

SOFRAK VENTURE INVESTMENT LIMITED

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

Email Id: sofrakventure@gmail.com CIN: L99999GJ1993PLC020939, Phone No.: 9824695328



15th October, 2020

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower
Dalal Street,
Mumbai - 400 001

Scrip Code: 531529

Dear Sir/Madam,

Sub: Submission of Annual Report for FY 2018-2019

With reference to above, please find copy of Annual Report for Financial Year 2018-2019 in compliance in with Regulation 34 of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015.

Please take the same on your record and oblige.

Yours faithfully,

For Softrak Venture Investment Limited

D.P.S.

Dhiraj Gaglani
Managing Director
DIN: 03496531

Encl.: As Above

SOFTRAK VENTURE INVESTMENT LIMITED

Softrak Venture Investment Limited

Board of Directors

Mr. Dhirajlal Gaglani	Executive Director
Mr. Bhadresh Varde*	Executive Director
Ms. Varsha Vakharia	Non-executive Director
Mr. Manthan Bhavsar**	Non-executive Director
Ms. Bhoomiben Patel#	Non-executive Director

*resigned on 04/06/2018

**appointed on 30/05/2018

#appointed on 08/02/2019

Auditors

M/s P. Dalal & Co.,
Chartered Accountant,
Ahmedabad

Registered Office

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

NOTICE

Notice is hereby given that the Annual General Meeting of the members of **SOFTRAK VENTURE INVESTMENT LIMITED** will be held on 28th September, 2019 at 02:00 p.m. at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2019, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.
2. To appoint Director in place of Mr. Dhirajlal Gaglani who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company in place of M/s. P. Dalal & Co., Chartered Accountants, Ahmedabad, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held in the year 2024 and to fix their remuneration.

SPECIAL BUSINESS:

4. To Appoint Ms. Bhoomiben Patel (DIN: 08316893) as Non- Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time including applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Bhoomiben Patel, who is non executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent

Director of the Company, with effect from September 28, 2019 up to September 27, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all acts deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To Appoint Mr. Sunny Dilipkumar Darji (DIN: 08481281) as Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time including applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunny Dilipkumar Darji, who is non executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from September 28, 2019 up to September 27, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all acts deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on Behalf of the Company
Softrak Venture Investment Limited**

**Date: 13/08/2019
Place: Ahmedabad**

**Sd/-
Dhiraj Gaglani
Managing Director
DIN: 03496531**

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **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.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 28th September, 2019 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
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 a week from the conclusion of the Meeting to those members whose names appear on the Company’s Register of Members on the Record Date fixed 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 dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/MCS 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.
9. 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 e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 25th September, 2019 at 11:00 A.M. and ends on 27th September, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Softrak Venture Investment Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mrs. Rupali Modi, Practicing Company Secretary (Membership No. ACS 25467) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out

in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mrs. Rupali Modi, Scrutinizer, having office address at F-25, Mig, Rishi Nagar, Ujjain, Mob. No: 8450931940, E-mail: csrupali22@gmail.com so as to reach her on or before 27th September, 2019 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.

G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e- voting/ ballot shall be able to exercise their voting right at the meeting.

H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.softrakventure.in> within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

12. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
13. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited - Registrar and Share Transfer agent of the Company immediately.
14. Members are requested to note that the company does not have any amount which required to be transferred to the Investor Education and Protection Fund (IEPF).
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
16. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
17. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

18. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within forty eight hours of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited.

**For and on Behalf of the Company
Softtrak Venture Investment Limited**

Date: 13/08/2019

Place: Ahmedabad

**Sd/-
Dhiraj Gaglani
Managing Director
DIN: 03496531**

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

Item No. 2

Details of Director seeking reappointment at Annual General Meeting:

Name	Mr. Dhirajlal Gaglani
Date of Birth	29/11/1938
Directorship in other Public limited Companies	Nil
Membership of Committees of other Public Limited Companies	Nil
Director of Company since	25/10/1999
No. of Shares Held	15002286 Shares

Item No. 3

The Company had received Notice of Resignation dated 13th August, 2019, under Section 140(4) read with Section 115 of the Companies Act, 2013 from M/s. P. Dalal & Co., Chartered Accountants, Ahmedabad, in its capacity as a Statutory Auditors of the Company and the Board have recommended appointment of M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors in place M/s. P. Dalal & Co., Chartered Accountants, Ahmedabad, the retiring Statutory Auditors.

The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Copy of the special notice for the appointment of new auditors is not required to be given in this report as provided under sub-section (2) of section 139 of the Companies Act, 2013.

Item No. 4

Appointment of Ms. Bhoomiben Patel (DIN: 08316893) as Non- Executive Independent Director of the Company:

Ms. Bhoomiben Patel, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Ms. Bhoomiben Patel fulfilled the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and she is independent of the management.

Ms. Bhoomiben Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Bhoomiben Patel as an Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Ms. Bhoomiben Patel is deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Director:

Name	:	Ms. Bhoomiben Patel
Date of birth	:	03/03/1997
Qualification	:	Graduate
Expertise	:	Accounts and administration
Director of the Company since	:	08/02/2019
Directorship in other public limited companies	:	1
Membership of Committees of other public limited companies	:	4
No. of Shares held in the Company	:	Nil

Item No. 5

Appointment of Mr. Sunny Darji (DIN: 08481281) as Non- Executive Independent Director of the Company:

Mr. Sunny Darji, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Sunny Darji, fulfilled the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and he is independent of the management.

Mr. Sunny Darji is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sunny Darji as an Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Sunny Darji is deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Director:

Name	:	Mr. Sunny Darji
Date of birth	:	13/12/1991
Qualification	:	SSC
Expertise	:	Administration
Director of the Company since	:	13/06/2019
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

**For and on Behalf of the Company
Softrak Venture Investment Limited**

Date: 13/08/2019

Place: Ahmedabad

**Sd/-
Dhiraj Gaglani
Managing Director
DIN: 03496531**

SOFTRAK VENTURE INVESTMENT LIMITED

DIRECTOR'S REPORT

To,
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2018-19.

1. FINANCIAL RESULTS AND OPERATIONAL REVIEW:

The highlights of the financial results of the Company for the financial year ended March 31, 2019 are as under:

Particulars	Year Ended 31.03.2019 (Rs.)	Year Ended 31.03.2018 (Rs.)
Gross Sales/Income	639,735	165,553
Less Depreciation	0	0
Profit/(Loss) before Tax	4,986	24,101
Taxes/Deferred Taxes	1,350	7,953
Profit/(Loss) After Taxes	3,636	16,148
P& L Balance b/f	(18,430,484)	(1,84,46,632)
Profit/ (Loss) carried to Balance Sheet	(18,426,848)	(18,430,484)

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

During the year under review, the Company has earned income of Rs. 639,735 as compared to Rs. 1,65,553 of previous year. The Company has made profit of Rs. 4,986 as compared loss of Rs. 24,101. Efforts were being made to improve the performance of the Company.

3. CHANGE IN THE NATURE OF BUSINESS:

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

4. CHANGE OF NAME:

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

5. FINANCE:

Long Term Debt of the Company stands zero as on 31st March, 2019.

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6. SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2019 was Rs. 45,07,79,000/-.

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.

7. DIVIDEND:

Since the Company has made Losses, the directors are unable to recommend any dividend during the year under review.

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

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

9. DIRECTORS AND KMP:

a) Key Managerial Personnel:

The following are the Key Managerial Personnel of the Company.

Mr. Dhirajlal Gaglani	Chairman and Managing Director
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SOFRAK VENTURE INVESTMENT LIMITED

b) Changes in Directors and Key Managerial Personnel:

Mr. Dhirajlal Gaglani (DIN: 03496531), retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer himself for reappointment.

During the year, the following changes occurred in the Composition of Board Directors due to Appointments and Resignations of several Directors:

Name and Designation	Date of Appointment	Date of Resignation
Mr. Bhadresh Dahyalal Varde Executive Director	--	04/06/2018
Mr. Manthan Bhavsar Independent Director	30/05/2018	--
Ms. Bhoomiben Patel Independent Director	08/02/2019	--
Mr. Ashoksing M. Bhadoriya CFO	--	08/02/2019

c) 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 27(2) 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.

10. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT- 9** as a part of this Annual Report as **ANNEXURE A**.

SOFTRAK VENTURE INVESTMENT LIMITED

11. NUMBER OF MEETINGS OF THE BOARD:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Eight (8) Board Meetings were convened and held on:

30/04/2018	30/05/2018	04/06/2018	05/06/2018	09/08/2018	20/08/2018
03/11/2018	08/02/2019				

During the year Four (4) Audit Committee meetings were convened and held on:

30/05/2018	09/08/2018	03/11/2018	08/02/2019
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The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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.

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(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. DETAIL OF FRAUD AS PER AUDITORS REPORT :

There is no fraud in the Company during the Financial Year ended 31st March, 2019. 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, 2019.

14. BOARD'S COMMENT ON THE AUDITORS' REPORT:

There were no qualifications, reservations or adverse remarks made by Auditors in their respective reports. 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.

15. AUDITORS:

A. Statutory Auditors:

The term of M/s. P. Dalal & Co., Chartered Accountants, Ahmedabad, to act as Statutory Auditor is completed in this Financial Year as per the section 139(2) of Companies Act, 2013 and the Board have recommended appointment of M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors.

The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Copy of the special notice for the appointment of new auditor is not required to be given in this report as provided under sub-section (2) of section 139 of the Companies Act, 2013.

The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under 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, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure -B".

SOFRAK VENTURE INVESTMENT LIMITED

Reply for qualification Remark in Secretarial Audit Report:

1. The company noted the same and the Company and instructed respective promoters so as to achieve 100% promoter holding in demat form and comply with the requirement of above mentioned regulation.
2. Though the Company has not published notice of board meeting for quarterly financial result, the company has uploaded the same on Website of the company and also submitted to BSE Limited also.
3. The Company is in process of appointment of Company Secretary. In absence of the same, the Company has appointed Mr. Dhirajlal Gaglani, Managing Director of the Company as a Compliance officer of the Company.
4. The Company is in the process to comply with the same.

16. TRANSFER TO RESERVES:

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 3,636/- has been carried forward to profit & loss account after provision for proposed dividend and dividend distribution tax.

17. DEPOSITS:

Your Company has not accepted / renewed any deposits from the public/share holders during the year under review.

18. 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.

19. RELATED PARTY TRANSACTIONS:

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

SOFTRAK VENTURE INVESTMENT LIMITED

20. 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.

21. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

22. CORPORATE SOCIAL RESPONSIBILITY:

The Provision of Section 135 of the Company Act, 2013 are not applicable since the company does not fall under Category of Rule 9 of the Corporate Responsibility Rules 2014.

23. 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.

24. 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

SOFRAK VENTURE INVESTMENT LIMITED

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.

25. 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.

26. 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 is explained in the Corporate Governance Report and also posted on the website of the Company.

27. 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.

28. 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.

29. 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

SOFTRAK VENTURE INVESTMENT LIMITED

Company and the Auditors Certificate on Compliance of mandatory requirements are given as an "Annexure "C & D" 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.

30. 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.

31. 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 is 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.

32. 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- E" 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.

SOFTRAK VENTURE INVESTMENT LIMITED

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.

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

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

34. 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).

35. 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.

36. 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.

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

**Date: 13/08/2019
Place: Ahmedabad**

**Sd/-
(Dhirajlal Gaglani)
Managing Director
DIN: 03496531**

**Sd/-
(Bhoomiben Patel)
Director
DIN: 08316893**

a) Individual/HUF	-	203000	203000	0.45	-	203000	203000	0.45	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	203000	203000	0.45	-	203000	203000	0.45	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	-	203000	203000	0.45	-	203000	203000	0.45	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	106600	-	106600	0.24	59450	-	59450	0.14	-0.10

i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	20672 46	45600	2112846	4.69	2316371	45600	2361971	5.24	0.55
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	42571 854	-	42571854	94.44	40579991	-	40579991	90.02	-4.42
c) Others (specify)	-	-	-	-	-	-	-	-	-
(ci) HUF	69600	-	-	0.15	1796255	-	-	3.98	3.83
(cii) NRI	14000	-	-	0.03	77233	-	-	0.17	0.14
Sub-total (B)(2):-	44829 300	45600	44874900	99.55	44829300	45600	44874900	99.55	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	44829 300	45600	44874900	99.55	44829300	45600	44874900	99.55	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	44829 300	248600	45077900	100.00	44829300	248600	45077900	100.00	-

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Bhadresh Varde	136000	0.30	-	136000	0.30	-	-
2	Vipul Shah	30000	0.07	-	30000	0.07	-	-
3	Nayan Bavishi	20000	0.04	-	20000	0.04	-	-
4	Tushar Sanghavi	17000	0.04	-	17000	0.04	-	-

	Total	203000	0.45	-	203000	0.45	-	-
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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	Name	Date	Share Holding		Increase/ Decrease in Share holding	Reason	Cumulative Shareholding During the year 2018-2019	
			Beganin g/ Closing	No of Shares			% of total Shares	No of Shares
1	DhirajlalG aglani	01/04/18	15002286	33.28	-	-	15002286	33.28
		-	-	-	-	-	-	-
		31/03/19	15002286	33.28			15002286	33.28
2	Deepak Kapre	01/04/18	3735120	8.29	-	-	3735120	8.29
		-	-	-	-	-	-	-
		31/03/19	3735120	8.29	-	-	3735120	8.29
3	Keyur Shah	01/04/18	3700000	8.21	-	-	3700000	8.21
		-	-	-	-	-	-	-
		31/03/19	3700000	8.21	-	-	3700000	8.21
4	Satish Chand	01/04/18	3264000	7.24	-	-	3264000	7.24
		-	-	-	-	-	-	-
		31/03/19	3264000	7.24			3264000	7.24
5	A Indra	01/04/18	404000	0.89	-	-	404000	0.89
		-	-	-	-	-	-	-
		31/03/19	404000	0.89			404000	0.89
6	A Ajay	01/04/18	405000	0.90	-	-	405000	0.90
		-	-	-	-	-	-	-
		31/03/19	405000	0.90			405000	0.90
7	Sunil Prajapati	01/04/18	3100000	6.88	-	-	3100000	6.88
		-	-	-	-	-	-	-
		31/03/19	3100000	6.88			3100000	6.88
8	Ravi Bhandari HUF	01/04/18	0	0.00	1556730	Purchase	1556730	3.45
		-	-	-	-	-	-	-
		31/03/19	1556730	3.45			1556730	3.45
9	TapasyaS heth	01/04/18	0	0.00	3700000	Purchase	3700000	8.21
		-	-	-	-	-	-	-
		31/03/19	3700000	8.21			3700000	8.21
10	Pulkit Shah	01/04/18	0	0.00	3090180	Purchase	3090180	6.85
		-	-	-	-	-	-	-
		31/03/19	3090180	6.85			3090180	6.85
11	Rakesh Ranka	01/04/18	1556730	3.45	1556730	Sale	0	0.00
		-	-	-	-	-	-	-
		31/03/19	0	0.00			0	0.00
12	Sushila N Rungta	01/04/18	48600	0.11	48600	Sale	0	0.00

		-	-	-	-	-	-	-
		31/03/19	0	0.00	-	-	0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No	Name	Date	Share Holding		Increase/ Decrease in Share holding	Reason	Cumulative Shareholding During the year 2018-2019	
			Beginning/ Closing	No of Shares			% of total Shares	No of Shares
1	Dhirajlal Gaglani	01/04/18	15002286	33.28	-	-	15002286	33.28
		-	-	-	-	-	-	-
		31/03/19	15002286	33.28	-	-	15002286	33.28
2	Bhadresh Varde	01/04/18	136000	0.30	-	-	136000	0.30
		-	-	-	-	-	-	-
		31/03/19	136000	0.30	-	-	136000	0.30
3	Manthan Bhavsar	01/04/18	0	0	-	-	0	0
		-	-	-	-	-	-	-
		31/03/19	0	0	-	-	0	0
4	Varsha Vakahria	01/04/18	0	0	-	-	0	0
		-	-	-	-	-	-	-
		31/03/19	0	0	-	-	0	0
5	Bhoomi Patel	01/04/18	0	0	-	-	0	0
		-	-	-	-	-	-	-
		31/03/19	0	0	-	-	0	0

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0		0	
iii) Interest accrued but not due	0		0	
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
· Addition	0	0	0	0
· Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sl No.	Particulars of Remuneration-	Name of Director Mr. Dhiraj Gaglani	Name of Director Mr. BhadreshVarde	Name of Director	Total Amount
	Gross salary				
1	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (i+ii+iii)	0	0	0	0
	Ceiling as per the Act	0	0	0	0

B. Remuneration to Others Directors

(Amt in Rs.)

Sl No.	Particulars of Remuneration-	Name of Director	Name of Director	Name of Director	Total Amount
1	Independent Directors	0	0	0	0
	Fee for attending board/committee meetings	0	0	0	0
	· Commission	0	0	0	0
	· Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
	Other Non-Executive Directors	0	0	0	0
	· Commission	0	0	0	0
	· Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	0	0	0	0
	Total Managerial Remuneration	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

*[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

I 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, 2019. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 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. I 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, 2019, 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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)

I 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;

I 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 my examination and representation made by the Company, I 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 my knowledge except non compliance in respect of:

- a) 100% promoter holding is not in demat form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) The Company has not appointed Company Secretary during the year under review.
- d) Securities of the company are under suspension on BSE Limited.

I Further Report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014

Requiring compliance thereof by the Company during the period under review

I further report that The Board of Directors of the Company has not 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, agenda and detailed notes on agenda 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.

I 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.

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

Date: 25/05/2019

Place: Mumbai

Signature: Sd/-

Name of Practicing Company Secretary: Rupali Modi

C. P. No.: 11350

M. No.: 25467

Note: This report is to be read with my 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

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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:25/05/2019
Place: Mumbai

Signature: Sd/-
Name of Practicing Company Secretary: Rupali Modi
C. P. No.: 11350
M. No.: 25467

SOFTRAK VENTURE INVESTMENT LIMITED

ANNEXURE: C

Report on Corporate Governance

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In Accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (the 'Listing Regulations') with BSE Limited the Report Containing the Details of Corporate Governance Systems and Processes at Softrak Venture Investment Limited for Financial Year ended 31st March, 2019 is as follows:

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:

2.1 Composition of the Board:

The Board of Directors as at 31st March, 2019 comprises of four directors including of one Executive and three Non-Executive Directors. Mr. Dhirajlal Gaglani is the Chairman & Managing Director of the Company 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, 2019:

SOFTRAK VENTURE INVESTMENT LIMITED

Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position	
			Member (Excluding This Company)	Chairman (Excluding This Company)
Mr. Dhirajlal Gaglani	Managing Director	Nil	Nil	Nil
Ms. Varsha Vakharia	Non executive Director	Nil	Nil	Nil
Mr. Manthan Bhavsar*	Non executive Director	2	3	Nil
Ms. Bhoomiben Patel #	Additional Director	1	3	3

#Appointed on 08/02/2019

*Appointed on 30/05/2018

2.2 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. Dhirajlal Gaglani	Finance
Ms. Varsha Vakharia	Administration
Mr. Manthan Bhavsar	HR & Admin
Ms. Bhoomiben Patel	Accounts

2.3 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.

SOFTRAK VENTURE INVESTMENT LIMITED

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.

2.4 Meetings and Attendance:

During the year, the Board of Directors met 8 times on April 30, 2018, May 30 2018, June 04, 2018, June 05, 2018, August 09 2018, August 20, 2018, November 03, 2018, and February 08, 2019. 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 the Board	No. of Meetings Attended	Attendance at the last AGM held on 29/09/2018
1.	Mr. Dhirajlal Gaglani	8	8	Yes
2.	Ms. Varsha Vakharia	8	8	No
3.	Mr. Manthan Bhavsar#	6	6	Yes
4.	Ms. Bhoomiben Patel@	0	0	No
5.	Mr. Bhadresh Varde*	2	2	No

*Resigned on 04/06/2018

#Appointed on 30/05/2018

@appointed on 08/02/2019

SOFTRAK VENTURE INVESTMENT LIMITED

2.5 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 15, 2019, 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.

2.6 Disclosure of relationships between the Directors inter-se:

There is no relationship between the Directors inter-se.

2.7 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.

2.8 Familiarisation 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

SOFTRAK VENTURE INVESTMENT LIMITED

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 familiarisation program imparted to Independent Directors is also posted on the Company's Website at www.softtrakventure.in.

2.9 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.

2.10 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.

2.11 Committees of the Board:

The Board of Directors has constituted 6 Committees of the Board viz.

SOFTRAK VENTURE INVESTMENT LIMITED

- 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 2 members are Non-Executive Independent Directors. The Committee members are professionals having requisite experience in the fields of Finance and Accounts, Banking and Management. Ms. Varsha Vakharia, Non-Executive Independent Director is a Chairman 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 utilisation of proceeds of a public or

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- 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

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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 2019 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 4 Audit Committee Meetings were held on May 30, 2018, August 09, 2018, November 03, 2018 and February 08, 2019. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Ms. Varsha Vakharia	Chairman	4	4
2	Mr. Bhadresh Varde*	Member	1	1
3	Mr. Manthan Bhavsar#	Member	3	3
4	Mr. Dhirajlal Gaglani	Chairman	4	4

*Resigned on 04/06/2018

#Appointed on 30/05/2018

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the company comprises of 3 Directors viz. Ms. Varsha Vakharia, Mr. Manthan Bhavsar and Mr. Dhirajlal Gaglani, 2 of them are Non-Executive Independent Directors. Ms. Varsha Vakharia, Non-Executive Independent Director is a Chairman of the Committee.

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During the year, 3 committee meetings were held during the year on May 30, 2018, June 04, 2018, and February 08, 2019. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Varsha Vakharia	Chairman	3	3
2	Mr. Bhadresh Varde*	Member	1	1
3	Manthan Bhavsar#	Member	2	2
4	Dhirajlal Gaglani	Member	3	3

*Resigned on 04/06/2018

#Appointed on 30/05/2018

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

1. 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;

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2. The Committee shall, while formulating the policy, ensure the following :

- (a) 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;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) 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.

*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.

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

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

Details of remuneration to all Directors for the Financial Year 2018-19 are as under:

Sr. No.	Name of Director	Salary (₹)	Perquisites & Allowances (₹)	Retirement & Leave Benefits (₹)	Sitting Fees (₹)	Commission/ Bonus (₹)	Stock Option
1	Mr. Dhirajlal Gaglani	-	-	-	-	-	-
2	Mr. Manthan Bhavsar#	-	-	-	-	-	-
3	Ms. Varsha Vakharia	--	-	-	-	-	-
4	Mr. Bhadresh Dahyalal Varde*	-	-	-	-	-	-
5	Ms. Bhoomiben Patel@	-	-	-	-	-	-

*Resigned on 04/06/2018

#Appointed on 30/05/2018

@appointed on 08/02/2019

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

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 2 Non-Executive Independent Director and 1 Executive Directors. Ms. Varsha Vakharia, Non-Executive Director has been appointed as a Chairman of the Committee.

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5.1 The Composition of the Committee as at 31st March 2019 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 4 Committee Meetings were held on April 16, 2018, July 17, 2018, October 09, 2018 and January 10, 2019. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Ms. Varsha Vakharia	Chairman	4	4
2	Mr. Bhadresh Varde*	Member	1	1
2	Mr. Manthan Bhavsar#	Member	3	3
3	Mr. Dhirajlal Gaglani	Member	4	4

*Resigned on 04/06/2018

#Appointed on 30/05/2018

5.2 Name and Designation of Compliance Officer:

Mr. Dhirajlal Gaglani, Managing Director

5.3 Details of Complaints / Queries received and redressed during 1st April 2018 to 31st March 2019 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
9	Nil	Nil	9

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. INFORMATION ON GENERAL BODY MEETINGS:

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

Date	Time	Venue
29 th September, 2018	02:00 P.M. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

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29 th 2017	September,	11.30 A.M. (IST)	6th Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009
29 th 2016	September,	11.30 A.M. (IST)	6th Floor, Agrawal Complex, C.G. Road, Navrangpura, Ahmedabad - 380 009

6.2 Special Resolutions passed in the last 3 Annual General Meetings:

2017-18

1. To Appoint Mr. Manthan Bhavsar (DIN: 05208214) as Non-Executive Independent Director of the Company.
2. To Appoint Mr. Dhirajlal Panachand Gaglani (DIN: 03496531) as Managing Director of the Company.
3. To Adopt new articles of association of the company containing regulation in conformity with Companies Act, 2013.

2016-17

No special resolution passed in the year under review.

2015-16

No special resolution passed in the year under review.

6.3 Extraordinary General Meeting (EGM):

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

6.4 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.

7. 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.softrakventure.in).
- ii. **Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website (www.softrakventure.in).
- iii. **Website:** The Company's website (www.softrakventure.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,

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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.softrakventure.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.

8. GENERAL SHAREHOLDER INFORMATION:

8.1 Annual General Meeting:

Date	28 th September, 2019
Time	02:00 P.M. (IST)
Venue	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

8.2 Financial Calendar (Tentative):

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

First quarter results	:	Second week of August, 2019
Second quarter results	:	First week of November, 2019
Third quarter results	:	Second week of February, 2020
Fourth quarter results / Year end results	:	Last week of May, 2020

8.3 Book Closure: 23rd September, 2019 to 28th September, 2019 (both days inclusive)

8.4 Dividend Payment Date: NA

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8.5 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:

Sr. No.	Name of Stock Exchanges	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	BSE - 531529

8.6 Market Price Data:

High / Low of Monthly Market Price of the Companies Equity Shares traded on Bombay Stock Exchange during the financial year 2018-2019 are furnished below:

The trading of equity shares of the Company was suspended during the year and hence no Market Price Data is available during the year under review.

8.7 Registrar And Transfer Agent:

MCS SHARE TRANSFER AGENT LIMITED.

- 383 Lake Gardens, 1st Floor, Kolkata 700045
- 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009
Tele. No.: 033-40724051, 079 26582878
Fax No.: 033-40724050
E-mail:mcssta@rediffmail.com,mcsashmd@gmail.com

8.8 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 dematerialised form are electronically traded through the Depositories.

Requests for dematerialisation 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,

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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 dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

8.9 Shareholding Pattern as on 31st March 2019:

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	4	203000	0.45
Public	1491	42941962	95.26
Other Bodies Corporate	28	59450	0.13
NRI	3	77233	0.17
HUF	46	1796255	3.99
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
Total Shareholding	1572	45077900	100

8.10 Shareholding Pattern as on 31st March 2019:

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1- 5000	626	39.82	204541	0.45
5001-10000	348	22.14	326770	0.72
10001- 20000	194	12.34	345380	0.77
20001- 30000	88	5.60	241018	0.53
30001- 40000	38	2.42	140137	0.31
40001- 50000	65	4.13	316600	0.70
50001- 100000	110	7.00	958600	2.13
100001 & Above	103	6.55	42544854	94.38
TOTAL	1572	100	450779000	100

8.11 Dematerialisation of shares and liquidity:

As on 31.03.2019 Demat shares accounted for 44829300 Equity Shares of total equity.

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

Not Applicable

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

8.14 Address for communication: 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad - 380052

SOFTRAK VENTURE INVESTMENT LIMITED

8.15 Unclaimed Dividend:

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

8.16 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

8.17 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.

8.18 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, 9824695328 Fax : 079-6463141 CIN : L99999GJ1993PLC020939 Email : softrakventure@gmail.com Website : www.softrakventure.in	Mcs Share Transfer Agent Limited 1. 383 Lake Gardens, 1 st Floor, Kolkata 700045 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Tele. No.: 033-40724051, 079 26582878 Fax No.: 033-40724050 Email:mcssta@rediffmail.com, mcsashmd@gmail.com
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9. OTHER DISCLOSURES:

9.1 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.

SOFTRAK VENTURE INVESTMENT LIMITED

9.2 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.

9.3 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.

9.4 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.

9.5 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 www.softtrakventure.in.

9.6 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 Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: www.softtrakventure.in

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

9.7 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.

9.8 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.

9.9 Complaints pertaining to Sexual Harassment:

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

SOFTRAK VENTURE INVESTMENT LIMITED

9.10 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.

9.11 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:** Half-yearly and other Quarterly financial statements are not published on news papers, but 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. **Chairperson and Managing Director:** Mr. Dhirajlal Gagkani is the Chairman and Managing Director of the Company.
- e. **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 13, 2019 and the same was approved.

SOFTRAK VENTURE INVESTMENT LIMITED

Declaration of compliance with the code of conduct

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

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

**Date: 13/08/2019
Place: Ahmedabad**

Sd/-	Sd/-
(Dhirajlal Gaglani)	(Bhadresh Varde)
Managing Director	Director
DIN: 03496531	DIN: 02101777

SOFTRAK VENTURE INVESTMENT LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT ANNEXURE: D

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 Natural Food Color Industry.

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

SOFTRAK VENTURE INVESTMENT LIMITED

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 2018-19 is described in the Directors' Report under the head 'Operations of the Company'.

8) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

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.

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 2017-18.

SOFTRAK VENTURE INVESTMENT LIMITED

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.

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

**Date: 13/08/2019
Place: Ahmedabad**

**Sd/-
(Dhirajlal Gaglani)
Managing Director
DIN: 03496531**

**Sd/-
(Bhadresh Varde)
Director
DIN: 02101777**

SOFTRAK VENTURE INVESTMENT LIMITED

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 2018-19 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.

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

**Date: 13/08/2019
Place: Ahmedabad**

**Sd/-
(Dhirajlal Gaglani)
Managing Director
DIN: 03496531**

SOFTRAK VENTURE INVESTMENT LIMITED

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 2018-19 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 2018-19 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 2018-19;
- Significant changes in accounting policies during the year 2018-19 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: 13/08/2019
Place: Ahmedabad**

**Sd/-
(Dhirajlal Gaglani)
Managing Director
DIN: 03496531**

SOFTRAK VENTURE INVESTMENT LIMITED

ANNEXURE- E

PARTICULARS OF EMPLOYEE

i. INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Remuneration paid to Directors and KMP

Name of the Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration in the Financial year 2018-19
Mr. Dhirajlal Gaglani	Managing Director	-	-
Mr. Ashoksing Bhadoriya	CFO	-	-
Mr. Bhadresh Varde	Executive Director	-	-
Mr. Manthan Bhavsar	Non-Executive Director	-	-
Ms. Varsha Vakahria	Independent Director	-	-
Ms. Bhoomi Patel	Independent Director	-	-

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

Note:

1. Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.

i. The percentage increase in the median remuneration of employees in the financial year 2018-19 was - NIL.

ii. There was 01 permanent employee on the rolls of the Company as on March 31, 2019.

iii. Average percentage increase made in the salaries of employees other than the KMP in the previous financial year was Nil, whereas the average percentage increase in remuneration of the KMP was Nil. The average increase of remuneration every year is an outcome of the Company's market competitiveness as against similar Companies. The increase of remuneration this year is a reflection of the compensation philosophy of the Company and in line with the benchmark results.

iv. It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2019, were as per the Nomination and Remuneration Policy of the Company.

INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF,
SOFTRAK VENTURE INVESTMENT LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Softrak Venture Investment Limited**, (the "Company") which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2019 and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards 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 independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matter

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 during the course of our 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.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules there under.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of 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.
- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

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.

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 period 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

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("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** statement on the matters specified in paragraph 3 and 4 of the Order.
- (2) As required by Section 143 (3) of the Act, we report that:
 - (A) 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.
 - (B) 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.
 - (C) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained.
 - (D) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (E) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B.

(G) With respect to other matter to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- (1) The Company does not have any pending litigation which would impart its financial position.
- (2) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (3) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

For M/s P Dalal & Co.,
Chartered Accountants
Firm No. 102046W

Date: 25/05/2019
Place: Ahmedabad

Sd/-
CA Prashant Dalal
(Partner)
M. No.: 037983

“ANNEXURE A” TO AUDITOR’S REPORT

The annexure referred to in our report to the members of Softrak Venture Investment Limited on the financial statements as of and for the year ended 31st March, 2019. We report that:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. (a) The Company does not have fixed assets. Hence, maintenance of records not applicable.

(b) Not Applicable

(c) Not Applicable.
2. According to information and explanations provided to us, inventories have been physically verified by the management at reasonable intervals and no discrepancies found during the physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore further comments are not applicable.
4. As per the information furnished to us, the Company has not given any loans to its Directors and has not advanced any loans or made any investments or given any guarantees or provided any securities in terms of provisions of the section 185 and 186 of the Companies Act, 2013.
5. According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under to the extent notified.
6. As per information and explanations given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.
7. (a) The Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees state insurance, service tax, goods & service tax and tax deducted at source, investor education and protection fund, sales tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues as applicable with the appropriate authorities during the year. There was no undisputed amount outstanding & payable in respect of statutory dues as at 31st March 2019, for a period of more than six months from the date, they became payable.

(b) According to the information and explanations given to us by the management, there are no dues of income tax or service tax or goods & service tax or duty of custom or

duty of excise or value added tax or cess which have not been deposited on account of any dispute.

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to any financial institution or bank.
9. In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) during the year.
10. According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers/employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company therefore, further comments are not applicable.
13. The Company has entered into related party transaction in compliance with the provisions of section 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required by the applicable Ind AS.
14. As per the information and explanations provided to us and on the basis of verification of records the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
16. As per the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s P Dalal & Co.,
Chartered Accountants
Firm No. 102046W

Date: 25/05/2019
Place: Ahmedabad

Sd/-
CA Prashant Dalal
(Partner)
M. No.: 037983

“ANNEXURE B” TO AUDITOR’S REPORT

Report on the Internal Financial Controls Over Financial Reporting 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 31st March, 2019 in conjunction with our audit of the Standalone 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 Act.

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 Act, 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 ICAI. 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 standalone 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 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 31st March, 2019, 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.

For M/s P Dalal & Co.,
Chartered Accountants
Firm No. 102046W

Date: 25/05/2019
Place: Ahmedabad

Sd/-
CA Prashant Dalal
(Partner)
M. No.: 037983

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

STATEMENT OF ASSETS AND LIABILITIES FOR THE YEAR ENDED MARCH 31,2019

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
ASSETS			
Non Current Assets			
Property, Plant and Equipment	4	-	-
Capital Work in Progress			
Financial Assets			
Investments		-	-
Loans & Advances	5	4,210,000	4,210,000
Other Non Current Assets		-	-
Current assets			
Inventories		-	-
Financial Assets			
Trade Receivables	6	427,655,268	427,655,268
Cash and Cash Equivalents	7	578,951	491,201
Loans & Advances	8	2,258,933	-
Other Current Assets			
TOTAL ASSETS		434,703,152	432,356,469
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	450,779,000	450,779,000
Other Equity	10	(18,426,848)	(18,430,484)
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings		-	-
Deferred Tax Liabilities (Net)		-	-
Current Liabilities			
Financial Liabilities			
Borrowings	11	2,328,500	-
Trade Payables	12	-	-
Short-Term Provisions	13	20,000	7,953
Other Current Liabilities	14	2,500	-
TOTAL EQUITY AND LIABILITIES		434,703,152	432,356,469

As per our report of even date
For, P. Dalal & Co.
Chartered Accountants

Sd/-

CA Prashant Dalal
Partner
Membership No. 37983
Date: 25/05/2019
Place :- Ahmedabad

For and on behalf of the Board
Softrak Venture Investment Ltd

Sd/-

Dhirajlal Gaglani
Managing Director DIN: 03496531

Sd/-

Bhoomiben Patel - Director
DIN: 08316893

Date: 25/05/2019
Place :- Ahmedabad

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2019

Amount in rs.

PARTICULARS		Note No.	Year Ended 31.03.2019	Year Ended 31.03.2018
I	Revenue from Operations	15	559,860	150,628
II	Other Income	16	79,875	14,925
III	Total Income (I+II)		639,735	165,553
IV	EXPENSES			
	(1) Cost of Materials Consumed	17	-	-
	(2) Purchase of Stock-In-Trade		-	-
	(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade		-	-
	(4) Employee Benefits Expense	18	277,460	70,802
	(5) Finance Cost	19	-	-
	(6) Depreciation and Amortisation Expense	4	-	-
	(7) Other Expenses	20	357,289	70,650
	Total Expenses (IV)		634,749	141,452
V	Profit before Exceptional Items and Tax (III-IV)		4,986	24,101
VI	Exceptional Items			
VII	Profit before Tax		4,986	24,101
VIII	Tax Expense			
	(1) Current Tax		1,350	7,953
	(2) Prior Period Taxation		-	-
	(3) Deferred Tax			
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		3,636	16,148
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)		3,636	16,148
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)		3,636	16,148
XVI	Earnings Per Equity Share			
	(1) Basic		0.00	0.00
	(2) Diluted		0.00	0.00

As per our report of even date
For, P. Dalal & Co.
Chartered Accountants

Sd/-

CA Prashant Dalal
Partner
Membership No. 37983
Date: 25/05/2019
Place :- Ahmedabad

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

Sd/-
Dhirajlal Gaglani - Managing Director
DIN: 03496531
Sd/-
Bhoomiben Patel - Director
DIN: 08316893

Date: 25/05/2019
Place :- Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Amount in rs.

Particulars	For the period ended on 31.03.2019	For the period ended on 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	4,986	24,101
Adjustments for:		
Depreciation	-	-
Preliminary Exps. Written off		
Finance Cost	-	-
Operating Profit before Working Capital Changes	4,986	24,101
Movements in Working Capital :		
Decrease / (Increase) in Inventories	-	-
Decrease / (Increase) in Sundry Debtors	-	-
Decrease / (Increase) in Loans and Advances	(22,58,933)	-
Decrease / (Increase) in Current Assets	-	-
(Decrease) / Increase in Trade Payables	-	-
(Decrease) / Increase in Short Term Provisions	12,047	
(Decrease) / Increase in Current Liabilities	-	-
(Decrease) / Increase in Other Current Liabilities	2,500	-
Cash (used in) / generated from operations	(22,39,400)	24,101
Direct Taxes Paid (net of refunds)	1,350	-
Net cash (used in) / generated from operating activities (A)	(22,40,750)	24,101
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	-	-
(Repayment) / Proceeds From Short Term Borrowings	23,28,500	15,000
Repayment / (Proceeds) From Long Term Loans & Advances	-	-
Proceeds from Issue of Shares	-	-
Interest Expense	-	-
Dividend	-	-
Net cash (used in) / generated from financing activities (C)	23,28,500	15,000
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B+C)	87,750	39,101
Cash and cash equivalents at the beginning of the year	491,201	452,100
Cash and cash equivalents at the end of the year	578,951	491,201
Components of cash and cash equivalents		
Cash and cheques on hand	558,634	491,201
With Scheduled Banks		
- in Current Account	20,317	-
- in Term Deposit Accounts	-	-
	578,951	491,201
Notes		
1) The figures in brackets represent outflows.		
2) Previous periods' figures have been regrouped / reclassified , wherever necessary, to confirm to current year		
As per our report of even date		For and on behalf of the Board
For, P. Dalal & Co.		Softrak Venture Investment Ltd
Chartered Accountants		
Sd/-		Sd/-
		Dhirajlal Gaglani - Managing Director
		DIN: 03496531
		Sd/-
		Bhoomiben Patel - Director
		DIN: 08316893
CA Prashant Dalal		Date: 25/05/2019
Partner		Place :- Ahmedabad
Membership No. 37983		
Date: 25/05/2019		
Place :- Ahmedabad		

SOFTRAK VENTURE INVESTMENT LIMITED
CIN: L99999GJ1993PLC020939

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2019

(A) EQUITY SHARE CAPITAL

Particulars	As at 31st March,2019	As at 31st March,2018	
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 01.04.2018		(18,430,484)	-	-	-	-	-	(18,430,484)
Addition During the Year		-	-	-	-	-	-	-
Profit For the year		3,636	-	-	-	-	-	3,636
Transfer to Reserves		-	-	-	-	-	-	-
Other Comprehensive Income		-	-	-	-	-	-	-
Prior Period Loss		-	-	-	-	-	-	-
Dividend		-	-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-	-
Balance as on 31.03.2019	-	(18,426,848)	-	-	-	-	-	(18,426,848)
Balance as on 01.04.2017		(18,446,632)	-	-	-	-	-	(18,446,632)
Profit For the year		16,148	-	-	-	-	-	16,148
Transfer to Reserves		-	-	-	-	-	-	-
Other Comprehensive Income		-	-	-	-	-	-	-
Dividend		-	-	-	-	-	-	-
Dividend Distribution Tax		-	-	-	-	-	-	-
Balance as on 31.03.2018	-	(18,430,484)	-	-	-	-	-	(18,430,484)

As per our report of even date
For, P. Dalal & Co.
Chartered Accountants

Sd/-

CA Prashant Dalal
Partner
Membership No. 37983
Date: 25/05/2019
Place :- Ahmedabad

Sd/-

Dhirajlal Gaglani - Managing Director
DIN: 03496531

Sd/-

Bhoomiben Patel - Director
DIN: 08316893

Date: 25/05/2019
Place :- Ahmedabad

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 25, 2019

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.

Value added tax(VAT)/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 VAT/ 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 take 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: Dhirajlal Gaglani - Managing Director

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, 2019 and for the year ended March 31, 2018

(Amount in Rs.)

		Current Year	Current Year
		2018-19	2017-18
3.9	Earning Per Share		
	Profit (Loss) After Tax (PAT)	3,636	16,148
	Less: Preference Dividend & Tax	NIL	NIL
	Profit (Loss)	3,636	16,148
	Number of Equity Shares of Rs. 10/- each	45,07,79,000	45,07,79,000

	Weighted Average Number of Equity Shares of Rs. 10/- each	45,07,79,000	45,07,79,000
	Basic EPS	0.00	0.00
	Diluted EPS	0.00	0.00
3.10	Contingent Liabilities and Commitments (To the extent not provided for) (i) <u>CONTINGENT LIABILITES</u> (a) Claim against the company not acknowledged as debts (b) Guarantees (c) 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 (b) Uncalled liability on Shares and Other Investments partly paid (c) Other Commitments	NIL NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL NIL
3.11	Payment to Auditors:		
	a) Audit Fees	2500	2,500
	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>2,500</u>	<u>2,500</u>
3.12	Foreign Currency Transactions:		
	a. <u>Expenditure in Foreign Currencies</u> (As certified by the Management)	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 Notes 1 to 20 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 P Dalal & Co.
Chartered Accountants**

**Sd/-
CA Prashant Dalal
(Partner)
Membership No. 037983**

**Sd/-
Dhirajlal Gaglani Sd/-
Managing Director Bhoomiben Patel
Director
DIN: 03496531 DIN: 08316893**

**Date: 25/05/2019
Place: Ahmedabad**

**Date: 25/05/2019
Place: Ahmedabad**

Particulars		As at March 31,2019	As at March 31,2018
NON CURRENT ASSETS			
FINANCIAL ASSET			
5	LONG TERM LOANS AND ADVANCES		
	Unsecured Considered Good		
	Other loans and advances	4,210,000	4,210,000
	Others	-	
	Total	4,210,000	4,210,000
CURRENT ASSETS			
FINANCIAL ASSET			
6	TRADE RECEIVABLES		
	(Unsecured considered good)		
	Over Six Months		
	Others	427,655,268	427,655,268
	Total	427,655,268	427,655,268
CURRENT ASSETS			
FINANCIAL ASSET			
7	CASH AND CASH EQUIVALENT		
	Cash on Hand	558,634	491,201
	Balance with Scheduled Banks		
	a. in Current Accounts	20,317	
	b. in Term Deposit Accounts		
	Total	578,951	491,201
CURRENT ASSETS			
FINANCIAL ASSET			
8	LOANS AND ADVANCES		
	Capital Assets Loss & Gain		
	Preliminary Expenses	2,258,933	
	Public Issue Expenses		
	Unallocated Capital Expenses		
	Settlement Amount		
	Less: Written Off		
	Prepaid Custodial Charges		
	DTA		
	TDS Receivable		
	Total	2,258,933	-
Particulars		As at March 31,2019	As at March 31,2018
10	OTHER EQUITY		
	Reserves & surplus		
	Retained Earnings	(18,426,848)	(18,430,484)
	General reserves	-	-
	Total	(18,426,848)	(18,430,484)

Current Liabilities			
11	Financial Liabilities BORROWINGS Short Term Borrowing Unsecured	- 2,328,500	- -
Total		2,328,500	-
Current Liabilities			
12	Financial Liabilities TRADE PAYABLES Micro, Small and Medium Enterprise (Refer note no. 12.1) Others	- -	- -
Total		-	-
12.1	Under the Micro, Small & Medium enterprise development act, 2006, certain disclosures are required to be made relating to Micro & small enterprise. The company is in the process of compiling relevant information from its supplier about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provision of the this act is not expected to be material. This has been relied upon by the auditors.		
13	SHORT TERM PROVISION Provision for Tax	20,000	7,953
Total		20,000	7,953
14	OTHER CURRENT LIABILITIES Provision for the Service Tax/Swachha Bharar Cess TDS Payable Unpaid Exp	2,500	-
Total		2,500	-

SOFTRAK VENTURE INVESTMENT LIMITED

Notes to the Financial Statements for the Year ended 31st March, 2019

Note No.	Particulars	As at 31 st March, 2019	As at 31 st March, 2018
9	Share Capital		
	Authorised share capital :- 45100000 (45100000) Equity Shares of Rs. 10 each	451,000,000	451,000,000
		451,000,000	451,000,000
	Issued, Subscribed & Paid-up Share Capital:- 45077900 (45077900) Equity Shares of Rs. 10 each fully paid up	450,779,000	450,779,000
	450,779,000	450,779,000	

9.1 List of Share Holders having more than 5% holding

Sr. No.	Name of Shareholder	As at 31 March, 2019		As at 31 March, 2018	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	DHIRAJLAL PANACHAND GAGLANI	15,002,286	33.28%	15,002,286	33.28%
2	KEYUR SHAH	3,700,000	8.21%	3,700,000	8.21%
3	DEEPAK PRABHAKAR KAPRE	3,735,120	8.29%	3,735,120	8.29%
4	SATISH CHAND	3,264,000	7.24%	3,264,000	7.24%
5	SUNIL PRAJAPATI	3,100,000	6.88%	3,100,000	6.88%
6	TAPASYA SHETH	3,700,000	8.21%	-	0.00%
7	PULKIT SHAH	3,090,180	6.86%	-	0.00%

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

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
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.

	Particulars	for the year ending on March 31, 2019	for the year ending on March 31, 2018
15	<u>REVENUE FROM OPERATIONS</u>		
	Sale of Products	559,860	150,628
	Sale of Services		-
	Total	559,860	150,628
16	<u>OTHER INCOME</u>		
	Excess provision of Income Tax	375	-
	Misc. Income	79,500	14,925
	Total	79,875	14,925
17	<u>COST OF STOCK IN TRADE AND OPERATING EXP.</u>		
	Opg Stock	-	-
Add :	Purchase of Stock in Trade		
Less :	Closing Stock	-	-
	Raw Material consumed during the year (A)	-	-
	<u>Other Operating Expenses</u>		
	Work Contract Charges	-	-
	Labour Charges	-	-
	Electric Power, Fuel	-	-
	Freight Inward, Loading and unloading charges	-	-
	Repairs & Maint. Exp	-	-
	Other Operating Exp (B)	-	-
	Total	-	-
18	<u>EMPLOYEE BENEFIT EXPENSES</u>		
	Salaries, Wages, Allowances and Bonus	277,460	70,802
	Gratuity Exp	-	-
	Staff Welfare Expenses	-	-
	Total	277,460	70,802

	Particulars	for the year ending on March 31,2019	for the year ending on March 31,2018
19	<u>FINANCE COST</u>		
	Bank Charges	-	
	Interest Exp		
	Other Borrowing Costs		
	Total	-	-
20	<u>OTHER EXP</u>		
	Advertisement Exp	-	
	Annual Listing Fees & ROC Charges	4,200	
	Electricity Exp.	14,520	
	Income Tax Exps		
	Misc Exps	24,300	
	Misc Exps Writtern Off	7,210	6,960
	Other Expenses	81,709	
	Rent Expenses	120,000	
	Sales Promotion Expenses	24,800	
	Service Tax	-	
	Telephone & Mobile Exp.	9,600	
	Professional Fees Exps	4,500	
	Repairs & Main. Exps.	12,650	11,550
	Franking Charges		
	Conveyance Charges	18,700	8,440
	Late Fees		
	Printing Charges	11,700	22,950
	Sitting Fees	15,000	15,000
	Courier And Xerox Exp	5,900	3,250
	Custodial Fees	-	
	Annual Maintenance Charges		
	Admission Processing Charges		
	Total	354,789	68,150
20.1	<u>PAYMENT TO AUDITORS :</u>		
	Statutory Audit Fees	2,500	2,500
	Tax Audit Fees	-	-
	Total	357,289	70,650

If Undelivered, please return to:-
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Nr. Maruti Towers, Drive in Road,
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Website: www.softrakventure.com