

MAC CHARLES (INDIA) LIMITED

23rd Annual Report 2002-03



Le **MERIDIEN**
BANGALORE

The International Businessman's Hotel ortjunction.com

Report Junction.com

C O N T E N T S

.....

Notice	2
Directors' Report	4
Corporate Governance Report	6
Management Discussion & Analysis Report	11
Auditors' Report	12
Balance Sheet	14
Profit & Loss-Account	15
Schedules to Accounts	16
Notes to Accounts	22
Cash Flow Statement	27
Subsidiaries	
Vaswani Properties Pvt. Ltd	29
Vaswani Investments and Holdings Pvt Ltd.	35
Consolidated Financial Statements	41

BOARD OF DIRECTORS

Mr. C.B. Pardhanani	Chairman
Mr. J. Matthan	Director
Mr. B.N. Garudachar	Director
Mr. K.R. Sampath	Director
Mr. P.B. Appiah	Director
Mrs. Kavita C. Pardhanani	Director
Miss. Sangeeta C. Pardhanani	Executive Director

SECRETARY & FINANCIAL CONTROLLER

Mr. M.S. Reddy *B.Com., L.L.B., MBIM, FCA, FCS*

AUDITORS

K.B. Nambiar & Associates
Bangalore

BANKS

State Bank of India
Bangalore

State Bank of Mysore
Bangalore

REGISTERED OFFICE

Le Meridien Bangalore
28, Sankey Road, Bangalore - 560 052
Tel : 2262233 / 2282828
Fax : 2267676 / 2262050
E-Mail : leme@lemeridien-bangalore.com

MAC CHARLES (INDIA) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE MEMBERS THAT the 23rd Annual General Meeting of **MAC CHARLES (INDIA) LIMITED** will be held at Hotel Le Meridien, No.28, Sankey Road, Bangalore - 560 052, on Tuesday the 30th September, 2003 at 3:00 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive and adopt the audited accounts of the Company for the year ended 31 March 2003 together with the Directors' and Auditors' report thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mrs. Kavita C. Pardhanani who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. P. B. Appiah, who retires by rotation and is eligible for re-appointment.
5. To pass with or without modification the following resolution as an ordinary resolution :

"RESOLVED THAT M/s. K. B. Nambiar & Associates, Chartered Accountants, the retiring Auditors of the Company be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this 23rd Annual General Meeting until 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 of the Company and the Auditors, plus reimbursement of service tax, out-of-pocket and travelling expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS

6. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

"RESOLVED THAT subject to the provisions of Section 309(4) and other applicable provisions if any of the Companies Act, 1956, the Board of Directors be and is hereby authorised to pay Mr. C B Pardhanani, Chairman of the Company, commission equivalent to 1% of the net profits of the Company for each financial year for a period of 5 years with effect from 1.4.2002".

7. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

"RESOLVED THAT subject to the provisions of Section 314 of the Companies Act, 1956, and other applicable provisions if any of the Companies Act, 1956 and as recommended by the remuneration committee, approval of the shareholders be and is hereby accorded for payment of remuneration of Rs.22,000/- per month with effect from 1.10.2002 and enhanced to Rs.30,000/- per month with effect from 1.10.2003 to Miss. Sangeeta C. Pardhanani, appointed as 'Executive Director - Sales & Marketing' Western Region and other usual perquisites applicable to other Senior Executives of the Company.

8. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

"RESOLVED THAT subject to the provisions of Section 314 and other applicable provisions if any of the Companies Act, 1956 consent of the members be and is hereby accorded for the payment of retainerhip fee of Rs.7,000/- per month to Mr. P.B.Appiah, Director in his capacity as legal advisor of the Company with effect from 1.4.2002".

9. To consider and if thought fit to pass with or without modification the following resolution as a special resolutions:

"RESOLVED THAT subject to the provisions of Section 198, 269, 310, 311 of the Companies Act, 1956 and Schedule XIII thereto, and other applicable provisions if any of the Companies Act, 1956 and as recommended by the remuneration committee, approval of the shareholders be and is hereby accorded for the appointment of Mr. Suresh Kumar Badlaney as "Manager" of the Company designated as General Manager for a further period of three years with effect from 1.4.2004 and payment of remuneration of Rs.53,650/- per month with effect from 1.4.2003 plus management fees 0.50% of the net profit before income tax of the previous year plus unfurnished housing and other usual perquisites applicable to other senior executives of the Company.

FURTHER RESOLVED THAT in the absence or inadequacy of profits during any financial year the aforesaid remuneration shall be treated as minimum remuneration payable to Mr. Suresh Kumar Badlaney, General Manager."

By Order of the Board of Directors

Bangalore
25 August 2003

M S REDDY
Company Secretary

NOTES:

- a) A member entitled to attend and vote is entitled to appoint a proxy (whether a member or not) to attend and vote instead of himself but a proxy so appointed has no right to speak at the meeting. **Children accompanying a member/proxy will not be allowed inside the meeting hall.**
- b) Proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. Blank proxy form is annexed hereto.
- c) The Register of Members and Share Transfer Books of the Company remain closed from 12th September, 2003 to 15th September, 2003 (both days inclusive) in connection with this Annual General Meeting.
- d) The dividend on Equity Shares as recommended by the Board, if declared at the meeting will be payable to those shareholders whose names shall appear in the Company's Register of Members on 15th September, 2003.

- e) To avoid the possibility of the dividend warrant being stolen or illegally misappropriated, it is requested to indicate Bank Account Number, Bank Name and its Branch details for incorporation on the dividend warrants. The said Bank Mandate should reach the Registered Office of the Company on or before 25th September, 2003.
- f) An explanatory statement pursuant to section 173 of the Companies Act, 1956 as set out in the notice is annexed hereto.
- g) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956.

ITEM No.6 :

The shareholders are aware that Mr. C.B. Pardhanani, Chairman of the Company, although not a wholetime director has been devoting considerable time towards the affairs of the Company. Mr. C.B. Pardhanani has been the guiding force of the Company and he sacrificed his business abroad and devoted substantial time for the last 16 years to complete the project and turn around the Company. The Company as on date repaid all institutional liabilities and built-up substantial reserves and surplus, and substantially renovated the Hotel to the international standards of Le Meridien group of Hotels. He has been largely instrumental in the Company making steady progress over the years. In view of the rich experience gained in the hotel industry, the Board of Directors felt that his continued involvement should be most beneficial to the Company. In the recognition of his contribution made to the Company and continued support and guidance required of him, the Board is of the opinion that Mr. C.B. Pardhanani should be given token payment and hence proposal to pay him a commission based on the net profits of the Company. The remuneration committee recommended to continue payment of commission @ 1% to the Chairman. Such payment of commission on net profits requires the authority of the shareholders in the general meeting. Hence, the special resolution is placed before you, which the Board recommends adoption of this Resolution by the shareholders in the best interest of the Company. Except Mr. C.B. Pardhanani, Mrs. Kavita C. Pardhanani, Miss. Sangeeta C. Pardhanani and Mr. K.P. Jyothindran, no other Director is concerned or interested in the resolution.

ITEM No.7 :

Miss. Sangeeta C. Pardhanani was appointed a Director of the Company with effect from 23.3.1990 and re-appointed from time to time wherever she retired by rotation. The Board of Directors felt it beneficial to the Company and appointed her as Executive Director - Sales and Marketing (Western Region) with effect from 1.10.2002 on a monthly remuneration of Rs.22,000/- and usual perquisite

applicable to other Senior Executives of the Company. As per the provisions of the Companies Act, the shareholders approval by way of special resolution is necessary for payment of salary. Hence this special resolution is commended for the shareholders approval. The Board of Directors may be authorised to revise the present salary of Rs.22,000/- to Rs.30,000/- with effect from 1.10.2003. The said remuneration has been recommended by the Remuneration Committee constituted by the Board. The remuneration payable to her is commensurate with her qualification and experience which she would otherwise have been entitled to. The Remuneration is within the limits prescribed under Schedule XIII to the Companies Act, 1956, and therefore requires no further permission or approval. The Board recommends adoption of this special resolution in the best interest of the Company. None of the Directors except herself, Mr. C B Pardhanani and Mrs. Kāvita C Pardhanani, is concerned or interested in this resolution.

ITEM No.8 :

Mr. P.B. Appiah, Advocate has been retained as Company's Advocate for more than 10 years on a monthly retainership fees which has been fixed from time to time. He has been appointed as an outside independent non-executive Director with effect from 26.8.2000, Mr. P.B. Appiah has been handling the Company's legal matters on a regular basis for which a retainership fees of Rs.7,000/- per month is being paid to him. As per provisions of the Companies Act, 1956, it is necessary to seek the shareholders approval/ ratification for the retainership fees being paid from the date of his appointment. In the circumstances, a special resolution is commended for the shareholders approval. None of the Directors except Mr. P.B. Appiah is concerned or interested in this special resolution.

ITEM No.9 :

As per Section 269 of the Companies Act, 1956, a public limited company with a share capital of Rs.5 crores or more should have managing/wholetime director or a manager. The Board has accordingly appointed Mr. Suresh Kumar Badlaney, General Manager as a "Manager" within the meaning of the Companies Act, 1956, which has been approved by the shareholders at the Annual General Meeting held on 23rd September, 1999. In view of the revision of salary given to all senior executives, the remuneration payable to Mr. Suresh Kumar Badlaney has also been revised with effect from 1.4.2003. The revised remuneration has been recommended by the Remuneration Committee constituted by the Board. The revised remuneration payable to him is what he would otherwise have been entitled to as General Manager of the Company, which is commensurate with his qualification and experience. The revised remuneration is within the limits prescribed under Section XIII to the Companies Act, 1956, and therefore requires no further permission or approval. The Board recommends adoption of the said resolution in the best interests of the Company. None of the Directors is concerned or interested in this resolution.

MAC CHARLES (INDIA) LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 23rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31 March 2003

FINANCIAL RESULTS

	In Rupees
Sale Turnover	26,87,59,672
Other Income	3,08,99,449
Expenditure	17,08,13,466
Provision for Diminution in value of Investments	2,15,00,000
Foreign Exchange Earnings Reserve	1,78,00,000
Provision for Taxation	3,75,69,562
Profit for the year	5,19,76,093
Profit brought forward from previous year	1,29,52,645
Dividend including Corporate Dividend Tax	1,84,74,530
Transfer to General Reserve	2,00,00,000
Profit transferred to Balance Sheet	2,64,54,208

HOTEL OPERATIONS

The results for the year under review have been satisfactory. Travel to India has been severely impacted by the Iraq War and SARS epidemic. The first half year performance was disappointing, while business recovered in the second half year. The Profit after tax has registered at Rs.5,19,76,093/-. The Hotel renovation work was kept pending during this financial year under report. In the current financial year, the renovation work especially the hotel building exterior has been taken up for completion.

FUTURE PROSPECTS

During the current financial year, the hotel business is picking up and better working results can be achieved barring unexpected events.

FINANCE

During the year under report, the term loan of Rs.1 crore has been fully repaid to State Bank of India.

DIVIDEND

The Board of Directors have recommended a dividend of Rs.2.50 per share on share capital of Rs.6.55 crores divided into 65,50,526 equity shares of Rs.10/- each. The dividend, if approved at the ensuing Annual General Meeting, will be paid to those shareholders whose names appear in the Register of Members as on 15th September, 2003.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms :

(a) Applicable accounting standards have been followed in the preparation of annual accounts. Material departures therefrom, if any, are properly explained in the notes on accounts.

(b) The Board of Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 period.

(c) The Board has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Annual Accounts have been prepared for the financial year ended March 31' 2003 on a going concern basis.

FOREIGN EXCHANGE EARNINGS

Foreign Exchange Earnings during the year were Rs.1537.76 lacs constituting 51 % of the Total Sales Turnover. The Foreign Exchange utilisation during the year was Rs.178 lacs.

SUBSIDIARY COMPANIES

During the year under review, your Company has invested in 100% share capital of M/s. Vaswani Properties Private Limited and M/s. Vaswani Investments and Holdings Private Limited. As required under Section 212 of the Companies Act, 1956, the Audited Statement of Accounts, the Reports of the Board of Directors and Auditors of the Subsidiary Companies are annexed.

DUES TO SMALL SCALE UNDERTAKINGS

There are no dues payable to small scale undertakings.

CORPORATE GOVERNANCE

Members are aware that the Corporate Governance code has become a statutory requirement as per listing guidelines framed by the Stock Exchanges. Members will be happy to know that their Company is complying with the stipulations of the new code as on date. In line with this requirement of the code, a Corporate Governance Report and a Management Discussion and Analysis Report of the Company is furnished elsewhere in this Annual Report.

ENERGY CONSERVATION

Conservation of energy continues to be on top priority of the management. The following energy conservation measures have been taken :

- an effective key-tag system is in vogue in all guest rooms to switch off lights & power connections automatically.
- substantially switched over to PL lamps from conventional lamps with a view to saving energy upto 60% on lighting.
- installed solar panels which are feeding hot water required for the guest rooms.
- imported and installed three highly fuel efficient screw chillers for our AC plant.
- replaced windows with double glazed reflective glass which is supposed to save 10% power on AC consumption.

Annual Report 2002 - 2003

- f. installed two on load tap charger transformers for stabilising voltage fluctuations and thereby to save power and prevent damages to electric motors and other installations.
- g. thermostatic Controls, Timers and Photo Cell Switches have been installed wherever necessary to control power consumption.
- h. imported and installed two temperature control systems to reduce power consumption.
- i. constituted an energy conservation committee to monitor power consumption regularly.

TECHNOLOGY ABSORPTION

In the opinion of the Board, the required particulars, pertaining to technology absorption in terms of Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable as a hotel forms part of the service industry and the Company does not have any significant manufacturing operations. However, the management has been adopting the latest technology like high speed internet installed in all the guest rooms, latest high speed computers, best audio-video equipment, newest model transport vehicles for complimentary transport of hotel guests, video conferencing facility and various latest hotel operational equipments. Further the Hotel has been conforming to the Le Meridien's International Standards.

PARTICULARS OF EMPLOYEES

Information under section 217(2A) of the Companies Act, 1956, read with Companies (particulars of employees) Rules, 1975, is not applicable.

EMPLOYEES

The wage settlement agreement entered in 1999 expired on 31.3.2002. A fresh wage settlement agreement for three years has been signed in October 2002. The relationship with employees has been cordial. The total number of people employed by the Company is 343 as at 31 March, 2003.

DIRECTORS

Out of the present Directors, Mrs. Kavita C. Pardhanani and Mr. P.B. Appiah, will retire by rotation at the 23rd Annual General Meeting and being eligible offer themselves for re-appointment. During the year under report, Miss. Sangeeta C. Pardhanani has been appointed as Executive Director, Sales & Marketing, Western Region.

AUDIT COMMITTEE

The Audit Committee comprising of Mr.C.B. Pardhanani, Mr. J. Matthan, Mr.B.N. Garudachar and Mr.P.B. Appiah all Directors of the Company with Mr. J. Matthan as the Chairman,

undertook in consultation with the Internal and Statutory Auditors : (a) To review the adequacy of the internal control systems and Internal Audit Reports and their compliance thereof ; (b) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible ; and (c) To review with the management, the financial statements before submission to the Board.

AUDITORS' REPORT

The Auditor's observations are explained suitably in the respective notes on accounts.

AUDITORS' REPORT OF CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement, the Auditor's Certificate is given as an annexure to Directors Report.

AUDITORS

M/s. K.B. Nambiar & Associates, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

INTERNAL AUDITORS

M/s. B.P. Rao & Company, Internal Auditors have been conducting periodical audits of all operations of the Company and their findings have been reviewed regularly by the Audit Committee. Your Directors note with satisfaction that no material deviations from the prescribed policy and procedures have been observed.

FUND

"Investors Education & Protection Fund in terms of Section 205C of the Companies Act, 1956 - There is no amount to be credited to the fund as on date. As such the question of remitting any amount to the Investors Education & Protection Fund does not arise".

ACKNOWLEDGEMENTS

The Directors are grateful to the Shareholders for their support, patience and co-operation extended to the Company for many years. The Directors also thank the Banks namely SBI and SBM for their co-operation and support. The Directors wish to place on record the support and encouragement received from the Department of Tourism, Government of India, Karnataka State Government and Foreign collaborators M/s. Le Meridien. The Directors also acknowledge the dedicated services rendered by the officers and the staff of the Company.

For and on behalf of the Board

Bangalore
30 June 2003

C.B. PARDHANANI
Chairman

MAC CHARLES (INDIA) LIMITED**CORPORATE GOVERNANCE REPORT****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is the social, legal and economic process by which companies function and are held accountable. Mac Charles (India) Ltd., is committed in implementing corporate governance in true letter and spirit, maximizing shareholder value and paving way for good partnership and alliances. The company believes in having a long term partnership with investors by having transparency and fairness in the dealings and placing an uncompromising emphasis on integrity and regularity of compliance.

The functions of the Board of Directors and the executive management are well defined and are distinct from one another. The Chairman of the company is an independent and Non-Executive Director. More than 1/3rd strength of the Board of Directors is independent. Various (presently three) Committees of the Board of Directors, mainly consist of Executive and non-Executive Directors and have been formed to oversee the functions of the executive management and impart professionalism to the Board.

BOARD OF DIRECTORS

The Company has an appropriate mix of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and the executive management. During the year the Board comprised of Chairman, one Executive Director and five Non-Executive Directors of whom four were independent Directors.

Board Meetings are scheduled well in advance. Agenda papers along with explanatory notes are distributed in a timely manner to Board members. The Board meets at least once in every quarter to review the quarterly financial results and discuss issues of import. During the year under review four Board Meetings have taken place on 24 June 2002, 30 September 2002, 30 December 2002 and 31 March 2003.

Table 1 : Details of attendance of each Director at various meetings of the company and their Directorship held at other corporate bodies are as follows :

Sl. No	Name of Director	Category	No. of Board Meetings Attended	Last AGM attended	No. of Committee Member	No. of Chairmanship in Board / Committee	No. of Other Directorships (Public Ltd Companies)	No. of Other Directorships (Private Ltd. Companies)
01.	Mr. C. B. Pardhanani	Non- Executive	4	YES	3	2	NONE	2
02.	Mr. J. Matthan	Independent Non-Executive	4	YES	3	1	1	1
03.	Mr. B. N. Garudachar	Independent Non-Executive	4	YES	1	NONE	NONE	NONE
04.	Mr. K. R. Sampath	Independent Non-Executive	NONE	NO	NONE	NONE	NONE	4
05.	Mr. P. B. Appiah	Independent Non-Executive	4	YES	2	NONE	NONE	2
06.	Mrs. Kavita C Pardhanani	Non-Executive	2	YES	NONE	NONE	NONE	1
07.	Miss. Sangeeta C. Pardhanani	Executive	2	YES	NONE	NONE	NONE	1

None of the Directors is a Member of more than ten Board-level Committees, or a Chairman of more five such Committees, as required under clause 49 of the listing agreement.

COMMITTEES OF THE BOARD

The following subcommittees of the Board of Directors of the Company have been constituted :

a) AUDIT COMMITTEE

The Audit Committee comprises of independent and Non-Executive Directors namely, Mr. J. Matthan - Chairman, Mr. C.B. Pardhanani, Mr. B.N. Garudachar and Mr. P.B. Appiah. Mr. J. Matthan, Chairman of Audit Committee is a former Chairman of LIC with a

wide experience in finance and administration. The Committee regularly keeps a watch on the adequacy of internal control systems. It reviews the company's financial reporting systems, the quarterly financial results, Half yearly results and ensures that the financial statements prepared by the company give a true and fair view of the affairs of the company. Four meetings of the Committee were held on 6 August 2002, 30 December 2002, 31 March 2003 and 30 June 2003.

Table 2 : Attendance record of Audit Committee Members :

NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS	
		HELD	ATTENDED
Mr. C.B. Pardhanani	Independent - Non-Executive	4	4
Mr. J. Matthan	Independent - Non-Executive	4	4
Mr. B. N. Garudachar	Independent - Non-Executive	4	2
Mr. P. B. Appiah	Independent - Non-Executive	4	4

Annual Report 2002 - 2003

b) SHARE TRANSFER & SHAREHOLDERS GRIEVANCE COMMITTEE

This committee comprises of Mr. C. B. Pardhanani – Chairman and Mr. J. Matthan, who is an independent and Non-executive Director. The committee approves and monitors transfers, transmissions of shares, transposition of names, and investigates and directs redressal of shareholders' grievances. Share transfers are processed in not more than a month's time. The Committee

endeavors to attend to the investors' grievances / correspondences within a period of fortnight from the date of receipt of the same, except in cases which are constraint by disputes or legal impediments.

Compliance Officer : Mr. M.S. REDDY,
Company Secretary

Communication Address : No.28, Sankey Road, P.B.
No. 174, Bangalore – 560 052.

Table 3 : Details as to the shareholders complaints received and handled during the year is given under :

NATURE OF COMPLAINT	NO. OF COMPLAINTS RECEIVED	NO. OF COMPLAINTS REPLIED	NO. OF PENDING COMPLAINTS
With regard to share transfer/ Transmission/ Transposition/ Dividend / Annual Reports Etc.,	18	18	Nil

c) REMUNERATION COMMITTEE :

The company has set up a Remuneration Committee of the Board. The Committee determines on behalf of Board and on behalf of the shareholders as per agreed terms of reference, the Company's policy of remuneration package. The committee comprises of independent and non-Executive Directors viz., Mr. C. B. Pardhanani-Chairman, Mr. J. Matthan and Mr. P.B. Appiah. No remuneration other than the sitting fees

(which finalised in Meeting of Board of Directors) is paid to the Non-Executive Directors. No stock option has been offered to the Directors or Executives of the Company. The remuneration policy of the Company is based on individual employee's merit and performance in particular and the Company's working results in general. The four meetings of the committee were held on 31 December 2004, 6 August 2002, 30 December 2002 and 31 March 2003.

Table 4 : Attendance record of Remuneration Committee :

NAME OF THE DIRECTOR	CATEGORY	NO. OF MEETINGS	
		HELD	ATTENDED
Mr. C.B. Pardhanani	Independent - Non-Executive	4	4
Mr. J. Matthan	Independent - Non-Executive	4	4
Mr. P. B. Appiah	Independent - Non-Executive	4	4

The 'Manager' under the Companies Act, 1956, is appointed / re-appointed for a period of five years and his service contract has no notice period clause. The current appointment of Mr. Suresh Kumar Badlaney, the Manager will expire on 31st March 2004.

Table 5 : Details of remuneration disbursed to Directors, during the Financial Year 2002-2003 are as under :

Name of the Director	Sitting Fees	Commission / Fees / Remuneration
Shri C.B. Pardhanani	–	13,27,600
Shri J. Matthan	24,000	–
Shri B.N. Garudachar	14,000	–
Shri K.R. Sampath	–	–
Shri P.B. Appiah	14,000	84,000
Smt. Kavita C Pardhanani	4,000	–
Miss. Sangeeta C Pardhanani	2,000	1,41,504
	58,000	15,53,104

GENERAL BODY MEETING :

Table 6 : The Company has held last three AGM's as per the details furnish below :

Financial Year (ended)	Date	Time	Venue
31 March 2000	26 December 2000	9:00 a.m.	Hotel Le Meridien, No.28, Sankey Road, Bangalore – 560 052.
31 March 2001	14 September 2001	3:00 p.m.	Hotel Le Meridien, No.28, Sankey Road, Bangalore – 560 052.
31 March 2002	30 September 2002	10:00 a.m.	Hotel Le Meridien, No.28, Sankey Road, Bangalore – 560 052.

MAC CHARLES (INDIA) LIMITED**DISCLOSURES :**

Under related party transactions :

Rental Income of the Director's Transit House : In order to facilitate accommodation of VVIP Guests, Directors, etc., the Company has entered into a lease agreement for a transit house with Miss. Sangeeta C Pardhanani, Executive Director on a monthly rent of Rs.95,000/- as against the fair market rental of Rs.3,00,000/-.

MEANS OF COMMUNICATION

The Company is publishing unaudited quarterly results in the newspaper namely, Financial Express.

GENERAL SHAREHOLDER INFORMATION**Annual General Meeting**

Date : Tuesday, 30 September 2003
 Time : 3 p.m.
 Venue : Hotel Le Meridien,
 No.28, Sankey Road,
 Bangalore – 560 052.

Financial Calendar (Tentative and subject to change)**Table : 7** 1st April to 31st March :

Financial Reporting for the Quarter ending 30 th June, 2003	End July, 2003
Financial Reporting for the Quarter ending 30 th September, 2003	End October, 2003
Financial Reporting for the Quarter ending 31 st December, 2003	End January, 2004
Financial Reporting for the Quarter ending 31 st March, 2004	End May, 2004

Date of Book Closure : 12th September, 2003 to 15th September, 2003 (both days inclusive)**Dividend Payment Date** : 3rd Week of October, 2003

Listing on Stock Exchanges	Stock Code
The Bangalore Stock Exchange No. 51, Stock Exchange Towers, J.C. Road, Bangalore – 560 027.	BgSE: MAC
The Stock Exchange Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	BSE: 507836

Share Price Performance**Table : 8** (a) The shares of the Company are listed on Mumbai Stock Exchange are as follows:

Month	Monthly High (Rs.)	Monthly Low (Rs.)
April 2002	22.50	16.90
May	23.40	17.80
June	24.30	18.30
July	26.00	19.10
August	21.00	18.00
September	17.50	17.50
October	20.50	17.50
November	26.75	20.00
December	30.95	25.10
January 2003	30.50	28.05
February	37.45	30.00
March	38.95	32.50

(b) No shares are traded on Bangalore Stock Exchange from 1.4.2002 to 31.3.2003.