

Annual Report 1998-99



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Films Limited

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G V FILMS LIMITED

Regd. Office : 'Sujatha Centre', No.4, Seshadri Road, Alwarpet, Chennai - 600 018.

TENTH ANNUAL REPORT

BOARD OF DIRECTORS

Mr. G. VENKATESWARAN, B.Com., F.C.A.
(Chairman & Managing Director)

Mr. C.L. NARASA REDDY, B.A.

Prof. P.M. GOPALAKRISHNA, M.Com.

Mr. DE. RAMAKRISHNAN

COMPANY SECRETARY

Mr. K. RAMARATHNAM, B.Sc., A.C.S.

AUDITORS

M/s. MAHADEV & CO.
M M Complex
57, Kodambakkam High Road
T.Nagar, Chennai - 600 017.

BANKERS

- CENTRAL BANK OF INDIA
Nungambakkam, Chennai - 600 006.
- BANK OF INDIA
- STATE BANK OF INDIA
- THE SOUTH INDIAN BANK LTD.

THEATRE DIVISIONS

- GOODLUCK PREVIEW THEATRES,
CHENNAI
- SHANTI-KAMALA THEATRES,
THANJAVUR


G V Films Limited

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the shareholders of the Company will be held at KUMARARAJAH M.A.M. MUTHIAH HALL, "Chettinad Vidyashram", R.A.Puram, Chennai - 600 028 on Thursday, 30th September 1999 at 10.15 A.M. to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Statements of Accounts for the year ended 31st March 1999 and the Reports of the Directors and Auditors thereon.
2. To elect a Director in place of Mr. DE .Ramakrishnan, who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint Auditors and fix their remuneration. (M/s. Mahadev & Co., are eligible to be re-appointed.)

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION :

RESOLVED that in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval for the re-appointment of Mr. G. Venkateswaran as Chairman & Managing Director for a period of five years with effect from 01.09.1999 on the terms and conditions as detailed below :

- I. Salary - Rs.25,000/- per month
- II. Commission at 1% on the net profit not exceeding Rs.1,50,000/- per annum.
- III. Perquisites :
 1. (a) House rent allowance of 60% of the salary over and above 10% payable by him.
 - (b) Medical reimbursement : Expenses in this respect shall not exceed one month's salary per annum or three months' salary over a period of 3 years.
 - (c) Leave Travel Concession for self and family to any place in India once a year not exceeding one month salary.
 - (d) Club fees, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (e) Personal accident insurance policy, premium not exceeding Rs.4,000/- per annum.
 2. (a) Contribution towards Provident Fund not exceeding 12% of the salary.
 - (b) Superannuation Fund according to the provisions of the Income Tax Act.
 3. Usage of car with driver on Company's business.

FURTHER RESOLVED that in case of loss or inadequacy of profit in any financial year, the Chairman & Managing Director shall be paid the minimum remuneration as stated above.

Registered Office :
 "Sujatha Centre"
 No.4, Seshadri Road
 Alwarpet, Chennai - 600 018.

By Order of the Board

K.RAMARATHNAM
 Company Secretary

Dated : 30.07.1999

**NOTES :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and the proxy need not be a member of the Company. The proxy forms, in order to be effective, must be received by the Company not less than 48 hours before the time fixed for commencement of the meeting.
2. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of Item No.4 is annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 16th September 1999 to 30th September 1999 (both days inclusive).
4. Members are requested to notify immediately any change in their address to the Company's Share Department.
5. Pursuant to Section 205-A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March 1995 have been transferred to the General Revenue Account of the Central Government. Those members who have so far not claimed their dividends for the said periods may claim the same by submitting an application in prescribed Form No.II to The Registrar of Companies, Tamil Nadu, "Shastri Bhavan", No.26, Haddows Road, Chennai - 600 006.
6. Shareholders can now avail the nomination facility by filing Form-2B with the Company. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals like society, trust, body corporate, partnership firm, karta of Hindu Undivided Family and holder of power of attorney cannot nominate. For further details in this regard, shareholders may contact the Company's Registered Office.

ANNEXURE TO THE NOTICE

**Explanatory Statement under Section 173(2)
of the Companies Act, 1956**

ITEM NO.4

The term of office of the Chairman & Managing Director Mr. G. Venkateswaran expires on 31st August 1999. Mr. G. Venkateswaran has been in the film field (production & distribution) for the past two decades and with ample experience he has to his credit, his service has been of immense value to the Company. He is very popular in the film field and his service is considered essential for the Company.

Except Mr. G. Venkateswaran, none of the Directors of the Company is interested in this resolution.



DIRECTORS' REPORT

Your Directors present their Tenth Annual Report together with the Audited Accounts for the year ended 31st March 1999.

FINANCIAL RESULTS :

	Rs.
Turnover	: 2,54,12,141
Loss for the year	: 6,57,861
Proposed Dividend	: Nil

PERFORMANCE DURING 1998-99 :

Your Company's performance on the domestic front was not on the expected lines due to depressed economic conditions and problems faced by the film industry. During the year under review, your Company had exported "YAJAMAAN", "BAASHA", "MOUNA RAGAM" and "ARUNACHALAM" to Japan, which yielded good foreign exchange earnings.

THEATRE DIVISIONS :

We had exhibited some good hit Tamil movies at Shanthi/Kamala Theatres, Thanjavur during 1998-99. They are Dharma, Sollamale, Uyire, Kannethirae Thondrinal, Simma Raasi, Kaathal Kavithai, Unnudan, Pooveli, Unnai Thedy and Thayin Manikkodi. The collection through sale of tickets in these two theatres for the first quarter ended 30th June, 1999 amounted to approximately Rs.51,84,112.

Y2K COMPLIANCE :

Your Company has undertaken a detailed review of the implications of the Y2K issue and has taken all steps to be fully Y2K compliant by October 1999. The cost of such compliance has been estimated at Rs.25,000/- which will be entirely funded through internal accruals.

DEPOSITS :

No Fixed Deposits were accepted by the Company during the year.

DIRECTORS :

In accordance with the Articles of Association of the Company, Mr. DE. Ramakrishnan retires by rotation, and being eligible, offers himself for re-election.

DECLARATION UNDER SECTION 217 OF THE COMPANIES ACT, 1956 :

There were no employees drawing a remuneration of Rs.6,00,000 per annum or Rs.50,000 per month either on full time or on part time basis during the year under review.

The nature of the business of the Company is such that it is not necessary to report about the technological absorption and conservation of energy.

During the year under review, the foreign exchange earnings amounted to Rs.29,73,028/-.

Foreign exchange outgo : Nil.

AUDITORS :

M/s. Mahadev & Co. retire at the close of the 10th Annual General Meeting and are eligible to be re-appointed. Your Directors recommend that they be re-appointed to hold office till the end of the 11th Annual General Meeting.