

TENTH ANNUAL REPORT
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ez-comm
trade technologies limited

The B2B company TM

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COMPANY INFORMATION

BOARD OF DIRECTORS:

MR. SANJIV KHANDELWAL
Chairman & Managing Director

MR. MOHAN M JAYAKAR

MRS. SHILPA KHANDELWAL

SECRETARY:

MR. AMIT J. PAREKH

LEGAL ADVISORS:

M/s. GAGRAT & COMPANY

AUDITORS:

M/s. A. J. MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
SHAHVIRI BUILDING, 1ST FLOOR,
PICKET ROAD, MUMBAI - 400 002

BANKERS:

ABN-AMRO BANK
CORPORATION BANK
HDFC BANK
STATE BANK OF INDIA - SILVASSA
UNION BANK OF INDIA
THE BANK OF RAJASTHAN LTD.

REGISTERED OFFICE & ADDRESS FOR CORRESPONDENCE:

4TH FLOOR, DOULATRAM MANSION
RAMBHAU SALGAONKAR MARG
COLABA, MUMBAI - 400 005.

TEL: 91-22-2282 5252

FAX: 91-22-2202 3563

E MAIL: secretary@ezcommindia.com
ezcomm@vsnl.com

mail@ezcommindia.com

WEBSITE: www.ezcommindia.com and
www.yarnsandfibers.com

SHARE TRANSFER AND DEMAT REGISTRARS:

M/s. INTIME SPECTRUM REGISTRY LIMITED
C-13, PANNALAL SILK MILLS COMPOUND
L. B. MARG, BHANDUP (W)
MUMBAI - 400 078
Tel.: 022 - 2592 3837

NOTICE

Notice is hereby given that the **Tenth Annual General Meeting** of the members of EZ-COMM Trade Technologies Limited will be held on Tuesday, the 30th day of September, 2003 at 10.00 a.m. at the Registered Office of the Company at 4th Floor, Doulatram Mansion, Rambhau Salgaonkar Marg, Colaba, Mumbai - 400 005 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2003 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Shilpa Khandelwal, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s A. J. Mehta & Associates as the Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the Board of Directors

Place: Mumbai
Dated: 27th August, 2003

Sanjiv Khandelwal
Chairman and Managing Director

Registered Office:

4th Floor, Doulatram Mansion
Rambhau Salgaonkar Marg
Colaba, Mumbai - 400 005

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself and a proxy need not be a member. The proxy from, in order to be effective, must however be deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books will remain closed through 23rd September 2003 to 30th September 2003 (both days inclusive).
3. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the meeting.
4. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easier identification of attendance at the meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.

Brief resume and other information in respect of Mrs. Shilpa Khandelwal seeking re-appointment at the Annual General Meeting:

Mrs. Shilpa Khandelwal, aged about 34 years, is a professional. She is a graduate in Commerce (B.Com.) and also a graduate in textile designing. She is a Director with the Company since its incorporation in 1993. She is also a member of the Board of Awesome Exports & Investments Pvt. Ltd. and a committee member of the Company's Audit Committee and Chairperson of the Share Transfer and Grievance Committee.

By order of the Board of Directors

Place: Mumbai
Dated: 27th August, 2003

Sanjiv Khandelwal
Chairman and Managing Director

Registered Office:

4th Floor, Doulatram Mansion
Rambhau Salgaonkar Marg
Colaba, Mumbai - 400 005

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Tenth Annual Report together with the Audited Statement of Accounts for the year ended the 31st March 2003.

Financial Results: (in Rs.)	Year ended 31-03-2003	Year ended 31-03-2002
Profit before depreciation	6,47,710	12,73,402
Depreciation	3,37,847	3,11,403
Profit before tax	3,09,863	9,61,999
Provision for taxation	0	0
Provision for Deferred Tax (Net)	34,378	(61,810)
Prior Period Adjustments	14,440	5,501
Profit after tax	3,58,681	9,05,690
Add: Surplus brought forward	21,95,617	12,89,927
Balance carried to Balance Sheet	25,54,298	21,95,617

Income, Activities & Operations:

During the year, the Company earned Rs. 49,60,637 as income from e-business and Rs. 1,94,063 as interest and other income. Compared to the previous year, the income has decreased from Rs. 63,07,474 to Rs. 51,54,700.

Although the global markets and the economy continue to be in a recessionary mood, companies are investing in the latest technology. The Company expects better returns, development and progress in the coming time. The Company has an impressive foreign client list with the work of the Company being appreciated the world over. The client list of the company has been growing and includes many well-known companies. The company expects to increase the value of the business from these clients.

The company also has been empanelled by the Maharashtra Government to build an eGovernance IT infrastructure in the State.

The Thin Client Solution launched by the Company has received quite a good response. The Solution is based on the Linux platform (a type of an Operating System). Deploying this latest technology, clients of the Company can reduce the Total Cost of Ownership of their Information Technology Infrastructure. This solution empowers clients to centralize their Data Management. It also eliminates the risk of virus attacks. In addition, it has a very strong Business Continuity Plan and Disaster Recovery Plan features.

The Company has structured a new business for helping other software companies market their products and services in India. This concept, termed as Virtual Sales Office (VSO), is a fairly new concept in India and your Company is one of the pioneers in implementing this concept. A major client of the company is Net Business Solutions (NBS), which is in the people placements and product sales business.

The Company has spent considerable resources in creating technologies for the Wireless business. The Company has ventured into the Wireless Internet connectivity business. This new technology of providing Wireless Broadband Internet connection by creating "Hotspots" is being pioneered in India by EZ-COMM. The Company built cutting edge technology that lets users access this service in designated area through the use of Prepaid cards.

This is quite new to our country. Already, a few Five-Star Hotels have signed agreements to deploy this internet technology in their respective hotels and a couple of them are ready for kick-off soon. The Company has deployed this technology with materials imported from Canada. The Company expects good returns in the coming years.

Dividend:

As the Company is a growing Company and would like to conserve the reserves, the Directors do not recommend any dividend.

Land:

The Company has preferred an appeal in the Court of the Honourable Administrator, Dadra & Nagar Haveli at Silvassa, against the order of the Collector, Dadra & Nagar Haveli, rejecting the application of the Company seeking N.A. permission in respect of the land for industrial purpose. The Company awaits results.

Public Deposits:

The Company has not accepted any Deposit within the meaning of Section 58A of The Companies Act, 1956 and the rules made thereunder during the year.

Directors:

Mrs. Shilpa Khandelwal retires by rotation and being eligible, offers herself for re-appointment.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March 2003, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were fairly reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2003 on a 'going concern' basis.

Particulars of Employees:

The Company has not paid any remuneration attracting the provision of Companies (Particulars of Employees) Rules, 1975 read with Section 217(2A) of the Companies Act, 1956, as amended. Hence, there is no requirement to append any information to this report in this regard.

Particulars of Energy Conservation, Technology absorption & Foreign Exchange Earnings and outgo:

Since the Company has ventured into the e-commerce and software development business and there are no manufacturing activities, there are no particulars relating to conservation of energy and technology absorption. The following foreign exchange earnings and outgo were there during the year:

	In Rupees
Foreign Exchange used	2,18,646
Foreign Exchange earned	39,43,012

Auditors:

M/s A. J. Mehta & Associates, Chartered Accountants, Mumbai, the Auditors of the Company retire at the conclusion of the Annual General Meeting. The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956. The Board recommends their re-appointment.

Auditors' Report:

The Auditors' Report is attached to the Balance Sheet as at 31st March 2002. As there are no employees who have served for more than five years, no provision is necessary for Gratuity in the accounts. Leave salary is paid on actual basis; hence no provision is made for that either. The notes to the accounts referred to in the Auditors' Report are otherwise self-explanatory.

Listing:

The Equity Shares of the company are listed on The Stock Exchange, Mumbai, The Stock Exchange, Ahmedabad and The Delhi Stock Exchange Association.

The company's shares are tradeable compulsorily in electronic form and the company has established connectivity with both the depositories, i.e. Central Depository Services (India) Ltd. & National Securities Depository Ltd.

The company has also appointed M/s Intime Spectrum Registry Limited as its Share Transfer and Depository Registrars. Shareholders are requested to send the matters relating to share transfers and/ or dematerialisation to the Company Registrars. In view of the numerous advantages offered by the depository system, members are requested to avail of the facility of dematerialisation of the company's shares on either of the Depositories as aforesaid.

Corporate Governance:

In line with the guidelines stipulated by the Securities and Exchange Board of India (SEBI) Committee on Corporate Governance, adequate steps have been taken to ensure that most of the provisions of Clause 49 of the Listing Agreement are duly complied with.

A separate report on corporate governance is included/ attached as part of the Annual Report. The Auditors' Certificate confirming Compliance of Conditions of Corporate Governance is included in the said Corporate Governance Report. The Company is soon to induct more Directors.

Acknowledgement:

The Directors record their thanks to the Corporation Bank, State Bank of India - Silvassa, HDFC Bank, ABN-AMRO Bank, The Bank of Rajasthan, Ltd. and Union Bank of India for their co-operation. The Directors also acknowledge the co-operation received from officers and staff of the Company.

For and on behalf of the Board of Directors

Sanjiv Khandelwal
Chairman and Managing Director

Place: Mumbai
Dated: 27th August, 2003

Management Discussion & Analysis

Industry Structure & Development

The Indian IT industry is gradually coming on track to achieve its long-term aspirations of exports of around US\$ 50 billion by the end of the decade. A very high Compounded Annual Growth Rate (CAGR) (46 per cent) has been seen by the industry since 1999.

The Global economy has gone through yet another difficult year. The anticipated early recovery of the US economy did not materialise and instead, news of a continuous spate of bankruptcies of large US corporates further worsened the situation.

However, in the course of the last decade, India's IT software industry has scripted one of the most amazing success stories by contributing very substantially to India's flourishing forex reserves and to employment, along with radically altering the country's image and standing amongst nations.

Last year, software exports increased by 26%, an amazing growth in the ambience of a global economic slow-down and flat-to-negative IT expenditures. However, the domestic software market grew by only 13% to Rs. 12,000 crore: just about a fourth of the exports for the year. This despite a robust increase in GDP, averaging well over 5% a year over the last few years.

Opportunities & Threats

IT, when appropriately used, has proven to be of immense benefit in increasing efficiency, cutting costs, improving decision-making and providing better customer service. There are document case studies on how IT has helped reduce inventories, cut down time-to-market, and generally improved the bottom-line of companies.

As an enabler and enhancer, IT is clearly a major productivity too. India's software expertise has helped foreign companies – and countries – to become more competitive. So far, most of this has been to companies / countries that are not in direct competition with Indian companies or India. It would, indeed, be ironical if Indian software expertise were to enhance a competitor's productivity, and help it overtake Indian countries. (Source: NASSCOMM report)

Risk and Concerns

Technology Obsolescence

EZ-COMM manages potential operational risks by adopting continuous technological upgradation of technologies and systems.

Intellectual Property

Although the Company takes adequate precautions to protect its Intellectual Property (IP), it faces the risk of others using and gaining from its IP.

Insurance

The Company needs to consider insurance of its assets and operations against a wide range of risks as part of its overall risk management strategies. The management is now considering the same.

Internal Controls

EZ-COMM has proper and adequate system of internal controls to ensure that all assets are safeguarded, and protected against loss from unauthorised use or disposition, and that transactions are authorised, recorded and reported correctly.

The internal control systems are supplemented by an extensive programme of internal audits, reviews by management, and documented policies, guidelines and procedures. The internal control systems are designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

Discussions on Financial Performance with respect to operational Performance:

During the year, the Company earned Rs. 49,60,637 as income from e-business and Rs. 1,94,063 as interest and other income. Compared to the previous year, the income has decreased from Rs. 63,07,474 to Rs. 51,54,700.

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Material Development in Human Resources / Industrial Relations:

Company hires the best talent from anywhere in the country to attract the best people that it needs for its services. The Company has well designed training programme to take care of the training needs of the professionals to keep them abreast of the new technologies changes.

The Company enjoys healthy relations with its customers, investors, employees, banks, and various state and central government departments. To offer the most cost-effective solutions to the overseas existing clients and also to capture new clients, the Company also recruits highly skilled technical persons from reputed institutes.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections estimates, and exceptions may be "forward looking statements" within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Corporate Governance Report

I. PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties. Your Company believes the Code on Corporate Governance provides a structure by which the rights and responsibilities amongst different participants in the organization, such as the Board, employees and shareholders are distributed. In carrying this out, it helps to ensure that the Company's objectives are well defined and performance against those objectives are adequately measured and monitored. Your Company believes that all its operations and actions must serve the underlying goal of boosting overall shareholder value, over a sustained period of time.

In so far as compliance of Clause 49 of the Listing Agreement with the Stock Exchanges is concerned, the Company has complied in most material respects with the requirements of Corporate Governance specified in the Listing Agreement with the Mumbai, Ahmedabad and Delhi Stock Exchanges.

II. BOARD OF DIRECTORS

Composition of the Board:

As on 31st March 2003, the Board of Directors of EZ-COMM Trade Technologies Limited comprises the Chairman, Mr. Sanjiv Khandelwal, who is an executive director and a promoter. Besides, there are two non-executive directors viz. Mr. Mohan Jayakar who is also an independent Director and Mrs. Shilpa Khandelwal. The Non Executive Directors are eminent professionals with wide range of knowledge and experience in business, industry, finance and law. The composition of the Board and other relevant details relating to Directors are given below:

Name of the Director	Category of Director	No. of Board Meetings held	No. of Board Meetings attended	No. of other Director-ships	Committee Member-ships	Committee Chairman-ships	Last Annual General Meeting attended
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Mr. Sanjiv Khandelwal <i>Chairman & Managing Director</i>	Executive and Promoter Director	4	4	2	2	0	Yes
Mr. Mohan Jayakar <i>Director</i>	Non-Executive and Independent Director	4	4	3	3	1	No
Mrs. Shilpa Khandelwal <i>Director</i>	Non-Executive and Promoter Director	4	4	2	2	1	No

4 (Four) meetings of the Board of Directors were held during the financial year 2002-03, one each on 26th June 2002, 30th July 2002, 31st October 2002 and 31st January 2003.

III. AUDIT COMMITTEE

a. Terms of reference: The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Section 292A of the Companies Act, 1956 with additional functions/ features as are contained under Clause 49 of the Listing Agreement.

b. Composition: The Audit Committee was constituted by the Board of Directors in the year 2001 and comprises 2 Non-Executive Directors with one of them being independent and one Executive Director. The Chairman of the Committee is an independent Director. 4 (Four) meetings of the Committee were held during the year under review (24th June 2002, 29th July 2002, 30th October 2002 and 30th January 2003). The composition of the Committee and attendance of the members is given hereunder: