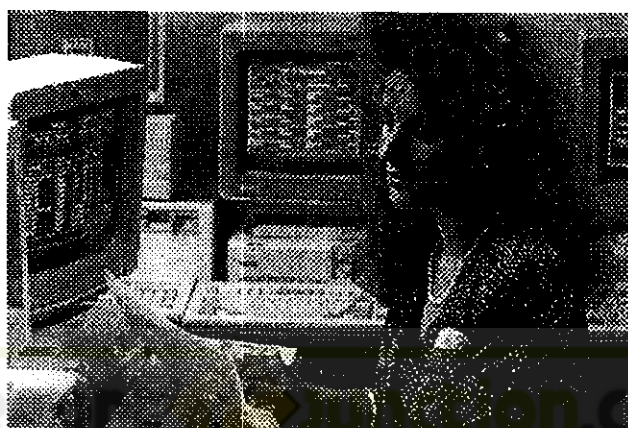


UNIPORT COMPUTERS LIMITED



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9th Annual Report 1999-2000

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Securities and Exchange Board of India vide its Letter No.SMDRP-POLICY:CIR-14/99 DATED 19TH May,1999 has advised all the Stock Exchanges for amending Clause 32 of the Listing Agreement to the effect that a Company may supply single copy of complete and full Balance Sheet and Profit & Loss Account and Director's Report to the shareholders residing in one household and in that event, it will supply Abridged Balance Sheet to all the shareholders in the same household .

**UNIPOINT COMPUTERS LIMITED****BOARD OF DIRECTORS**

Mr. D. B. Negandhi
Ms. Bharti Bhutani
Mr. V. Nallaiha

COMPANY SECRETARY

Ms. Malathi M.

AUDITORS

C. R. Reddy & Co.
Chartered Accountants
Hyderabad

SOLICITORS

Desai & Diwanji
2nd Floor, Lentin Chambers,
Fort, Dalal Street,
Mumbai - 400 001.

REGISTERED OFFICE

501, JVL Plaza,
Anna Salai, Tynampet,
Chennai - 600 018.

COROPRATE OFFICE

111, Marwah Industrial Estate,
Off Saki Vihar Road,
Saki Naka, Andheri (E),
Mumbai - 400 072.

**ANNUAL REPORT 1999-2000****NOTICE**

Notice is hereby given that the 9th Annual General Meeting of the members of company will be held at the Hotel Hitash 9, Gandhi - Irwin Road, Egmore, Chennai - 600 008, on Thursday, 23rd November, 2000 at 11.00 a.m. to transact the following business :

As Ordinary Business :

1. To receive consider and adopt the audited Balance Sheet as on 31st May, 2000 and Profit & Loss Account for the period ended on that date together with Reports of the Directors and Auditors thereon.
 2. To appoint a Director in place of Mr. D. B. Negandhi who retires by rotation and being eligible offers himself for re-appointment.
- To re-appoint M/s C. R. Reddy & Co., Chartered Accountants, Hyderabad, as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

AS SPECIAL BUSINESS :

4. **To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. V. Nalliah be and is appointed as Director of the Company and to hold the office of Director and is liable for retirement by rotation.

By Order of the Board

Sd/-
M. Malathi
Company Secretary

Place : Mumbai
Dated : 15th Sept. 2000

Registered Office :

701, JVL Plaza,
Annasalai, Tynampet
Chennai - 600 018.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTYEIGHT HOURS BEFORE THE MEETING.
2. An explanatory statement as required under Section 173 (2) of the Companies Act, 1956 pertaining to the Special Business contained in items 4 and 8 is annexed.
3. Members are required to intimate the change of their registered address, if any, with the pin code quoting reference to their folio number and to send their transfer deed etc., to the registered office of the company.
4. Members are requested to quote their registered folio numbers in all correspondence.



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5. The company's Memorandum of Association and Articles of Association are open for inspection at the Company's registered office during the usual business hours on any working day.
6. Members are requested to bring their copy of the Annual Report and Attendance slip at the A.G.M.
7. The Register of transfer and share holders Register shall remain closed as recent date for AGM from Monday 20th November 2000 to Thursday 23rd November 2000 (Both days are inclusive) for the conducting of the A.G.M.
8. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their questions to the company at least 7 days before the date of meeting so that the information required may be made at the meeting.
9. Please Note that the company has signed the Tri-parfit agreements with NSDL & CDSL. One demat no & ISIN INE - 491B01011.

10. Attendance Records of Directors

Name of Directors	No. of B.M. held during the year	No. of B.M. Attended	Last AGM Attended (Y/N)
Mr. D. B. Megandhi	8	8	N
Mr. M. H. Sane	8	3	Y
Ms. Bharti Bhutani	8	8	N
Mr. R. K. Kapur	8	3	Y
Mr. B. Mullick	8	3	Y
Mr. V. Malliha	8	4	Y

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT "PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 4

Mr. V. Nalliaha was appointed by the Board of Directors as Additional Director at the Board Meeting and he is holding the office untill the conclusion of this Annual General Meeting. The Board of Directors recommend his appointment for approval by the Shareholders.

By Order of the Board

Sd/-
B. Bhutani
Director

Sd/-
M. H. Sane
Director

Place : Mumbai

Dated : 15th Sept., 2000

Registered Office :

501, JVL Plaza,
Annasalai, Tynampet
Chennai - 600 018.