

21st ANNUAL REPORT

FINANCIAL YEAR –2003-2004



**E.COM INFOTECH (INDIA) LTD
505, AUTUMN GROVE
LOKHANDWALA TOWNSHIP
KANDIVLI EAST
MUMBAI-400 101**

NOTICE OF ANNUAL GENERAL MEETING AND BOOK CLOSURE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of E.Com Infotech (India) Limited will be held at 505, Autumn Grove, Lokhandwala Township, Kandivali (East), Mumbai- 400101, on the 30th June, 2004 at 10.00 A.M. to transact the following business:

1. To receive consider and adopt the Audited Balance Sheet as on 31/03/2004 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.

By Order of the Board of the Directors
For E.COM INFOTECH (INDIA) LTD.

DIRECTOR

Place : Mumbai
Date :20th April, 2004

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 30/06/2004.
3. Members are requested to intimate any changes 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 atleast 7 days before the date of the meeting so that information required may be made available at the Meeting.

By Order of the Board of the Directors
For E.COM INFOTECH (INDIA) LTD.

DIRECTOR

Place : Mumbai
Date :20/4/2004

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, 2004.

	2003-2004	(Rs. in Lacs) 2002-2003
Net Sales / Income from operations	35.02	33.78
Other income	0.00	0.00
Total Expenses	33.59	32.33
Inter	0.00	0.00
Profit / Loss after Interest but before depreciation & Taxation	1.43	1.45
Depreciation	1.33	1.33
Provision for Taxation	0.01	0.00
Net Profit / Loss	0.09	0.12
Profit / (Loss) B/F.	(50.22)	(50.34)
Profit available for Appropriation		
Balance C/F to Balance Sheet	(50.13)	(50.22)

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.35,02,379/- as compared to Rs.33,78,443/- 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:

The Company had inducted Mr. Dalpat Anjaria in the Board of Directors during this period 1st April, 2003 to 31st March, 2004.

DIRECTOR'S 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, 2004.

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 Rule 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 | N.A |
| 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.1,15,845/-

ACCOUNTS & AUDITOR'S 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.

REPORT ON CORPORATE GOVERNANCE:

The Report on Corporate Governance is attached to this Report.

AUDITORS:

The Directors requests the shareholders for the appointment of Auditors for the next financial year till the conclusion of the next Annual General Meeting.

For and Behalf of the Board of Directors.

DIRECTOR


DIRECTOR

Place : Mumbai

Date : ____ / ____ /200__

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, 2004, and also the Profit and Loss Account of the Company for the period ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting policies 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.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government 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.

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 accounts.
- 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.
- e) Based on the written representation received from the directors of the company and taken on record by the Board of Directors, we report that none of the directors of the company is disqualified as on 31st March, 2004 from being appointed as director as referred in section 274(1)(g) of the Companies Act, 1956.
- f) The following are the qualifications to the audited Accounts for the year ended 31st March, 2004:-
 - i) The Company has not provided for an outstanding amount of Rs.3,54,42,103/- shown as receivable from Sundry Debtors which is doubtful of recovery.
 - ii) The Company has not provided for the accruing liability on account of the gratuity payable to its employees on the basis of actuarial valuation as required by the Accounting Standards issued by the Institute of Chartered Accountants of India.
 - iii) The Debit and Credit Balances of the parties appearing in the Balance Sheet are subject to confirmation.
- g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to what is stated in Clause 2 (f) above and read with the qualifications appearing in the notes to accounts appearing in Schedule 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 2004, and
 - b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
 - c) in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

Place : Mumbai
Date : 07th April, 2004

For Sundar Subramanian & Associates
Chartered Accountants

