

20th ANNUAL REPORT

FINANCIAL YEAR –2002-2003



**E.COM INFOTECH (INDIA) LTD
210, JOLLY BHAVAN NO.2,
7, NEW MARINE LINES,
MUMBAI-400 020**

NOTICE OF ANNUAL GENERAL MEETING AND BOOK CLOSURE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of E.Com Infotech (India) Limited will be held at 210, Jolly Bhavan No.2, & New Marine Lines, Churchgate, Mumbai- 400 020. on the 27th June 2003 at 10.00 A.M. to transact the following business:

1. To receive consider and adopt the Audited balance sheet as on 31/03/2003 and report of the directors and Auditors thereon.
2. To appoint a Director in place of Smt. Priya Chaudhary who retires by rotation & being eligible offers herself for reappointment.
3. To appoint Auditors to hold office till the conclusion of the next Annual general Meeting and to fix their remuneration.

PLACE: Mumbai

DATE: 21/5/03

By Order of the Board of the Directors
For E.com Infotech (India) Limited


DIRECTOR

NOTES:

- 1) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only instead of himself. The proxy need not be a member of the company. The Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting at its Registered office.
- 2) The Register of Members and the Register of Transfers will remain closed on 27/06/2003.
- 3) Members are requested to intimate any change in their addresses to the company at their earliest quoting their folio numbers.
- 4) Members are requested to quote folio numbers in all correspondence and also bring with them the attendance Card which may be submitted at the entrance duly signed.
- 5) Members who are registered under two or more Ledger Folios are requested to write to the company for the consolidation, giving particulars of such folios and send the relevant share certificates.
- 6) Members desirous of obtaining any information concerning accounts and operations of the company are requested to address their questions in writing to the company at least 7 days before the date of the meeting so that information required may be made available at the Meeting.

PLACE: Mumbai

DATE: 21/5/03

By Order of the Board of the Directors
For E.com Infotech (India) Limited


DIRECTOR

DIRECTOR'S REPORT

The Members of
E.COM INFOTECH (INDIA) LIMITED

The Directors have pleasure in submitting their Report and Accounts for the year ended on 31st March 2003.

| | (Rs. in Lacs) | |
|------------------------------------|-------------------------|-------------------------|
| RESULTS | <u>2002-2003</u> | <u>2001-2002</u> |
| Net Sales / Income from operations | 33.78 | 36.83 |
| Other income | 0.00 | 0.18 |
| Total Expenses | 32.33 | 35.54 |
| Interest | 0.00 | 0.00 |
| Profit/Loss after Interest | | |
| but before depreciation & Taxation | 1.45 | 1.47 |
| Depreciation | 1.33 | 1.33 |
| Provision for Taxation | 0.00 | 0.00 |
| Net Profit/Loss | 0.12 | 0.14 |
| Profit/ (Loss) B/F | (50.34) | (50.48) |
| Profit available for Appropriation | | |
| Balance C/F to Balance Sheet | (50.22) | (50.34) |

RESERVES:

The General Reserve at the end of the year stands at Rs.5,00,000/-

DIVIDEND:

In view of insufficient profits, the Directors do not recommend any dividend for this year.

SALES:

The net turnover for the year under review amounted to Rs. 33,78,443/- as compared to Rs. 36,82,575/- last year.

OPERATION:

The operations of the company are improving and Directors are hopeful of better result in the coming year barring unforeseen circumstances.

BOARD OF DIRECTORS:

There were no changes in the composition of the Board of Directors during the period 1st April, 2002 to 31st March, 2003.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Annual Accounts have been prepared as per the accounting standards prescribed under section 211 (3C) of the Companies Act, 1956 and there are no material departures from the said accounting standards.

The accounting policies selected and the judgements and estimates made 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 of the company for the year ended 31st March, 2003.

Proper and sufficient care has been taken 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 preventing and detecting fraud and other irregularities

The annual accounts have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES:

The company does not have any employees whose particulars are required to be given under section 217(2A) of the Company Act 1956 read with the companies (Particulars of employees Rules 1975.

(I) PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT 1956:

Members for conservation of energy is an on going process and it has resulted in conservation of energy.

(II) TECHNOLOGY ABSORPTION:

Research and development (R&D):

| | |
|---|-----|
| 01. Specific areas in which R&D carried out by the company. | NIL |
| 02. Benefit derived as a result of the above R&D | NA |
| 03. Future plan of action | NIL |
| 04. Expenditure on R&D | NIL |

(III) FOREIGN EXCHANGE EARNINGS AND OUTGO:

| | | |
|---------------------------------|-----|----------|
| Earning in Foreign Exchange | Rs. | NIL |
| Expenditure in Foreign Exchange | Rs. | 67,200/- |

ACCOUNTS & AUDITORS' REPORT:

The observation made by the Auditors in their report has been duly Clarified/explained in the relevant notes forming part of the Annual Accounts which are self explanatory.

AUDITORS:

During the year M/s S.D. Chauhan & Co. Chartered Accountants expressed their inability to continue as the Auditors and M/s. SUNDAR SUBRAMANIAN & ASSOCIATES, Chartered Accountants were appointed as the Auditors of the Company till the Conclusion of next Annual General Meeting on the company. The Auditors M/s SUNDAR SUBRAMANIAN & ASSOCIATES retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment till the conclusion of the next Annual General Meeting. The Directors recommend their reappointment.

For and Behalf of the Board of Directors.



DIRECTOR


DIRECTOR

PLACE: MUMBAI
DATE: 29th April, 2003

SUNDAR SUBRAMANIAN AND ASSOCIATES CHARTERED ACCOUNTANTS

1, DESHABHIMANI, 30-31, SRINAGAR ESTATE, GOREGAON(WEST), MUMBAI- 400 062.
Ph: 022- 2875 25 02. E-mail: sundarsubramanian@hotmail.com

To
The Members of
E.Com Infotech (India) Limited.

We have audited the attached Balance Sheet of E.COM INFOTECH (INDIA) LIMITED, as at 31st March, 2003, and also the Profit and Loss Account of the Company for the period ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on my audit.

We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We have audited the attached Balance Sheet of E.COM INFOTECH (INDIA) LIMITED, as at 31st March, 2003, and also the Profit and Loss Account of the Company for the period ended on that date annexed thereto and report that:

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 we enclose in the annexure a statement on the matters specified in the paragraph 4 and 5 of the said order.
2. Further to our comments in the above paragraphs, annexure referred to in Paragraph (1) above we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit.
 - b) In our opinion, proper books of Account as required by law have been kept by the company, so far as appears from our examination of the books of account.
 - c) The Balance Sheet and Profit & Loss Account dealt with by the report are in agreement with the books of Account.
 - d) In our opinion, the Balance Sheet and Profit & Loss account dealt with by this report have been prepared in compliance with the accounting standards referred to in sub section 3 (C) of section 211 of the Act, to the extent applicable to the Company.