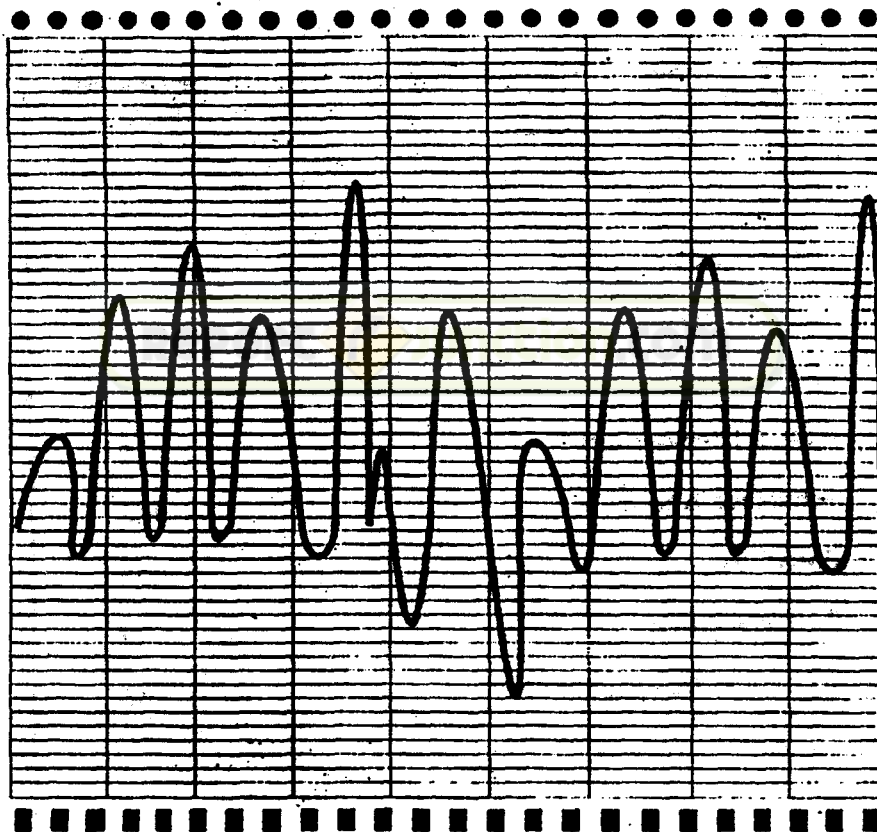


**ANNUAL
REPORT
2002-2003**



GRAPHIC CHARTS LTD.

DIRECTORS : S. R. KAUSHIK - CHAIRMAN
S. S. KAUSHIK
A. S. MAVINKURVE
RAM MOHAN
YUGO SAKO

AUDITOR : J. K. KHANNA & CO.
Chartered Accountants

BANKERS : CORPORATION BANK

REGISTERED OFFICE : S-297, VIDYANAGRI MARG,
KALINA, SANTACRUZ (E),
MUMBAI - 400098.

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The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued in view of high cost paper and printing. Shareholders are requested to bring copy of Annual Report to the Meeting

GRAPHIC CHARTS LIMITED

NOTICE TO MEMBER

Notice is hereby given that the 35th Annual General Meeting of the shareholders of the company will be held at the WRIC Hall, Vidyannagar, Kalina, Santacruz (E), Mumbai - 400 098 on Saturday 29th Nov 2003 at 9.00 am to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit and Loss and the Profit & Loss Account for the year ended 31st March 2003, the Balance sheet as at that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Mavinkurve, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and a fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modifications. The following resolution as a Special resolution:

"RESOLVED THAT subject to the provisions of section 17 of the Companies Act, 1956 the Memorandum of Association of the Company be and is hereby amended by addition of the following new Sub Clause A(ii) after the existing Sub clause A of Clause III of Memorandum of Association:

To carry on the business of designing, constructing, managing, operating, running Hospitals, Medical clinics, laboratories, dispensaries in any existing or future branch of medicine, in any existing or future system of medicine and to undertake medical research & clinical trials.

5. To consider and if thought fit, to pass with or without modifications. The following resolution as a Special resolution:

"RESOLVED THAT subject to the provisions of section 17 of the Companies Act, 1956 the Memorandum of Association of the Company be and is hereby amended by Addition of the following new Sub Clause A(iii) after the existing Sub Clause A of Clause III of Memorandum of Association :

To carry on the business of designing, constructing, managing, operating, running Hotels, Motels, Inns, Conference rooms, Seminar Halls, Service Apartments, Restaurants, food outlets, bars, food supply kitchens, industrial kitchens and deal, trade, manufacture, represent, manage in all items, inputs, consumables, plant, machinery and all other necessary things used in this trade.

Registered Office :

S-297, Vidyannagar Marg Kalina,
Santacruz (E), Mumbai - 400 098

By order of the Board
For Graphic Charts Limited

S. R. Kaushik
Chairman

Date : 30th October 2003

Notes : A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and proxy need not be a member of the Company.

DIRECTOR'S REPORT

The Directors have pleasure in presenting their Thirty Fifth Annual General Report and Statement of Accounts for the financial year ended 31st March 2002.

FINANCIAL RESULTS

| | 31.03.2003 | 31.3.2002 |
|---|-------------|-----------|
| | Rupees | Rupees |
| Profit / (Loss) before Depreciation | (1,487) | 151515 |
| Depreciation | 79,695 | 128182 |
| Profit / (Loss) for the year after depreciation | (329,492) | (279,697) |
| Excess / (Short) Provision of Tax for earlier year | — | — |
| Transfer to Balance Sheet | (4,500,237) | (279,697) |
| The Directors regret their inability to recommend any dividend. | | |

OPERATIONS

During the year your company did not take up any assignments in Computer Animation. The setting up of the Animation Studio being capital intensive, the board decided to refrain from creating any fresh liabilities for your company. Also your company realised the shortfall of skilled technical animators in the market & did not want to risk by setting up expensive animation studio. The company being in the city would now like to look for fresh pastures in the service industry in the field of Hospital / Medical & Hospitality Sectors.

GRAPHIC CHARTS LIMITED

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

Information required under Section 217(1)(a) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure 1 to this report and form a part of the report.

PERSONNEL

Full cooperation was extended by the employees during the year, relations are normal. No employee is covered under Section 217(2A) of the Companies Act, 1956, read along with the Companies (Particulars of Employees) Rules 1975.

DIRECTORS

Mr. Anil Mavinkurve retires by rotation and being eligible offers himself for re-appointment.

AUDITORS

M/s. J. K. Khanna & Co. retire and being eligible offer themselves for re-appointment.

For and on behalf of the Board

Place : Mumbai

Date : 30th October 2003

S. R. Kaushik

Chairman

ANNEXURE 1 TO DIRECTORS REPORT

Information Under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

- A. Conservation of Energy : Endeavours are being made for energy conservation wherever possible through improved operations and cost effective methods.
- B. Technology absorption Research & Developments : No Technology has been imported by the Company during the last 5 years from the beginning of the financial year review.
- C. Foreign Exchange earnings and outgo :
The particulars are given in Schedule 'O' of the Annual Report and Accounts.
- D. The Directors hereby confirm :
 - i) That in the preparation of the Annual Accounts, the Applicable accounting standards have been followed.
 - ii) That the Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the company for that year.
 - iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in according with the provisions of the companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities :
 - iv) That the Directors have prepared the annual accounts on a going concern basis.