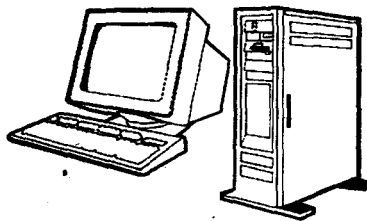


UNIPORT COMPUTERS LIMITED



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11TH ANNUAL REPORT 2001-2002

BOARD OF DIRECTORS

MR. V. NALLAYA
MR. D.B. NEGANDHI
MS. B. BHUTANI
MS. SANDRA COUTINHO

WHOLE TIME DIRECTOR
DIRECTOR
DIRECTOR
NOMINEE DIRECTOR

REGISTERED OFFICE

501, JVL PLAZA
1ST FLOOR, TEYNAMPET
CHENNAI-600 018.

SOLICITOR

DESAI DEWANJI & CO.
FORT
MUMBAI 400 001

REGISTRAR & TRANSFER AGENT

BIGSHARE SERVICES (PVT.) LTD.
E-2, ANSA INDUSTRIAL ESTATE,
SAKI VIHAR ROAD,
SAKI NAKA, ANDHERI (E),
MUMBAI 400 072.

AUDITORS

C.R. REDDY & CO.
CHARTERED ACCOUNTANTS
HYDERABAD

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NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the shareholders of Uniort Computers Limited will be held at Liberty Park Hotel, 9, First Main Road, U.I. Colony, Kodambakkam, Chennai-600024 on Friday the 22nd November 2002 at 10.00.a.m. to transact the following business:

1. To receive, consider and adopt :
 - *The Audited balance sheet as at 31st May, 2002 ;
 - * The Profit & Loss Account for the year ended on that date;
 - * Directors' and Corporate Governance Report for the year 2001-02;
 - *The Auditors' Report thereon.
2. To appoint a director in place of Mr. D.B. Negandhi who retires from the office by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

"RESOLVED THAT Messrs C.R. Reddy & Co., Chartered Accountants, Hyderabad, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company, on such remuneration, as may be mutually agreed upon between the Board of Directors. The remuneration package may possibly be fees plus reimbursement of actual traveling and other out-of-pocket expenses and service tax, if any".

By Order of the Board
For Uniort Computers Limited

V. Nallaya
WHOLE TIME DIRECTOR

Registered Office
501, JVL Plaza, 1st floor
Teynampet,
Chennai 600 018.

Dated: 27th September, 2002

NOTES**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF (A PROXY NEED NOT BE A MEMBER)**

- The proxy should, however, fill up and sign the proxy form and deposit at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- The register of members and the share transfer books of the company shall be kept closed from Tuesday the 19th November, 2002 to Friday the 22th November, 2002 (both days inclusive).
- Members desirous of obtaining any information concerning the accounts of the company are requested to address their questions to the Company Secretary at least seven days before the date of meeting, so that the information required may be made available at the meeting.
- The members are requested to inform the company immediately about the change in their addresses.
- Members/Proxies should bring the attendance slip duly filled-in and signed by the member and proxy for attending the meeting.

**By Order of the Board
For Uniort Computers Lintied**

**V. Nallaiya
WHOLE TIME DIRECTOR**

Registered Office

501, JVL Plaza, 1st floor
Teynampet,
Chennai 600 018.

Dated: 27th September, 2002

DIRECTORS'S REPORT

Dear Shareholders

Your directors have pleasure in presenting the 11th Annual Report and the Audited Statement of Accounts of the company for the financial year ended 31st May, 2002 .

	(Rs.'000)	
FINANCIAL RESULTS	2000-2001	2001-2002
Turnover	32,559	3773
Gross Profit before interest and depreciation	(1704)	(76)
Less: Interest	Nil	Nil
Depreciation	49	49
Profit before tax	(1753)	(27)
Less: Provision for taxation	Nil	Nil
Profit after tax	(1753)	(27)
Pre-Period Adjustments	(18,962)	Nil
Balance B/F from previous year	347,354	326,640
Amount available for appropriation	326,640	326,613
TOTAL	326,640	326,613
Appropriations:		
Proposed dividend on equity shares	Nil	Nil
Corporate tax on dividend	Nil	Nil
Debenture Redemption Reserve	Nil	Nil
Balance carried to Balance Sheet	326,640	326,613

DIVIDEND

Your directors have not recommend any dividend for the year 31st May, 2002.

PERFORMANCE

The sales of the company for the year ended touched Rs. 37.73 lakhs and Net Loss was Rs. 27,000/-.

The Company had lost business due to terrorist attack in USA on 11th September, 2001 and as well as poor domestic scenario, industry downtrend, war threats and global recession. The year under review was one of the most challenging years for the IT industry all over the world.

ISSUE OF SHARES

During the year, 1,50,00,000 equity shares of Rs.10/- each were offered on the ratio of 5:1 on swap basis to other than promoters and existing shareholders to acquire software business and as well as investments in those companies. The Madras Stock Exchange Limited and The Stock Exchange, Mumbai have issued the listing approvals for the said equity shares.

CLAIM OF LOSS

The operation of the company had a set back consequent upon the collapse of the operating office building (Poonam Chambers, B Wing, Dr. A. B. Road, Worli, Mumbai) on 16th September, 1997, as a result of which the company had suffered huge losses. The losses quantified have been into claims receivable based on legal advice. The dislocation of the operation has been corrected over the months and it is expected to improve upon further during the current year.

FIXED DEPOSITS

The Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

DIRECTORS

Mr. D.B. Negandhi retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement Under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, It is hereby confirmed:-

- * that in the preparation of the Annual Accounts for the financial year ended 31st May, 2002 the Application Accounting Standards had been followed along with giving proper explanation relating to material dispatches;
- * that the directors have selected such accounting policies and applied them consistently and made judgments/ estimates that were 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 the Profit/Loss account of the Company for the year under review.
- * that the directors had taken proper and sufficient care 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 for preventing and detecting fraud and other irregularities.
- * that the directors had prepared the accounts for the financial year ended 31st May, 2002 on an "on-going concern" basis.

AUDITORS

M/s C.R. Reddy & Co., Chartered Accountants, Auditors of the Company shall hold the office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

PERSONNEL

As there are no employees drawing remuneration, as per provisions of the Act and due to that there is no requirement to submit particulars of employees, as per the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975,

ENERGY TECHNOLOGY AND FOREIGN EXCHANGE

Information in accordance with the Provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings/outgo is given, which is not forming part of this report.

COMPLIANCE CERTIFICATE

Your Company continues to be committed to the system of good corporate governance by increased transparency and accountability to its shareholders. Pursuant to Clause 49 of the Listing Agreements with Stock Exchanges, a Report on Corporate Governance and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

ACKNOWLEDGEMENT

Your directors place on record their appreciation of the assistance/support extended by all government authorities, financial institutions, banks, consultants, solicitors, shareholders and debenture holders of the Company. Your directors also wish to thank the management and staff of the Promoter Company, for the continuous guidance/support received from them. Your directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company.

For & On Behalf of the Board

V. Nallaiya
WHOLE TIME DIRECTOR

B. Bhutani
Director

Dated: 27th September, 2002
Place : Chennai

ANNEXURE A

The information required u/s 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of the Board of the Directors) Rules, 1988.

A) Conservation of Energy	Nil
B) Form of disclosure of particulars with respect to absorption of Technology Research & Development (R&D)	Nil

FORM B**Research & Development**

Specific areas in which R & D carried out by the company	Nil
Benefits derived as a result of the above R & D	Nil
Future Plan of Action	Nil
Expenditure on R & D	Nil

	CURRENT YEAR	PREVIOUS YEAR
Capital	Nil	Nil
Recurring	Nil	Nil
Total R & D Expenditure as a	Nil	Nil
Percentage to Total Turnover	Nil	Nil
Technology Absorption, Adoption and Innovation and benefits derived there from :	Nil	
Technology Imported and Absorbed	Nil	

Foreign Exchange Earnings/Outgoings:

	CURRENT YEAR	PREVIOUS YEAR
Earning	Nil	Nil
Expenditure	Nil	Nil
Valued of Imports on CIF	Nil	Nil

For & On Behalf of the Board

V. Nalliaya
WHOLE TIME DIRECTOR

B. Bhutani
Director

Dated: 27th September, 2002
Place : Chennai

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance is given below:

Mandatory Requirements**Company's Philosophy on Code of Governance**

The company's philosophy of Corporate Governance is aimed at efficient conduct of its business meeting, its obligations to shareholders, to fulfill its corporate responsibilities and to achieve its financial objectives.

Board of Directors

Composition:- The present strength of the Board consists of three Directors. Attendance of each director at the Board meetings and the last AGM conducted. Nine Board Meetings were held in 2001-2002.

Name of the Director	Category of Directorship	No. of Board Meetings attended	% of total meetings attended	Attendance at the last AGM
Mr. V. Nallia	W.T.D.	7	100	N
Mr. D.B. Negandhi	Director	7	100	Y
Ms. Bharti Bhutani	Director	6	90	N

Audit Committee

Terms of Reference & Composition, Name of the Members and Chairman

The Audit Committee comprises of Mr. V. Nallia, Chairman of the Committee and Mr. D.B. Negandhi and Ms. B. Bhutani all being independent non-executive directors. The W.T.D. and the other directors along with Statutory Auditors are invitees to the meeting. The Terms of Reference of this Committee are wide enough covering the matters specified in Audit Committee under the Listing Agreements.

Audit Meetings and the attendance during the year.

There were five meetings of the Audit Committee during the year 2001-2002.

The terms of reference of the Audit Committee include:

- To review the company's reporting process and its financial process;
- To review the accounting and financial policies and practices;
- To review the efficiency of the internal control mechanism and monitor risk management policies adopted by the company and ensure compliance with regulatory guidelines;
- To review reports furnished by the auditors and ensure that suitable follow up action is taken;
- To examine accountancy, taxation and disclosure aspects of all significant transactions;
- Recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services;
- To look into the reasons in case of defaults in the payment to the depositors, shareholders and in case of non-payment of declared dividends.