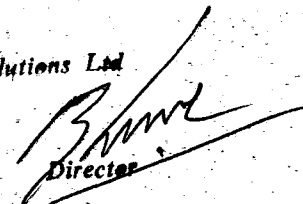


EMPIRE UNIFOR SOFTWARE SOLUTIONS LIMITED

11th ANNUAL REPORT 2005-2006

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For Empire Unifor Software Solutions Ltd


Director

EMPIRE UNIFOR SOFTWARE SOLUTIONS LIMITED

ELEVENTH ANNUAL REPORT 2005-2006

**BOARD OF DIRECTORS : MR. SHAILESH PARIKH
MR. YATIN THAKKAR
MR. BHAVESH DESAI
MR. MANOJ NAYAK
MR. SANTOSH KAHAR**

**REGISTERED OFFICE : CHINOI BUILDING,
STATION ROAD,
VADODARA-390 002.**

**AUDITORS : M/S MAHENDRA P. SHAH & CO.
CHARTERED ACCOUNTANTS
224, UNIQUE TRADE CENTRE,
OPP. HOTEL SURYA,
SAYAJIGUNJ,
VADODARA- 390 005.**

**BANKERS : PUNJAB NATIONAL BANK.
MAHAJANGALI- VADODARA.**



EMPIRE-UNIFOR SOFTWARE SOLUTIONS LIMITED

Formerly Known as Empire Infrastructure and Developers Limited

Corp. Office : Galav Chambers, 9th Floor, Sayajigunj, Baroda-390 005. Ph.: 361551, 363452 Fax : (0265) 363242

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of **EMPIRE-UNIFORM SOFTWARE SOLUTIONS LIMITED** will be held on, Saturday, the 30th September, 2006 at 11:00 a.m. at the Registered Office of the Company at Chinoi Building, Station Road, Vadodara-390002 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date and the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Manoj Nayak, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Santosh Kahar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

For & on behalf of the Board

Date: 5/09/2006

Place: Vadodara

Director

NOTE :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND, AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF, AND PROXY NEED NOT BE A MEMBER.
2. PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.



EMPIRE-UNIFOR SOFTWARE SOLUTIONS LIMITED

Formerly Known as Empire Infrastructure and Developers Limited

Regd. Office: Chinnai Bldg., Station Road, Nr. Natraj Cinema, Vadodara - 390 002 India
Phone: (0265) 5542828 E-mail: jay7640@rediffmail.com

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their ELEVENTH Annual Report together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2006.

1. FINANCIAL AND WORKING RESULTS:

Particulars	2005-2006 (Rs.)	2004-2005 (Rs.)
GROSS PROFITS/(LOSS) BEFORE DEPRECIATION :	(5,50,309)	(5,64,424)
Less: Depreciation	97,831	1,33,054
PROFIT /(LOSS) BEFORE TAXATION :	(6,48,140)	(6,97,478)
Add/(Less): Provision for Taxation :		
- current tax	NIL	NIL
- deferred tax		
- Fringe Benefit Tax		
- earlier year tax		
NET PROFIT/(LOSS) FOR THE YEAR :	(6,48,140)	(6,97,478)
Less: Prior Period Adjustment	0	9000
Add: Balance brought forward	(52,22,694)	(45,16,216)
BALANCE CARRIED TO BALANCE SHEET :	(58,70,834)	(52,22,694)

During the year under review, the Company has not carried out any operations. However, your Directors are exploring avenues to resume the operations.

2. DEPOSITS:

The Company has not accepted any deposits during the year within the meaning of the Companies (Acceptance of Deposits) Rules, 1975.



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3. DIVIDENDS:

In view of carried forward losses, your Directors do not recommend any dividend on Equity shares.

4. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration of Rs. 24,00,000 p.a. or Rs. 2,00,000 p.m. for part of the year or more and hence no particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956.

5. PARTICULARS RELATING TO CONSERVATION OF ENERGY:

A. CONSERVATION OF ENERGY:

The Company does not have any information required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure in particulars in the report of Board of Directors) Rules, 1988 to offer and hence no particulars have been furnished.

B. FOREIGN EXCHANGE EARNINGS & OUTGO :

During the year the Company has neither earned nor spent any foreign exchange.

6. DIRECTORATE:

Mr. Manoj Nayak and Mr. Santosh Kahar retire at the ensuing Annual General Meeting and being eligible, offer themselves for their reappointment as Directors liable to retire by rotation.

7. DIRECTORS' RESPONSIBILITY STATEMENT :

(a) Your Directors have endeavoured to follow the applicable accounting standards alongwith proper explanation relating to material departures if any, while preparing the annual accounts;



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(ii) Your Directors have endeavoured to select such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the period;

(iii) Your Directors have endeavoured to take proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) Your Directors have prepared the annual accounts on a going concern basis

8. AUDITORS:

M/s. MAHENDRA P. SHAH & CO., Chartered Accountants, Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment. You are requested to appoint Auditors and fix their remuneration.

9. ACKNOWLEDGEMENTS:

Your Directors take opportunity to express their gratitude to Government, Bankers, employees, and Shareholders for their valuable support and co-operation.

FOR AND ON BEHALF OF THE BOARD

Date: 05-09-2006

Place: Vadodara

CHAIRMAN

MAHENDRA .P. SHAH & CO.
CHARTERED ACCOUNTANTS

224, UNIQUE TRADE CENTER
OPP. SURYA HOTEL
SAYAJIGUNJ
VADODARA – 390 005
PHONE NO. 6622649 - 2363889

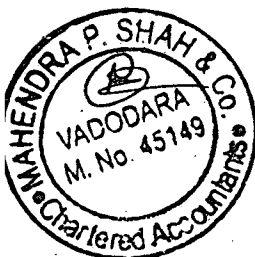
AUDITORS' REPORT

To
The Members
EMPIRE-UNIFOR SOFTWARE SOLUTIONS LIMITED

We have audited the attached Balance-sheet of **EMPIRE-UNIFOR SOFTWARE SOLUTIONS LIMITED** as at 31st March 2006 and also the annexed Profit and Loss Account of the Company 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 conduct our audit in accordance with auditing standards generally accepted in India. Those Standard require that we plan 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 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.

1. As. required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms section 227- (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Reference is invited :-
 - a) That since the F.Y.2001-02 the Company has not undertaken any business activity.
 - b) That since the beginning the Company has not complied with the provisions of Section 383 A of The Companies Act, 1956 relating to appointment of a whole time secretary. Therefore, we are unable to specifically comment on the maintenance of various statutory registers, records, compliance of Stock Exchange listing agreement, SEBI Rules & Regulations and The Companies Act, 1956.
 - c) That management of the Company has not taken due care to arrange in order and or to preserve past year Books of Accounts, relevant records and Share Holders records etc. in a proper manner & at a proper place.
 - d) For continuing contravention of Section 372A of the Companies Act, 1956 for aggregate inter-corporate loans of Rs.7,43,42,502/- which are in excess of the limit specified thereto.



05.09.06