

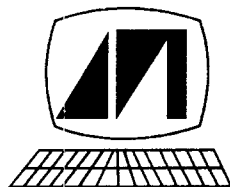
CERTIFIED TRUE COPY

AMI COMPUTERS (I) LTD.

Ratan Pr. Gishra.

Director.

**NINTH ANNUAL REPORT
1998-1999**



AMI COMPUTERS (I) LIMITED

BOARD OF DIRECTORS

MR. RATAN KR. MISHRA

MR. K. M. JAIN

MR. V. K. JAIN

REGISTERED OFFICE

60A & 60B, Chowringhee Road

Calcutta - 700 020

Phone No : 280-0812/0900

Fax No :240-6585

BANKERS

STATE BANK OF INDIA

STATE BANK OF PATIALA

GLOBAL TRUST BANK LTD.

AUDITORS

R. PUGALIA & CO.

Chartered Accountants

17B, Pratapaditya Road

Calcutta - 700 020

REGISTRAR & TRANSFER AGENT

SHARE DEPARTMENT

60A & 60B, Chowringhee Road

Calcutta - 700 020

Phone No.: 280-0812/0900

Fax No :240-6585

AMI COMPUTERS (I) LTD.

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of AMI COMPUTERS (I) LIMITED will be held at Company's Regd. Office at 60A & 60B, Chowringhee Road, Calcutta - 700020 on Wednesday the January 12, 2000 at 10.30 a.m. to transact with or without modification, as may be permissible, the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the financial year ended March 31, 1999 and the Profit & Loss Account for the period ended on that date and the reports of the Directors' and Auditors' thereon.
2. To appoint M/s R. Pugalia & Co, Chartered Accountants, as Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS :

3. To appoint Sri Ratan Kr. Mishra, a Director of the Company, who vacates office at this Annual General Meeting and to consider and, if thought fit, to pass, with or without modification, the following Ordinary Resolution for which prescribed Notice under Section 257 of the Companies Act, 1956 has been received by the Company and Sri Ratan Kr. Mishra has filed with the Company his consent to act as a Director, if appointed as required under Section 264(1) of the Companies Act, 1956 :

"RESOLVED that Sri Ratan Kr. Mishra be and is hereby appointed a Director of the Company and whose period of office shall liable to determination by retirement of Directors by rotation."

4. To appoint Sri K. M. Jain, a Director of the Company,, who vacates office at this Annual General Meeting and to consider and, if thought fit, to pass, with or without modification, the following Ordinary Resolution for which prescribed Notice under Section 257 of the Companies Act, 1956 has been received by the Company and Sri K. M. Jain has filed with the Company his consent to act as a Director, if appointed as required under Section 264(1) of the Companies Act, 1956 :

"RESOLVED that Sri K. M. Jain be and is hereby appointed a Director of the Company and whose period of office shall liable to determination by retirement of Directors by rotation."

5. To appoint Sri V. K. Jain, a Director of the Company, who vacates office at this Annual General Meeting and to consider and, if thought fit, to pass, with or without modification, the following Ordinary Resolution for which prescribed Notice under Section 257 of the Companies Act, 1956 has been received by the Company and Sri V. K. Jain has filed with the Company his consent to act as a Director, if appointed as required under Section 264(1) of of the Companies Act, 1956 :

"RESOLVED that Sri V. K. Jain be and is hereby appointed a Director of the Company and whose period of office shall liable to determination by retirement of Directors by ratation."

Place : Calcutta
Dated : 29.11.1999

BY ORDER OF THE BOARD
RATAN KR. MISHRA
DIRECTOR

NOTES

1. The Register of Members and Share Transfer Book of the Company shall remain closed from Thursday the December 30, 1999 to Wednesday the January 12, 2000 (both days inclusive).
2. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be Member of the Company. Proxies, in order to be effective must be received at the Registered Office of the Company at 60A & 60B, Chowringhee Road, Calcutta - 700020, not less than 48 hours before the Annual General Meeting.
3. Members are requested to bring their copies of the Reports and Accounts to the Meeting.
4. Members are requested to notify any change in their address immediately to the Company at 60A & 60B Chowringhee Road, Calcutta - 700020.
5. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Items 3 to 5 of the Notice as set out above is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Attached to the Notice of the Annual General Meeting of the Company to be held on January 12, 2000.

Item No. 3

Sri Ratan Kr. Mishra who was appointed as an Additional Director of the Company by the Board of Directors of the Company in terms of Section 260 of the Companies Act, 1956, vacates his office at this Annual General Meeting. Due Notice under Section 257 of the Companies Act, 1956 has been received from a Member proposing the appointment of Sri Ratan Kr. Mishra as Director of the Company and the Period of his office shall be liable to determination of retirement of Directors by rotation. Sri Ratan Kr. Mishra has filed his consent pursuant to Section 264(1) of the Companies Act, 1956.

Your Directors recommend this resolution for your approval.

None of the Directors other than Sri Ratan Kr. Mishra is interested in this resolution.

Item No. 4

Sri K. M. Jain who was appointed as an Additional Director of the Company by the Board of Directors of the Company in terms of Section 260 of the Companies Act, 1956, vacates his office at this Annual General Meeting. Due Notice under Section 257 of the Companies Act, 1956 has been received from a Member proposing the appointment of Sri K. M. Jain as Director of the Company and the period of his office shall be liable to determination of retirement of Directors by rotation. Sri K. M. Jain has filed his consent pursuant to Section 264(1) of the Companies Act, 1956.

Your Directors recommend this resolution for your approval.

None of the Directors other than Sri K. M. Jain is interested in this resolution.

AMI COMPUTERS (I) LTD.

Item No. 5

Sri V. K. Jain who was appointed as an Additional Director of the Company by the Board of Directors of the Company in terms of Section 260 of the Companies Act, 1956, vacates his office at this Annual General Meeting. Due Notice under Section 257 of the Companies Act, 1956 has been received from a Member proposing the appointment of Sri V. K. Jain as Director of the Company and the period of his office shall be liable to determination of retirement of Directors by rotation. Sri V. K. Jain has filed his consent pursuant to Section 264(1) of the Companies Act, 1956.

Your Directors recommend this resolution for your approval.

None of the Directors other than Sri V. K. Jain is interested in this resolution.

Place : Calcutta

Dated : 29.11.1999

BY ORDER OF THE BOARD

RATAN KR. MISHRA

DIRECTOR



DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended March 31, 1999.

FINANCIAL RESULTS :

	Year ended 31.03.1999	(Rs. in Lacs) Year ended 31.03.1998
Income from Operation	64.43	54.81
Total Expenditure including Interest	31.34	53.50
Gross Profit/Loss before		
Depreciation & Taxation	33.09	1.31
Depreciation	12.94	13.12
Provision for Tax	—	—
Net Profit/Loss	20.15	(-)11.81
Paid-Up Equity Capital	612.44	612.44
Reserves & Surplus	43.01	22.86

Your Company has concluded the Year under review with significant all round growth improving its position in the Share Transfer Agent Business and other Computer allied activities.

DIVIDEND :

Your directors have rational plan for expansion in the Computer related business so they have not recommended the Dividend for the year under review and whole profit would be retained for expansion purpose for maximising the wealth and value of the Shareholders of the Company.

SUBSIDIARY COMPANIES :

All the three Subsidiaries Companies could not achieve much more and anticipate to increase business activities substantially in the year to come in association with the holding Company.

FUTURE PROSPECTS :

The Company has major rational plan to expand its business activities and also to undertake other Computer related activities as Information Technology has vast untapped market and got great business potentiality to exploit and Company will more focus on Hardwares, Softwares. Computer Trainings and various other Computer allied activities.

AMI COMPUTERS (I) LTD.**BOARD OF DIRECTORS :**

Sri Ramesh Agarwal, Sri S. K. Chatterjee and Smt. Sonika Agarwal, Directors of the Company resigned during the year and Sri Ratan Kr. Mishra, Sri K. M. Jain and Sri V. K. Jain have been appointed as an Additional Directors of the Company under Section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on September 28, 1999. All three Directors hold office upto the date of ensuing Annual General Meeting and are eligible for reappointments and Company has received notices under Section 257 of the Companies Act, 1956 proposing the name of Sri Ratan Kr. Mishra, Sri K. M. Jain and Sri V. K. Jain for the office of Directors.

The Board recommends the re-appointments of Sri Ratan Kr. Mishra, Sri K. M. Jain and Sri V. K. Jain as Directors of the Company.

AUDITORS :

M/s R. Pugalia & Co. Chartered Accountants, hold office as Auditors of the company until the conclusion of the ensuing Annual General Meeting and is recommended for reappointment. The Company has received a Certificate from them to the effect that their re-appointment if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

STATUTORY INFORMATION :**PARTICULARS OF EMPLOYEES :**

The Company had no employee drawing Rs. 50,000/- or more per month or Rs. 6,00,000/- or more per annum during the year and as such no particulars as required under Section 217 (2A) of the Companies Act, 1956, has been furnished.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO :

Particulars required under section 217(1) (e) of the Companies Act, 1956, on conservation of energy, technology absorption and foreign exchange earning and outgo are not applicable.

APPRECIATION :

Your Directors acknowledge the recognition accorded and trust reposed in your Company by the Investors, Banks, Securities and Exchange Board of India Stock Exchanges and other Government Agencies and record their appreciation of the support lent by them. The results that your Company has achieved in the year under review would not have been possible without the co-operation and full support of all its employees. Your Directors place on record their sense of appreciation of the valuable contribution made by the staff of the Company.

Y2K COMPLIANCE :

Your Directors report that all the operating systems based on Hardwares/Softwares have been made Y2K compliant and the systems have been tested successfully.

Place : Calcutta

Dated : 29.11.1999

BY ORDER OF THE BOARD
RATAN KR. MISHRA
DIRECTOR



AMI COMPUTERS (I) LTD.

AUDITORS' REPORT

To The Members.

AMI Computers (I) Ltd.

We have audited the attached Balance Sheet of M/s. AMI Computers (I) Ltd. as at 31st March, 1999 and the annexed Profit & Loss Account of the said Company for the year ended on that date. We report that:-

1. We have obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion and to the best of our information and according to the explanations given to us the annexed accounts, subject to Notes to the Accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st, March, 1999.
 - b) In the case of the Profit & Loss Account, and of the Profit of the company for the year ended on that date.
3. In our opinion, proper Books of Account as required by the Companies Act, 1956 have been kept by the Company so far as appears from the examination of the Books.
4. The Balance Sheet and Profit & Loss Account are in agreement with the Books of Accounts.
5. As required by the Manufacturing and Other Companies (Auditor's Report) Order 1988, issued by the Company Law Board and on the basis of such checks as were considered appropriate, we further state that :-
 - i. The Company is maintaining proper records showing full particulars including quantitative details and situation of Fixed Assets. Fixed Assets have been verified by the Management physically at reasonable intervals. No discrepancies have been noticed on such verification.

- ii. The Fixed Assets have not been revalued during the year.
- iii. As per the register maintained under Section 301 of the Companies Act, 1956 the Company has not taken any loans during the year from Companies or Firms in which the Directors are interested.
- iv. The Company has given loans and advances in the nature of loans to staffs. The principal amounts and interest wherever applicable are being recovered as stipulated.
- v. According to the information and explanations given to us there were no transactions of purchase and sale of goods and services made in pursuance of contracts / arrangements entered in the Register maintained U/S 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more in respect of each party.
- vi. The Company has an adequate internal audit system during the year.
- vii. The internal control system of the company needs to be strengthened.
- viii. The Company is generally regular in depositing Provident Fund and ESI dues with the appropriate authorities.
- ix. The Company is not a Sick Industrial Co. within the meaning of Clause (O) of Sub Section (I) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.
- x. The Company has not accepted any Deposits from the Public attracting Provisions of Section 58A of the Companies Act, 1956.
- xi. According to the records of the Company and explanations given to us there were no undisputed amounts payable in respect of Income Tax outstanding as on 31st March 1999 for a period of more than six months from the date it became payable.
- xii. On the basis of our examination of the books and according to information and explanations given to us, there were no personal expenses charged to Revenue Account.
- xiii. With regard to carrying out its services the Company have not consumed any materials or stores. However, there is no system of allocating man hour consumed to the relative jobs.
- xiv. In our opinion other clauses of the order are not applicable to the Company.

Place : Calcutta
Dated : 29.11.1999

FOR R. PUGALIA & CO.
CHARTERED ACCOUNTANTS
R. PUGALIA
(PROPRIETOR)