

23rd ANNUAL REPORT

FINANCIAL YEAR 2005-2006

E.COM INFOTECH (INDIA) LIMITED

74, WHISPERING PALMS,
LOKHANDWALA TOWNSHIP,
KANDIVALI (EAST),
MUMBAI- 400 101.

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NOTICE OF ANNUAL GENERAL MEETING AND BOOK CLOSURE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of E.Com Infotech (India) Limited will be held at 74, Whispering Palms, Lokhandwala Township, Kandivali (East), Mumbai-400101., on the 29th September, 2006 at 10.00 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2006 and report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ashwin Chaudhary who retires by rotation & being eligible offers himself 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.

(sd/-)
DIRECTOR

Place : Mumbai
Date : 14th August, 2006

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 26/09/2006
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 at least 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.

(sd/-)
DIRECTOR

Place : Mumbai
Date : 14th August, 2006

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, 2006.

	<u>2005-2006</u>	(Rs. in Lacs) <u>2004-2005</u>
Net Sales / Income from operations	10.15	38.33
Other income	0.00	0.00
Total Expenses	9.49	36.20
Interest	0 00	0.00
Profit / Loss after Interest		
but before depreciation & Taxation	0 66	0.93
Depreciation	0 56	0 86
Provision for Taxation	0 00	0 03
Net Profit / Loss	0 10	0 04
Profit / (Loss) B/F.	(50.12)	(50 12)
Profit available for Appropriation		
Balance C/F to Balance Sheet	(50.12)	(50.08)

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.10,15,188/- as compared to Rs.37,89,275/- 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:

No changes in the Board of Directors during the year.

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, 2006.

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.	NIL

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:

During the year the Company has appointed Mr. Janak M Mehta (chartered Accountant) as auditor of the Company and the Directors request the shareholders for the appointment of auditor for the next financial year till the conclusion of the next Annual General Meeting.

For and Behalf of the Board of Directors.

(sd/-)

DIRECTOR

(sd/-)

DIRECTOR

Place : Mumbai

Date : 14/08/2006

REPORT ON CORPORATE GOVERNANCE

(To be included as part of the Annual Report)

I. Company's philosophy on Corporate Governance:

Your Company believes that corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Towards this end your company strives to instill and maintain a commitment to do right things.

II. Board of Directors:

The following are the information on the Board of Directors of the Company: -

1) Composition and Category

- a) Ashwin C. Chaudhary - Executive-Chairman
- b) Priya A. Chaudhary - Executive- Director
- c) J K Subramanian – Non-Executive Independent
- d) Dalpat Anjaria - Non-Executive Independent

2) **Attendance of Directors:** All the directors have attended all the Board Meeting

3) **Number of Board of Director Meetings:** Four

Held on: 28/6/2005; 29/7/2005; 29/10/2005; 27/1/2006

III. Audit Committee:

The Company has appointed an Audit Committee for looking into major traditions with an independent Director Mr. J K Subramanian has been in the finance line. The meetings were held on 28/4/2003, 15/10/2003 and 25/1/2004. Since the total number of non-executive directors were only two the other two members were independent personnel.

IV. Remuneration Committee:

The remuneration of the executive directors are consolidated and fixed. There were no other benefits paid to the Directors except for the consolidated pay. All the compensation was discussed in the Board Meeting and have been passed by the Board.

V. Shareholders Committee:

Name of Non Executive Director heading the Committee	Mr. Dalpat Anjasia
Name and Designation of Compliance Officer	Mr. Ashwin Chaudhary- Managing Director
Number of shareholders complaints received	NIL
Number not solved to satisfaction of shareholders	NIL
Number of Pending Complaints	NIL

VI. General Body Meeting:

Location and time where last three AGM's held	Year	Date	Time	Location
	2002-2003	27/06/2003	10:00am	210, Jolly Bhavan No. 2, New Marine Lines, Churchgate, Mumbai – 400020.
	2003-2004	24/06/2004	10:00am	505, Autumn Grove, Lokhandwala Township, Kandivali (East), Mumbai – 400101.