

# **UNIPOINT COMPUTERS LIMITED**

## **13<sup>TH</sup> ANNUAL REPORT**

**2003-2004**



**FRIDAY 26<sup>TH</sup> NOVEMBER, 2004**

**AT**

**Hotel SHELTER, NO.19, 20, 21,  
Venateshra Agraharam Street, Mylapore, Chennai-600004**

## **UNIORT COMPUTERS LIMITED**

### **CONTENTS**

- 1. NOTICE**
- 2. DIRECTOR'S REPORT**
- 3. CORPORATE GOVERNANCE REPORT**
- 4. AUDITOR'S REPORT & COMPLIANCE REPORT**
- 5. BALANCE SHEET**
- 6. PROFIT & LOSS**
- 7. SCHEDULE**

#### **BOARD OF DIRECTORS**

- |                              |                            |
|------------------------------|----------------------------|
| <b>1. SH.V.NALLAYA</b>       | <b>WHOLE TIME DIRECTOR</b> |
| <b>2. SH.D.B.NEGANDHI</b>    | <b>DIRECTOR</b>            |
| <b>3. MS.B.BHUTANI</b>       | <b>DIRECTOR</b>            |
| <b>4. MS.SANDRA COUTINHO</b> | <b>NOMINEE DIRECTOR</b>    |

#### **COMPIANCE OFFICER**

**SH.V.NALLAYA**

#### **AUDITORS**

**Y.K.TOLIA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS,**  
**MUMBAI**

#### **Registered Office**

**CITI CENTRE, BMD CENTER,39,**  
**II ND FLOOR,**  
**THIRUMALAI PILLAI ROAD,**  
**T.NAGAR,**  
**CHENNAI-600017**

#### **REGISTRAR & TRANSFER AGENT**

#### **SHAREPRO SERVICES**

**Big Share Services P Ltd. Ansa Industrial**  
**Estate, Saki Vihar Road,**  
**Sakinaka, Andheri (E),**  
**Mumbai - 400 072.**

## NOTICE

**NOTICE** is hereby given that the 13th Annual General Meeting of the shareholders of Uniport Computers Limited will be held at Hotel SHELTER, NO.19,20,21,Venateshra Agraharam Street, Mylapore, Chennai-600004 on Friday 26th November, 2004 at 10.00 a.m., to transact the following business:

1. The Audited Balance Sheet as at 31<sup>st</sup> May, 2004;

- ♦ The Profit & Loss Account for the year ended on that date;
- ♦ Directors' and Corporate Governance Report for the year 2003-04;
- ♦ The Auditors' Report thereon.

2. To appoint a Director in place of Ms. B. Bhutani, who retires from 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 an Ordinary Resolution:

**"RESOLVED THAT** Messrs Y. K. Tolia & Associates., Chartered Accountant, Mumbai, 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 and the Auditors fees plus reimbursement of actual traveling and other out of pocket expenses and service tax, if any".

**By Order of the Board  
For UNIPORT COMPUTERS LIMITED**

**V. Nallaya  
WHOLE-TIME**

### **Registered Office**

**CITI CENTRE, BMD BUSINESS CENTER, 39,  
II ND FLOOR,  
THIRUMALAI PILLAI ROAD,  
T. NAGAR,  
CHENNAI-600017  
Dated : 1. 10. 2004**

## **NOTES**

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

- The instrument appointing a proxy should, however, be deposited 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 will remain closed from Thursday 20<sup>th</sup> November, 2004 to Friday 26<sup>th</sup> November 2004 (both days inclusive).
- Members desirous of obtaining any information concerning the accounts of the company are requested to address their question 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 advise the company immediately of their change in address registered with the company.
- Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

By Order of the Board

For **UNIPOINT COMPUTERS LIMITED**

**V. NALLAYA**  
Whole-time Director

**Registered Office**  
**CITI CENTRE, BMD BUSINESS CENTER, 39,**  
**IIND FLOOR,**  
**THIRUMALAI PILLAI ROAD,**  
**T.NAGAR,**  
**CHENNAI-600017**

**Date: 1<sup>ST</sup> OCTOBER, 2004**

**DIRECTORS'S REPORT****Dear Shareholders**

Your directors have pleasure in presenting the 13th Annual Report and the Audited Statement of Accounts of the company for the financial year ended 31st May, 2004.

**1.FINANCIAL HIGHLIGHTS****(Rs.'000)**

<b>FINANCIAL RESULTS</b>	<b>2003-2004</b>	<b>2002-2003</b>
Turnover	4283	3181
<u>Gross Profit before interest and depreciation</u>	120	148
Less: Interest	Nil	Nil
Depreciation	49	49
Profit Before Tax	71	99
Less: Provision for Taxation	NIL	NIL
Profit After Tax	71	99
Balance B/F from previous year	326,712	326,613
Amount available for appropriation	326,783	326,712
<b>TOTAL</b>	<b>326,783</b>	<b>326,712</b>
<u>Appropriations:</u>		
Proposed dividend on equity shares	Nil	Nil
Corporate tax on dividend	Nil	Nil
Debenture Redemption Reserve	Nil	Nil
Balance carried to Balance Sheet	326,783	326,712
<b>TOTAL</b>	<b>326,783</b>	<b>326,712</b>

**2. MANAGEMENT ANALYSIS AND DISCUSSION****COMPANY PERFORMANCE**

The sales of the Company for the year ended 31<sup>st</sup> May,, 2004 touched Rs.42.83 lakhs and Net Profit were Rs.0.71 lakhs. Your Company has lost the business due to poor domestic scenario, industry downtrend, war threats and global recession. The year under review was one of them most challenging years for IT industry all over the world. Constant efforts are put to redesign the planning and implementation process to aim for leadership on the theme of rapid growth and differentiation .We are confident that the steps taken will help achieve the size, scalability, brand and ambition necessary to create the next generation IT Solutions and Services Company.

**REVIEW OF OPERATIONS**

The Indian IT Industry is one of the top 10 industries in India. The IT Industry has shown signs of recovery and IT/Technology expenditure is expected to rise this year as against a stagnant trend in the past two years. The domestic growth has been driven by rapid expansion of IT Infrastructure by Government, Education, Telecom, BPO and Corporate segments. The Indian IT Industry is interspersed with several large, medium and small

players offering their services. The competition and challenges to medium size niche players like UCL is emerging primarily from large system integration companies.

Your Company is strong in providing IT Infrastructure set-up, support and management as well as in the system integration business. The wide range of products and solutions, domain expertise and competency pools created by the Company over the year has helped in customer retention and addition of new customer accounts. Clients are looking for a company that is a trusted advisor and a strategic partner. In response to clients needs, we have been working on several new service initiatives. Your company seeks long term partnerships with clients while addressing their various IT requirements. Your Company's customer centric approach has resulted in high levels of client satisfaction.

Your Company has reorganized to face new challenges of greater client expectations, rapidly changing business scenario and heightened competition. As a part of it business process reengineering the Company is constantly analyzing the business areas to focus on the most profitable and productive ones. This has helped in maintaining the profitability levels despite the reduction in the sales turnover. Your Company has also helped many of its clients improve their processes and systems by providing consulting services and high-end products and solutions.

## **OUTLOOK**

The domestic IT spends is likely to continue its current upward trend. Organizations have been increasing their IT spends for process improvements and efficiency enhancements to face competition and increased productivity. Organizations are widely outsourcing the various activities of managing their IT infrastructure to increase operational efficiency.

Your Company has clearly drawn its roadmap as a dominant provider of end-to-end IT solutions and services encompassing comprehensive services of IT infrastructure design, implementation and lifecycle support. Continuous research and development of new services, products, processes and solutions allows your Company to enhance quality, productivity and customer satisfaction through innovation. Initiatives are being taken for development of solutions on Storage systems, Disaster Management Systems, Security, Converged Communications etc.

Your company has established a national service network and this will help in providing support to a large base of customers. Your company is continuously evolving new business processes, modifying its existing line of activities and expanding its business capabilities to gain higher growth and market share.

## **ISSUE OF SHARES**

The Company has issued /allotted the 1,50,00,000 equity shares of Rs.10/- each were offer on swap basis to the ther than promoters and existing shareholders to acquire the software business and investments in those companies .The aforesaid shares have been duly listed with the stock exchanges at Madras Stock Exchange. Limited, Chennai and The Stock Exchange, Mumbai and approval from Calcutta Stock Exchange Association Ltd., Kolcutta for listing is awaiting by the company.

## **DIVIDEND**

Your Directors do not recommend any dividend for the year 31<sup>st</sup> May,2004.

**DELISTING OF EQUITY SHARES**

As per SEBI guidelines on further issue listing must be listed at any one of the Nationalized Stock Exchange having nationwide terminals network for the purpose of trading at BSE/ NSE have to obtain the approval of any such stock exchange in the interest of the investors/shareholders. The company has already taken the approval of the shareholders and submitted the application for the purpose of de-listing of Equity Shares from the Calcutta Stock Exchange Ass. Ltd., Kolkata due to new norms of the SEBI (De-listing of Securities) Guidelines, 2003 as the equity shares would continue listed on The Madras Stock Exchange Limited, Chennai (Regional Stock Exchange), Chennai and The Stock Exchange, Mumbai.

**CLAIM OF LOSS**

The Company's operation had a set back consequent upon the collapse of the operating office building (Poonam Chambers, B Wing, Dr.A. B.Road, Worli, Mumbai) on 16<sup>th</sup> september, 1997, as a result of which the Company has suffered huge losses. The losses quantified has been into claims receivable based on legal advise. 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**

Ms.B.Butani retire 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 31<sup>st</sup> May, 2004 the Application Accounting Standards had been followed along with proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgments and 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 of the profit or loss of the company for the year under review.
- that the Director 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 31<sup>st</sup> May, 2004 on a going concern basis.

**AUDITORS**

M/s Y.K.Tolia & Associates, Chartered Accountants, Auditors of the company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Due to change in the constitution in the firm of M/s Bharati & Associates, Chartered Accountants, the same was noted by the company.



**PERSONNEL**

As there are no employees, drawing remuneration as per provisions of Section 217(2A) of the Companies Act, 1956, 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 provisions of Companies (Particulars of Employees) Rules, 1975.

**Conservation of Energy, Technology Absorption, Research & Development and Foreign Exchange Earnings and Outgo:-****Conservation of Energy:**

The Company's operations involve low energy consumption. However efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

**Technology Absorption:**

The Technology available and utilized is continuously being upgraded to improve overall performance and productivity.

**Research & Development:**

Your company believes that Research & Development is a continuous process and is a key driver to scalable and sustained corporate excellence. Our Research & Development activities help us gear for future opportunities and are focused to provide unique benefits to our customers. Accordingly during the year, several key focus areas were identified.

**Foreign Exchange Earnings: Nil Foreign Exchange Outgo : Nil**

**COMPLIANCE CERTIFICATE**

A certificate from the auditors of the company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the listing agreement is attached to this report.

**CORPORATE GOVERNANCE**

Your Company continues to be committed to the systems of good corporate governance by increased transparency and accountability to its shareholders. Pursuant to clause 49 of the Listing Agreement 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 and support extended by all government authorities, financial institutions, banks, consultants, solicitors, shareholders and debenture holders of the company. Your directors also wish to thank management and staff of, the promoter company, for the continuous guidance and support received from them. Your directors express their appreciation for the dedicated and sincere services rendered by employees of the company.

For and on behalf of the Board

**V. Nallaya**  
**Director**

**B. Bhutani**  
**Director**

Dated 1<sup>st</sup> October, 2004

Place: CHENNAI



## **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

**To: The Board of Directors of  
UNIPOINT COMPUTERS LTD.  
CHENNAI**

We have examined the compliance of Corporate Governance of the Company for the year ended 31<sup>ST</sup> May, 2004, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of the Corporate Governance is the sole responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company, for ensuring compliance with the conditions of the Corporate Governance, as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, to the best of our information and according to explanations given to us and the representations made by the directors and the management, we certify that the company has complied with all the conditions of Corporate Governance, as stipulated in Clause 49 of the above-mentioned listing agreement.

As required by the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India, we certify that, subject to the above, the company has complied with the conditions of Corporate Governance, as stipulated in the above-mentioned listing agreement.

We further state that such compliance is either an assurance, as to the future viability of the company, or the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Y.K.TOLIA & ASSOCIATES.**  
***Chartered Accountants***

**Y.K.TOLIA**  
**SOLE PROPRIETOR**

**Place : MUMBAI**  
**Date: 1<sup>ST</sup> OCTOBER, 2004**