

# **SOFTRAK VENTURE INVESTMENT LIMITED**



Reg. Office: 201, Moon light Shopping Centre, Near Maruti Towers, Drive in Road, Memnagar,  
Ahmedabad – 380052 Gujarat, Email: [softrakventure@gmail.com](mailto:softrakventure@gmail.com)  
Mo. 7487024350, Web. [www.softrakventure.in](http://www.softrakventure.in) | CIN: L99999GJ1993PLC020939

04<sup>th</sup> September, 2025

To  
The General Manager-Listing  
Corporate Relationship Department  
BSE Limited, Ground Floor,  
P.J. Towers, Dalal Street, Mumbai

Ref: Scrip Code: 531529

Sub: Submission of 32<sup>nd</sup> Annual Report for the financial year 2024-25

Dear Sir/Madam,

With reference to the regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find the attached copy 32<sup>nd</sup> Annual Report for the Financial Year 2024-2025.

The 32<sup>nd</sup> Annual Report for the Financial Year 2024-2025 has been sent to shareholders of the company in compliance with the regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Annual Report is uploaded at the Website of the company.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For Softrak Venture Investment Limited

  
  
Raghendra Kulkarni  
Managing Director  
DIN: 06970323

Encl.: As above

ANNUAL REPORT 2024-2025

SOFTRAK VENTURE  
INVESTMENT LIMITED

# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS AND KMP**

Mr. Raghvendra Kulkarni  
Ms. Bhoomiben Patel\*  
Mr. Sunny Darji  
Mr. Sarjeevan Singh  
Mr. Ashvin Trivedi\*\*  
Mr. Vipul Jana  
Ms. Arpita Mittal

Managing Director  
Non-Executive - Independent Director (Resigned We.f .11.11.2024)  
Non-Executive - Independent Director  
Non-Executive - Independent Director  
Non-Executive - Independent Director (Appointed W.e.f. 07.02.2025)  
Chief Financial officer (CFO)  
Company Secretary & Compliance Officer

## **STATUTORY AUDITORS**

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

## **SECRETARIAL AUDITOR**

Rupal Patel  
Practicing Company Secretary

## **REGISTERED OFFICE**

201, Moon Light Shopping Centre, Nr. Maruti  
Towers, Drive In Road, Memnagar,  
Ahmedabad, Gujarat, 380052  
Tel.: 9824695328,  
Email: [sofrakventure@gmail.com](mailto:sofrakventure@gmail.com);  
Website: [www.sofrakventure.in](http://www.sofrakventure.in)

## **REGISTRAR & SHARE TRANSFER AGENT**

**MCS Share Transfer Agent Limited**  
201, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad 380 009  
Tele. No.: 079-26580461,0462,0463  
Fax No.: 033-40724050  
E-mail: [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com)

## **STOCK EXCHANGE**

BSE Limited

## **CIN**

L99999GJ1993PLC020939

## **ISIN**

INE562E01013

## **Scrip Code**

531529

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

Notice is hereby given that the **32<sup>nd</sup> (Thirty-Second) Annual General Meeting ("AGM")** of the members of **Softtrak Venture Investment Limited** will be held on **Friday, September 26, 2025 at 02:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), therefore deemed to be held at the Registered office of the company situated at 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052 to transact the following business: -

**ORDINARY BUSINESS:**

- 1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted."

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

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

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

- 3. Approval and declaration of final dividend for the financial year 2024-25:**

*To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:*

**"RESOLVED THAT** a final dividend of Rs 0.005/- per equity share (i.e. @ 0.5 % of the face value of Rs.1/- (Rupees One only) each fully paid-up) be and is hereby declared for the financial year ended on March 31, 2025 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended on March 31, 2025."

- 4. Appointment of Secretarial Auditor of the Company for the term of 5 consecutive years:**

*To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other

applicable provisions, if any of the Companies Act, 2013, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation Audit committee and Board of Directors of the Company, consent of the members be and is hereby given for appointment of Mrs. Rupal Patel, Practicing Company Secretaries to be appointed as Secretarial Auditor of the Company for the term of 5 consecutive years starting from the FY 2025-2026 at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Secretarial Auditor and the Audit committee/Board of Directors on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, to file form with the Registrar, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto."

**SPECIAL BUSINESS:**

**5. Approving the appointment of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) as a Non-Executive Independent Director of the Company:**

**To consider, and if thought fit, to pass the following Resolution as an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Mr. Ashvin Shantilal Trivedi (DIN: 03212457) who was appointed as an Additional Director in the capacity of Non - Executive Independent Director with effect from February 07, 2025 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 07<sup>th</sup> February, 2025 to 06<sup>th</sup> February, 2030, not liable to retirement by rotation."

**"RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

**6. Re-Appointment of Mr. Sarjeevan Singh [DIN: 08258683] as an Independent Director.**

**To consider, and if thought fit, to pass the following Resolution as an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualifications of Directors) Rules 2014, and Regulation 16(1)(b), 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") statutory modification(s) or re-enactment(s) thereof, for the time being in force], and the Articles of Association, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval, be and is, hereby accorded to the re-appointment of Mr. Sarjeevan Singh [DIN: 08258683] as an Independent Director with effect from June 15, 2025 for a second term of 5(Five years)years and that he shall not liable to retire by rotation, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received notice from a Member under Section 160 of the Act.

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company, be and are, hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to file requisite e-form with Ministry of Corporate Affairs."

**7. Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013.**

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

**"RESOLVED THAT** in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 250.00 Crores (Rupees Two Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors and /or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or



otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

**Sd/-**

**Mr. Raghvendra Kulkarni  
Managing Director**

**DIN: 06970323**

**Place: Ahmedabad**

**Date: 02/09/2025**

**Registered Office:**

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

**CIN:** L99999GJ1993PLC020939

**Email:** [softrakventure@gmail.com](mailto:softrakventure@gmail.com)

**Website:** [www.softrakventure.in](http://www.softrakventure.in)

**NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is

not available for this EGM/ AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/ AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. The Members can join the EGM/ AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/ AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first served basis
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/ AGM has been uploaded on the website of the Company at [www.softtrakventure.in](http://www.softtrakventure.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/ AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/ AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, M/s. MCS Share Transfer Agent Limited.
9. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
10. The attendance of the Members attending the EGM/ AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/ AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/ AGM will be provided by NSDL.



12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01<sup>st</sup> April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
13. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
14. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 20<sup>th</sup> September, 2025 to Friday, 26<sup>th</sup> September, 2025 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
16. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, 19<sup>th</sup> September, 2025, may cast their vote by remote e-voting. The remote e-voting period commences on Tuesday, 23<sup>rd</sup> September, 2025 at 09:00 A.M. (IST) and ends on Thursday, 25<sup>th</sup> September, 2025 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
17. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
18. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/ authorization letter to the Company or upload on the VC/OAVM portal/evoting portal.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
20. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [softrakventure@gmail.com](mailto:softrakventure@gmail.com). Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 18<sup>th</sup> September, 2025 by sending e-mail on [softrakventure@gmail.com](mailto:softrakventure@gmail.com).

21. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
22. 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 Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com).
23. The Board of Directors of the Company at their Meeting held on 31<sup>st</sup> May, 2025 has recommended a Dividend of Rs. 0.005/- per equity share (0.5%) for the financial year ended 31<sup>st</sup> March, 2025 and the said Dividend will be payable within 30 days after the approval of the Members at the ensuing Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> September, 2025.
24. Members will be entitled to receive the aforesaid interim dividend through electronic mode as per the updated bank mandate in the physical and / or demat holding. As per SEBI circulars amended from time to time, effective from 01-04-2024 dividend amount will withheld wherever KYC details are not updated.
25. UNCLAIMED DIVIDEND / IEPF: Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Unpaid Dividend payable to the Shareholders in respect of the Final Dividend for the year ended 31<sup>st</sup> March, 2025 shall be transferred to the Investor Education and Protection Fund under the amended provisions of the Companies Act, 2013 on the expiry of the 7<sup>th</sup> year from the date of such transfer to unpaid dividend account.
26. Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below: -

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid dividend
2023-24	05/09/2024	04/09/2031

27. Members are requested to note that the payment of dividend to the shareholders who have not opted for electronic mode or to whom the said dividend is required to be paid through issuance of Dividend Warrants/Demand Drafts (DDs) including the

NEFT/RTGS/NACH/NECS return cases and for whom in terms of General Circular No.20/2020 dated 5 May 2020, issued by the Ministry of Corporate Affairs, Government of India, the Company shall dispatch the dividend warrants/demand drafts through post or other permitted mode of dispatch. Members may also note that the Company is fully committed to make its best efforts to dispatch the Dividend Warrants/DDs to the aforesaid shareholders.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, September 23, 2025 at 09:00 A.M. and ends on Thursday, September 25, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

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

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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



For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

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

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [softrakventure@gmail.com](mailto:softrakventure@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([softrakventure@gmail.com](mailto:softrakventure@gmail.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/ AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/ AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/ AGM. However, they will not be eligible to vote at the EGM/ AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against

company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sofrakventure@gmail.com](mailto:sofrakventure@gmail.com). The same will be replied by the company suitably.
6. Members who wish to speak at the AGM are requested to register themselves as a speaker by sending an email to [Company Email ID] with their name, DP ID/Client ID/Folio Number, and the specific query/comment they propose to raise.
7. The request must reach the Company at least 3 (three) days prior to the date of the AGM.

The Company has appointed Mrs. Rupal Patel, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.softrakventure.in](http://www.softrakventure.in) and NSDL website. The results shall simultaneously be communicated to the BSE Limited.

#### Contact Details

Company	<p>Softrak Venture Investment Limited  Redg. Office: 201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, , Ahmedabad, Gujarat, 380052  Email: <a href="mailto:sofrakventure@gmail.com">sofrakventure@gmail.com</a>  Website: <a href="http://www.softrakventure.in">www.softrakventure.in</a></p>
Registrar & Share	MCS Share Transfer Agent Limited

Transfer Agent	Add: 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Shreyas Colony, Ahmedabad, Gujarat 380009 Email : <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a> Website: <a href="https://www.mcsregistrars.com/">https://www.mcsregistrars.com/</a>
E-Voting Agency	National Securities Depository Limited E-mail ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Phone: 022 - 4886 7000
Scrutinizer	Rupal Patel, Practicing Company Secretary Ahmedabad Add: 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar Ahmedabad-380015 Email: <a href="mailto:roopalcs2001@gmail.com">roopalcs2001@gmail.com</a>

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

**Sd/-**

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

**Place: Ahmedabad**

**Date: 02/09/2025**

**Registered Office:**

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

**CIN:** L99999GJ1993PLC020939

**Email:** [softrakventure@gmail.com](mailto:softrakventure@gmail.com)

**Website:** [www.softrakventure.in](http://www.softrakventure.in)

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

Name of the Director	Raghvendra Kulkarni	Ashvin Trivedi	Shantilal	Mr. Sarjeevan Singh
DIN	06970323	03212457		08258683
Date of Birth (Age in years)	05/12/1988			05/08/1984
Date of first appointment	29/12/2020	07/02/2025		15/06/2020
Experience/ Expertise in Specific Functional Areas	Mr. Raghvendra Kulkarni is having the vast experience in the field of Investing, administration and	Mr. Ashvin Trivedi possesses over 40 years of invaluable experience in company management, having successfully navigated		Mr. Sarjeevan Singh Rathore brings over 13 years of extensive experience in business management and administration.

	finance. He possesses strong analytical and investment evaluation skills and with his outstanding networking and relationship management ability.	diverse challenges and opportunities throughout his extensive career. His expertise spans across various aspects of business operations, including strategic planning, organizational leadership, and operational efficiency. With a profound understanding of industry dynamics and a track record of driving growth, His visionary leadership and indepth knowledge make him a highly valuable asset to any organization, and under his direction, the company is poised for continued growth and sustained progress.	Throughout his career, he has developed a deep understanding of operational ~ strategies, resource management, and organizational efficiency. His wealth of knowledge and expertise has allowed him to successfully oversee various business operations, improve internal processes, and drive growth. With his strong leadership and strategic vision, Mr. Rathore's guidance has the potential to significantly ~ enhance the company's performance, foster a productive work environment, and position the company for long-term success.
Qualification(s)	Graduate		S.S.C.
Directorship in other companies including listed companies *	1	3	4
Listed entities from which the person has resigned in the past three years	Nil	1	Nil
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	Nil	Nil / 3	Nil / 9



Shareholding in the listed entity, including shareholders as a beneficial owner	Nil	Nil	Nil
No. of Board Meetings Held/ Attended	07/07	07/07	07/07
Details of Remuneration sought to be paid	Nil	Nil	Nil
Last Remuneration drawn (per annum)	Nil	Nil	Nil
Disclosure of relationships between directors inter-se	Nil	Nil	Nil
Terms and conditions of reappointment and Remuneration	Mr. Raghvendra Kulkarni shall be reappointed as Director (Executive), liable to retire by rotation.	Appointment of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) as an Independent Director of the Company for a term of five consecutive years commencing from 07 <sup>th</sup> February, 2025	<b>Mr. Sarjeevan Singh [DIN: 08258683]</b> is appointed as an Independent Director for the second term of five years w.e.f. June 15, 2025, for a period of five consecutive years subject to the approval of shareholders and will be entitled to sitting fees for attending Board Meetings or Committee Meetings, as the case may be.

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

**Note:** With reference to the directions dt: 14.6.2018 of SEBI to the Stock Exchanges and based on the declarations received, we hereby inform that the above Directors are not debarred from holding the office of Director by virtue of any SEBI Order or any other such Authority.

**The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 32<sup>nd</sup> Annual General Meeting as mentioned under Item Nos. 1 to 4 of the accompanying Notice dated Tuesday, September 02, 2025:**

**Item No. 1:**

In terms of the provisions of Section 129 of the Companies Act, 2013, the Company submits its audited financial statements for F.Y. 2024-2025 for adoption by members at the Annual General Meeting ("AGM").

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved audited financial statements for the financial year ended March 31, 2025. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board's Report Corporate Governance Report, and Management Discussion and Analysis Report.

The Audited Financial Statements of the Company along with the reports of the Board of Directors and Auditors thereon:

- have been sent to the members at their registered e-mail address; and
- have been uploaded on the website of the Company i.e., [www.softtrakventure.in](http://www.softtrakventure.in) under the "Investors" section.

M/S A L Thakkar & Co., (ICAI Firm Regn. No. 120116W) (ICAI Membership No. 042264), Statutory Auditor has issued an unmodified audit report on the financial statements and has confirmed that the financial statements, represent a true and fair view of the state of affairs of the Company

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval of the members of the Company.

**Item No. 2**

Section 152 of the Companies Act, 2013 ("Act") mandate certain number of directors to retire at every Annual General Meeting ("AGM") of the Company who can offer themselves for re-appointment. In compliance with this requirement, Mr. Raghvendra Kulkarni (DIN: 06970323), Managing Director, retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

A brief profile of Mr. Raghvendra Kulkarni to be reappointed as an Executive Director is given under the heading "Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India” elsewhere in the Notice.

The Company has received declaration from Mr. Raghvendra Kulkarni that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Raghvendra Kulkarni has contributed immensely to the Company’s growth. He is having the vast experience in the field of infrastructure, administration and finance. He possesses strong analytical and investment evaluation skills and with his outstanding networking and relationship management ability.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends resolution at Item No. 2 relating to re-appointment of Mr. Raghvendra Kulkarni as Director (Executive), for approval of the members as an **Ordinary Resolution**.

### **Item No. 3**

The Company has fixed Friday, September 19, 2025 as the “Record Date” for determining entitlement of members to dividend for the financial year ended March 31, 2025.

The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched to those members whose names appear on the Company’s Register of Members on the Record Date, in respect of the shares held in dematerialized mode and physical mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as beneficial owners as on that date.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the members of the Company.

### **Item No. 4**

The Board of Directors in its meeting held on 28<sup>th</sup> August, 2025 based on the recommendation of Audit Committee and subject to shareholders’ approval, appointed Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company for the terms of five consecutive years starting from the financial year 2025-2026. In accordance with Regulation 24A and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as the applicable sections of the Companies Act, 2013 (the Act) and the rules framed thereunder, the Company has received a written consent from Mrs. Rupal Patel, Practicing Company Secretary to act

as a Secretarial Auditor of the Company and a certificate has been provided confirming that she meets the eligibility criteria, satisfies all terms and conditions and does not fall under any disqualifications to act as the Secretarial Auditor.

As per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Rupal Patel, Practicing Company Secretary, has confirmed that she holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4, except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an **Ordinary Resolution**.

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are provided in Annexure 1.

#### **Item No. 5**

Mr. Ashvin Shantilal Trivedi (DIN: 03212457) was appointed as an Additional Independent Director of the Company by the Board of Directors on 07/02/2025. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Ashvin Shantilal Trivedi (DIN: 03212457), as a candidate for the office of a Director.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Ashvin Shantilal Trivedi (DIN: 03212457) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) as Independent Director was placed before the Nomination and Remuneration Committee, which recommended her appointment as an Independent Director up to 06th February, 2030.

In the opinion of the Board, Mr. Ashvin Shantilal Trivedi (DIN: 03212457) fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Ashvin Shantilal Trivedi (DIN: 03212457) possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Ashvin Shantilal Trivedi (DIN: 03212457), Director as an Independent Director of the Company.

Accordingly, the Board of Directors at its meeting held on 02nd September 2025, based on the recommendation of the NRC, proposed the appointment of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) as an Independent Director of the Company for a term of five consecutive years commencing from 07th February, 2025, for the approval of the members by way of a Special Resolution, and her office shall not be liable to retire by rotation.

Pursuant to Section 160 of the Act, the Company has received a notice in writing under the hand of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) signifying his candidature for his appointment as an Independent Director. Further, pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Ashvin Shantilal Trivedi (DIN: 03212457) including his profile are provided above.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No.4 of this Notice/

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice except to the extent of their shareholding in the Company.

#### **Item No. 6**

The Board of Directors at its meeting held on February 07, 2025, on the recommendation of Nomination and Remuneration Committee, approved re appointment of Mr. Sarjeevan Singh [DIN: 08258683] in the capacity of Non-Executive Independent Director of the Company for the second term of five years w.e.f., June 15, 2025, in accordance with Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 („the Act“) read with the Companies (Appointment and Qualifications of Directors) Rules, („the Rules“) 2014, the Listing Regulations [including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company to hold office for a period of 5 (five) years, shall not liable to retire by rotation, subject to the approval of the shareholders through Special Resolution.

#### **Brief profile of Mr. Sarjeevan Singh:**

Mr. Sarjeevan Singh Rathore brings over 13 years of extensive experience in business management and administration. Throughout his career, he has developed a deep understanding of operational ~ strategies, resource management, and organizational efficiency. His wealth of knowledge and expertise has allowed him to successfully oversee various business operations, improve internal processes, and drive growth. With his strong leadership and strategic vision, Mr. Rathore’s guidance has the potential to significantly ~ enhance the company’s performance, foster a productive work environment, and position the company for long-term success.

The Company has received all statutory disclosures/declarations from Director, including:

- a) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Rules,
  - b) Intimation in Form DIR 8 in terms of the Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
  - c) Declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and under Listing Regulations,
  - d) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
  - e) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
  - f) A notice in writing by a member proposing his candidature under Section 160(1) of the Act
  - g) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. On the basis of those attributes, the NRC recommended the re-appointment of Mr. Sarjeevan Singh [DIN: 08258683].

In the opinion of the Board, he fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is independent from the Management. The Board noted that her background and experience are aligned with the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Sarjeevan Singh [DIN: 08258683] as Independent Director of the Company w.e.f. June 15, 2025, for period of 5 consecutive years, pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Act and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof] and he shall not be liable to retire by rotation. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, your Directors recommend and seek your approval to the resolution as set out in item no.6 of the accompanying notice by way of Special Resolution in respect of re-appointment of Mr. Sarjeevan Singh [DIN: 08258683] as Independent Director of the Company.

No director, key managerial personnel (KMP), or their relatives except Mr. Sarjeevan Singh [DIN: 08258683] to whom the resolution relates, shall be deemed to be interested or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the special resolution as set out in Items no. 6 of this notice for the approval of members.



**Item No. 7:**

**Approval for Granting Loan and Investment and Giving Guarantee by Company Under Section 186 of The Companies Act, 2013.**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 250.00 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no.7 of the accompanying notice.

The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

**“Annexure 1”**

**Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Appointment details</b>	Appointment of <b>Mrs. Rupal Patel, Practicing Company Secretaries</b> of the Company for five years from F.Y. 2025-2026
<b>Date of Appointment</b>	The Board of Directors in its meeting held on 28 <sup>th</sup> August, 2025 based on the recommendation of Audit Committee and subject to shareholders’ approval, appointed Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company for five years starting from the financial year 2025-2026.
<b>Proposed audit fee payable to auditors</b>	The fees proposed to be paid to Mrs. Rupal Patel, Practicing Company Secretaries towards secretarial audit (excluding applicable taxes and reimbursements) for FY 2025-2026 shall be Rs. 50,000 with authority to Board to make changes as it may deem fit for the term.
<b>Terms of appointment</b>	Mrs. Rupal Patel, Practicing Company Secretaries would conduct the Secretarial Audit of the company for five years starting from the financial year 2025-2026
<b>Material change in fee payable</b>	Not applicable
<b>Basis of recommendation and auditor credentials</b>	<p>The Audit Committee and the Board of Directors based on the credentials of the Auditor and eligibility criteria prescribed under the Companies Act, 2013 and LODR, recommends the appointment of Mrs. Rupal Patel, Practicing Company Secretaries as a Secretarial Auditor of the company.</p> <p><b>Brief Profile:</b></p> <p>Mrs. Rupal Patel is a Practicing and Peer Reviewed Company Secretary and Company Law Consultants having 21 years’ experience in Providing comprehensive company secretarial support, ensuring compliance with all relevant laws and regulations, and have Strong knowledge of company law, securities regulations, and corporate governance principles.</p>

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

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

**Place: Ahmedabad  
Date: 02/09/2025**

**Registered Office:**

201, Moon Light Shopping Centre,  
Nr. Maruti Towers, Drive in Road,  
Memnagar, Ahmedabad, Gujarat, India, 380052  
**CIN:** L99999GJ1993PLC020939  
**Email:** [softrakventure@gmail.com](mailto:softrakventure@gmail.com)  
**Website:** [www.softrakventure.in](http://www.softrakventure.in)

## **DIRECTOR'S REPORT**

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

Your directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended March 31, 2025. The Management Discussion and Analysis is also included in this Report.

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

The highlights of the financial results of the Company for the financial year ended March 31, 2025 are as under:

<b>Particulars</b>	<b>Year Ended</b>	
	<b>31.03.2025</b>	<b>31.03.2024</b>
Gross Sales/Income	312.87	309.47
Depreciation	0.03	0.00
Profit/(Loss) before Tax	58.26	288.65
Taxes/ Deferred Taxes	22.44	72.65
Profit/(Loss) After Taxes	35.81	216.00
P& L Balance b/f	26.20	(189.79)
Profit/(Loss) carried to Balance Sheet	62.01	26.20

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

During the year under review the total income was Rs.312.87 Lacs as compared to Rs.309.47 Lacs of the previous Year 2023-24. After making all necessary provisions for current year and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs.35.81 Lacs. The Promoters, Board of Directors and entire management team are putting their stern effort to achieve targeted turnover in the segment of Investment projects.

### **3. CHANGE IN THE NATURE OF BUSINESS:**

There was no change in the nature of the business of the Company during the year under review.

### **4. CHANGE OF NAME:**

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

### **5. FINANCE:**

Long Term Debt of the Company is NIL as on 31<sup>st</sup> March, 2025.

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

The paid-up Equity Share Capital as on March 31, 2025 was Rs.45,07,79,000/-.

During the year the Company has done sub-division (split) the nominal/face value of each Equity Share having a present value of Rs.10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of face value of Rs.1/- (Rupees One Only) each with the approval shareholders via postal ballot meeting dated February 27, 2025 and approval for the same granted by BSE limited w.e.f. March 12, 2025 via notice no. 20250312-47. Thereby the capital structure of the Company is now as follows:

Type of Capital	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised Share Capital	45,10,00,000	1	45,10,00,000
Issued and Subscribed Capital	45,07,79,000	1	45,07,79,000
Paid-up Capital	45,07,79,000	1	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.

**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:**

The Board of Director of the company has recommended final dividend of 0.5% Rs.0.005 per equity share of Rs.01 each face value for the financial year 2024-25, subject to the approval of shareholders in the ensuing 32<sup>nd</sup> Annual General Meeting.

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

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

**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
Mr. Ashvin Shantilal Trivedi**	Non-Executive - Independent Director

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

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

During the year, the Company has accepted resignation of Ms. Bhoomiben Patel from the Directorship of the Company w.e.f. 11<sup>th</sup> November, 2024. Further the Company has appointed Mr. Ashvin Shantilal Trivedi as Additional Non-Executive Independent Director of the Company w.e.f. 07<sup>th</sup> February, 2025. No other 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.softtrakventure.in](http://www.softtrakventure.in).

**10. ANNUAL RETURN:**

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of the draft Annual Return of the Company for the Financial Year ended on 31<sup>st</sup> March 2025 in Form MGT-7 is uploaded on website of the Company and can be accessed at [www.softtrakventure.in](http://www.softtrakventure.in).

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

During the year the Board of Directors met Seven times (07). The details of the board meetings are provided in Corporate Governance Report.

27/05/2024	31/07/2024	05/09/2024	13/11/2024	10/01/2025
07/02/2025	29/03/2025			

**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—

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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, 2025. 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, 2025.

**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. A. L. Thakkar & Co, (ICAI Firm Regn. No. 120116W) (ICAI Membership No. 042264), Chartered Accountants, Ahmedabad who was appointed in the Annual General Meeting in the year 2024 for a block of 5 years until the conclusion of the Annual General Meeting to be held in 2029.

**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 Rupal Patel, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure -A**".

**16. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

Risk management is embedded in your company's operating framework. Your company believes that managing risk helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

**Commodity Price Risks**

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The company proactively manages these risks through forward booking, Inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigation the impact the impact of price risk on finished goods.

**Regulatory Risks**

The company is exposed to risks attached to various statues and regulations including the company Act. The company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

**Human Resources Risks**



Retaining the existing talent pool and attracting new talent are major risks. The company has initiated various measures including rolling out strategic talent management system, training and integration of learning and development activities.

### **Strategic Risks**

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risk faced by the company. However, the company has well-defined processes and procedures for obtaining approvals for investments in new business and capacity expansion etc.

#### **17. TRANSFER TO RESERVES:**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs.35.81/- lacs has been carried forward to profit & loss account.

#### **18. DEPOSITS:**

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

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

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

#### **20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

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

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

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

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

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

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

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

#### **24. BOARD EVALUATION:**

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.

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**25. CORPORATE SOCIAL RESPONSIBILITY:**

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

**26. BUSINESS RISK MANAGEMENT:**

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

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

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

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

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

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

**29. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

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

**30. 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.

**31. 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).

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**32. 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.

**33. 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.

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

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

**35. 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.

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

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

During the financial year 2024-25, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2025.

**37. MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961:**

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

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

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

**39. SECRETARIAL STANDARDS:**

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

**40. ACKNOWLEDGEMENT:**

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

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

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

**Sd/-**  
**Vipulbhai Jana**  
**CFO**

**Sd/-**  
**Arpita Mittal**  
**Company Secretary**

**SECRETARIAL AUDIT REPORT  
FORM MR-3**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2025

*[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, 2025. 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, 2025 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, 2025, 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 subject to following observations:

- a) The Company has not filed e-form MSME -1 pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013.
- b) We have not checked authenticity of all corporate announcement which have been made under regulation 30 of SEBI LODR, during the year under review.
- c) Delay in filing of certain e-forms with MCA due to technical issue at portal.
- d) The Company has not disclosed Arbitration Award dated October 04, 2024 and March 20, 2025 passed by Anil Shah (sole Arbitrator) and Mr. Dinesh Kumar Bishnoi (sole Arbitrator) against the Company. The admissible claim value is Rs. 346623 and Rs. 542300 respectively. The Company confirmed us that The Board has approached the Hon'ble bench of NCLT, Ahmedabad under whom jurisdiction falls.
- e) The company has not maintained the statutory registers in accordance with the provisions of the companies act, 2013 under review.
- f) As per our limited verification of audited books of account, it came to our observation that loan and advances are repayable on demand and no schedule of repayment has been stipulated and no Board Resolution for granting of loan under section 186 of the Companies Act, 2013, has been found during the year under the review;

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: 02/09/2025**  
**Place: Ahmedabad**

**Sd/-**  
**Name of Practicing Company Secretary:**  
**Rupal Patel**  
**C. P. No.: 3803**  
**M. No.: F6275**  
**UDIN: F006275G001147294**

**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.**

**Exhibit - I**

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: 02/09/2025**  
**Place: Ahmedabad**

**Sd/-**  
**Name of Practicing Company Secretary:**  
**Rupal Patel**  
**C. P. No.: 3803**  
**M. No.: F6275**  
**UDIN: F006275G001147294**



## **CORPORATE GOVERNANCE REPORT**

The Corporate Governance report for the Financial Year 2024-25, which forms part of the Directors' Report, is prepared in accordance with Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

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

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

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

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

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

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

### **2. BOARD OF DIRECTORS:**

#### **1.1 Composition of the Board:**

The Board of Directors as at 31<sup>st</sup> March, 2025 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, 2025:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in other Indian public &	Committee(s) position (Including this company)	
				Member	Chairman

			private Limited Companies		
1	Mr. Raghvendra Kulkarni **	Managing Director	1	--	--
2	Ms. Bhoomiben Patel*	Independent Director	2	6	3
3	Mr. Sunny Darji	Independent Director	--	3	3
4	Mr. Sarjeevan Singh	Independent Director	4	9	--
5	Ashvin Shantilal Trivedi**	Independent Director	3	3	--

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

## 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
Mr. Ashvin Shantilal Trivedi	Management
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 places at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

## Invitees & Proceedings:

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

## Support and Role of Compliance Officer:

The Compliance Officer is responsible for convening the Board and Committee meetings, preparation and distribution of agenda and other documents and recording of the minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

## 2.4 Meetings and Attendance:

During the year, the Board of Directors met 7 (Seven) times on 27<sup>th</sup> May 2024, 31<sup>st</sup> July, 2024, 05<sup>th</sup> September, 2024, 13<sup>th</sup> November 2024, 10<sup>th</sup> January, 2025, 07<sup>th</sup> February, 2025 and 29<sup>th</sup> March, 2025, 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:

S.N.	Name of Director	No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM held on 30/09/2024
1.	Mr. Raghvendra Kulkarni	7	7	Yes
2.	Ms. Bhoomiben Patel*	3	3	Yes
3.	Mr. Sunny Darji	7	7	Yes
4.	Mr. Sarjeevan Singh	7	7	Yes
5.	Mr. Ashvin Shantilal Trivedi	1	1	No

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

## 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 fulfills 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 26, 2025, *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 familiarization program imparted to Independent Directors is also posted on the Company's Website at [www.softtrakventure.in](http://www.softtrakventure.in).

### **2.9 Code of Conduct for Directors and Senior Management Personnel:**

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

### **2.10 Prohibition of Insider Trading Code:**

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

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

### **2.11 Committees of the Board:**

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

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

## **3. AUDIT COMMITTEE:**

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

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

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

**3.2 The Composition of the Committee as at 31<sup>st</sup> March 2025 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 27<sup>th</sup> May, 2024, 31<sup>st</sup> July, 2024, 05<sup>th</sup> September, 2024, 13<sup>th</sup> November 2024 and 07<sup>th</sup> February 2025. The Attendance of Members at meetings was as under:

S.N.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended	Date of Resignation and Appointment
1.	Ms. Bhoomi Patel*	Chairperson	3	3	11/11/2024
2.	Mr. Sunny Darji	Chairperson	5	5	--
3.	Mr. Sarjeevan Singh	Member	5	5	--
4.	Mr. Ashvin Shantilal Trivedi	Member	1	1	07/02/2025

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07<sup>th</sup> February, 2025

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

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

During the year, 1 (One) committee meetings were held during the year on 07/02/2025. The Attendance of Members at meetings was as under:

S.N.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended	Date of Resignation and Appointment
1.	Ms. Bhoomi Patel*	Chairperson	0	0	11/11/2024
2.	Mr. Sunny Darji	Chairperson	1	1	--
3.	Mr. Sarjeevan Singh	Member	1	1	--
4.	Mr. Ashvin Shantilal Trivedi	Member	1	1	07/02/2025

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07<sup>th</sup> February, 2025

#### 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**

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

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

#### **4.2 Evaluation of the Board's Performance:**

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

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

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

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

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

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

No 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.

Details of remuneration to all Directors for the Financial Year 2024-25 are as under:

S.N.	Name of Director	Salary	Perquisites &	Retirement &	Sitting Fees	Commission/ Bonus	Stock Option
------	------------------	--------	---------------	--------------	--------------	-------------------	--------------



			Allowances	Leave Benefits	(		
1	Mr. Raghvendra Kulkarni	-	-	-	-	-	-
2	Ms. Bhoomi Patel*	-	-	-	-	-	-
3	Mr. Sunny Darji	-	-	-	-	-	-
4	Mr. Sarjeevan Singh	-	-	-	-	-	-
5	Mr. Ashvin Shantilal Trivedi**	-	-	-	-	-	-

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

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

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

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has 3 Members comprising of 3 Non-Executive Independent Director. Mr. Sunny Darji, 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 2025 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 3 Committee Meetings were held on 27/05/2024, 13/11/2024 and 23/01/2025. The Attendance of Members at meetings was as under:

S.N.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended	Date of Resignation and Appointment
1.	Ms. Bhoomi Patel*	Chairperson	1	1	11/11/2024
2.	Mr. Sunny Darji	Chairperson	3	3	--
3.	Mr. Sarjeevan Singh	Member	3	3	--
4.	Mr. Ashvin Shantilal Trivedi	Member	1	1	07/02/2025

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

### 5.2 Name and Designation of Compliance Officer:

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

**Details of Complaints / Queries received and redressed during 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025 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
-------------------------------------------------------------------------	-------------------------------------------------------------	--------------------------------------------------------------	-------------------------------------------------------------------

1	12	11	2
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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, 2024	10:00 AM (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
25 <sup>th</sup> September, 2023	11.00 AM (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052
28 <sup>th</sup> September, 2022	01:00 Noon (IST)	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

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

Financial Year	Subject matter of Special Resolutions
2023-24	<ul style="list-style-type: none"> <li>Re-appointment of Ms. Bhoomiben Patel (DIN: 08316893) as an Independent Director of the Company</li> <li>Re-appointment of Mr. Sunny Dilipkumar Darji (DIN: 08481281) as an Independent Director of the Company</li> </ul>
2022-23	<ul style="list-style-type: none"> <li>No special resolution was passed</li> </ul>
2021-22	<ul style="list-style-type: none"> <li>No special resolution was passed</li> </ul>

### 6.3 Extraordinary General Meeting (EGM):

One General Meeting through postal ballot was held on 27<sup>th</sup> February, 2025, 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:

S.N.	Description of the Resolution (s) Passed through Postal Ballot
1	Sub- Division Of Every 1 (One) Equity Share of the Nominal/Face Value of Rs.10/- (Rupees Ten Only) Each Into 10 (Ten) Equity Shares of the Nominal/Face Value of Rs.1/- (Rupees One Only) Each
2	Alteration Of Capital Clause Of The Memorandum Of Association Of The Company

The Board of Directors had appointed M/s Ravi Kapoor & Associates, Company Secretary, Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The voting period for remote e-voting commenced on Wednesday, January 29, 2025 at 9.00 a.m. (IST) and ended on Thursday, February 27, 2025 at 5.00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on Friday, February 28, 2025.

The details of e-voting on the aforementioned resolution(s) are provided hereunder

Description of the Resolution	Votes in favor of the Resolution (s)	Votes against the Resolution(s)	Invalid Vote
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	Number of Member s voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
Sub- Division Of Every 1 (One) Equity Share of the Nominal/Face Value of Rs.10/- (Rupees Ten Only) Each Into 10 (Ten) Equity Shares of the Nominal/Face Value of Rs.1/- (Rupees One Only) Each	31	36417431	100.00	Nil	Nil	Nil	Nil	Nil
Alteration Of Capital Clause Of The Memorandum Of Association Of The Company	31	36417431	100.00	Nil	Nil	Nil	Nil	Nil

The above Resolution(s) were passed with requisite majority

### Procedure for Postal Ballot:

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs.

### 7. MEANS OF COMMUNICATION:

- Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website ([www.softrakventure.in](http://www.softrakventure.in)).
- Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website ([www.softrakventure.in](http://www.softrakventure.in)).
- 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.
- 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)).
- 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.
- 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:**

### Annual General Meeting:

<b>Date</b>	<b>26<sup>th</sup> September, 2025</b>
<b>Day</b>	Friday
<b>Time</b>	02:00 P.M. (IST)
<b>Venue</b>	201, Moon Light Shopping Centre, Nr. Maruti Towers, Drive in Road, Memnagar, Ahmedabad- 380052

### 8.1 Financial Calendar (Tentative):

The Financial Year of the Company is for a period of 12 months from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2026

First quarter results	:	Second week of August, 2025
Second quarter results	:	Second week of November, 2025
Third quarter results	:	Second week of February, 2026
Fourth quarter results / Year end results	:	Last week of May, 2026

### 8.2 Book Closure: 22<sup>nd</sup> September, 2025 to 24<sup>th</sup> September, 2025 (both days inclusive)

### 8.3 Dividend Payment Date: NA

### 8.4 Listing on Stock Exchanges:

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

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

### 8.5 Market Price Data:

The trading of equity shares of the Company during the year High / Low Market Price Data is available during the financial year 2024-25:

Month	BSE		BSE SENSEX	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April – 2024	15.20	12.75	75,124.28	71,816.46
May – 2024	18.11	14.59	76,009.68	71,866.01
June – 2024	17.69	14.00	79,671.58	70,234.43
July – 2024	15.97	12.13	81,908.43	78,971.79
August – 2024	19.27	15.15	82,637.03	78,295.86
September -2024	28.49	19.62	85,978.25	80,895.05
October -2024	29.70	26.42	84,648.40	79,137.98
November – 2024	28.85	23.67	80,569.73	76,802.73
December – 2024	32.16	25.09	82,317.74	77,560.79
January – 2025	48.89	32.80	80,072.99	75,267.59
February – 2025	49.30	29.00	78,735.41	73,141.27
March – 2025	38.45	2.66	78,741.69	72,633.54

### 8.6 Registrar And Transfer Agent:

M/S. Mcs Share Transfer Agent Limited

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 Add 01: 383 Lake Gardens, 1st Floor, Kolkata 700045
 

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 Add 02: 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009
 

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 Tele. No.: (079)26580461 / 62 / 63
 

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 Fax No.: -- --
 

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

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### 8.7 Share Transfer System:

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

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

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

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

### 8.8 Shareholding Pattern as on 31<sup>st</sup> March 2025:

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	Nil	Nil	0.00
Public-Institutions	Nil	Nil	0.00
Non-Institutions: Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	1	10,000	0.00
Public-Individual: Resident Individuals holding nominal share capital up to Rs. 2 lakhs	5,711	2,61,26,097	5.80
Public-Individual: Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	45	21,44,46,990	47.57
Bodies Corporate	39	20,99,66,303	46.58
NRI	15	2,29,610	0.05
HUF	Nil	Nil	0.00
Shares underlying DRs	Nil	Nil	0.00
Shares held by Employee Trusts	Nil	Nil	0.00
<b>Total Shareholding</b>	<b>5,811</b>	<b>45,07,79,000</b>	<b>100</b>

## 8.9 Dematerialization of shares and liquidity:

As on 31.03.2025 Demat shares accounted for 44,82,93,000 Equity Shares of total equity.

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

Not Applicable

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

## 8.12 Address for communication:

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

## 8.13 Unclaimed Dividend:

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven consecutive years from the date of such transfer then the said unclaimed or unpaid dividend amount shall be transferred by the Company along with interest accrued, if any, to the Investor Education and Protection Fund (“the IEPF”), a fund established under sub-section (1) of Section 125 of the Act.

Sr. No	Financial Year	Date of Declaration	Dividend Declare	Dividend Paid	Unclaimed Dividend	Due date for Transfer to IEPF
1	2023-24	30.09.2024	2253895	2213982.1	39912.90	30.09.2031

## 8.14 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.

## 8.15 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.

## 8.16 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.: 7487024350 FAX : -- 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.: (079)26580461 / 62 / 63 FAX NO.: -- -- 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.softtrakventure.in](http://www.softtrakventure.in).

**9.2** Transactions with related parties are disclosed in detail in Note No. 39 in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.

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

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

**9.5** The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is [www.softtrakventure.in](http://www.softtrakventure.in).

**9.6 Vigil Mechanism:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: [www.softtrakventure.in](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. 29(a) 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 newspapers, but all quarters Financial Results uploaded on company's website [www.softrakventure.in](http://www.softrakventure.in) and same are not being sent to the shareholders.
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on September 02, 2025 and the same was approved.

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

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**DECLARATION**

**Compliance with the Code of Business Conduct and Ethics**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Softrak Venture Investment Limited Code of Business Conduct and Ethics for the year ended March 31, 2025.

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

I, Raghvendra Kulkarni, Managing Director of Softrak Venture Investment Limited, hereby declare that all Board Members and the Senior Management Personnel of the Company, have affirmed compliance of the Code of Conduct during the Financial Year 2024-25.

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

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**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 2024-25 and to the best of our knowledge and belief, we state that:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. Significant changes in internal control over financing reporting during the year;
  - b. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - c. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

**Sd/-**  
**Vipulbhai Jana**  
**CFO**

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

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**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 2024-25 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 2024-25 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 2024-25;
- Significant changes in accounting policies during the year 2024-25 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: 02/09/2025**

**Place: Ahmedabad**

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

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR**

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

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

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov](http://www.mca.gov) in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.NO	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT
1	Raghvendra Kulkarni	06970323	29/12/2020
2	Sarjeevan Singh	08258683	15/06/2020
3	Sunny Dilipbhai Darji	08481281	13/06/2019
4	Ashvin Shantilal Trivedi	03212457	07/02/2025

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

**Place: Ahmedabad**  
**Date: 02/09/2025**

**Sd/-**  
**Rupal Patel**  
**Practicing Company Secretary**  
**C. P. No.: 3803**  
**M. No.: F6275**  
**UDIN: F006275G001147360**

**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.

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

The financial performance of the Company for the year 2024-25 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 2021-22.

**10) CAUTIONARY STATEMENT:**

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

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

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

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



**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**

<b>Name of the Director and KMP</b>	<b>Designation</b>	<b>Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees</b>	<b>Percentage increase in Remuneration in the Financial year 2024-25</b>
Mr. Raghvendra Kulkarni	Managing Director	-	-
Ms. Bhoomi Patel*	Independent Director	-	-
Mr. Sunny Darji	Independent Director	-	-
Mr. Sarjeevan Singh	Independent Director	-	-
Mr. Ashvin Shantilal Trivedi**	Independent Director	-	-
Ms. Arpita Mittal	Company Secretary	1:1	6%
Mr. Vipulbhai Jana	CFO	-	-

\*Resigned w.e.f. 11th November, 2024

\*\*Appointed on 07th February, 2025

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

**Note:**

- 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.
- The percentage increase in the median remuneration of employees in the financial year 2024-25 was – **NIL**
- There was 1 (one) permanent employee on the rolls of the Company as on March 31, 2025.
- 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.
- 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, 2025, were as per the Nomination and Remuneration Policy of the Company.

**Date: 02/09/2025**  
**Place: Ahmedabad**

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

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

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

## **Independent Auditor's Report**

To The Members of SOFTRAK VENTURE INVESTMENT LIMITED ("the Company")

Report on the Audit of the Financial Statements

### **Opinion**

We have audited the accompanying Financial Statements SOFTRAK VENTURE INVESTMENT LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act ("SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us in terms of report referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

### **Key Audit Matters**

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

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Business Responsibility Report, Board's Report and Corporate Governance Report, but does not include the consolidated financial statements, the Financial Statements and our audit reports thereon.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Financial Statements**

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 Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 Financial Statements.

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

- Identify and assess the risks of material misstatement of the 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.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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**

1. As required by section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.

d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. As inform to us the Company does not have any pending litigations which would impact its financial statement.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. Based on our examination which included test checks and information given to us, the Company has used accounting software for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature of the said software.

2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For A.L.Thakkar& Co  
Chartered Accountants  
FRN : 120116W

Sd/-  
Sanjiv Shah  
Partner  
Membership No. : 042264  
UDIN : 25042264BMJGCH5345

Date : 27/05/2025  
Place : Ahmedabad

**Annexure “A” to the Independent Auditor’s Report  
(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’  
section of our report of even date)**

**Report on the Internal Financial Controls over Financial Reporting Under Clause (i) of sub-section 3 of section 143 of companies Act 2013 ( the“Act”)**

We have audited the internal financial controls over financial reporting of SOFTRAK VENTURE INVESTMENT LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us, 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 March 31,2025, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.L.Thakkar& Co  
Chartered Accountants  
FRN : 120116W

Sd/-  
Sanjiv Shah  
Partner  
Membership No. : 042264  
UDIN : 25042264BMJGCH5345

Date : 27/05/2025  
Place : Ahmedabad



## **Annexure “B” to the Independent Auditor’s Report**

### **(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) Physical verifications of the Property, Plants and Equipment were carried out and no discrepancies were found out in physical verification and records and informations available with the company.

(i) (c) There are no immovable properties or any intangible asset in the Balance sheet of the company, Hence no disclosures are required.

(i) (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(i) (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(ii) (b) According to the information, records and explanations given to us which were available with company, the Company has not availed any Loans from the Banks or any Non-Banking Financial institutions.

(iii) The Company has made investments in, provided guarantee and granted loans, secured or unsecured, to companies, firms and Limited Liability Partnerships during the year, in respect of which:

(a) The Company has not provided any loans or advances in nature of loans or stood guarantee, or provided security to any other entity during the year.

(b) The investments made, guarantees provided and the terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company’s interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii) (f) is not applicable.

(iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014, as amended, would apply. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to company.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause(vi) of the order is not applicable to the Company.

(vii) In respect of statutory dues:

(a) The company has generally been regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to it with appropriate authorities.

(b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) On overall examination of the financial statement of the company, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

(x)(a) The Company has not raised monies by way of initial public offer or further offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

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

(xi) (a) To the best of our knowledge and according to the information & explanation given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion, and according to the information & explanation given to us, during the year, the Company has not entered into any non-cash transactions with any of its directors or directors of its subsidiaries or persons connected with such directors and hence provisions of section 192 of the Act, are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause (xvi)(d) of the order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) There is no liability of the company under the provision of section 135 of the Company Act relating to Corporate Social Responsibility. There for, the provision of Clause (xx) of the paragraph 3 of the order is not applicable to company.

For A.L.Thakkar& Co  
Chartered Accountants  
FRN : 120116W

Sd/-  
Sanjiv Shah  
Partner  
Membership No. : 042264  
UDIN : 25042264BMJGCH5345

Date : 27/05/2025  
Place : Ahmedabad

SOFTRAK VENTURE INVESTMENT LIMITED			
CIN : L99999GJ1993PLC20939			
Balance Sheet as at March 31, 2025			
(Amount in Rs.)			
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	114,722,627	-
Capital work-in-progress		-	-
Other Intangible assets		-	-
Non-current financial assets			
Investments			-
Loans	6	21,104,660	75,705,738
Other non-current assets		-	-
		135,827,287	75,705,738
<b>Current assets</b>			
Inventories	3	-	-
Financial assets			
(i) Investments		-	-
(ii) Trade receivables	4	331,668,389	383,397,447
(iii) Cash and cash equivalents	5	4,413,903	444,036
(iv) Loans		-	-
Other current assets	2	1,418,143	1,387,120
		337,500,435	385,228,604
<b>Total assets</b>		<b>473,327,722</b>	<b>460,934,342</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	7	450,779,000	450,779,000
Other equity	8	3,947,921	2,620,387
<b>Total equity</b>		<b>454,726,921</b>	<b>453,399,387</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings		-	-
Provisions		-	-
Deferred tax liabilities (net)		-	-
		-	-
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings		-	-
(ii) Trade payables	10	17,374,718	-
(iii) Other financial liabilities		-	-
Provisions			
Other current liabilities	9	26,083	196,248
Liabilities for current tax (net)	11	1,200,000	7,338,707
		18,600,801	7,534,955
<b>Total liabilities</b>		<b>18,600,801</b>	<b>7,534,955</b>
<b>Total equity and liabilities</b>		<b>473,327,722</b>	<b>460,934,342</b>
<b>The accompanying notes form an integral part of financials statements</b>			
<p>As per our report of even date  <b>For A.L. Thakkar &amp; Co.</b>  Chartered Accountants  Firm Registration No.: 120116W</p> <p><b>sd/-</b>  <b>Sanjiv Shah</b>  Partner  Membership No. 042264 UDIN :  25042264BMJGCH5345</p> <p>Place: Ahmedabad  Date : 27.05.2025</p>			
<p><b>For and on behalf of Board of Directors of</b>  <b>SOFTRAK VENTURE INVESTMENT LIMITED</b></p> <p><b>Sd/-</b>  <b>Sarjeevan Singh</b>  Director  DIN: 08258683</p> <p><b>Sd/-</b>  <b>Raghvendra Kulkarni</b>  Director  DIN: 06970323</p> <p>Place: Ahmedabad  Date : 27.05.2025</p>			

SOFTRAK VENTURE INVESTMENT LIMITED			
CIN : L99999GJ1993PLC20939			
Statement of Profit and Loss for the period ended March 31, 2025			
(Amount in Rs.)			
Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Income</b>			
Revenue from operations	12	26,596,981	624,375
Other income	13	4,689,717	30,322,193
<b>Total income</b>		<b>31,286,698</b>	<b>30,946,568</b>
<b>Expenses</b>			
Cost of Materials consumed	14	263,677	-
Changes in inventories of finished goods and work-in-progress	26	-	-
Employee benefits expense	27	785,187	551,845
Depreciation and amortization expense	3(A)	3,178	-
Finance costs	28	2,538	10,960
Other expenses	29	24,406,456	1,518,855
<b>Total expense</b>		<b>25,461,036</b>	<b>2,081,660</b>
<b>Profit before exceptional items and tax</b>		<b>5,825,663</b>	<b>28,864,908</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>5,825,663</b>	<b>28,864,908</b>
<b>Tax expense/(credit)</b>	30		
Current Tax		1,200,000	7,265,297
Adjustment of tax relating to earlier periods		1,044,233	-
Deferred tax		-	-
Less: MAT credit entitlement		-	-
<b>Total tax expense</b>		<b>2,244,233</b>	<b>7,265,297</b>
<b>Profit for the year</b>		<b>3,581,430</b>	<b>21,599,611</b>
<b>Other comprehensive income</b>			
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>			
Re-measurement gains (losses) on defined benefit plans		-	-
Income Tax effect		-	-
<b>Other comprehensive Income for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive Income for the year</b>		<b>3,581,430</b>	<b>21,599,611</b>
<b>Basic and diluted earnings per equity shares (in `) face value of `</b>	32	<b>1.07</b>	<b>6.45</b>
<b>The accompanying notes form an integral part of financials statements</b>			
<div> <div> As per our report of even date  <b>For A.L. Thakkar &amp; Co.</b>  Chartered Accountants  Firm Registration No.: 120116W   Sd/-  <b>Sanjiv Shah</b>  Partner  Membership No. 042264 UDIN :  25042264BMJGCH5345   Place: Ahmedabad  Date : 27.05.2025 </div> <div> <b>For and on behalf of Board of Directors of SOFTRAK VENTURE INVESTMENT LIMITED</b>   <div> Sd/-  <b>Sarjeevan Singh</b>  Director  DIN: 08258683   Place: Ahmedabad  Date : 27.05.2025 </div> <div> Sd/-  <b>Raghvendra Kulkarni</b>  Director  DIN: 06970323 </div> </div> </div>			

# NIRBHAY COLOURS INDIA LIMITED

**CIN:- L91110GJ1993PLC017863**

## Cash Flow Statement for the year ended March 31, 2025

(Amount in Rs.)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
<b>1 Cash Flow From Operating Activities:</b>		
<b>Net Profit before Taxation</b>	5,825,663	28,864,908
<b>Add:</b>		
Depreciation	3,178	-
Preliminary Expense		227,340
Interest expense		
Loss on sale of assets		
	5,828,841	29,092,248
<b>Less:</b>		
Dividend Income		
Profit on sale of assets		
Interest income	4,689,683	317,598
Profit on sale of investments		
	1,139,157	28,774,650
<b>Operating profit before working capital changes</b>	1,139,157	28,774,650
<b>Add/Less: Changes in working capital</b>		
Increase/(Decrease) in trade payables	17,374,718	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in trade Receivables	51,729,059	47,250,251
Increase/(Decrease) in Other current liabilities	(170,165)	(113,548)
(Increase)/Decrease in Long Term loans & advances	54,601,078	(71,495,738)
(Increase)/Decrease in Other current Assets	(31,023)	419,880
(Increase)/Decrease in Other Non-current Assets		-
Increase/(Decrease) in Short Term loans & advances		
Increase/(Decrease) in Provisions	(6,138,707)	7,265,297
	118,504,118	12,100,791
<b>Less: Adjustments for Taxes:</b>		
Direct taxes paid	1,200,000	7,265,297
Tax Adjustments of earlier year	1,044,233	
Income Tax Refund		
	2,244,233	7,265,297
<b>Cash generated/ (used in) from operating Activities (A)</b>	116,259,885	4,835,494
<b>2 Cash Flow From Investing Activities:</b>		
Interest income		
Proceeds from sale of investments		
Purchase of investments		-
Proceeds from sale of Fixed Assets		
Dividend income		
Purchase of Fixed Assets	(114,725,805)	
	(114,725,805)	-
<b>Net cash generated/ (used in) from financing Activities (B)</b>	(114,725,805)	-
<b>3 Cash Flow From Financing Activities:</b>		
Proceeds from long term borrowings	-	(6,755,000)
Repayment of long term borrowings		
Proceeds from short term borrowings		
Repayment of short term borrowings		
Interest paid/received	4,689,683	317,598
Dividend Paid	(2,253,895)	

<b>Net cash generated/ (used in) from financing activities (C)</b>		
	2,435,788	(6,437,402)
Net increase or Decrease in Cash and cash equivalents (A+B+C)	3,969,868	(1,601,908)
Opening cash and cash equivalents	444,133	2,046,041
Closing cash and cash equivalents	4,414,000	444,133
<b>Notes</b>		
Statement of Cash Flow has been prepared under the indirect method as set out in AS 3 on 'Statement of Cash Flow' specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.		
1		
2 Reconciliation of Cash and cash Equivalents as per Statements of Cash Flow		
<b>Particulars</b>	<b>As At March 31, 2024</b>	<b>As At March 31, 2022</b>
Balance with Banks		
In Current accounts	3,175,026	24,559
In overdraft accounts (debit Balance)		
In Fixed deposits (original maturity of 3 months or less)		
Cash on Hand	1,238,877	419,477
Cheques, drafts on hand		
Others - Unpaid dividend Accounts		
Cash and cash equivalents as at the end of the year	4,413,903	444,036
3 Figures in bracket indicate cash outflow		
The notes to Account form integral part of the financial statements 1 to 28		
<b>As per our report of even date</b> <b>For A.L. Thakkar &amp; Co.</b> <b>Chartered Accountants</b> <b>Firm Registration No.: 120116W</b>		
<b>For and on behalf of Board of Directors of</b> <b>NIRBHAY COLOURS INDIA LIMITED</b>		
<b>Sd/-</b> <b>Sanjiv Shah</b> <b>Partner</b> <b>Membership No. 042264</b> <b>UDIN : 25042264BMJGCH5345</b>		
<b>Sd/-</b> <b>Raghvendra Kulkarni</b> <b>Director</b> <b>DIN: 06970323</b>		
<b>Sd/-</b> <b>Sarjeevan Singh</b> <b>Director</b> <b>DIN: 08258683</b>		
<b>Place: Ahmedabad</b> <b>Date : 27.05.2025</b>		
<b>Place: Ahmedabad</b> <b>Date : 27.05.2025</b>		
<b>Place: Ahmedabad</b> <b>Date : 27.05.2025</b>		



SOFTRAK VENTURE INVESTMENT LIMITED									
CIN : L99999GJ1993PLC20939									
Standalone Notes to Financials statements for the year ended March 31, 2025									
(Amount in Rs.)									
2 Other assets		As at March 31, 2025				As at March 31, 2024			
<u>Non current</u>									
Capital advances		-				-			
Deferred tax assets		-				-			
		-				-			
<u>Current</u>									
Deposits		9,833				31,759			
TDS Receivable		469,799				1,355,361			
Preliminary Expenses		903,575				-			
Balances with statutory/ Government authorities		34,936				-			
		1,418,143				1,387,120			
3 Inventories (At lower of cost and Net Realisable Value)		As at March 31, 2025				As at March 31, 2024			
Raw material and components:									
Raw Material/Packing Material / Stores & Consumables		-				-			
Finished Goods / Stock in Process		-				-			
		-				-			
4 Trade receivables		As at March 31, 2025				As at March 31, 2024			
<u>Current</u>									
Unsecured considered good unless stated otherwise									
- from others		331,668,389				383,397,447			
- from others (Considered Doubtful)		-				-			
		331,668,389				383,397,447			
Notes:									
a) Trade receivable ageing									
Trade receivables ageing schedule for March 31, 2025									
Sr No	Particulars	Unbilled	Outstanding for following periods from due date of payment						Total
			No Due	Lessthan 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good			12,117,723				319,550,666	331,668,389
	Total	-	-	12,117,723	-	-	-	319,550,666	331,668,389
Trade receivables ageing schedule for March 31, 2024									
Sr No	Particulars	Unbilled	Outstanding for following periods from due date of payment						Total
			No Due	Lessthan 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	-	-	4,137,000	-	-	-	379,260,447	383,397,447
	Total	-	-	4,137,000	-	-	-	379,260,447	383,397,447
5 Cash and cash equivalents									
Balances with banks:		3,175,026				24,559			
Balance in current account									
Cash on hand		1,238,877				419,477			
		4,413,903				444,036			

SOFTRAK VENTURE INVESTMENT LIMITED					
CIN : L99999GJ1993PLC20939					
-					
Standalone Notes to Financials statements for the year ended March 31, 2025					
6 Loans		As at		As at	
		March 31, 2025		March 31, 2024	
Non - Current					
Loans and Advance to others (Deposits)		21,104,660		75,705,738	
Loans and Advance to Related Parties		-		-	
		21,104,660		75,705,738	
Current					
Loans to Related Parties (Unsecured)		-		-	
		-		-	
7 Share capital		As at		As at	
		March 31, 2025		March 31, 2024	
Authorised					
451000000 (451000000) Equity Shares of Rs. 1 each		451,000,000		451,000,000	
		451,000,000		451,000,000	
Issued, subscribed and fully paid up shares					
450779000 (450779000) Equity Shares of Rs. 1 each fully paid up		450,779,000		450,779,000	
		450,779,000		450,779,000	
1 Notes:					
(a) Reconciliation of the number of the shares outstanding as the beginning and end of the year:					
		As at		As at	
		March 31, 2025		March 31, 2024	
		No in Sh:	Amount	No in Shares	Amount
At the beginning of the year		##	450,779,000	3,350,000	33,500,000
New Shares Issued during the year		#	-	41,727,900	417,279,000
At the end of the year		##	450,779,000	45,077,900	450,779,000
(b) Terms/rights attached to equity shares:					
The Company has only one class of equity shares having par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.					
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.					
(c) Details of shareholder holding more than 5% shares in the Company					
		As at March 31, 2025		As at March 31, 2024	
		No.	% Holding	No. of Shares	% Holding
Equity shares of ` 10 each fully paid					
Name Of Share Holders		hare	Percentage	Shares	Percentage
DAKSHESH RAMESHCHANDRA SHAH		##	8.21%	36,999,500	8.21%
SHEETAL DAKSHESH SHAH		##	10.16%	45,795,000	10.16%
PAYAL SUJAY MEHTA		##	12.16%	54,801,200	12.16%
SHITALNATH CONSULTANT PRIVATE LIMITED		##	19.54%	88,092,120	19.18%
EFFICIENT TIE UP PRIVATE LIMITED		##	14.52%	65,475,160	14.06%
					</

SOFTRAK VENTURE INVESTMENT LIMITED		
CIN : L99999GJ1993PLC20939		
Standalone Notes to Financials statements for the year ended March 31, 2025		
Advance from customers	-	-
Bank of India -(01108)		
For other liabilities	26,083	196,248
	<b>26,083</b>	<b>196,248</b>

SOFTRAK VENTURE INVESTMENT LIMITED		
CIN : L99999GJ1993PLC20939		
Standalone Notes to Financials statements for the year ended March 31, 2025		
	As at March 31, 2025	As at March 31, 2024
<b>10 Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	17,374,718	-
[The company doesnot have details of MSME status of creditors. Hence the company is unable to separate due to MSME and non MSME creditors]		
	<b>17,374,718</b>	<b>-</b>
<b>11 Liabilities for Current Tax</b>	As at	As at
Provision for income tax	1,200,000	7,338,707
	<b>1,200,000</b>	<b>7,338,707</b>
<b>12 Revenue from operations</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Sale of products and services</b>		
Domestic Sales	26,596,981	624,375
Export Sales	-	-
	<b>26,596,981</b>	<b>624,375</b>
<b>13 Other Income</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income	4,689,683	317,598
Round Off	0.55	-
Interest On Bank FDR income	33.00	4,595
Commission	-	30,000,000
<b>Total Other income</b>	<b>4,689,717</b>	<b>30,322,193</b>
<b>14 Cost of Material and Services</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of Raw Materials and components	-	-
Add: Purchases during the year	263,677	-
Less: Closing stock of Raw Materials and components	-	-
	<b>263,677</b>	<b>-</b>
<b>26 Changes in Inventories of Finished Goods and Work-in-Progress</b>		
Opening Stock of Finished Goods / Stock in Process	-	-
Less: Closing Stock of Finished Goods / Stock in Process	-	-
	<b>-</b>	<b>-</b>
<b>27 Employee benefit expense</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	785,187.00	551,845.00
	<b>785,187</b>	<b>551,845</b>
<b>28 Finance costs</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Interest on</b>		
Bank and other finance charges	2,538	10,960
	<b>2,538</b>	<b>10,960</b>
<b>29 Other expenses</b>	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement Expenses	58,379	8,168
Annual Listing Fees	383,500	115,050
Audit Fees	17,500	75,000
Custodial Fees	115,050	-
Bank Charges	-	-
Travelling Expenses	-	417,111
Registration Expense Asset	6,960	-
ROC Fees	9,000	-
Professional Fees	153,560	53,100
Preliminary Expense(P&L)	451,786	-
Stamp Paper Expense	859	-
GST & TDS Interest Expenses	500	-
Interest Expense	2,360	-
Vatav & Kasar Expenses	250	-
Stock Split Application	59,000	-
Staff Welfare	230,352	-
Technological Demo Expense	3,800,000	-
GST Fees	2,000	-
Legal Expense	33,383	-
IT Design and development	7,730,100	-
Supervision Expense	1,350,000	-
Corporation Fees	93,481	-
Event Management Expense	9,900,000	-
E-voting Charges	3,436	-

SOFTRAK VENTURE INVESTMENT LIMITED		
CIN : L99999GJ1993PLC20939		
Standalone Notes to Financials statements for the year ended March 31, 2025		
Gem Registration Charges	5,000	-
Expenses to the Extent written off	-	850,426
Other Expenses	-	
	<b>24,406,456</b>	<b>1,518,855</b>

SOFTRAK VENTURE INVESTMENT LIMITED						
CIN : L99999GJ1993PLC20939						
Standalone Notes to Financials statements for the year ended March 31, 2025						
Note: (a)						
		For the year ended March 31, 2025		For the year ended March 31, 2024		
Payment to auditor						
As auditor:						
Audit fee		17,500		75,000		
		17,500		75,000		
30 Income tax						
The major component of income tax expenses for the year ended March 31, 2024 and March 31, 2023 are as under						
		For the year ended March 31, 2025		For the year ended March 31, 2024		
Current income tax:						
Current income tax charge		1,200,000		7,265,297		
Adjustment in respect of current income tax of previous years		1,044,233		-		
Deferred tax:						
Relating to origination and reversal of temporary differences		-		-		
Tax expense reported in the Statement of profit and loss		2,244,233		7,265,297		
b) OCI section						
Deferred tax related to items recognised in OCI during the year		March 31, 2025		March 31, 2024		
Net loss/(gain) on remeasurements of defined benefit plans				-		
Income tax charged to OCI		-		-		
c)						
Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021						
		March 31, 2024		March 31, 2023		
Accounting (loss) before taxation		5,825,663		28,864,908		
India's domestic tax rate		25.168%		25.1680%		
Tax using the Company's domestic rate		2,244,233		7,265,297		
Tax effect of :						
Tax provision due to difference in MAT rate and normal tax rate Temporary differences on which deferred tax not created		-		-		
Non-deductible expenses		-		-		
Deferred Tax on Actuarial gain transferred to OCI		-		-		
Adjustment of earlier years		-		-		
Adjustment of earlier years		-		-		
Others		-		-		
Income tax expenses charged to profit and loss		1,200,000		7,265,297		
d) Deferred tax liability (net)						
		Balance Sheet as at		Statement of Profit and Loss		
		March 31, March 31, 2022		For the year ended March 31, 2023		For the year ended March 31, 2022
Deferred tax liabilities:						
Book V/s tax WDV impact		-	-	-	-	-
Income tax effect on re-measurement gains (losses) on defined benefit plans		-	-	-	-	-
MAT Credit Entitlement		-	-	-	-	-
Notional Income on Investment		-	-	-	-	-
Unamortised Loan Processing Fees		-	-	-	-	-
		-	-	-	-	-
		-	-	-	-	-
31 Financial instruments, financial risk and capital management						
31.1 Category-wise classification of financial instruments:						
As at March 31, 2023						
Particulars	Refer note	Fair Value	Fair Value through other Profit & Loss	Amortised Cost		Carrying value
Financial asset						
Investments	-	#	-	-		-
Trade receivables	4	#	-	331,668,389		331,668,389
Cash and cash equivalents	5	#	-	4,413,903		4,413,903
Loans	6	#	-	21,104,660		21,104,660
Total		#	-	357,186,952		357,186,952
Financial liabilities						
Borrowings	-	#	-	-		-
Trade payables	10	#	-	17,374,718		17,374,718
Other financial liabilities	-	#	-	-		-
Total		#	-	17,374,718		17,374,718

SOFTRAK VENTURE INVESTMENT LIMITED						
CIN : L99999GJ1993PLC20939						
Standalone Notes to Financials statements for the year ended March 31, 2025						
Particulars	Refer note	As at March 31, 2022				
		Fair Value	Fair Value through other Profit & Loss	Amortised Cost		Carrying value
<b>Financial asset</b>						
Investments	-	#	-	-		-
Trade receivables	4	#	-	383,397,447		383,397,447
Cash and cash equivalents	5	#	-	444,036		444,036
Loans	6	#	-	75,705,738		75,705,738
<b>Total</b>		#	-	<b>459,547,221</b>		<b>75,705,738</b>
<b>Financial liabilities</b>						
Borrowings	-	#	-	-		-
Trade payables	10	#	-	-		-
Other financial liabilities	-	#	-	-		-
<b>Total</b>		#	-	-		-

Carrying amounts of cash and cash equivalents, trade receivables, investments, unbilled revenues, loans, trade payables and other payables as at March 31,2022 and March 31,2021 approximate the fair value because of their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the years presented.

**31.2 Financial Instrument measured at amortised cost**  
The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

**31.3 Financial risk objective and policies**

(iv) Liquidity risk

Contractual maturities of financial liabilities as at March 31, 2022	Refer Note	On demand	within 1 year	Over 1 year	Over 3 year Within 5 years	Over 5 year	Total
Borrowings	-	-	-	#	-	-	-
Other financial liabilities	-	-	-	#	-	-	-
Trade and other payables	10	-	17,374,718	#	-	-	17,374,718
<b>Total</b>		-	<b>17,374,718</b>	<b>#</b>	-	-	<b>17,374,718</b>

  

Contractual maturities of financial liabilities as at March 31, 2021	Refer Note	On demand	within 1 year	Over 1 year	Over 3 year Within 5 years	Over 5 year	Total
Borrowings	-	-	-	#	-	-	-
Other financial liabilities	-	-	-	#	-	-	-
Trade and other payables	10	-	-	#	-	-	-
<b>Total</b>		-	-	<b>#</b>	-	-	-

The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will be paid on those liabilities upto the maturity of the instruments.

**31.4 Capital management**  
For the purposes of the company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the company's capital management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.  
The company monitors capital using gearing ratio, which is net debt (total debt less cash and cash equivalents) divided by total capital plus net debt.

Particulars	Refer note	March 31, 2023	March 31, 2022
Total Borrowings		-	-
Less: Cash and bank balance		-	-
Net Debt (A)		-	-
Total Equity (B)	10,11	454,726,921	453,399,387
Total Equity and net debt (C = A + B)		454,726,921	453,399,387
Gearing ratio		0.00%	0.00%

**32 Earnings per share**

	March 31, 2023	March 31, 2022
Earnings attributable to equity shareholders of the Company	3,581,430	21,599,611
Weighted average number of equity shares	3,350,000	3,350,000
Basic and Diluted earning per share (in `)	1.07	6.45

**33 Capital commitments & other commitment**

**Capital commitments**

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	-	-

**34 Contingent liabilities not provided for**  
Based on the information available with the Company, there is no contingent liability as at March 31, 2022 (as at March 31, 2021 NIL).

SOFTRAK VENTURE INVESTMENT LIMITED				
CIN : L99999GJ1993PLC20939				
Standalone Notes to Financials statements for the year ended March 31, 2025				
35 Segment information				
The Company is primarily engaged in one business segment, namely developing Electronic Manufacturing Cluster as determined by chief operational decision maker, in accordance with Ind AS - 108 "Segment Reporting".				
Considering the inter relationship of various activities of the business, the chief operational decision maker monitors the operating results of its business segment on overall basis. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.				
36 Disclosures as required by Ind AS - 19 Employee Benefits				
i. Short-term employee benefits : Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.				
ii. Post-employment benefits : Defined benefit plans – Provident fund Provisions of EPF are not applicable to the company as it does not fall under the implication requirements of the act i.e. number of employees does not exceed the ceiling limit. Thus, there is no contribution by the company towards post employment benefits.				
37				
Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2022.				
Sr No	Particulars	Year ended March 31, 2025		Year ended March 31, 2024
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.			
	Principal	Nil		Nil
	Interest	Nil		Nil
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil		Nil
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil		Nil
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil		Nil
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	Nil		Nil
38 Standard issued but not effective				
As at the date of issue of financial statements, there are no new standards or amendments which have been notified by the MCA but not yet adopted by the Company. Hence, the disclosure is not applicable.				
39 Related Parties transactions				
Particulars		Name of Company		Relation
Key managerial personnel		MR. RAGHVENDRA GOPALRAO KULKARNI		Managing Director
		MS. ARPITA MITTAL		Company Secretary and Compliance Officer
		MR. VIPUL JANA		CFO
		MR. SUNNY DARJI		Non-Executive - Independent Director
		MR. SARJEEVAN SINGH		Non-Executive - Independent Director
Name of Related Party		Nature of transaction	Relation	Amount(Rs.)
Ms. Arpita Mittal		Salary	Company Secretary	210,000.00
Note:				
All the key managerial person, other than Independent Directors of the Company are in the employment with other group companies and are paid remuneration by the respective group companies.				
35 The Company is engaged in the business of development of SEZ and has been approved as a co-developer from the Ministry of Commerce and Industry, Department of Commerce, Government of				
36 As at March 31, 2020, the Company has incurred net loss of ` 12,719.70 lacs (Previous year ` 11,728.89 lacs) and has accumulated losses of ` 40,069.31 lacs (Previous year ` 27,349.61 lacs) which has				
37 Impact of COVID-19				
In the last week of March 2020, an outbreak situation arose in India on account of COVID-2019. The Company has considered such outbreak situation as subsequent event to the Balance Sheet date				
40 Event occurred after the Balance Sheet Date				
The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of May 28, 2022, there were no subsequent events to be recognised or reported that are not already disclosed.				
41 Ratios to be disclosed				
Particulars	Items included in numerator and denominator	Ratio as at 31st March, 2025	Ratio as at 31st March, 2024	Remarks
(a) Current Ratio	Current Assets ( including Bank Deposits having maturity of more than 1 year)/ Current Liabilities	18.14	0.96	
(b) Debt-Equity Ratio	Net Debt/Total Equity	1.04	13.23	
(c) Debt Service Coverage Ratio	Earnings before Interest, Depreciation, Tax and Foreign Exchange Loss or (Gain) (net) / (Interest + Finance charges + Repayment of long-term debt made during the period)	Not Applicable		
(d) Return on Equity Ratio (refer note 1 below)	Net Profit after Taxes / Average Shareholder's Equity	0.08	-0.82	Note - 1
(e) Inventory turnover ratio		Not Applicable		



SOFTRAK VENTURE INVESTMENT LIMITED				
CIN : L99999GJ1993PLC20939				
-				
Standalone Notes to Financials statements for the year ended March 31, 2025				
(f) Trade Receivables turnover ratio	Revenue from operations		-	Note - 2
	Average Trade Receivables			
(g) Trade payables turnover ratio	Operating expenses + Other expenses	1.47	0.02	Note - 3
	Average Trade Payables			
(h) Net capital turnover ratio	Revenue from Operations		-	Note -4
	Net Working capital			

SOFTRAK VENTURE INVESTMENT LIMITED				
CIN : L99999GJ1993PLC20939				
-				
Standalone Notes to Financials statements for the year ended March 31, 2025				
(i) Net profit ratio	Profit after Tax	0.11	-1.69	Note - 5
	Total Income			
(j) Return on Capital employed	Earnings before Interest, Tax and Foreign Exchange Loss or (Gain) (net)/ Average Capital Employed (Shareholders Fund+Long Term Borrowing+ Current Maturities of Borrowings+Short term borrowings)	0.01	-0.11	Note - 6
(k) Return on investment (refer note 2 below)	Profit after tax	0.01	-0.12	Note - 7
	Average shareholders fund			

**Notes**

1 Due to No Revenue from operation the Trade receivable turnover ration is Nil

2 Due to blockage of Funds

3 Due to No Revenue from operation the Ne capital Turnover ratio is Nil

4 Due to writtten off of deferred expenses Net Profit Ratio is Negative

5 Due to writtten off of deferred expenses Return on capital employed is negative

6 Due to writtten off of deferred expenses Return on Investment is negative

42 Previous year figures are regrouped wherever necessary.

**The accompanying notes form an integral part of financials statements**

**As per our report of even date**

**For A.L. Thakkar & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 120116W**

**For and on behalf of Board of Directors of**  
**SOFTRAK VENTURE INVESTMENT LIMITED**

Sd/-  
**Sanjiv Shah**  
Partner  
Membership No. 042264  
UDIN : 25042264BMJGCH5345

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

Sd/-  
**Raghvendra Kulkarni**  
Director  
DIN: 06970323

**Place: Ahmedabad**  
**Date : 27.05.2025**

**Place: Ahmedabad**  
**Date : 27.05.2025**

## **SOFTRAK VENTURE INVESTEMENT LIMITED**

**Notes to the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2025**

**(All amounts are in INR Actual, unless otherwise stated)**

### **1. COMPANY OVERVIEW**

Softtrak Venture Investment Limited is a 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, 2025.

### **2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

#### **a) Basis of preparation and compliance with Ind AS**

- i. These financial statements as and for the year ended March 31, 2025 (the "Ind AS Financial Statements") are prepared in accordance with Ind AS.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company had adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017.

- ii. These financial statements were approved by the Board of Directors on May 27, 2025.

#### **b) Basis of measurement**

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including equity Shares financial instruments which have been measured at fair value as described below.

##### **Fair value measurement**

The Company measures financial instruments, such as, Equity Shares at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

## **SOFTRAK VENTURE INVESTEMENT LIMITED**

**Notes to the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2025**

**(All amounts are in INR Actual, unless otherwise stated)**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

For other fair value related disclosures refer note no 20.

### **c) Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, the currency of the primary economic environment in which the Company operates.

## **3. SIGNIFICANT ACCOUNTING POLICIES**

The company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

### **a) 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.

Interest Income is recognized on time basis using the effective interest method.

### **b) Property, Plant and Equipment**

#### **i. Property, Plant and Equipment**

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other

## **SOFTRAK VENTURE INVESTEMENT LIMITED**

**Notes to the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2025**

**(All amounts are in INR Actual, unless otherwise stated)**

directly attributable costs of bringing an asset to working condition and location for its intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **ii. Depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively.

### **c) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial Assets**

##### **Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the

market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### **Subsequent Measurement**

Subsequent measurement of financial assets is described below –

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

However, reporting entity does not have such financial assets to be measured at amortized cost using EIR method.

### **Financial Assets – Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained

### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

### **Financial liabilities – Recognition and measurement**

## **SOFTRAK VENTURE INVESTEMENT LIMITED**

### **Notes to the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2025**

**(All amounts are in INR Actual, unless otherwise stated)**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through statement of profit and loss:**

Financial liabilities at fair value through statement of profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through statement of profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

- **Loans and Borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **Financial liabilities – Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

#### **d) Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**e) Impairment of Non-financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account.

**f) Inventories**

The company is service industry, hence there is no inventories.

**g) Taxation**

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **h) Employee Benefit Schemes**

##### **i. Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

##### **ii. Post-employment benefits**

##### **Defined benefit plans – Provident fund**

Provisions of EPF are not applicable to the company as it does not fall under the implication requirements of the act i.e. number of employees does not exceed the ceiling limit. Thus, there is no contribution by the company towards post employment benefits.

#### **i) Foreign Currency Transactions**

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date.

All exchange differences are included in the statement of profit and loss.

#### **j) Earnings Per Share**

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

#### **k) Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the

**SOFTRAK VENTURE INVESTMENT LIMITED**

**Notes to the Ind AS financial statements for the year ended 31<sup>st</sup> March, 2025**

**(All amounts are in INR Actual, unless otherwise stated)**

basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted for based on the cost price. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

**l) Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before 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 the available information.

**m) Use of Estimates and Judgments**

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are elaborated.

**For, A.L. Thakkar & Co.  
Chartered Accountants  
FRN: 120116W**

**For and on Behalf of Board of Directors  
SOFTRAK VENTURE INVESTMENT LIMITED**

**SD/-  
Sanjiv Shah  
Partner  
M.No. : 042264  
UDIN: 25042264BMJGCH5345**

**SD/-  
Sarjeevan Singh  
Director  
DIN: 08258683**

**SD/-  
Raghvendra Kulkarni  
Director  
DIN: 06970323**

**Date: 27.05.2025  
Place: Ahmedabad**

**Date: 27.05.2025  
Place: Ahmedabad**

**SOFTRAK VENTURE INVESTMENT LIMITED**

**CIN:- L91110GJ1993PLC017863**

**Standalone Statement of Changes in Equity for the year ended March 31, 2025**

Particulars	Equity Share Capital	Share Premium	Reserves and surplus Retained earning	Deemed Equity Contribution	Other Comprehensive Income Re-measurement of defined benefit plan	Total
<b>Balance as at April 01, 2022</b>	<b>33,500,000</b>	-	<b>(11,357,369)</b>	-	-	<b>22,142,631</b>
Profit/(Loss) for the year	-	-	21,599,611	-	-	21,599,611
Movement for the year	-	-	-	-	-	-
Share issue during the year	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>33,500,000</b>	-	<b>10,242,242</b>	-	-	<b>43,742,242</b>
Profit/(Loss) for the year	-	-	3,581,430	-	-	3,581,430
Movement for the year	-	-	-	-	-	-
Share issue during the year	417,279,000	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>450,779,000</b>	-	<b>13,823,671</b>	-	-	<b>47,323,671</b>
<b>The accompanying notes form an integral part of financials statements</b>						

As per our report of even date

For A.L. Thakkar & Co.  
Chartered Accountants  
Firm Registration No.: 120116W

Sd/-  
Sanjiv Shah  
Partner  
Membership No. 042264

Place: Ahmedabad  
Date : 27.05.2025

For and on behalf of Board of Directors of

Sd/-  
Sarjeevan Singh  
Director  
DIN: 08258683

Sd/-  
Raghvendra Kulkarni  
Director  
DIN: 06970323

Place: Ahmedabad  
Date : 27.05.2025

**If Undelivered please return to:**

**SOFTRAK VENTURE INVESTMENT LIMITED**

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

Email Id: [sofrakventure@gmail.com](mailto:sofrakventure@gmail.com)

Website: [www.softrakventure.in](http://www.softrakventure.in)

Phone No.: **7487024350**

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