 9 of the Companies (Accounts) Rules, 2014, the Company has not been required to formulate and implement any Corporate Social Responsibility Initiatives as the said provisions are not applicable to the Company during the year under review.

26. BUSINESS RISK MANAGEMENT:

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the company retained external audit firm to review its existing internal control system with a view of tighten the same and introduce system of self-certification by all the process owners to ensure that internal controls over all the key business processes are operative. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

28. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate of internal financial controls with reference to the Financial Statements during the year under review.

29. DETAILS OF ONE TIME SETTLEMENT AND VALUATION THEREOF:

During the year under review, there were no instances of onetime settlement with any Banks or Financial Institutions and hence no difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions.

30. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

31. EMPLOYEE RELATIONS:

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

32. NOMINATION & REMUNERATION POLICY OF THE COMPANY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report and is also available on the Company's website at www.softrakventure.in. The same can be accessed through the weblink <https://www.softrakventure.in/policies.php>

33. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has been proactive in the following principles and practices of good corporate governance. A report in line with the requirements of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion and Analysis and the Corporate Governance practices followed by the Company and the Auditors Certificate on Compliance of mandatory requirements are given as an "Annexure "B & C" respectively to this report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.

As per 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

34. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, pursuant to Section 134 of the Companies act 2013 read with the Companies (Account) Rules, 2014 are NIL.

35. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

36. PARTICULARS OF EMPLOYEES:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as "Annexure- D" to the Board's report.

None of the employees of the Company drew remuneration of Rs.1,02,00,000/- or more per annum and Rs.8,50,000/- or more per month during the year. No employee was in receipt of remuneration during the year or part thereof which, in the aggregate, at a rate which is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

37. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for Sexual Harassment at Workplace and has adopted a policy against Sexual Harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2023-24, the Company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2024.

38. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

39. SECRETARIAL STANDARDS:

The Directors State that applicable Secretarial Standards - 1,2,3 and 4 issued by the Institute of Company secretaries of India relating to 'Meetings of the Board of Directors' and General Meetings', 'Payment of Dividend' and 'Report of the Board of Directors' respectively, have been duly followed by the Company.

40. LISTING WITH STOCK EXCHANGES:

The Company has taken note about payment of the Annual Listing Fees for the year 2023-2024 to BSE where the Company's Shares are listed.

41. WEBSITE OF YOUR COMPANY

Your Company maintains a website www.softtrakventure.in where detailed information of the Company and specified details in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been provided.

42. PREVENTION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulation, 2015 which came into effect from May, 2015. Pursuant thereto, the Company has formulated and adopted a new code for Prevention of Insider Trading.

The New Code viz. "Code of Internal Procedures and Conduct for regulating, Monitoring and reporting of Trading by Insiders" and "Code of Practices and Procedures for fair Disclosure of Unpublished price Sensitive Information" has been framed and adopted. The Code requires pre- clearance for dealing in the Company's shares and prohibits purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company is Responsible for implementation of the Code.

43. ACKNOWLEDGEMENT:

Your directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

Date: 05.09.2024
Place: Ahmedabad

For & on behalf of the Board of Director
Softrak Venture Investment Limited

Sd/-
Bhoomiben Patel
Director
(DIN: 08316893)

Sd/-
Raghendra Kulkarni
Managing Director
(DIN: 06970323)

PARTICULARS OF EMPLOYEE**I. INFORMATION UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Name of the Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees of the company for the financial year 2023-24;	Percentage increase in Remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24;
Mr. Raghvendra Kulkarni	Managing Director	-	-
Ms. Bhoomi Patel	Independent Director	-	-
Mr. Sunny Darji	Independent Director	-	-
Mr. Sarjeevan Singh	Independent Director	-	-
Ms. Arpita Mittal	Company Secretary	1:1	-
Mr. Vipulbhai Jana	CFO	-	-

Note: As there is no permanent employee except Managing Director, the above table is not required to be filled.

- C. The percentage increase in the median remuneration of employees in the financial year 2023-24 was – NIL**
- D. The number of permanent employee on the roll of Company: 03**
- E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil**
- F. Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that remuneration paid is as per the Nomination and Remuneration policy of the Company.

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (a) The Company does not have any employees who is drawing remuneration in excess of limit prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (b) The statement containing the names of top ten employees will be made available on request sent to the Company on sofrakventure@gmail.com

Date: 05.09.2024
Place: Ahmedabad

For & on behalf of the Board of Director
Softrak Venture Investment Limited

Sd/-
Bhoomiben Patel
Director
(DIN: 08316893)

Sd/-
Raghvendra Kulkarni
Managing Director
(DIN: 06970323)

**SECRETARIAL AUDIT REPORT
FORM MR-3**

FOR THE FINANCIAL YEAR ENDED 31st March, 2024

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Softrak Venture Investment Limited
(CIN: L99999GJ1993PLC020939)
201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad – 380052.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Softrak Venture Investment Limited** (hereinafter called “the company”) for the audit period covering the financial year ended on 31st March, 2024. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2024, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
 - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;

- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (effective from 01st December, 2015)
- (f) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

We have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 01st July, 2015); under the provisions of Companies Act, 2013;

We have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company. According to Representation letter, acts applicable to the Company are all General Laws such Direct and Indirect Taxation related, Labor Laws and other incidental laws of respective States.

On the basis of our examination and representation made by the Company, we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non-compliance in respect of:

- (a) The Company has not updated/published the website of the company in compliance with the regulation 46 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 during under review.
- (b) The Company has not published its financial results in Newspaper as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) The company has complied with regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 during under review except submission of Declaration of final dividend to the stock exchange within 30 minutes from the conclusion of the board meeting where the final dividend is considered and approved by board subject to approval of members.
- (d) The company has not maintained the statutory registers in accordance with the provisions of the companies act, 2013 under review.
- (e) It has been found that some of the minutes are incomplete and some of the Minutes of the company are not properly maintained on the minutes paper in accordance with the provisions of the companies act, 2013 and Secretarial standard -1 as amended from time to time under review.

- (f) The company has not maintained the attendance sheet in accordance with the provisions of the companies act, 2013 and Secretarial standard -1 as amended from time to time under review.
- (g) As per our limited verification of audited books of account, it came to our observation that loan and advances are repayable on demand and no schedule of repayment has been stipulated and no Board Resolution for granting of loan under section 186 of the Companies Act, 2013, has been found during the year under the review;
2. We Further Report that, there were no actions/ events in pursuance of:
- (a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (c) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Requiring compliance thereof by the Company during the period under review

We further report that the Board of Directors of the Company has duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Date: 05/09/2024

Place: Mumbai

Sd/-

Name of Practicing Company Secretary:

Rupali Modi

C. P. No.: 11350

M. No.: A25467

UDIN: A025467F001148622

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE- I and forms an integral part of this report.

To,
The Members,
Softrak Venture Investment Limited
(CIN: L99999GJ1993PLC020939)
201, Moon Light Shopping Centre,
Nr. Maruti Towers, Drive in Road,
Memnagar, Ahmedabad - 380052

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 05/09/2024
Place: Mumbai

Sd/-
Name of Practicing Company Secretary:
Rupali Modi
C. P. No.: 11350
M. No.: A25467
UDIN: A025467F001148622

CORPORATE GOVERNANCE REPORT

The Corporate Governance report for the Financial Year 2023-24, which forms part of the Directors' Report, is prepared in accordance with Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

This Report is in compliance with the Listing Regulations. Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

Your Company is committed to the highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, as applicable, with regard to Corporate Governance.

A report on compliance with the implementation of Regulation 34(3) read with Chapter IV and Schedule V to the Listing Regulations is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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.

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.

The Softrak Venture Investment Limited is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below.

2. BOARD OF DIRECTORS:

1.1 Composition of the Board:

The Board of Directors as at 31st March, 2024 comprises of Four Directors including of one Executive and Three Non-Executive Independent Directors. Mr. Raghvendra Kulkarni is the Chairman & Managing Director of the Company w.e.f. 28.11.2020 and he conducts the day-to-day management of the Company, subject to the supervision and control of the Board of Directors. The Independent Directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board as at 31st March, 2024:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in other	Committee(s) position (Including this company)

			Indian public & Private Limited Companies	Chairman	Member
1	Mr. Raghvendra Kulkarni	Managing Director	1	--	--
2	Ms. Bhoomiben Patel	Independent Director	4	9	3
3	Mr. Sunny Darji	Independent Director	--	--	--
4	Mr. Sarjeevan Singh	Independent Director	3	--	5

2.2 Names of listed entities where the person is a director and the category of Director:

Sr. No.	Names of Directors	Names of listed entities where the person is a director and the category of Director
1	Mr. Raghvendra Kulkarni	01. NIRBHAY COLOURS INDIA LIMITED
2	Ms. Bhoomiben Patel	01. SHUKRA PHARMACEUTICALS LIMITED 02. NAVKAR URBANSTRUCTURE LIMITED 03. JYOT INTERNATIONAL MARKETING LIMITED 04. SAPTAK CHEM AND BUSINESS LIMITED
3	Mr. Sunny Darji	Nil
4	Mr. Sarjeevan Singh	01. SHUKRA PHARMACEUTICALS LIMITED 02. NAVKAR URBANSTRUCTURE LIMITED

2.3 The Board has identified the following skills/expertise/competencies with reference to its Business for the effective functioning of the Company and which are currently available with the Board:

Name of the Director	Skills/Expertise/Competencies
Mr. Raghvendra Kulkarni	Finance
Ms. Bhoomiben Patel	Accounts
Mr. Sunny Darji	Administration
Mr. Sarjeevan Singh	Management and Administration

2.4 Board Agenda:

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board Member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board Members at least 7 working days in advance. In addition, for any business exigencies the resolutions are passed by circulation and later places at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

Invitees & Proceedings:

Apart from the Board Members, the Compliance Officer, the Heads of Brands are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the matters being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues.

Support and Role of Compliance Officer:

The Compliance Officer is responsible for convening the Board and Committee meetings, preparation and

distribution of agenda and other documents and recording of the minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

2.5 Meetings and Attendance:

During the year, the Board of Directors met 5 (Five) times on 27th May 2023, 26th July, 2023, 11th August 2023, 14th November, 2023 and 10th February, 2024 respectively. The gap between two Board Meetings was within the maximum time gap prescribed in SEBI (LODR) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

Sr.No.	Name of Director	No. of Board Meetings held during the period when the Director was on	No. of Meetings Attended	Attendance at the last AGM held on 25/08/2023
		the Board		
1	Mr. Raghvendra Kulkarni	5	5	Yes
2	Ms. Bhoomiben Patel	5	5	Yes
3	Mr. Sunny Darji	5	5	Yes
4	Mr. Sarjeevan Singh	5	5	Yes

2.6 Independent Directors:

Independent Directors play an important role in the governance processes of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest in the decision making process.

None of the Independent Directors serves as “Independent Directors” in more than seven listed companies. The

Board of Directors have confirmed that the Independent Directors fulfill the conditions specified under SEBI (LODR) Regulations, 2015 and are independent of the management.

During the year under review, the Independent Directors met on March 28, 2024, *inter alia*:

- To review the performance of the Non-Independent Directors (Executive Directors);
- To review the performance of the Board of the Company as a whole;
- To review the performance of Chairman of the Company taking into account the views of Executive Directors on the same;
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

They expressed satisfaction at the robustness of the evaluation process, the Board’s freedom to express views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of meetings.

During the year under review no Independent Director has resigned before the expiry of their term.

2.7 Disclosure of relationships between the Directors inter-se:

There is no relationship between the Directors inter-se.

2.8 Number of shares and convertible instruments held by Non-Executive Directors:

- None of the Non-Executive Directors of the Company held shares of the Company.
- During the year under review, the Company has not issued any Convertible Instruments.

2.9 Familiarization Programme for Independent Director:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The Programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

The details of familiarization program imparted to Independent Directors is also posted on the Company's Website at <https://www.softrakventure.in/annualreports.php>

2.10 Code of Conduct for Directors and Senior Management Personnel:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

2.11 Prohibition of Insider Trading Code:

During the year, the Company has amended the Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and also formulated Policy on procedures to be followed while conducting an inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended codes viz. "Code of Conduct for Prohibition of Insider Trading" and the "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

2.12 Committees of the Board:

The Board of Directors has constituted 3 Committees of the Board viz.

- : Audit Committee
- : Nomination and Remuneration Committee
- : Stakeholders' Relationship Committee

3. AUDIT COMMITTEE:

The Audit Committee of the Company comprises of 3 members out of which 3 members are Non-Executive Independent Directors namely, Ms. Bhoomi Patel, Mr. Sunny Darji and Mr. Sarjeevan Singh. The Committee members are professionals having requisite experience in the fields of Finance and Accounts, Banking and Management. Ms. Bhoomiben Patel, Non-Executive Independent Director is a Chairperson of the Committee.

3.1 Terms of reference of the committee inter alia, include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

- a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-regulation (1) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

3.2 The Composition of the Committee as at 31st March, 2024 and the detail of Members participation at the Meetings of the Committee are as under:

During the year, 4 (four) Audit Committee Meetings were held on 27th May, 2023, 11th August, 2023, 14th November, 2023 and 10th February 2024. The Attendance of Members at meetings was as under:

S.N.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1.	Ms. Bhoomi Patel	Chairperson	4	4
2.	Mr. Sunny Darji	Member	4	4
3.	Mr. Sarjeevan Singh	Member	4	4

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the company comprises of 3 Directors viz. Ms. Bhoomiben Patel, Mr. Sunny Darji, Mr. Sarjeevan Singh, 3 of them are Non-Executive Independent Directors.

During the year, 2 (Two) committee meetings were held during the year on 26.07.2023 and 08.01.2024. The Attendance of Members at meetings was as under:

S.N.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1.	Ms. Bhoomi Patel	Chairperson	2	2
2.	Mr. Sunny Darji	Member	2	2
3.	Mr. Sarjeevan Singh	Member	2	2

4.1 The terms of reference of the Committee inter alia, include the following:

Nomination of Directors / Key Managerial Personnel / Senior Management*

- ∴ To evaluate and recommend the composition of the Board of Directors;
- ∴ To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- ∴ To consider and recommend to the Board, appointment and removal of Directors, other persons in Senior Management and Key Managerial Personnel (KMP);
- ∴ Determining processes for evaluating the effectiveness of individual Directors and the Board as a whole and evaluating the performance of individual Directors;
- ∴ To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- ∴ To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- ∴ To review HR Policies and Initiatives.

Remuneration of Directors / Key Managerial Personnel / Senior Management*/ other Employees

- a) Evolve the principles, criteria and basis of Remuneration Policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, Senior Management and other employees of the Company and to review the same from time to time;
- b) The Committee shall, while formulating the policy, ensure the following:

- ┆ The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- ┆ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- ┆ Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Note: Senior Management for the above purpose shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and comprising all members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager and shall specifically include Company Secretary and Chief Financial Officer.

4.2 Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

4.3 Remuneration of Directors:

Remuneration of Managing Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders of the Company.

The remuneration of Non-Executive Directors is determined by the Board and is also approved by the Shareholders in General Meeting.

No sitting fees have been paid to any Non-Executive Directors.

None of the Directors of the company / Key Managerial Personnel had any pecuniary relationship with the Company during the year.

Details of remuneration to all Directors for the Financial Year 2023-24 are as under:

Sr. No.	Name of Director	Salary	Perquisites	Retirement	Sitting	Commission/	Stock
			& Allowances	& Leave Benefits	Fees (Bonus	Option
1	Mr. Raghvendra Kulkarni	-	-	-	-	-	-
2	Ms. Bhoomiben Patel	-	-	-	-	-	-
3	Mr. Sunny Darji	-	-	-	-	-	-
4	Mr. Sarjeevan Singh	-	-	-	-	-	-

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company has not issued any stock option during the year under review.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has 3 Members comprising of 3 Non-Executive Independent Director. Ms. Bhoomiben Patel, Non-Executive Director has been appointed as a Chairperson of the Committee.

5.1 THE COMPOSITION OF THE COMMITTEE AS AT 31ST MARCH 2024 AND THE DETAILS OF MEMBERS PARTICIPATION AT THE MEETINGS OF THE COMMITTEE ARE AS UNDER:

During the year, 3 (Three) Committee Meetings were held on 07.04.2023, 10.07.2023 and 11.10.2023. The

Attendance of Members at meetings was as under:

Sr. No.	Name of Director	No. of Committee Meetings held during the period when the Director was on	No. of Meetings Attended	Attendance at the last AGM held on 25/08/2023
		the Board		
1	Mr. Raghvendra Kulkarni	3	3	Yes
2	Ms. Bhoomiben Patel	3	3	Yes
3	Mr. Sunny Darji	3	3	Yes
4	Mr. Sarjeevan Singh	3	3	Yes

5.2 NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Ms. Arpita Mittal, Company Secretary and Compliance Officer of the Company.

Details of Complaints / Queries received and redressed during 1st April 2023 to 31st March 2024 are as follows:

Number of shareholders' complaints pending at the beginning of the year	Number of Shareholders complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders complaints pending at the end of the year
0	8	7	1

All the complaints/ queries have been trying to redress to the satisfaction of the complainants which was pending at the end of the year.

6. SENIOR MANAGEMENT:

There was no changes in Senior Management including the changes therein since the close of previous financial year.

7. INFORMATION ON GENERAL BODY MEETINGS:

7.1 The last 3 Annual General Meetings of the Company were held as under:

Date	Time	Venue
25 th August, 2023	11.00 a.m. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
28 th September, 2022	01:00 p.m. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
30 th September, 2021	01.00 p.m. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

7.2 Special Resolutions passed in the last 3 (Three) Annual General Meetings:

Financial Year	Subject matter of Special Resolutions
2022-23	No special resolution was passed
2021-22	No special resolution was passed
2020-21	No Special resolution was passed

7.3 Extraordinary General Meeting (EGM):

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

7.4 Details of Resolution Passed through Postal Ballot, the person who conducted the Postal Ballot Exercise and details of the voting pattern:

No resolution has been passed through the exercise of Postal Ballot during the previous year and Company is also not intending to pass any resolution through postal ballot in current year.

8. MEANS OF COMMUNICATION:

- i. **Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website (www.softtrakventure.in).
- ii. **Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website (www.softtrakventure.in).
- iii. **Website:** The Company's website (www.softtrakventure.in) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.
- iv. **Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, if applicable, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website (www.softtrakventure.in).
- v. **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.
- vi. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

9. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

Date	30th September, 2024
Time	10:00 A.M. (IST)
Venue	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

9.1 Financial Calendar (Tentative):

The Financial Year of the Company is for a period of 12 months from 1st April 2023 to 31st March 2024.

First quarter results	:	Second week of August, 2023
Second quarter results	:	Second week of November, 2023
Third quarter results	:	Second week of February, 2024
Fourth quarter results / Year end results	:	Last week of May, 2024

9.2 Book Closure: Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive)

9.3 Dividend Payment Date: NA

9.4 Listing on Stock Exchanges:

The names and addresses of the Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

S.N.	Name of Stock Exchanges	Stock Code
1.	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	BSE – 531529

9.5 Market Price Data:

The trading of equity shares of the Company during the year High / Low Market Price Data is available during the financial year 2023-24:

Month	BSE		BSE SENSEX	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April – 2023	8.05	4.32	61209.46	58793.08
May – 2023	6.62	5.56	63036.12	61002.17
June – 2023	6.94	5.33	64768.58	62359.14
July – 2023	7.64	6.75	67619.17	64836.16
August – 2023	6.7	5.13	66658.12	64723.63
September -2023	6.3	5	67927.23	64818.37
October -2023	6.72	5.26	66592.16	63092.98
November – 2023	8.15	5.51	67069.89	63550.46
December – 2023	7.68	5.45	72484.34	67149.07
January – 2024	7.14	5.8	73427.59	70001.6
February – 2024	10.62	6.16	73413.93	70809.84
March – 2024	18.15	10.88	74245.17	71674.42

9.6 Registrar And Transfer Agent:

M/S. MCS Share Transfer Agent Limited.

Address: 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009

Tele. No.: 079 2658 0461

Fax No.: 07926581296

E-mail: mcssta@rediffmail.com, mcsstaahmd@gmail.com

9.7 Share Transfer System:

Applications for transfer of shares held in physical form are received at the office of the Registrars & Share Transfer Agents of the Company. All valid transfers are processed and registered within stipulated time.

Shares held in dematerialized form are electronically traded through the Depositories.

Requests for dematerialization of physical shares are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be

processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

9.8 Shareholding Pattern as on 31st March 2024:

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	Nil	Nil	0.00
Public-Institutions	Nil	Nil	0.00
Public-Individual	4573	2,45,31,501	54.42
Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	1	1000	0.00
Bodies Corporate	37	1,95,86,590	43.45
NRI	20	1,37,470	0.30
HUF	1	8,21,339	1.82
Shares underlying DRs	Nil	Nil	0.00
Shares held by Employee Trusts	Nil	Nil	0.00
Total Shareholding	4632	4,50,77,900	100

9.9 Dematerialization of shares and liquidity:

As on 31.03.2024 Demat shares accounted for 4,48,29,300 Equity Shares of total equity.

9.10 Outstanding GDRs / ADRs / Warrants or any convertible instruments and conversion date and likely impact on equity:

Not Applicable

9.11 Commodity price risk or foreign exchange risk and hedging activities: Not Applicable

9.12 Plant locations: N.A.

9.13 Address for communication:

201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad – 380052

9.14 Unclaimed Dividend:

Company did not declare any dividend from the date of incorporation to till date, hence this is not applicable

9.15 Nomination Facility:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form SH-13 for this purpose. Shareholders may write to the Secretarial Department of the Company for a copy of the Form.

9.16 Credit Ratings:

No credit ratings obtained by the Company during the relevant financial year for any debt instruments, fixed deposit Programme, any scheme or proposal, involving mobilization of funds, whether in India or abroad.

9.17 Address for correspondence:

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrar and Transfer Agent of the Company:

M/S. SOFTRAK VENTURE INVESTMENT LIMITED 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive In Road, Memnagar, Ahmedabad – 380052 TELE. NO.: 079-6469053, 9879989680 CIN: L99999GJ1993PLC020939 email: softrakventure@gmail.com website: www.softrakventure.in	MCS SHARE TRANSFER AGENT LIMITED 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009 TELE. NO.: 079-26580461,0462,0463 FAX NO.: 07926581296 EMAIL: mcssta@rediffmail.com , mcsashmd@gmail.com
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10. OTHER DISCLOSURES:

10.1 There are no materially significant transactions with the related parties viz. promoters, Directors or the Management or their relatives or subsidiaries etc. that had potential conflict with the Company's interest. Suitable disclosure as required by the Indian Accounting Standard has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's Website at www.softrakventure.in.

10.2 Transactions with related parties are disclosed in detail in Note No. 3.8 in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.

10.3 There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.

10.4 No Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

10.5 The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is <https://www.softrakventure.in/policies.php>

10.6 Vigil Mechanism:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairperson of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: www.softrakventure.in.

No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.

10.7 The minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Listing Regulations is complied with to the extent possible.

10.8 Certification from Company Secretary in Practice

The Company has obtained a certificate from Practicing Company Secretary as required under the SEBI (LODR) Regulations, 2015, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

10.9 There are no instances where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

- 10.10** There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations.
- 10.11** As on closure of the Financial year none of the shares lying under demat suspense account/unclaimed suspense account of the Company.
- 10.12** The Company has fully complied with mandatory requirements of the SEBI (LODR) Regulations, 2015.
- 10.13** During the year Company has not made any Loans and advances to firms/Companies in which directors are interested:
- 10.14 Non-Mandatory Requirements:**

Company has not adopted non mandatory requirements as specified in Part-E of Schedule-II of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

10.15 Complaints pertaining to Sexual Harassment:

During the year, the Company has received 0 (zero) complaint pertaining to sexual harassment.

10.16 Details of total fees paid to Statutory Auditors:

Details relating to fees paid to the Statutory Auditors are given in Note No. 3.11 to the Standalone Financial Statements.

10.17 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has generally complied with the mandatory requirements as stipulated under SEBI (LODR) Regulations, 2015.

The status of compliance with discretionary recommendations and adoption of the non-mandatory requirements as specified in Regulation 27(1) of the SEBI (LODR) Regulations, 2015, is provided below:

- a. **The Board:** The Chairman of the Company is Executive Director.
- b. **Shareholder Rights:** Except For First and Second Quarter, Other Quarter's financial statements are published on newspapers, but all quarters Financial Results uploaded on company's website www.softrakventure.in and same are not being sent to the shareholders.
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on August 26, 2024 and the same was approved.

Date: 05.09.2024
Place: Ahmedabad

For & on behalf of the Board of Director
Softrak Venture Investment Limited
Sd/-
Raghvendra Kulkarni
Managing Director
(DIN: 06970323)

DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Softrak Venture Investment Limited Code of Business Conduct and Ethics for the year ended March 31, 2024.

Pursuant to the above, the Company has received 'Affirmation of Compliance' from the Board Members and the Senior Managerial Personnel of the Company and accordingly, I make the following declaration: -

I, Raghvendra Kulkarni, Managing Director of Softrak Venture Investment Limited, hereby declare that all Board Members and the Senior Management Personnel of the Company, have affirmed compliance of the Code of Conduct during the Financial Year 2023-24.

Date: 05.09.2024

Place: Ahmedabad

**For & on behalf of the Board of Director
Softrak Venture Investment Limited**

**Sd/-
Raghvendra Kulkarni
Managing Director
(DIN: 06970323)**

CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Softrak Venture Investment Limited

We have hereby certified that:

1. We have reviewed the financial statements and the cash flow statements of **Softrak Venture Investment Limited** for the financial year 2023-24 and to the best of our knowledge and belief, we state that:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in internal control over financing reporting during the year;
 - b. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - c. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

Date: 05.09.2024
Place: Ahmedabad

For & on behalf of the Board of Director
Softrak Venture Investment Limited

Sd/-
Vipulbhai Jana
CFO

Sd/-
Raghvendra Kulkarni
Managing Director
(DIN: 06970323)

CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **Softrak Venture Investment Limited** (“the Company”) to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2023-24 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 2023-24 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 2023-24;
- Significant changes in accounting policies during the year 2023-24 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.

**For & on behalf of the Board of Director
Softrak Venture Investment Limited**

Date: 05.09.2024

Place: Ahmedabad

**sd/-
(Vipulbhai Jana)
(CFO)**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Softrak Venture Investment Limited** having CIN: L99999GJ1993PLC020939 and having registered office at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar Ahmedabad, Gujarat, India, 380052, Gujarat (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.NO	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT
1	Raghvendra Kulkarni	06970323	29/12/2020
2	Sarjeevan Singh	08258683	29/12/2020
3	Bhoomiben Patel	08316893	28/09/2019
4	Sunny Dilipbhai Darji	08481281	28/09/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Rupali Modi
Practicing Company Secretary
C. P. No.: 11350
M. No.: A25467

Place: Mumbai
Date: 05/09/2024

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1) INDUSTRY STRUCTURE AND DEVELOPMENTS:**

During the period, the industry registered a cumulative growth as against the corresponding period of last year. The cumulative growth for the eight core industries remained same as previous year. With the entry of new players in the already fragmented markets, high price volatility and variations in prices is experienced in different regions and different periods of time.

2) OPPORTUNITIES AND THREATS**Opportunities**

- Increase in income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

3) SEGMENT-WISE PERFORMANCE:

The Company has identified its activities as single segment. Hence, the Company's performance is to be viewed as a single segment company operating in Information technology.

4) RECENT TREND AND FUTURE OUTLOOK:

Notwithstanding global uncertainties, regulatory tightening and cyclical economic downtrend, financial services industry in India on the whole, will continue to march ahead at a healthy pace in the long term. We expect interest rates to remain stable or move southward and liquidity to ease in the coming quarters. This should augur well for demand growth in financing and lending business. However, your company is making all possible efforts will improve its position.

5) RISK AND CONCERNS:

Like any other industry, this industry is also exposed to risk of competition, government policies, natural factor etc. As the Company is proposed to export raw materials/ finished product, the Company has risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

6) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has proper and adequate system of Internal Controls to ensure that all the assets are safeguarded, protected as against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company conducted the audit of various departments through an independent internal auditor. The views of the statutory auditors are also considered to ascertain the adequacy of the internal control system.

7) FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company for the year 2023-24 is described in the Directors' Report under the head 'Operations of the Company'.

8) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED:

Your Company likes to inform you that, since the company has very few employees who have been personally taken care by the Board of Directors of the company, there is no such HR policy in the company.

As on 31st March, 2024 there were 03 employees on pay-roll on the Company.

9) DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:

As mentioned in clause B(i) of Schedule – V read with Regulation 24(3) and 53(f) of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 specifying requirement of additional disclosure as inserted by the SEBI (Listing and Disclosure Requirement (Amendment) Regulations, 2018 applicable w.e.f. 01.04.2019, it is confirmed that, there is no significant change in any ratios for more than 25% as compared to previous financial year 2022-23.

10) CAUTIONARY STATEMENT:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Date: 05.09.2024
Place: Ahmedabad

For & on behalf of the Board of Director
Softrak Venture Investment Limited

Sd/-
Bhoomiben Patel
Director
(DIN: 08316893)

Sd/-
Raghendra Kulkarni
Managing Director
(DIN: 06970323)

MEET SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Office:- G-503, Indraprasth II, Opp. Tulip Citadel, Ambawadi, Ahmedabad - 380015

Phone : (M) 96876-34977 E-mail : cameetashah@gmail.com

Independent Auditor's Report

To
The Members of
Softrak Venture Investment Limited

Report on the audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone Ind AS financial statements of Softrak Venture Investment Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Management's responsibility for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards ("Ind AS") specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the Standalone Financial Statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - 12.1. Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- 12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by themanagement.
- 12.4. Conclude on the appropriateness of the management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 12.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, we report that:
 - 17.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 17.2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

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- 17.3. The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.
- 17.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
- 17.5. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- 17.6. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report on internal financials control over financials reporting as per **Annexure B**.
- 17.7. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.
- 17.8. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 is applicable from 1st April 2023 .

Based on our examination which included test checks the company has used accounting software for maintaining books of account , which have feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in respective software.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

18. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 18.1. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its Standalone Financial Statements – Refer Note 36 to the Standalone Financial Statements;
 - 18.2. The Company is not required to make provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - 18.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - 18.4. The management has represented that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities

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identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.

- 18.5. The management has represented that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
- 18.6. In our opinion and according to the information and explanations given to us, that no dividend declared or paid during the year the Company is in compliance with Section 123 of the Act.

UDIN : 24169259BKABSW7548

For Meet Shah & Associates

Chartered Accountants

Firm Registration No.: 142114W

sd/- Meet

Shah

Proprietor

M. No.: 169259

Place: **Ahmedabad**

Date: **27/05/2024**

MEET SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Office:- G-503, Indraprasth II, Opp. Tulip Citadel, Ambawadi, Ahmedabad - 380015

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Annexure - A to the Auditors' Report

The Annexure as referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2024, we report that:

1. a) A. The Company has does not have any fixed Asset hence clause 3i(a) to 3i(e) is not applicable to the company.
2. a) The company does not have any inventory hence clause 3ii(a) to 3ii(b) is not applicable to the company.
3. a) (A) According to information and explanation given to us the company has not made investments nor provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to subsidiaries, Joint Venture, Associates Companies.

(B) According to the information and explanation given to us, The Company has not provided loans or provided advances in the nature of loans, or stood guarantee or provided securities to other than its subsidiaries, Joint Venture, Associates Companies during the year. The closing balance of Loans is Rs 757.06 lakhs. (During the year loan given amounts to Rs 714.96 lakhs)

(b) According to the information and explanation given to us and based on our examination the terms and conditions of the grant of all loans and advances in the nature of loans and guarantee provided are not prejudicial to the company's interest.

(c) In relation to loans and advance, loans and advance are repayable on demand. Accordingly no schedule of repayment has been stipulated.

d) Loans are repayable on demand. There is no overdue loan and advances. Accordingly, paragraph 3(iii) (d) of the Order is not applicable.

e) No loans and advances in the nature of loans were renewed/extended or fresh loans were granted in place of which fallen due for repayment during the year. Accordingly, paragraph 3(iii) (e) of the Order is not applicable.

f) No loans and advances has been granted to related parties during the year accordingly this clause is not applicable to the company

4. In our opinion and according to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 for loans, investments, guarantees and security.
5. According to the information and explanation given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act or any

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other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable to the company.

6. According to the information and explanation given to us, the central government has prescribed for the maintenance of cost records under section 148(1) of the companies act ,2013.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable. The GST number of the company has been cancelled suo moto with effect from 16/12/2020.

(b) According to the information and explanations given to us, there are no dues of Goods and Service Tax, income tax, sales tax, duty of excise, service tax and value added tax, duty of customs, duty of Excise, cess and any other statutory, which have not been deposited with the appropriate authorities on account of any dispute.

8. According to the information and explanations given to us, no such transactions were observed which were not recorded in books of accounts but have been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961 and there is no previously unrecorded income in the books of account of the company.

9. According to the information and explanations given to us, we are of the opinion that:

(a) The company has not defaulted in repayment of any outstanding loans or other borrowing to any lender.

(b) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) The company has availed term loan and application of term loan has been done for the purpose for which it raised.

(d) The company has not raised any short term fund therefore question of utilisation of short term fund does not arise.

(e) The company has not taken any funds from any entity or person on account of to meet the obligations of its subsidiaries, Joint Venture, Associates Companies.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, Joint Venture, Associates Companies.

10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence question of application of fund does not arise.

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- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
11. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- C) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company accordingly this clause is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013. Where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards. Please confirm
14. The company has Internal Audit system commensurate with size and nature of its Business as per Companies Act, 2013
15. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the companies Act, 2013 are not applicable to the Company.
16. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) The company has not conducted any Non-banking Financial or Housing Finance activities.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) The company is not part of the Group which has more than one CIC as part of the Group.
17. As per our observation from financial statement of the company, the company has not incurred cash losses in the financial year under review and in the immediate preceding financial year.
18. There has been no resignation of the statutory auditors during the year accordingly this clause is not applicable to the company.
19. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that there is no material uncertainty exists as on the date of audit report, and we are also of the opinion that the Company is capable of meeting its liabilities existed at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

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20. (a) There is no unspent amount required to be transferred as per second proviso to sub section 5 of section 135 of Companies Act, 2013.
- (b) There is no unspent amount remaining under sub section 5 of section 135 (1) of Companies Act, 2013 to be transfer to special account as per provision of sub section 6 of Section 135 of the Companies Act 2013.
21. The company is not required to prepare consolidated financial statement hence this clause of Order is not applicable to the company.

UDIN: 24169259BKABSW7548

For Meet Shah & Associates

Chartered Accountants

Firm Registration No.: 142114W

sd/- **Meet**

Shah

Proprietor

M. No.: **169259**

Place: **Ahmedabad**

Date: **27/05/2024**

MEET SHAH & ASSOCIATES

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Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Softrak Venture Investment Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

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company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

UDIN: 24169259BKABSW7548

For Meet Shah & Associates

Chartered Accountants

Firm Registration No.: 142114W

sd/- Meet

Shah

Proprietor

M. No.: **169259**

Place: **Ahmedabad**

Date: **27/05/2024**

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

STATEMENT OF ASSETS AND LIABILITIES FOR THE YEAR ENDED MARCH 31,2024

(Amount in Lakhs)

Particulars	Note No.	As at 31-03-2024	As at 31-03-2023
ASSETS			
Non Current Assets			
Property, Plant and Equipment			
Capital Work in Progress			
Financial Assets			
Investments			
Loans & Advances	4	757.06	42.10
Other Non Current Assets		-	-
Current assets			
Inventories		-	-
Financial Assets			
Trade Receivables	5	3,833.97	4,306.48
Cash and Cash Equivalents	6	4.44	20.46
Loans & Advances	7	-	-
Other Financial Assets	8	13.87	18.07
TOTAL ASSETS		4,609.34	4,387.11
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	4,507.79	4,507.79
Other Equity	10	26.20	(189.79)
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	11	-	67.55
Deferred Tax Liabilities (Net)			
Current Liabilities			
Financial Liabilities			
Borrowings			
Trade Payables			
MSME			
Other than MSME		-	-
Short-Term Provisions	12	73.39	0.73
Other Current Liabilities	13	1.96	0.83
TOTAL EQUITY AND LIABILITIES		4,609.34	4,387.11

UDIN :24169259BKABSW7548

As per our report of even date For, Meet Shah
& Associates Chartered Accountants
FRN : 142114W

sd/-
Meet Shah Proprietor
M. No : 169259

Date: 27/05/2024
Place :- Ahmedabad

For and on behalf of the Board of Directors of
Softtrak Venture Investment Ltd

sd/-
Raghvendra Kulkarni - Managing Director
DIN: 06970323
sd/-
Sarjeevan Singh - Director DIN:
08258683

sd/-
Arpita Mittal
Company Secretary

sd/-
Vipul Jana
CFO

Date: 27/05/2024
Place :- Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2024

(Amount in Lakhs)

PARTICULARS	Note No	Year Ended 31.03.2024	Year Ended 31.03.2023
I Revenue from Operations	14	6.24	62.41
II Other Income	15	303.22	2.62
III Total Income (I+II)		309.47	65.03
IV EXPENSES			
(1) Cost of Materials Consumed	16	-	8.66
(2) Purchase of Stock-In-Trade			
(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade		-	-
(4) Employee Benefits Expense	17	5.52	2.63
(5) Finance Cost	18	0.11	-
(6) Depreciation and Amortisation Expense		-	-
(7) Other Expenses	19	15.19	11.35
Total Expenses (IV)		20.82	22.64
V Profit before Exceptional Items and Tax (III-IV)		288.65	42.39
VI Exceptional Items		-	39.92
VII Profit before Tax		288.65	2.48
VIII Tax Expense			
(1) Current Tax		72.65	0.73
(2) Prior Period Taxation		-	-
(3) Deferred Tax			
IX Profit (Loss) for the period from continuing operations (VII-VIII)		216.00	1.74
X Profit/(Loss) from discontinued operations			
XI Tax Expense of discontinued operations			
XII Profit (Loss) from discontinuing operations (after tax) (X-XI)		-	-
XIII Profit (Loss) for the period (IX-XIII)		216.00	1.74
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
XV Total Comprehensive Income for the Period (XIII+XIV)		216.00	1.74
XVI Earnings Per Equity Share			
(1) Basic		0.48	0.00
(2) Diluted		0.48	0.00

UDIN :24169259BKABSW7548

As per our report of even date

For, Meet Shah & Associates

Chartered Accountants

FRN : 142114W

sd/-

Meet Shah

Partner

M. No : 169259

Date: 27/05/2024

Place :- Ahmedabad

For and on behalf of the Board of
Directors of Softrak Venture Investment Ltd

sd/-

Raghvendra Kulkarni - Managing Director

DIN: 06970323

sd/-

Sarjeevan Singh - Director

DIN: 08316893

sd/-

Arpita Mittal
Company Secretary

sd/-

Vipul Jana
CFO

Date: 27/05/2024

Place :- Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Amount in Lakhs)

Particulars	For the period ended on 31.03.2024	For the period ended on 31.03.2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	288.65	2.48
Adjustments for:		
Depreciation	-	-
Preliminary expense	2.27	-
Interest Income	(3.18)	-
Operating Profit before Working Capital Changes	287.75	2.48
Movements in Working Capital :		
Decrease / (Increase) in Inventories		
Decrease / (Increase) in Sundry Debtors	472.50	(32.44)
Decrease / (Increase) in Non current Loans and Advances	(714.96)	
Decrease / (Increase) in Loans and Advances	-	22.59
Decrease / (Increase) in Current Assets	4.20	(17.27)
(Decrease) / Increase in Trade Payables	-	(6.68)
(Decrease) / Increase in Short Term Provisions	72.65	(1.89)
(Decrease) / Increase in Current Liabilities	(1.14)	0.33
(Decrease) / Increase in other Current Liabilities		
Cash (used in) / generated from operations	121.01	(32.88)
Direct Taxes Paid (net of refunds)	72.65	0.73
Net cash (used in) / generated from operating activities (A)	48.36	(33.62)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) of Fixed Assets		
Sale / Disposal of Fixed Assets		
Profit on sale of Investment / Assets		
Net cash (used in) / generated from investing activities (B)		
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment) / Proceeds From Long Term Borrowings	(67.55)	51.15
(Repayment) / Proceeds From Short Term Borrowings		
Repayment / (Proceeds) From Long Term Loans & Advances		
Proceeds from Issue of Shares		
Interest Income	3.18	
Dividend		
Net cash (used in) / generated from financing activities (C)	(64.37)	51.15
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B)	(16.02)	17.53
Cash and cash equivalents at the beginning of the year	20.51	2.98
Cash and cash equivalents at the end of the year	4.49	20.51
Components of cash and cash equivalents		
Cash and cheques on hand	4.19	20.35
With Scheduled Banks		
- in Current Account	0.25	0.11
- in Term Deposit Accounts		
	4.44	20.46

Notes

1) The figures in brackets represent outflows.

2) Previous periods' figures have been regrouped / reclassified, wherever necessary, to conform to current year presentation.

UDIN : 24169259BKABS7548

As per our report of even date

Chartered Accountants

FRN : 142114W

sd/-

Meet Shah

Proprietor

M. No : 169259

Date: 27/05/2024

Place :- Ahmedabad

For and on behalf of the Board of

Directors of Softrak Venture Investment Ltd For, Meet Shah & Associates

sd/-

Raghendra Kulkarni - Managing Director

DIN: 06970323

sd/-

Sarjeevan Singh - Director

DIN: 08258683

sd/-

Arpita Mittal

Company Secretary

Date: 27/05/2024

Place :- Ahmedabad

sd/-

Vipul Jana

CFO

SOFTRAK VENTURE INVESTMENT LIMITED

CIN: L99999GJ1993PLC020939

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2024

(A) Particulars	As at 31st March,2024	As at 31st March,2023
Balance as at the beginning of the year	450,779,000	450,779,000
Issued during the year	-	-
Balance as at the end of the year	450,779,000	450,779,000

(B) OTHER EQUITY

Particulars	Share Application Money Pending For Allotment	Reserves & Surplus					Equity Instrument measured through OCI	Total
		Retained Earnings	General reserves	Capital reserves	Security Premium	Revaluation reserve		
Balance as on 01.04.2023		(189.79)	-	-	-	-	-	(189.79)
Addition During the Year		-	-	-	-	-	-	-
Profit For the year		216.00	-	-	-	-	-	216.00
Transfer to Reserves		-	-	-	-	-	-	-
Other Comprehensive Income		-	-	-	-	-	-	-
Prior Period Loss		-	-	-	-	-	-	-
Dividend		-	-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-	-
Balance as on 31.03.2024	-	26.20	-	-	-	-	-	26.20
Balance as on 01.04.2022		(191.49)	-	-	-	-	-	(191.49)
Profit For the year		1.69	-	-	-	-	-	1.69
Transfer to Reserves		-	-	-	-	-	-	-
Other Comprehensive Income		-	-	-	-	-	-	-
Dividend		-	-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-	-
Balance as on 31.03.2023	-	(189.79)	-	-	-	-	-	(189.79)

UDIN :24169259BKABSW7548

As per our report of even date
For, Meet Shah & Associates
Chartered Accountants
FRN : 142114W

sd/-

Meet Shah
Proprietor
M. No : 169259
Date: 27/05/2024
Place :- Ahmedabad

For and on behalf of the Board of
Directors of Softrak Venture Investment Ltd

sd/-

Raghvendra Kulkarni - Managing Director

DIN: 06970323

sd/-

Sar/j-eevan Singh - Director

DIN: 08258683

sd/-

Arpita Mittal
Company Secretary

sd/-

Vipul Jana
CFO

Date: 27/05/2024

Place :- Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED

Notes to the Financial Statements for the Year ended 31st March, 2024

Particulars	As at March 31,2024	As at March 31,2023
NON CURRENT ASSETS		
FINANCIAL ASSET		
4 LONG TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Other loans and advances	757.06	42.10
Total	757.06	42.10
CURRENT ASSETS		
FINANCIAL ASSET		
5 TRADE RECEIVABLES		
(Unsecured considered good)		
Over Six Months	3,533.97	4,265.11
Others	300.00	41.37
Total	3,833.97	4,306.48
CURRENT ASSETS		
FINANCIAL ASSET		
6 CASH AND CASH EQUIVALENT		
Cash on Hand	4.19	20.35
Balance with Scheduled Banks a. in Current Accounts	0.25	0.11
Total	4.44	20.46
CURRENT ASSETS		
FINANCIAL ASSET		
7 LOANS AND ADVANCES	-	-
Total	-	-
CURRENT ASSETS		
FINANCIAL ASSET		
8 OTHER FINANCIAL ASSET		
TDS receivable	0.32	-
Preliminary Expense	13.55	18.07
Total	13.87	18.07
Particulars		
10 OTHER EQUITY		
Reserves & surplus		
Retained Earnings	26.20	(189.79)
General reserves		
Total	26.20	(189.79)
Non Current Liabilities		
Financial Liabilities		
11 BORROWINGS		
Long Term Borrowing from others		
Unsecured	-	67.55
Total	-	67.55
Current Liabilities		
12 SHORT TERM PROVISION		
Provision for Tax	73.39	0.73
Total	73.39	0.73
13 OTHER CURRENT LIABILITIES		
Provision for Exp	1.96	0.83
Total	1.96	0.83

SOFTRAK VENTURE INVESTMENT LIMITED

Notes to the Financial Statements for the Year ended 31st March, 2024

(Amount in Lakhs)

Note No.	Particulars		As at 31 st March, 2024	As at 31 st March, 2023
9	Share Capital Authorised share capital :- 45100000 (45100000) Equity Shares of Rs. 10 each		4,510	4,510
			4,510	4,510
			4,508	4,508
			4,508	4,508
	Issued, Subscribed & Paid-up Share Capital:- 45077900 (45077900) Equity Shares of Rs. 10 each fully paid up			

9.1 List of Share Holders having more than 5% holding

Sr. No.	Name of Shareholder	As at 31 March, 2024		As at 31 March, 2023	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	SHITALNATH CONSULTANT PRIVATE LIMITED	8,809,212	19.54%	8,647,055	19.18%
2	EFFICIENT TIE UP PRIVATE LIMITED	6,547,516	14.52%	6,339,700	14.06%
3	PAYAL SUJAY MEHTA	5,480,120	12.16%	3,735,020	8.29%
4	SHEETAL DAKSHESH SHAH	4,579,500	10.16%	4,579,500	10.16%
5	DAKSHESH RAMESHCHANDRA SHAH	3,699,950	8.21%	3,699,950	8.21%

9.2 The Reconciliation of the number of shares outstanding is set out below :

Particulars		As at 31st March, 2024	As at 31st March, 2023
Balance as at the beginning of the year		45,077,900	45,077,900
Issued during the year		-	-
Balance as at the end of the year		45,077,900	45,077,900

9.3 Terms and Rights attached to equity Shares

The company has only one class of equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend proposed by the Board of Directors is subject to approval of the Shareholding in the ensuing Annual General Meeting.

9.4 The company has not issued any Right/ Bonus shares during any preceding year.

SOFTRAK VENTURE INVESTMENT LIMITED

Notes to the Financial Statements for the Year ended 31st March, 2024

Particulars		For the year ending on March 31, 2024	For the year ending on March 31, 2023
14	<u>REVENUE FROM OPERATIONS</u>		
	Sale of Products	6.24	52.02
	Sale of Services	-	10.39
	Total	6.24	62.41
15	<u>OTHER INCOME</u>		
	Commission Income	300.00	2.62
	Interest Income	3.22	-
	Sundry Balance Written Off		
	Total	303.22	2.62
16	<u>COST OF STOCK IN TRADE AND OPERATING EXP.</u>		
	Opg Stock	-	-
Add :	Purchase of Stock in Trade	-	8.66
Less :	Closing Stock		
	Raw Material consumed during the year (A)	-	8.66
	<u>Other Operating Expenses</u>	-	-
	<u>Other Operating Exp (B)</u>	-	-
	Total	-	8.66
17	<u>EMPLOYEE BENEFIT EXPENSES</u>		
	Salaries, Wages, Allowances and Bonus	5.52	2.63
	Total	5.52	2.63
Particulars		For the year ending on March 31, 2024	For the year ending on March 31, 2023
18	<u>FINANCE COST</u>	-	-
	Bank Charges	0.11	0.05
	Total	0.11	-
19	<u>OTHER EXP</u>		
	Advertisement Exp	0.08	0.07
	Annual Listing Fees & ROC Charges	1.15	7.77
	Other Expenses	8.50	0.90
	Professional Fees Exps	0.53	0.69
	Custodial Fees		1.17
	Donation	4.17	
	Total	14.44	10.60
19.1	<u>PAYMENT TO AUDITORS :</u>		
	Statutory Audit Fees	0.75	0.75
	Total	15.19	11.35

Note : 20 Credit Risk Management

Credit risk is managed on a group basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

Trade Receivable Ageing

As at March 31, 2024

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Undisputed Trade Receivable						
Considered Good	41.37					41.37
Have significant increase in credit Risk					4,265.11	4,265.11
Credit Impaired						
Disputed Trade Receivable						
Considered Good						
Have significant increase in credit Risk						
Credit Impaired						
Total	41.37	-	-	-	4,265.11	4,306.48

As at March 31 , 2023

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Undisputed Trade Receivable						
Considered Good	41.37					41.37
Have significant increase in credit Risk					4,265.11	4,265.11
Credit Impaired						
Disputed Trade Receivable						
Considered Good						
Have significant increase in credit Risk						
Credit Impaired	41.37	-	-	-	4,265.11	4,306.48

Note 21 Disclosure of Ratios

Particulars	As at March 31,2024	As at March 31,2023	% Change in Ratio	Explanation
Current Ratio	51.13	2,771.72	(98.16)	
Debt Equity Ratio	-	1.56	(100.00)	
Debt Service Coverage Ratio	-	-	-	
Return on Equity	4.79	0.04	12,658.56	
Inventory Turnover Ratio	-	-	-	
Trade Receivable Turnover Ratio	0.00	0.01	-	
Trade Payable Turnover Ratio	-	-	-	
Net Capital Turnover Ratio	-	-	-	
Net Profit Ratio	3,459.40	2.71	127,431.49	
Return on Capital Employed	(0.10)	0.00	(41.08)	
Return on Investment	-	-	-	

Note 22 Trade Payable Ageing

As at March 31 , 2024

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME						-
Others			-			-
Disputed Dues - MSME						-
Disputed Dues - Other						-
Total	-	-	-	-	-	-

As at March 31 , 2023

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME						-
Others			-			-
Disputed Dues - MSME						-
Disputed Dues - Other						-
Total	-	-	-	-	-	-

Note No.3

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS:

1. CORPORATE INFORMATION:

Softrak Venture Investment Limited is a suspended public limited company incorporated in 1993. Its shares are listed on BSE Limited. The Company operates in business of Professional, technical and business services. These financial statements were approved for issue by the Company's Board of Directors on May 27, 2024

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES:

2.1 Statement of Compliance:

These financial statements have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act, 2013 as amended from time to time.

2.2 Basis of preparation

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

2.3 Accounting Estimates:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions, that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

2.4 Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are stated exclusive of Goods and Service Tax (GST).

Interest income

Interest Income is accrued on a time proportion basis using the effective interest rate.

2.5 Property, Plant & Equipments:

Since there is no Property, Plant & Equipments in the Company. No comment is required under this head.

2.6 Impairment of Assets:

Since there is no Property, Plant & Equipments in the Company. No comment is required under this head.

2.7 Investments:

No Investments are there in the company.

2.8 Foreign Currency Transactions:

Foreign currency transactions, if any, are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realisation. Monetary items denominated in foreign currency as at the balance sheet date are converted at the exchange rates prevailing on that day. Exchange differences are recognised in the statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.9 Borrowing Cost:

Borrowing cost, if any, directly attributable to qualifying assets, which takes substantial period to get ready for its intended use, are capitalized to the extent they relate to the period until such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.10 Inventories:

Stock and operating supplies are valued at lower of cost and net realizable Value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition, Cost is determined on a first in first out basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make sale.

2.11 Employees' Benefits:

Termination benefits are recognised as an expense as and when incurred.

2.12 Taxes on Income:

Taxes on Income are accounted in the same period to which the revenue and expenses relate.

Provision for current income tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed there under.

Deferred tax is the tax effect of timing differences. The timing differences are differences between the taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

2.13 Earning Per Share (EPS):

Basic earnings per share are computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share.

2.14 Contingencies and Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation cannot be made. Contingent assets are not recognized in the financial statements.

2.15 Statement of Cash Flow:

Cash flows are reported using the indirect method, whereby profit/(loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

2.16 Financial Instruments:

Financial Assets and Financial Liabilities are recognized when the Company becomes party to the contractual provisions of the financial instrument. Financial Assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expired. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on trade date i.e. the date when the Company commits to purchase or sale the asset.

3. NOTES TO ACCOUNTS:

- 3.1** Some of the Balances of sundry creditors, sundry debtors, loans & advances and other liabilities are subject to confirmation and reconciliation.
- 3.2** In the opinion of the Board of Directors, Current Assets, Loans & Advances are approximately of the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.
- 3.3** The Company operates in one segment i.e. Professional, technical and business services and within one geographical segment i.e India.
- 3.4** The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to provide ongoing returns to shareholders and service debt obligations, whilst maintaining maximum operational flexibility.
- 3.5** The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short term nature.
- 3.6** The Company opines that no provision for expected credit loss is required.
- 3.7** There is no significant market risk or liquidity risk to which the Company is exposed.
- 3.8** The disclosure of transactions with the related parties is given below:
 - (i) Parties where control exists: NIL
 - (ii) Subsidiary Companies: NIL
 - (iii) Fellow Subsidiary Companies: NIL
 - (iv) Key Management Personnel:
 - Raghvendra Kulkarni - Managing Director
 - Sarjeevan Singh – Director
 - Bhoomiben Patel – Director
 - Sunny Darji – Director
 - Vipul Jana – CFO
 - Arpita Mittal – Company Secretary

Terms and conditions of transactions with related parties: NIL

There have been no guarantees provided or received for any related party receivables and payables for the year ended March 31, 2024 and for the year ended March 31, 2023

		(Rs in Lakhs)	
		Current Year	Current Year
		2023-24	2022-23
3.9	Earning Per Share		
	Profit (Loss) After Tax (PAT)	216.00	1.69
	Less: Preference Dividend & Tax	NIL	NIL
	Profit (Loss)	216.00	1.69
	Number of Equity Shares of Rs. 10/- each	4507.79	4507.79
	Weighted Average Number of Equity Shares of Rs. 10/- each	4507.79	4507.79
	Basic EPS	0.48	0.00
	Diluted EPS	0.48	0.00
3.10	Contingent Liabilities and Commitments (To the extent not provided for)		
	(i) <u>CONTINGENT LIABILITES</u>		
	Ⓐ) Claim against the company not acknowledged as debts	NIL	NIL
	Ⓑ) Guarantees	NIL	NIL
	Ⓒ) Other Money for which the company is contingently liable	-/-	-/-
	(ii) <u>COMMITMENTS</u>		
	(a) Estimated amount of Contract remaining to be executed on capital account (net of advances) and not provided for	NIL	NIL
	(b) Uncalled liability on Shares and Other Investments partly paid	NIL	NIL
	(c) Other Commitments	NIL	NIL
3.11	Payment to Auditors:		
	a) Audit Fees	0.75	0.75
	b) Other Services	0	0
	c) Tax Audit Fees	0	0
	d) Taxation Work	0	0
	e) Out of Pocket Expenses	0	0
	Total	<u>0.75</u>	<u>0.75</u>
3.12	Foreign Currency Transactions:		
	a. <u>Expenditure in Foreign Currencies (As certified by the Management)</u>	NIL	NIL

	b.	<u>Earnings in Foreign Currencies</u> (As certified by the Management)	NIL	NIL
	c.	Value of Imports calculated on CIF basis of Capital Goods	NIL	NIL

3.14 No amount remained due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprise Development Act, 2006” as identified on the basis of information collected by the management.

3.15 The Company has re grouped and re-classified the previous year’s figures in accordance with the requirements applicable in the current year. In view of this, certain figures of the current year are not strictly comparable with those of the previous year.

3.16 Fair Value Of Investment Property

There is no Investment in Property so it is not applicable

3.17 Details Of Benami Property Held

The company does not held any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. Where any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

3.18 Relationship With Struck Off Companies

The Company does not have any transactions with companies struck off.

3.19 Borrowings Obtained On The Basis Of Security Of Current Assets

There is no borrowings obtained on the basis of security of Current assets and so, it is not applicable

3.20 Revaluation Of Property, Plant And Equipment And Intangible Assets

The Company doesn not have PPE / Intangible assets and so, it is not applicable

3.21 Utilization Of Borrowed Funds And Share Premium

There is no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions and so, it is not applicable

3.22 Undisclosed Income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

- 3.23** Details Of Crypto Currency Or Virtual Currency
The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- 3.24** Registration Of Charges Or Satisfaction With Registrar Of Companies
The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.
- 3.25** Compliance With Number Of Layers Of Companies
The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- 3.26** Notes 1 to 22 form integral part of accounts.

As per our report of even date

**for and on behalf of the Board of Directors
Softrak Venture Investment Limited**

**For M/s Meet Shah &
Associates.Chartered
Accountants**

sd/-
**CA Meet Shah
Singh
(Proprietor)
Membership No. 169259
08258683 UDIN : 24169259BKABSW7548**

sd/-
**Raghvendra Kulkarni

Managing Director
DIN: 06970323**

sd/-
**Sarjivan

Director
DIN:**

sd/-
**Arpita Mittal
Company Secretary**

sd/-
**Vipul Jana
CFO**

**Date: 27/05/2024
Place: Ahmedabad**

**Date: 27/05/2024
Place: Ahmedabad**