

33rd Annual Report 2002



MACMILLAN
Macmillan India Ltd.
www.macmillanindia.com





Macmillan India Limited

Registered Office : 21 Patullos Road, Chennai 600 002

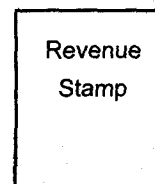


PROXY FORM

Folio No.

I/We of
 being a member / members of Macmillan India Limited
 hereby appoint of
 or failing him of
 as my / our Proxy to vote for me / us on my / our behalf
 at the 33rd Annual General Meeting of the Shareholders of the Company to be held at 3.30 p.m. on Wednesday, the 25th
 day of June 2003 and at any adjournment thereof.

Signed this day of 2003.



Note : The proxy form must be deposited at the Registered Office of the Company at 21 Patullos Road, Chennai 600 002 not less than 48 hours before the time for holding the meeting. The proxy need not be a member of the Company.

Macmillan India Limited

Registered Office : 21 Patullos Road, Chennai 600 002



ATTENDANCE SLIP

I hereby record my presence at the THIRTY THIRD ANNUAL GENERAL MEETING at Taj Coramandel Hotel, Mahatma Gandhi Road, Chennai 600 034, on Wednesday, the 25th day of June 2003 at 3.30 p.m.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217 (2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975 and forming part of Directors' Report for the year ended 31st December 2002.

Name	Designation, Nature of Duties	Age	Remuneration Received Rs.	Qualification	Experience of employment	Date of commencement	Last employment held before joining the company
Beri R	Managing Director	50	32,09,347	B.A. (Hons) L.L.B., PGDPM	28	20.02.1995	Managing Director (Designate) Pearson Professional India (Longman U.K Group) 5 months
Hymavathy Menath	Business Development Manager, U.S.A.	38	73,30,131	B.Sc., PG.Dip. Computer Prog., PGDA in Publishing (Oxford)	14	01.11.2000	Business Develop- ment Manager, Newgen Imaging Systems, USA 3 years

Notes: a. All employments are contractual, other terms and conditions as per Company's rules.

b. Remuneration includes Salary, allowances, commission, medical reimbursement, leave travel allowance, contribution to provident, superannuation and gratuity funds and perquisites, which have been evaluated on the basis of Income Tax Rules.

c. None of the employees is related to any directors.

Form 2-B**NOMINATION FORM**

For shares held in physical form

Macmillan India Ltd.

Registered Office
21 Patullos Road
Chennai 600 002

From

Folio No.

No. of Shares

I am/we are holder(s) of Shares of the Company as mentioned above. I/We nominate the following person(s)* in whom all rights of transfer and/or amount payable in respect of shares, shall vest in the event of my/our death.

Nominee's Particulars	
Name	:
Address	:
	:
Occupation	:
Father's/Husband's Name	:
<p>* If the Nominee is a Minor, furnish</p> <p>Guardian's Name :</p> <p>Address :</p> <p>:</p> <p>:</p> <p>:</p>	
<p>Specimen Signature of Nominee/Guardian* :</p>	

Date of Birth of Minor

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Kindly take the aforesaid details on record.

Date:

Thanking you,

Yours faithfully,

(Please see overleaf)

	Name of all the holder(s) as appearing on the Certificate(s)	Signature as per specimen recorded with Company
Sole/ 1st holder		
2nd holder		
3rd holder		
4th holder		

Signature of two Witnesses

Name and Address	Signature with date
1.	
2.	

Instructions

1. The nomination will be registered only when it is complete in all respects including the signature of (a) all the joint holders (as per specimen recorded with the Company) and (b) the nominee.
2. The nomination can be made by individuals only. Non-individuals including society, trust, body corporates, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders will sign (as per the specimen recorded with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
5. Transfer of shares in favour of a nominee and repayment of amount to nominee shall be a valid discharge by the Company against the legal heir.
6. Only one person can be nominated for a given folio. Nomination will stand rescinded whenever all the shares are transferred from the given folio.

**Macmillan India Limited**

REGISTERED OFFICE

21 Patullos Road

Chennai 600 002

Phone : 044 – 2852 0646 / 2448 / 6335

Fax : 044 – 2852 4124 / 3421

Telegram: MACMILLANS

E mail : milro@macmillan.co.in

Dear Shareholder(s),

We have been providing the facility of dividend payment through Electronic Clearing Service (ECS) to the shareholders. This is in accordance with the suggestions given by the Department of Company Affairs/Securities and Exchange Board of India.

Under the ECS mode of payment, dividends will be credited electronically to your bank account instantly and no instrument for payment will be issued, as is being done. However, we will be sending you, our usual advice in the form of memorandum of dividend about the credit of such dividends to your bank account. The ECS clearing will be carried out through RBI National Clearance Cell.

This mode of payment will relieve you from difficulties in receiving the dividend warrants due to postal interceptions, misplacement and fraudulent encashment by unauthorised persons. This will avoid the need to go to the bank personally for depositing dividend warrants and in certain cases incurring charges levied by the bank.

We request you to provide the ECS mandate in the form overleaf along with your banker's MICR ECS code, to our Registrar, M/s Cameo Corporate Services Limited, to enable us to remit the dividends to your bank account (with your bankers).

The information furnished by you should be accurate, complete in all respects and should be sent to our Registrar. We assure you that the information furnished by you will be kept confidential and used for the purpose of effecting payment of dividends only.

Thanking you and assuring our best services at all times.

Yours truly,
For Macmillan India Limited

V K Venkatakrishnan

Secretary and Financial Controller

From

Date :

Folio No :

No. of Shares :

To

M/s Cameo Corporate Services Limited

Unit: Macmillan India Ltd.

'Subramanian Building'

1 Club House Road

Chennai 600 002

Dear Sirs,

Re: Dividend Mandate for ECS

Name of the Bank	
Branch	
Bank A/c No. (SB A/c / Current A/c)	
*Banker's MICR ECS Code No.	
Address of the Bank	

* Please enclose photocopy of a cheque or a cancelled cheque, if any, for our reference. Otherwise, you may furnish your banker's MICR ECS code correctly, without fail.

The present mandate for ECS will supersede my earlier bank instructions, if any.

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not affected at all for reasons of incomplete or incorrect information, I would not hold the user institution responsible. I have read the option invitation letter and agree to discharge the responsibility expected of me as a participant under the scheme.

(Signature of the Shareholder)



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BOARD OF DIRECTORS

Mr. A. Soar	<i>Chairman</i>
Mr. D. E. Udwadia	<i>Vice Chairman</i>
Mr. M. J. Barnard	<i>Director</i>
Mr. Richard Charkin	<i>Director</i>
Mr. Rajiv Beri	<i>Managing Director</i>
Mr. R. R. Chari	<i>Director</i>
Mr. D. Banerjee	<i>Whole-time Director</i>

Mr. V. K. Venkatakrishnan *Company Secretary & Financial Controller*

Legal Advisors

M/s. Udwadia & Udeshi
Solicitors & Advocates
Thomas Cook Building, III Floor
324 D.N. Road, Fort, Mumbai 400 001

Auditors

M/s. Fraser & Ross
Temple Towers, II Floor, 672 Anna Salai
Nandanam, Chennai 600 035

Head Office

315-316 Raheja Chambers
12 Museum Road, Bangalore 560 001

Registered Office

21 Patullos Road, Chennai 600 002

Information Processing Division & Photo Typesetting Division

HMG Ambassador, 137 Residency Road
Bangalore 560 025

St. Patrick's Complex, 4th Floor
157 Brigade Road, Bangalore 560 025

Brigade Towers, 135 Brigade Road
Bangalore 560 025

40 Peters Road, Chennai 600 014

E-Business Division

Floor 8, Brigade Towers
135 Brigade Road, Bangalore 560 025

Printing Press

Injambakkam, Chennai 600 041

Editorial

2/10 Ansari Road, New Delhi 110 002

Branches

Chennai, Jaipur, Mumbai, Patna

Offices

Kolkata, Delhi

Showrooms

Bangalore, Bhopal, Chandigarh, Chennai
Coimbatore, Cuttack, Ghaziabad, Guwahati
Hubli, Hyderabad, Indore, Jaipur, Lucknow
Madurai, Mumbai, Nagpur, Patna, Pune, Raipur
Siliguri, Trivandrum, Visakhapatnam

Registrars and Share Transfer Agents

Cameo Corporate Services Limited
Subramanian Building, 1 Club House Road
Chennai 600 002