

# SOFTRAK VENTURE INVESTMENT LIMITED



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

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

03<sup>rd</sup> September, 2022

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 2021-2022

With reference to above, please find copy of Annual Report for Financial Year 2021-2022 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

  
Raghvendra Kulkarni  
Managing Director  
DIN: 06970323

Encl.: As Above

**ANNUAL REPORT OF**

**SOFTRAK VENTURE INVESTMENT LIMITED**

**FOR THE F.Y.2021-2022**

## **Board of Directors**

Mr. Raghvendra Kulkarni  
Ms Bhoomiben Patel  
Mr. Sunny darji  
Mr. Sarjeevan Singh  
Mr. Vipul Jana  
Ms. Arpita Mittal

Managing Director  
Non-Executive - Independent Director  
Non-Executive - Independent Director  
Non-Executive - Independent Director  
Chief Financial officer (CFO)  
Company Secretary & Compliance Officer

## **Statutory Auditors**

### **M/s. Meet Shah & Associates.**

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

## **Registered Office**

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

Website: [www.softtrakventure.in](http://www.softtrakventure.in)  
E-mail ID: [softtrakventure@gmail.com](mailto:softtrakventure@gmail.com)

**SOFTRAK VENTURE INVESTMENT LIMITED**

**NOTICE**

Notice is hereby given that the Annual General Meeting of the members of **SOFTRAK VENTURE INVESTMENT LIMITED** will be held on 28<sup>th</sup> September, 2022 at 01:00 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 31<sup>st</sup> March, 2022, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.
2. To appoint Director in place of Mr. Raghvendra Kulkarni who retires by rotation and being eligible offers himself for reappointment.

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

**Date: 31.08.2022  
Place: Ahmedabad**

**Sd/-  
Arpita Mittal  
Company Secretary  
& Compliance officer**

**NOTES:**

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

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

2. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

3. 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.
4. 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.
5. 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 13<sup>th</sup> 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 remote e-voting period begins on 25<sup>th</sup> September, 2022 (11.00 a.m.) and ends on 27<sup>th</sup> September, 2022 (5.00 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 of 22<sup>nd</sup> September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'SOFTRAK VENTURE INVESTMENT LIMITED'.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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

(xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 21<sup>st</sup> September, 2022.
  - C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
  - D. Ms. Rupali Modi, Practicing Company Secretary 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 Ms. Rupali Modi, Scrutinizer, having office address at F-25, Mig, Rishi Nagar, Ujjain, E-mail: [csrupali22@gmail.com](mailto:csrupali22@gmail.com) so as to reach her on or before 27<sup>th</sup> September, 2022 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 whos 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.softtrakventure.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.
6. 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.

7. 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.
8. Corporate members intending to send their authorised 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.
9. 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.
10. 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.
11. 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.

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.

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

**Date: 31.08.2022  
Place: Ahmedabad**

**Sd/-  
Arpita Mittal  
Company Secretary  
& Compliance officer**



**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. Raghvendra Kulkarni
Directorship in other Public limited Companies	02 (Two)
Membership of Committees of other Public Limited Companies	Nil
Director of Company since	28/11/2020
No. of Shares Held	Nil

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

**Date: 31.08.2022  
Place: Ahmedabad**

**Sd/-  
Arpita Mittal  
Company Secretary  
& Compliance officer**

## DIRECTOR'S REPORT

To,  
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2021-22.

### **1. FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

The highlights of the financial results of the Company for the financial year ended March 31, 2022 are as under:

Particulars	<i>(In lacs)</i>	
	Year Ended 31.03.2022 (Rs.)	Year Ended 31.03.2021 (Rs.)
Gross Sales/Income	14.71	0
Less Depreciation	--	0
Profit/(Loss) before Tax	10.42	(10.43)
Taxes/Deferred Taxes	2.62	0
Profit/(Loss) After Taxes	7.79	(10.43)
P& L Balance b/f	(199.28)	(188.85)
Profit/ (Loss) carried to Balance Sheet	(191.49)	(199.28)

### **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 Rs. 07.79 lacs income against the loss of Rs. 10.43 lacs of previous year. The Company 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 31<sup>st</sup> March, 2022.

### **6. SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2022 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 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. Raghvendra Kulkarni	Managing Director
Ms. Arpita Mittal	Company Secretary & Compliance Officer
Mr. Vipul Jana	CFO

**b) Directors:**

The following are the Directors of the Company.

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

**c)Changes in Directors and Key Managerial Personnel:**

During the year, no any changes has been occurred in the composition of the Directors and Key managerial Personnel of the Company.

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

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

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

the Code of conduct formulated by the Company as hosted on the Company's Website i.e. [www.softrakventure.in](http://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 is available at the Company's Website: [www.softrakventure.in](http://www.softrakventure.in)

**11. NUMBER OF MEETINGS OF THE BOARD:**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six (6) Board Meetings were convened and held on:

05/04/2021	21/06/2021	24/06/2021	12/08/2021
13/11/2021	11/02/2022		

**12. DIRECTOR'S RESPONSIBILITY STATEMENT:**

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

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

There is no fraud in the Company during the Financial Year ended 31<sup>st</sup> March, 2022. 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 31<sup>st</sup> March, 2022.

**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 Company's Auditors, M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad who was appointed in the Annual General Meeting in the year 2019 for a block of 5 years until the conclusion of the Annual General Meeting to be held in 2024.

### **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 -A**".

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. The Company has considered non/late compliances and violations with the various clauses of SEBI LODR and committed to comply with the same within time including procedure for revocation of suspension with the BSE Ltd.

## **16. TRANSFER TO RESERVES:**

Rs. 07.79 lacs has been transferred to the General Reserve during the year.

## **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.

## **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. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

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

**22. 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.

**23. 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.

**24. 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.

**25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

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

**26. 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.

**27. 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.

**28. 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.

**29. 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.softtrakventure.in](http://www.softtrakventure.in).

**30. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

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

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

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

**31. 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**.

**32. 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.

**33. PARTICULARS OF EMPLOYEES:**

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

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

**34. 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.

**35. 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).

**36. 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.

**37. 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  
Softrak Venture Investment Limited**

**Date: 31.08.2022**

**Place: Ahmedabad**

**sd/-  
(Sarjeevan Singh)  
Director  
DIN: 08258683**

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

**sd/-  
(Arpita Mittal)  
Company Secretary**

**SECRETARIAL AUDIT REPORT**

**FORM MR-3**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2022

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Softrak Venture Investment Limited** (hereinafter called “the company”) for the audit period covering the financial year ended on 31<sup>st</sup> March, 2022. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2022, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
  - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
    - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (effective from 01<sup>st</sup> December, 2015)
- (f) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

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

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

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

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

- a) 100% promoter holding is not in demat form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities of the Company are under suspension on BSE Limited. The company is in process of revocation of suspension with BSE Limited

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

- a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- c) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Requiring compliance thereof by the Company during the period under review

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

Adequate notice is given to all directors to schedule the Board Meetings, 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.

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

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

**Date: 31.08.2022**

**Place: Mumbai**

**Sd/-**

**Name of Practicing Company Secretary: Rupali Modi**

**C. P. No.: 11350**

**M. No.: A25467**

**UDIN: L99999GJ1993PLC020939**

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

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

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

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

**Date: 31.08.2022**

**Place: Mumbai**

**Sd/-**

**Name of Practicing Company Secretary:**

**Rupali Modi**

**C. P. No.: 11350**

**M. No.: A25467**

**UDIN: L99999GJ1993PLC020939**

**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 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022 comprises of Four directors including of one Executive and Three Non-Executive Independent Directors. Mr. Raghvendra Kulkarni is the Chairman & Managing Director of the Company w.e.f. 28.11.2020 and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board as at 31st March, 2022:

Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies (Excluding This Company)	Committee(s) position	
			Member (Excluding This Company)	Chairman (Excluding This Company)
Mr. Raghvendra Kulkarni	Managing Director	1	--	--
Ms. Bhoomiben Patel	Independent Director	2	--	3

Mr. Sunny Darji	Independent Director	--	--	--
Mr. Sarjeevan Singh	Independent Director	1	--	--

**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. Raghvendra Kulkarni	Finance
Ms. Bhoomiben Patel	Accounts
Mr. Sunny Darji	Administration

**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 placed at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

**Invitees & Proceedings:**

Apart from the Board Members, the Compliance Officer, the Heads of Brands are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the matters being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other Directors 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 6(Six) times on 05<sup>th</sup> April, 2021, 21<sup>st</sup> June 2021, 24<sup>th</sup> June 2021, 12<sup>th</sup> August 2021, 13<sup>th</sup> November 2021, 11<sup>th</sup> February 2022 respectively. The gap between two Board Meetings was within the maximum time gap prescribed in SEBI (LODR) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

Sr. No.	Name of Director	No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM
1.	Mr. Raghvendra Kulkarni	6	6	Yes
2.	Ms. Bhoomiben Patel	6	6	Yes
3.	Mr. Sunny Darji	6	6	Yes
4.	Mr. Sarjeevan Singh	6	6	Yes

## 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 14, 2020, *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 Familiarization Programme for Independent Director:

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



The details of familiarisation program imparted to Independent Directors is also posted on the Company's Website at [www.softrakventure.in](http://www.softrakventure.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 3 Committees of the Board viz.

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

## **3. AUDIT COMMITTEE:**

The Audit Committee of the Company comprises of 4 members out of which 3 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. Bhoomiben Patel, 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 rights issue and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**Audit Committee shall mandatorily review the following information:**

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

**3.2 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:**

During the year, 4 (four) Audit Committee Meetings were held on 24<sup>th</sup> June 2021, 12<sup>th</sup> August 2021, 13<sup>th</sup> November 2021 and 11<sup>th</sup> February 2022. 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.	Mr. Raghvendra Kulkarni	Member	4	4
2.	Ms. Bhoomi Patel	Chairman	4	4
3.	Mr. Sunny Darji	Member	4	4
4.	Mr. Sarjeevan Singh	Member	4	4

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the company comprises of 4 Directors viz. Ms. Bhoomiben Patel, Mr. Sunny Darji, Mr. Sarjeevan Singh and Mr. Raghvendra Kulkarni, 3 of them are Non-Executive Independent Directors.

During the year, 1 committee meetings were held during the year on 28.11.2021. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the	Number of Meetings attended
---------	----------------	----------	------------------------------------	-----------------------------

			<b>period when the Member was on the Board</b>	
1.	Mr. Raghvendra Kulkarni	Member	1	1
2.	Ms. Bhoomi Patel	Chairman	1	1
3.	Mr. Sunny Darji	Member	1	1
4.	Mr. Sarjeevan Singh	Member	1	1

**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;

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 judgment, safeguarding of minority shareholders interest etc.

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

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

#### **4.3 Remuneration of Directors:**

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

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

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

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

#### **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 4 Members comprising of 3 Non-Executive Independent Director and 1 Executive Directors. Ms. Bhoomiben Patel, Non-Executive Director has been appointed as a Chairman of the Committee.

#### **5.1 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:**

During the year, 4 Committee Meetings were held on 20.04.2021, 09.07.2021, 07.10.2021, and 07.01.2022. The Attendance of Members at meetings was as under:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Position</b>	<b>Number of Meetings held during the</b>	<b>Number of Meetings attended</b>

			period when the Member was on the Board	
1.	Mr. Raghvendra Kulkarni	Member	4	4
2.	Ms. Bhoomi Patel	Chairman	4	4
3.	Mr. Sunny Darji	Member	4	4
4.	Mr. Sarjeevan Singh	Member	4	4

## 5.2 Name and Designation of Compliance Officer:

Ms. Arpita Mittal, Company Secretary

Details of Complaints / Queries received and redressed during 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022 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	9	0

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
30 <sup>th</sup> September, 2021	01:00 P.M. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
29 <sup>th</sup> December, 2020	02:00 P.M. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
28 <sup>th</sup> September, 2019	02:00 P.M. (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

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

#### 2021-2022

No special resolution passed in that AGM

#### 2020--2021

1. To Appoint Mr. Sarjeevan Singh (DIN: 08258683) as Non- Executive Independent Director of the Company.
2. To Regularize appointment of Mr. Raghvendra Kulkarni (DIN: 06970323) as Director of the Company.
3. To Appoint Mr. Raghvendra Kulkarni (DIN: 06970323) as Managing Director and Chairperson of the Company

#### **2019-2020**

1. To Appoint Ms. Bhoomiben Patel (DIN: 08316893) as Non- Executive Independent Director of the Company.
2. To Appoint Mr. Sunny Dilipkumar Darji (DIN: 08481281) as Non-Executive Independent Director of the Company.

#### **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 are simultaneously displayed on its website ([www.softrakventure.in](http://www.softrakventure.in)).
- ii. **Website:** The Company's website ([www.softrakventure.in](http://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.
- iii. **Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, if applicable, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.softrakventure.in](http://www.softrakventure.in)).
- iv. **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.
- v. **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 <sup>th</sup> September, 2022
Time	01:00 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 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.

First quarter results	:	Second week of August, 2022
Second quarter results	:	Second week of November, 2022
Third quarter results	:	Second week of February, 2023
Fourth quarter results / Year end results	:	Last week of May, 2023

**8.3 Book Closure:** 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive)

**8.4 Dividend Payment Date:** NA

### 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:

The trading of equity shares of the Company was suspended during the year and hence no High / Low Market Price Data is available during the financial year 2021-22 under review.

### 8.7 Registrar And Transfer Agent:

MCS SHARE TRANSFER AGENT LIMITED.

- 383 Lake Gardens, 1<sup>st</sup> 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:

No Applications for transfer of any shares held in physical form are entertained at the office of the Registrars & Share Transfer Agents of the Company, since as per SEBI Notification No.



SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

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

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

#### **8.9 Shareholding Pattern as on 31<sup>st</sup> March 2022:**

<b>Category of Shareholders</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Total Shares</b>
Promoter & Promoter Group	4	2,03,000	0.45
Public	1,580	4,48,74,900	99.55
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
<b>Total Shareholding</b>	<b>1,584</b>	<b>4,50,77,900</b>	<b>100</b>

#### **8.10 Dematerialisation of shares and liquidity:**

As on 31.03.2022 Demat shares accounted for 4,48,29,300 Equity Shares of total equity.

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

Not Applicable

#### **8.12 Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable

#### **8.13 Address for communication:** 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad – 380052

#### **8.14 Unclaimed Dividend:**

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

#### **8.15 Nomination Facility:**

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

**8.16 Credit Ratings:**

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

**8.17 Address for correspondence:**

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

<b>M/s. Softrak Venture Investment Limited</b> 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	<b>Mcs Share Transfer Agent Limited</b> 1. 383 Lake Gardens, 1 <sup>st</sup> 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](http://www.softrakventure.in).
- 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.softrakventure.in](http://www.softrakventure.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](http://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.

**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:** Except For First and Second Quarter, Other Quarter's financial statements are published on news papers, but all quarters Financial Results uploaded on company's website [www.softtrakventure.in](http://www.softtrakventure.in) and same are not being sent to the shareholders.
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. **Reporting of Internal Auditor:** The Internal Auditor reports are provided to the Audit Committee.

The above Report was placed before the Board at its meeting held on August 31, 2022 and the same was approved.

**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.

**Date: 31.08.2022**  
**Place: Ahmedabad**

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

**Sd/-**  
**(Sarjeevan Singh)**  
**Director**  
**DIN: 08258683**

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

## 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 2021-22 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: 31.08.2022**  
**Place: Ahmedabad**  
**sd/-**

**(Sarjeevan Singh)**  
**Director**  
**DIN: 08258683**

### **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 2021-22 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 2021-22 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 2021-22;
- Significant changes in accounting policies during the year 2021-22 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: 31.08.2022  
Place: Ahmedabad**

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

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

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

**2) OPPORTUNITIES AND THREATS****Opportunities**

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

**Threats**

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

**3) SEGMENT-WISE PERFORMANCE:**

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

**4) RECENT TREND AND FUTURE OUTLOOK:**

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

**5) RISK AND CONCERNS:**

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

**6) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

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

**7) FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The financial performance of the Company for the year 2021-22 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 2020-21.

**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: 31.08.2022  
Place: Ahmedabad

sd/                      - sd/-  
(Sarjeevan Singh) (Bhoomiben Patel)  
Director              Director  
DIN: 08258683      DIN: 08316893



## 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 2021-22
Mr. Raghvendra Kulkarni	Managing Director	-	-
Ms. Bhoomi Patel	Independent Director	-	-
Mr. Sunny Darji	Independent Director	-	-
Mr. Sarjeevan Singh	Independent Director	-	-
Ms. Arpita Mittal	Company Secretary	1:1	100
Mr. Vipulbhai Jana	CFO	-	-

As there is no permanent employee except Managing Director and Company Secretary, 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 2021-22 was - **NIL**.
  - ii. There was 1 (one) permanent employee on the rolls of the Company as on March 31, 2022.
  - 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, 2022, were as per the Nomination and Remuneration Policy of the Company.

## **Independent Auditor's Report**

To  
The Members of  
Softrak Venture Investment Limited

### **Report on the audit of the Standalone Financial Statements**

#### **Opinion**

1. We have audited the accompanying standalone Ind AS financial statements of Softrak Venture Investment Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

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

#### **Other Information**

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Financial Statements and our auditors' report thereon.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is

a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's responsibility for the Standalone Financial Statements**

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

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

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - 12.1. Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - 12.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
  - 12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
  - 12.4. Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- 12.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

16. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. As required by Section 143(3) of the Act, we report that:
  - 18.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 18.2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - 18.3. The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.
  - 18.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - 18.5. On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - 18.6. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report on internal financials control over financials reporting as per **Annexure B**.
  - 18.7. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

18. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- 19.1. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its Standalone Financial Statements – Refer Note 36 to the Standalone Financial Statements;
- 19.2. The Company is not required to made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- 19.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 19.4. The management has represented that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
- 19.5. The management has represented that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Based on reasonable audit procedures adopted by us, nothing has come to our notice that such representation contains any material misstatement.
- 19.6. In our opinion and according to the information and explanations given to us, thatno dividend declared or paid during the year the Company is in compliance with Section 123 of the Act.

**UDIN : 22169259AJSXCR9296**  
**For Meet Shah & Associates**

Chartered Accountants

**Firm Registration No.: 142114W**

**Meet Shah**

Proprietor

M. No.: **169259**

Place: **Ahmedabad**

Date: **27/05/2022**

### **Annexure - A to the Auditors' Report**

The Annexure as referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report that:

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

(B)According to the information and explanation given to us, The Company has provided loans or provided advances in the nature of loans, or stood guarantee or provided securities to other than its subsidiaries, Joint Venture, Associates Companies. The details of which are as under :

<b>Particulars</b>	<b>Guarantees</b>	<b>Securities</b>	<b>Loans</b>	<b>Advances in nature of loans</b>
<b>AGGREGATE AMOUNT GIVEN DURING THE YEAR</b>	Not Applicable	Not Applicable	-	Not Applicable
<b>CLOSING BALANCE</b>	Not Applicable	Not Applicable	42,10,000	Not Applicable

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

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

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

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

f) No loans and advances has been granted to related parties during the year

accordingly this clause is not applicable to the company

4. In our opinion and according to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 for loans, investments, guarantees and security.
5. According to the information and explanation given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable to the company.
6. According to the information and explanation given to us, the central government has prescribed for the maintenance of cost records under section 148(1) of the companies act ,2013.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable. The GST number of the company has been cancelled suo moto with effect from 16/12/2020.

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

<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Financial Year</b>	<b>Amount under Dispute (Rs. In Millions )</b>	<b>Amount paid under Protest (Rs. In Millions )</b>	<b>Forum where dispute is pending</b>
Income Tax Act , 1961	Income Tax	2010-11	142.50	-	Income Tax Appellate Tribunal Ahmedabad

8. According to the information and explanations given to us, no such transactions were observed which were not recorded in books of accounts but have been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961 and there is no previously unrecorded income in the books of account of the company.
9. According to the information and explanations given to us, we are of the opinion that:
  - (a) The company has not defaulted in repayment of any outstanding loans or other borrowing to any lender.
  - (b) The company has not been declared wilful defaulter by any bank or financial institution or other lender.
  - (c) The company has availed term loan and application of term loan has been done for the purpose

for which it raised.

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

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

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

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

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company accordingly this clause is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013. Where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards. Please confirm

14. The company has Internal Audit system commensurate with size and nature of its Business as per Companies Act,2013

15. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the companies Act, 2013 are not applicable to the Company.

16. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The company has not conducted any Non-banking Financial or Housing Finance activities.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The company is not part of the Group which has more than one CIC as part of the Group.

17. As per our observation from financial statement of the company, the company has not incurred cash losses in the financial year under review and in the immediate preceding financial year.



18. There has been no resignation of the statutory auditors during the year accordingly this clause is not applicable to the company.
19. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that there is no material uncertainty exists as on the date of audit report, and we are also of the opinion that the Company is capable of meeting its liabilities existed at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. (a) There is no unspent amount required to be transferred as per second proviso to sub section 5 of section 135 of Companies Act, 2013.
- (b) There is no unspent amount remaining under sub section 5 of section 135 (1) of Companies Act, 2013 to be transfer to special account as per provision of sub section 6 of Section 135 of the Companies Act 2013.
21. There is no qualification or adverse remark by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

**UDIN : 22169259AJSXCR9296**  
**For Meet Shah & Associates**

Chartered Accountants

**Firm Registration No.: 142114W**

**Meet Shah**

Proprietor

M. No.: **169259**

Place: **Ahmedabad**

Date: **27/05/2022**

## **Annexure - B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Softrak Venture Investment Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are

being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**UDIN : 22169259AJSXCR9296**

**For Meet Shah & Associates**

Chartered Accountants

**Firm Registration No.: 142114W**

**Meet Shah**

Proprietor

M. No.: 169259

Place: **Ahmedabad**

Date: **27/05/2022**

## SOFTRAK VENTURE INVESTMENT LIMITED

CIN: L99999GJ1993PLC020939

## STATEMENT OF ASSETS AND LIABILITIES FOR THE YEAR ENDED MARCH 31,2022

Particulars	Note No.	As at 31-03-2022	As at 31-03-2021
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant and Equipment			-
Capital Work in Progress			-
Financial Assets			-
Investments			-
Loans & Advances	4	4,210,000	4,210,000
Other Non Current Assets		-	-
<b>Current assets</b>			
Inventories		-	-
Financial Assets			
Trade Receivables	5	427,403,948	426,605,598
Cash and Cash Equivalents	6	297,967	41,491
Loans & Advances	7	2,258,933	2,258,933
Other Current Assets	8	79,997	93,244
<b>TOTAL ASSETS</b>		<b>434,250,845</b>	<b>433,209,266</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	450,779,000	450,779,000
Other Equity	10	(19,148,519)	(19,927,933)
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
Borrowings		1,640,000	1,640,000
Deferred Tax Liabilities (Net)			-
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	11		
Trade Payables			
MSME			
Other than MSME		668,199	668,199
Short-Term Provisions	12	262,165	-
Other Current Liabilities	13	50,000	50,000
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>434,250,845</b>	<b>433,209,266</b>

UDIN :22169259AJSXCR9296

As per our report of even date

For, Meet Shah &amp; Associates

Chartered Accountants

FRN : 142114W

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

Raghendra kulkarni-MD

DIN: 06970323

Meet Shah

Proprietor

M. No : 169259

Date: 27/05/2022

Place :- Ahmedabad

Arpita Mittal (CS)

Date :27/05/2022

Place :- Ahmedabad

Bhoomiben Patel - Director

DIN: 08316893

## SOFTRAK VENTURE INVESTMENT LIMITED

CIN: L99999GJ1993PLC020939

## STATEMENT OF PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2022

Amount in (Rs.)

PARTICULARS		Note No.	Year Ended 31.03.2022	Year Ended 31.03.2021
I	Revenue from Operations	14	1,471,197	-
II	Other Income	15	-	-
III	<b>Total Income (I+II)</b>		<b>1,471,197</b>	<b>-</b>
IV	<b>EXPENSES</b>			
	(1) Cost of Materials Consumed	16	-	-
	(2) Purchase of Stock-In-Trade		-	-
	(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade		-	-
	(4) Employee Benefits Expense	17	222,000	212,500
	(5) Finance Cost	18	-	-
	(6) Depreciation and Amortisation Expense		-	-
	(7) Other Expenses	19	207,618	830,590
	<b>Total Expenses (IV)</b>		<b>429,618</b>	<b>1,043,090</b>
V	Profit before Exceptional Items and Tax (III-IV)		1,041,579	(1,043,090)
VI	Exceptional Items			
VII	Profit before Tax		1,041,579	(1,043,090)
VIII	Tax Expense			
	(1) Current Tax		262,165	-
	(2) Prior Period Taxation		-	-
	(3) Deferred Tax			
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		779,414	(1,043,090)
X	Profit / (Loss) from discontinued operations			
XI	Tax Expense of discontinued operations			
XII	Profit (Loss) from discontinuing operations (after tax) (X-XI)		-	-
XIII	<b>Profit (Loss) for the period (IX-XIII)</b>		<b>779,414</b>	<b>(1,043,090)</b>
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	<b>Total Comprehensive Income for the Period (XIII+XIV)</b>		<b>779,414</b>	<b>(1,043,090)</b>
XVI	Earnings Per Equity Share			
	(1) Basic		0.02	(0.02)
	(2) Diluted		0.02	(0.02)

UDIN :22169259AJXSCR9296

As per our report of even date

For, Meet Shah &amp; Associates

Chartered Accountants

FRN : 142114W

For and on behalf of the Board of

Directors of Softrak Venture Investment Ltd

Raghvendra kulkarni-MD

DIN: 06970323

Meet Shah

Partner

M. No : 169259

Date: 27/05/2022

Place :- Ahmedabad

Arpita Mittal (CS)

Date :27/05/2022

Place :- Ahmedabad

Bhoomiben Patel - Director

DIN: 08316893

SOFTRAK VENTURE INVESTMENT LIMITED

CIN: L99999GJ1993PLC020939

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2022

(A) EQUITY SHARE CAPITAL

Particulars	As at 31st March,2022	As at 31st March,2021
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 01.04.2021		(19,927,933)	-	-	-	-	-	(19,927,933)
Addition During the Year		-	-	-	-	-	-	-
Profit For the year		779,414						779,414
Transfer to Reserves		-						-
Other Comprehensive Income		-					-	-
Prior Period Loss		-						-
Dividend		-						-
Dividend Distribution Tax		-						-
Balance as on 31.03.2022	-	(19,148,519)	-	-	-	-	-	(19,148,519)
Balance as on 01.04.2020		(18,884,843)	-	-	-	-	-	(18,884,843)
Profit For the year		(1,043,090)	-					(1,043,090)
Transfer to Reserves		-						-
Other Comprehensive Income		-					-	-
Dividend		-						-
Dividend Distribution Tax		-						-
Balance as on 31.03.2021	-	(19,927,933)	-	-	-	-	-	(19,927,933)

UDIN :22169259AJSCXR9296

As per our report of even date

For, Meet Shah & Associates

Chartered Accountants

FRN : 142114W

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

Raghendra kulkarni-MD

DIN: 06970323

Meet Shah

Partner

M. No : 169259

Date: 27/05/2022

Place :- Ahmedabad

Arpita Mittal (CS)

Date :27/05/2022

Place :- Ahmedabad

Bhoomiben Patel - Director

DIN: 08316893

Date: 27/05/2022

Place :- Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED  
CIN: L99999GJ1993PLC020939  
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Particulars	For the period ended on 31.03.2022	For the period ended on 31.03.2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	1,041,579.00	(1,043,090)
<b>Adjustments for:</b>		
Depreciation	-	-
Sundry Balance Written Off	-	-
Excess Provision Written Off	-	-
Operating Profit before Working Capital Changes	1,041,579.00	(1,043,090)
<b>Movements in Working Capital :</b>		
Decrease / (Increase) in Inventories		-
Decrease / (Increase) in Sundry Debtors	(798,350)	325,790
Decrease / (Increase) in Loans and Advances	-	-
Decrease / (Increase) in Current Assets	13,247	(13,247)
(Decrease) / Increase in Trade Payables	-	668,199
(Decrease) / Increase in Short Term Provisions	262,165	-
(Decrease) / Increase in Current Liabilities	-	(15,000)
(Decrease) / Increase in Other Current Liabilities	-	-
Cash (used in) / generated from operations	518,641	(77,348)
Direct Taxes Paid (net of refunds)	262,165.00	-
<b>Net cash (used in) / generated from operating activities (A)</b>	<b>256,476</b>	<b>(77,348)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Purchase) of Fixed Assets		
Sale / Disposal of Fixed Assets		-
Profit on sale of Investment / Assets		-
<b>Net cash (used in) / generated from investing activities (B)</b>		<b>-</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Repayment) / Proceeds From Long Term Borrowings		
(Repayment) / Proceeds From Short Term Borrowings		-
Repayment / (Proceeds) From Long Term Loans & Advances		-
Proceeds from Issue of Shares		-
Interest Expense		-
Dividend		-
<b>Net cash (used in) / generated from financing activities (C)</b>		<b>-</b>
<b>D.NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B+C)</b>	<b>256,476</b>	<b>(77,348)</b>
Cash and cash equivalents at the beginning of the year	41,491	118,839
Cash and cash equivalents at the end of the year	297,967	41,491
<b>Components of cash and cash equivalents</b>		
Cash and cheques on hand	286,547	30,064
With Scheduled Banks		
- in Current Account	11,420	11,427
- in Term Deposit Accounts		
	297,967	41,491
<b>Notes</b>		
1) The figures in brackets represent outflows.		
2) Previous periods' figures have been regrouped / reclassified, wherever necessary, to confirm to current year presentation.		
UDIN :22169259AJSXCR9296		
As per our report of even date	For and on behalf of the Board of	
For, Meet Shah & Associates	Directors of Softrak Venture Investment Ltd	
Chartered Accountants		
FRN : 142114W	Raghvendra kulkarni-MD DIN: 06970323	
Meet Shah		
Partner	Arpita Mittal (CS)	Bhoomiben Patel - Director
M. No : 169259	Date :27/05/2022	DIN: 08316893
Date: 27/05/2022	Place :- Ahmedabad	
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 27, 2022

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

##### **2.1 Statement of Compliance:**

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

##### **2.2 Basis of preparation**

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

##### **2.3 Accounting Estimates:**

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

##### **2.4 Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The



Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

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

### **Sale of goods**

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

### **Interest income**

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

#### **2.5 Property, Plant & Equipments:**

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

#### **2.6 Impairment of Assets:**

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

#### **2.7 Investments:**

No Investments are there in the company.

#### **2.8 Foreign Currency Transactions:**

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

measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

### **2.9 Borrowing Cost:**

Borrowing cost, if any, directly attributable to qualifying assets, which 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, 2022 and for the year ended March 31, 2021

(Amount in Rs.)

		Current Year	Current Year
		2021-22	2020-21
<b>3.9</b>	<b>Earning Per Share</b>		
	Profit (Loss) After Tax (PAT)	<b>7,79,414</b>	<b>(10,43,090)</b>
	Less: Preference Dividend & Tax	<b>NIL</b>	<b>NIL</b>
	Profit (Loss)	<b>7,79,414</b>	<b>(10,43,090)</b>
	Number of Equity Shares of Rs. 10/- each	<b>45,07,79,000</b>	<b>45,07,79,000</b>
	Weighted Average Number of Equity Shares of Rs. 10/- each	<b>45,07,79,000</b>	<b>45,07,79,000</b>
	Basic EPS	<b>0.02</b>	<b>(0.02)</b>
	Diluted EPS	<b>0.02</b>	<b>(0.02)</b>
<b>3.10</b>	<b>Contingent Liabilities and Commitments (To the extent not provided for)</b>		
	<b>(i) <u>CONTINGENT LIABILITES</u></b>		
	(a) Claim against the company not acknowledged as debts	<b>NIL</b>	<b>NIL</b>
	(b) Guarantees	<b>NIL</b>	<b>NIL</b>
	(c) Other Money for which the company is contingently liable	<b>1,42,50,310/-</b>	<b>1,42,50,310/-</b>
	<b>(ii) <u>COMMITMENTS</u></b>		
	(a) Estimated amount of Contract remaining to be executed on capital account (net of advances) and not provided for	<b>NIL</b>	<b>NIL</b>
	(b) Uncalled liability on Shares and Other Investments partly paid	<b>NIL</b>	<b>NIL</b>
	(c) Other Commitments	<b>NIL</b>	<b>NIL</b>
<b>3.11</b>	<b>Payment to Auditors:</b>		
	a) Audit Fees	<b>50,000</b>	<b>50,000</b>
	b) Other Services	<b>0</b>	<b>0</b>
	c) Tax Audit Fees	<b>0</b>	<b>0</b>
	d) Taxation Work	<b>0</b>	<b>0</b>
	e) Out of Pocket Expenses	<b>0</b>	<b>0</b>
	Total	<b><u>50,000</u></b>	<b><u>50,000</u></b>
<b>3.12</b>	<b>Foreign Currency Transactions:</b>		
	a. <u>Expenditure in Foreign Currencies</u> (As certified by the Management)	<b>NIL</b>	<b>NIL</b>

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

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

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

**3.16** Fair Value Of Investment Property

There is no Investment in Property so it is not applicable

**3.17** Details Of Benami Property Held

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

**3.18** Relationship With Struck Off Companies

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

**3.19** Borrowings Obtained On The Basis Of Security Of Current Assets

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

**3.20** Revaluation Of Property, Plant And Equipment And Intangible Assets

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

**3.21** Utilization Of Borrowed Funds And Share Premium

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

- 3.22 Undisclosed Income  
The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 3.23 Details Of Crypto Currency Or Virtual Currency  
The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- 3.24 Registration Of Charges Or Satisfaction With Registrar Of Companies  
The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.
- 3.25 Compliance With Number Of Layers Of Companies  
The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies ( Restriction on number of Layers) Rules, 2017.
- 3.26 Notes 1 to 22 form integral part of accounts.

**As per our report of even date**

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

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

**CA Meet Shah  
(Proprietor)  
Membership No. 169259  
UDIN :**

<b>Dhirajlal Gaglani</b>	<b>Bhoomiben</b>	<b>Patel</b>
<b>Managing Director</b>	<b>Director</b>	
<b>DIN: 03496531</b>	<b>DIN: 08316893</b>	

**Date: 27/05/2022  
Place: Ahmedabad**

**Date: 27/05/2022  
Place: Ahmedabad**

**SOFTRAK VENTURE INVESTMENT LIMITED**

Notes to the Financial Statements for the Year ended 31st March, 2022

Note No.	Particulars		As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
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, 2022		As at 31 March, 2021	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	DEEPAK PRABHAKAR KAPRE	3,735,120	8.29%	3,735,120	8.29%
2	KEYUR SHAH	3,700,000	8.21%	3,700,000	8.21%
3	TAPASYA SETH	3,700,000	8.21%	3,700,000	8.21%
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	PULIKT SHAH	3,090,180	6.86%	3,090,180	6.86%

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

Particulars		As at 31st March,2022	As at 31st March,2021
Balance as at the beginning of the year		45,077,900	45,077,900
Issued during the year		-	-
Balance as at the end of the year		45,077,900	45,077,900

9.3 Terms and Rights attached to equity Shares

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

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



**SOFTRAK VENTURE INVESTMENT LIMITED**

Notes to the Financial Statements for the Year ended 31st March, 2022

Particulars		As at March 31,2022	As at March 31,2021
<b>NON CURRENT ASSETS</b>			
	<b>FINANCIAL ASSET</b>		
4	<b>LONG TERM LOANS AND ADVANCES</b>		
	Unsecured Considered Good		
	Other loans and advances	4,210,000	4,210,000
	<b>Total</b>	<b>4,210,000</b>	<b>4,210,000</b>
<b>CURRENT ASSETS</b>			
	<b>FINANCIAL ASSET</b>		
5	<b>TRADE RECEIVABLES</b>		
	(Unsecured considered good)		
	Over Six Months	426,510,598	426,605,598
	Others	893,350	
	<b>Total</b>	<b>427,403,948</b>	<b>426,605,598</b>
<b>CURRENT ASSETS</b>			
	<b>FINANCIAL ASSET</b>		
6	<b>CASH AND CASH EQUIVALENT</b>		
	Cash on Hand	286,547	30,064
	Balance with Scheduled Banks		
	a. in Current Accounts	11,420	11,427
	b. in Term Deposit Accounts		
	<b>Total</b>	<b>297,967</b>	<b>41,491</b>
<b>CURRENT ASSETS</b>			
	<b>FINANCIAL ASSET</b>		
7	<b>LOANS AND ADVANCES</b>		
	Capital Assets Loss & Gain		
	Preliminary Expenses	2,258,933	2,258,933
	Public Issue Expenses		
	Unallocated Capital Expenses		
	Settlement Amount		
	Less: Written Off		
	Prepaid Custodial Charges		
	DTA		
	TDS Receivable		
	<b>Total</b>	<b>2,258,933</b>	<b>2,258,933</b>
<b>CURRENT ASSETS</b>			
	<b>FINANCIAL ASSET</b>		
8	<b>OTHER CURRENT ASSET</b>		
	BALANCE RECEIVABLE FROM GOVERNMENT AUTHORITIES	79,997	93,244
	<b>Total</b>	<b>79,997</b>	<b>93,244</b>

Particulars		As at March 31,2022	As at March 31,2021
10	<b>OTHER EQUITY</b>		
	Reserves & surplus		
	Retained Earnings	(19,148,519)	(19,927,933)
	General reserves		
	<b>Total</b>	<b>(19,148,519)</b>	<b>(19,927,933)</b>
<b>Non Current Liabilities</b>			
	Financial Liabilities		
11	<b>BORROWINGS</b>		
	Long Term Borrowing		
	Unsecured	1,640,000	1,640,000
	<b>Total</b>	<b>1,640,000</b>	<b>1,640,000</b>
<b>Current Liabilities</b>			
	Financial Liabilities		
12	<b>TRADE PAYABLES</b>		
	Micro, Small and Medium Enterprise (Refer note no. 12.1)		
	Others		
	<b>Total</b>		
12.1	Under the Micro, Small & Medium enterprise development act, 2006, certain disclosures are		
12	<b>SHORT TERM PROVISION</b>		
	Provision for Tax	262,165	-
	<b>Total</b>	<b>262,165</b>	
13	<b>OTHER CURRENT LIABILITIES</b>		
	Provision for the Service Tax/Swachha Bharar Cess		
	TDS Payable		
	Unpaid Exp	50,000	50,000
	<b>Total</b>	<b>50,000</b>	<b>50,000</b>

**SOFTRAK VENTURE INVESTMENT LIMITED**

Notes to the Financial Statements for the Year ended 31st March, 2022

Particulars		For the year ending on	For the year ending
14	<b>REVENUE FROM OPERATIONS</b>		
	Sale of Products		
	Sale of Services	1,471,197	
	<b>Total</b>	<b>1,471,197</b>	-
15	<b>OTHER INCOME</b>		
	Excess provision of Income Tax		
	Misc. Income		
	Sundry Balance Written Off		
	<b>Total</b>	-	-
16	<b>COST OF STOCK IN TRADE AND OPERATING EXP.</b>		
	Opg Stock	-	-
Add :	Purchase of Stock in Trade		
Less :	Closing Stock	-	-
	Raw Material consumed during the year (A)	-	-
	<b>Other Operating Expenses</b>	-	-
	Work Contract Charges	-	-
	Labour Charges	-	-
	Electric Power, Fuel	-	-
	Freight Inward, Loading and unloading charges	-	-
	Repairs & Maint. Exp	-	-
	<b>Other Operating Exp (B)</b>	-	-
	<b>Total</b>	-	-
17	<b>EMPLOYEE BENEFIT EXPENSES</b>		
	Salaries, Wages, Allowances and Bonus	222,000	212,500
	Gratuity Exp		
	Staff Welfare Expenses		
	<b>Total</b>	<b>222,000</b>	<b>212,500</b>

Particulars		For the year ending on	For the year ending
18	<b>FINANCE COST</b>	-	-
	Bank Charges		-
	Interest Exp		-
	Other Borrowing Costs		-
	<b>Total</b>	-	-
19	<b>OTHER EXP</b>		
	Advertisement Exp	6,864	30,941
	Annual Listing Fees & ROC Charges	12,000	532,219
	Electricity Exp.		
	Income Tax Exps		
	Misc Exps Writtern Off		
	Misc Exps		
	Other Expenses	109,254	6,350
	Rent Expenses		
	Sales Promotion Expenses		
	Service Tax		
	Telephone & Mobile Exp.		
	Professional Fees Exps	-	7,600
	Repairs & Main. Exps.		
	Franking Charges		
	Conveyance Charges		
	Late Fees		
	Printing Charges		
	Sitting Fees		
	Courier And Xerox Exp		
	Custodial Fees	29,500	203,480
	Admission Processing Charges		
	<b>Total</b>	157,618	780,590
19.1	<b>PAYMENT TO AUDITORS :</b>		
	Statutory Audit Fees	50,000	50,000
	<b>Total</b>	207,618	830,590

**Note : 20 Credit Risk Management**

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

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

**Trade Receivable Ageing**

As at March 31, 2022

Particulars	Outstanding for following period total from Transaction Date					
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
<b>Undisputed Trade Receivable</b>						
Considered Good	893,350.00					893,350.00
Have significant increase in credit Risk					426,510,598	426,510,598.00
Credit Impaired						
<b>Disputed Trade Receivable</b>						
Considered Good						
Have significant increase in credit Risk						
Credit Impaired						
<b>Total</b>	<b>893,350.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>426,510,598.00</b>	<b>427,403,948.00</b>

As at March 31, 2021

Particulars	Outstanding for following period total from Transaction Date					
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
<b>Undisputed Trade Receivable</b>						
Considered Good						-
Have significant increase in credit Risk					426,605,598	426,605,598.00
Credit Impaired						
<b>Disputed Trade Receivable</b>						
Considered Good						
Have significant increase in credit Risk						
Credit Impaired	-	-	-	-	426,605,598.00	426,605,598.00

**Note 21 Disclosure of Ratios**

Particulars	As at March 31,2022	As at March 31,2021	% Change in Ratio	Explanation
Current Ratio	436.35	594.18	(26.56)	Due to collection from old outstanding Debtors
Debt Equity Ratio	0.38	0.38	(0.18)	-
Debt Service Coverage Ratio	-	-	-	-
Return on Equity	0.17	(0.23)	(174.72)	Due to Profitability in Current Year
Inventory Turnover Ratio	-	-	-	-
Trade Receivable Turnover Ratio	0.00	-	-	Due to Increase in Revenue from operation of the company compared to previous year
Trade Payable Turnover Ratio	2.20	-	-	
Net Capital Turnover Ratio	-	-	-	-
Net Profit Ratio	52.98	-	-	Due to Increase in Revenue from operation of the company compared to previous year
Return on Capital Employed	0.00	(0.00)	(2.07)	
Return on Investment	-	-	-	-

**Note 22 Trade Payable Ageing**

As at March 31 , 2022

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME						-
Others			668,199.00			668,199.00
Disputed Dues - MSME						-
Disputed Dues - Other						-
<b>Total</b>	-	-	668,199.00	-	-	668,199.00

As at March 31 , 2021

Particulars	Outstanding for following period total from Transaction Date					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME						-
Others		668,199.00				668,199.00
Disputed Dues - MSME						-
Disputed Dues - Other						-
<b>Total</b>	-	668,199.00	-	-	-	668,199.00

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING - 28<sup>th</sup> SEPTEMBER, 2022 AT 01:00 P.M.**

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

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

I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company being held on 28th September, 2022 at 01:00 p.m. at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052.

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

\_\_\_\_\_

Signature

**Form No. MGT-12**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**BALLOT PAPER**

Regd. Folio No.		DP ID	
		CLIENT ID	
Name of the Shareholder/Proxy holder			
Number of Shares held			
Promoter /Promoter group/ Public			

I/We hereby exercise my/our behalf at the Annual general meeting of the company, to be held on the Wednesday, 28<sup>th</sup> day of September 2022, at 01:00 p.m. at registered office at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of the Audited Profit and Loss Account for the year ended on 31st March, 2022, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.		
2	Appointment of Director in place of Mr. Raghvendra Kulkarni, who retires by rotation and being eligible offers himself for reappointment		

**Place:** Ahmedabad

**Date:** 28/09/2022

-----  
Signature of Shareholder/Proxy



**Form No. MGT-11**

**Proxy form**

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

**CIN:** L91110GJ1993PLC017863

**Name of the company:** Softrak Venture Investment Limited

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

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

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

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

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

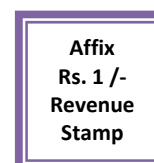
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 28<sup>th</sup> September, 2022 at 01:00 P.M. at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad-380052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of the Audited Profit and Loss Account for the year ended on 31st March, 2022, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.		
2	Appointment of Director in place of Mr. Raghvendra Kulkarni who retires by rotation and being eligible offers himself for reappointment		

Signed this..... day of..... 20.....

Signature of Shareholder

Signature of Proxy holder(s)



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

## Route Map of the registered office of the Company (Venue of AGM)

