

# sanguine

media limited

sri ranga apts 2nd floor 151 mambalam high road  
t. nagar chennai 17.



8<sup>th</sup> annual report  
2003- 2004

Registered Office:

151, Mambalam High Road,  
T.Nagar, Chennai - 600 033

Board of Directors:

Mrs.B. Ramadevi, Director  
Mr. B. Aravind, Director  
Mr. M. Srinivasa Rao, Director  
Mr. M. Rambabu, Director  
Mr.C.V.Ravi, Director  
Mr.C.P.Jyoti Kumar Varma, Director  
Mr.P.S.Sundaram, Director  
Mrs.Anita, Managing Director

Company Secretary:

Mr. V.Vishwanatham

Bankers to the Company:

- a) Global Trust Bank Limited  
No.160, Mahalingapuram High Road,  
Nungambakkam, Chennai - 600 034.
- b) Development Credit Bank Limited  
Nungambakkam, Chennai - 600 034.

Auditors:

V.S.Reddy & Co.,  
Chartered Accountants,  
S-19, TNHB Apartments,  
180, Luz Church Road,  
Mylapore, Chennai 600 004

Registrar and Share Transfer Agents:

Cameo Corporate Services Ltd.  
Subramanian Building,  
No. 1, Club House Road, Chennai 600 002

## NOTICE TO SHAREHOLDERS

To  
The Members

NOTICE is hereby given that the Eighth Annual General Meeting of the members of SANGUINE MEDIA LIMITED will be held on Monday, 27<sup>th</sup> September 2004 at 10.00 A.M. at Nahar Hall, Deshbandhu Plaza, 41, Whites road, Royapettah, Chennai - 14 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2004 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors.

2. To appoint a Director in the place of Mr. B.Aravind who retires 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 M/s. V.S.Reddy & Co., Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as Auditors of the company to hold office until the conclusion of the next Annual General Meeting."

## SPECIAL BUSINESS

4. APPOINTMENT OF  
MRC.P.JYOTHI KUMAR VARMA AS  
A DIRECTOR LIABLE TO RETIRE  
BY ROTATION

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to clause 85 of the Articles of Association of the Company Mr.C.P.Jyothi Kumar Varma, who was appointed as an Additional Director, be and is hereby appointed as a Director liable to retire by rotation."

5. APPOINTMENT OF  
MR.C.V.RAVI AS A DIRECTOR  
LIABLE TO RETIRE BY  
ROTATION

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT Mr.C.V.Ravi, who was appointed as an Additional Director, be and is hereby appointed as a Director liable to retire by rotation."

6. APPOINTMENT OF  
MR.P.S.SUNDARAM AS A  
DIRECTOR LIABLE TO RETIRE BY  
ROTATION

To consider and if thought fit, to pass with or without modification,

the following resolution as a Special Resolution:

**"RESOLVED THAT** Mr.P.S.Sundaram, who was appointed as an Additional Director, be and is hereby appointed as a Director liable to retire by rotation."

#### **7. APPOINTMENT OF MRS.ANITA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** Mrs.Anita, who was appointed as an Additional Director, be and is hereby appointed as a Director liable to retire by rotation."

#### **8. APPOINTMENT OF MANAGING DIRECTOR**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 198,269,309,310, Schedule XIII and other applicable provisions of the Companies Act, 1956 the consent of the members be and is hereby accorded for the appointment of Mrs.Anita as the Managing Director of the company for a period of 5 years with effect

from 30.07.2004 at a salary of Rs.50,000 per month."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to vary and / or alter the terms of the appointment subject to the limits of Schedule XIII of the Companies Act 1956 and according to the rules of the company from time to time."

#### **9. APPOINTMENT OF WHOLE TIME DIRECTOR**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 198,269,309,310, Schedule XIII and other applicable provisions of the Companies Act, 1956 the consent of the members be and is hereby accorded for the appointment of Mr.C.P.Jyothi Kumar Varma as the Whole Time Director of the company for a period of 3 years with effect from 30.06.2004 at a salary as stated below:

Salary : Rs.31,000 per month.

Perquisites:

Conveyance : Rs.3,000 per month

Mobile phone:Rs.3,000 per month

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to vary and / or alter the terms of the appointment subject to the limits of Schedule XIII of the Companies

Act 1956 and according to the rules of the company from time to time."

**10. TO BORROW MONEY IN EXCESS OF PAID - UP CAPITAL AND FREE RESERVES.**

To Consider and if thought fit to pass with or without modification, as may be permissible the following resolution as a **Ordinary Resolution**

RESOLVED that in pursuance of the provisions of section 293(1)(d) and other applicable provisions of the Companies Act, 1956 consent be and is hereby accorded to the Board of Directors of the Company for Borrowing any sum or sums of money from time to time from any one or more of the company's Bankers or from any one or more other firms, parties, bodies corporate or financial institutions, persons individuals whether by way of cash credit, advances or deposit, loans or bill discounting or by way of guarantee or otherwise or in any manner and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the company's assets and properties whether movable or immovable and all or any of the undertakings of the company which (apart from temporary loans obtained from the company's Bankers in the ordinary course of Business ) will or may exceed the aggregate of the paid up capital of the company and its free reserves that is to say, reserves not forming part of the reserves set apart for any specific purposes but so however, that the total amount up to which the monies may be borrowed by

the Board of Directors and outstanding at any time shall not exceed a sum of Rs. 15,00,00,000 (Rupees Fifteen crores only) exclusive of interest and the Directors are hereby further authorized to execute such deeds, debentures, Debenture trust Deeds, or Mortgage, Charge, Hypothecate, Lien, promissory Notes, Deposit Receipts, and other deeds and instruments in writing as they may think fit containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER that in pursuance of the provisions of Section 293(1)(d) and other provisions of the Companies Act 1956 consent be and is hereby accorded to mortgage/charge by the Board of Directors of the Company of all the movable and immovable properties present and future and the whole of the undertaking of the company together with acceptance of such terms and restrictions as may be stipulated, to or in favour of the Company's bankers or in favour of any one or more other firms, bankers, Bodies corporate or financial institutions, persons individual to secure advances, deposits, loans or financial assistance in any other form together with interest, commitment charges, costs and expenses pertaining thereto.

**11. TO ACQUIRE BUSINESS OF SIMILAR NATURE**

To Consider and if thought fit to pass with or without modification, as may

be permissible the following resolution as a **Ordinary Resolution**

"RESOLVED THAT subject to the provisions of the companies Act 1956 and also to the provisions as contained in the memorandum of association of the company the Directors of the Company be and are hereby authorised to acquire business, and to undertake the whole or any part of the business, property and liabilities of any person/ persons or company carrying on similar business which the company is authorised to carry on provided it is not prejudicial to the current business of the Company."

Place: Chennai

Date : 30.06.2004

By Order of the Board  
Sd/-  
Mr.C.V.Ravi  
Director

## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll, to vote instead of himself / herself and a proxy need not be a member of the Company. Proxies in order to be effective should reach the registered office of the Company at least 48 hours in advance for the commencement of the meeting.

2. The Register of members and the share Transfer Book of the Company will remain closed from 17<sup>th</sup> September to 27<sup>th</sup> September 2004.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

### Item No. 4

The Board of Directors appointed Mr. C.P.Jyothi Kumar Varma as an Additional Director at their meeting held on 30.06.2004. Pursuant to clause 85 of the Articles of Association, he is eligible for re-election. In this regard, the Board proposes his appointment as a Director retiring by rotation.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

### Item No. 5

The Board of Directors appointed Mr.C.V.Ravi as an Additional Director at their meeting held on 29.03.2004. Pursuant to clause 85 of the Articles of Association, he is eligible for re-election. In this regard, the Board proposes his appointment as a Director retiring by rotation.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

Item No.6

The Board of Directors appointed Mr.P.S.Sundaram as an Additional Director at their meeting held on 30.06.2004. Pursuant to clause 85 of the Articles of Association, he is eligible for re-election. In this regard, the Board proposes his appointment as a Director retiring by rotation.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

Item No.7

The Board of Directors appointed Mrs.Anita as an Additional Director at their meeting held on 30.07.2004. Pursuant to clause 85 of the Articles of Association, he is eligible for re-election. In this regard, the Board proposes his appointment as a Director retiring by rotation.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

Item No.8

In view of the resignation of Mrs.B.Ramadevi from the post of Managing Director on 30.07.2004, the Board proposes to appoint Mrs.Anita as the Managing Director

of the Company for a period of 5 years with effect from 30.07.2004 at a remuneration of Rs.50,000 per month. The proposal for her appointment is placed for the approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

Item No.9

In view of the vast experience of Mr.C.P.Jyoti Kumar Varma in marketing. The Board proposes to appoint him as the Whole Time Director (Operations). The proposal for his appointment is placed for the approval of the shareholders.

None of the Directors other than the incumbent are interested in the resolution.

Item No.10

The Directors of the company are of the opinion that there is a requirement to borrow funds in order the support their upcoming projects and also to venture in to new projects in future. The amount so required by them could exceed the statutory limit as laid down in the Companies Act 1956 i.e money to be borrowed together with the money already borrowed should not exceed aggregate of paid-up capital and its free reserves, that is reserves not set apart for the specific purpose. As a result the Board decided to put forth the proposal before the shareholders in order to get their consent in the above proposal.

None of the directors are interested in the above resolution.

Item No.11

The directors of the Company are looking forward to expand their business in the similar field of media and entertainment. The directors are looking forward to acquire businesses of similar nature in this direction. The directors are also conscious that such acquisition is not detrimental to the new business and the shareholders of the company.

None of the directors are interested in the above resolution.

Place: Chennai

Date : 30.06.2004

By Order of the Board

Sd/-

Mr.C.V.Ravi

Director



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have great pleasure in presenting this Annual Report with the Audited accounts for the year ended 31<sup>st</sup> March 2004.

### FINANCIAL RESULTS

(Rs. )

PARTICULARS	Year ending 31 <sup>st</sup> March 2004	Year ending 31 <sup>st</sup> March 2003
Profit (Loss) before, Depreciation & Tax	910759	(974000)
Depreciation	357852	357852
Profit / (Loss) before Tax	552907	(1331852)
Provision for Taxation	55895	--
Profit / (Loss) after tax	497012	(1331852)
Balance Brought forward	(7094789)	(5762937)
Balance Carried to Balance Sheet	(6597777)	(7094789)

### PERFORMANCE REVIEW

The Company is making a steady progress in media sector. We are already doing two projects & several projects are under finalisation. Given the potential available in the media business and the company's inherent strength, the directors are optimistic the company will scale greater heights in the ensuing years.

### DIVIDEND

Due to inadequacy of reserves of the company, no dividend is being recommended for the Year ended 31<sup>st</sup> March 2004.

### DIRECTORS

Mr. B.Aravind is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mr.C.P.Jyothi Kumar Varma who was appointed as an Additional Director of the Company is proposed to be appointed as a Director retiring by rotation, pursuant to Article 85 of the Articles of Association of the Company.

Mr.C.V.Ravi who was appointed as an Additional Director of the Company is proposed to be appointed as a Director retiring by rotation, pursuant to Article 85 of the Articles of Association of the Company.

Mr.P.S.Sundaram who was appointed as an Additional Director of the Company is proposed to be appointed as a Director retiring by rotation, pursuant to Article 85 of the Articles of Association of the Company.

Mrs.Anita who was appointed as an Additional Director of the Company is proposed to be appointed as a Director retiring by rotation, pursuant to Article 85 of the Articles of Association of the Company.

### MANAGING DIRECTOR

Mrs.B.Ramadevi has submitted her resignation from the post of the Managing Director and will continue as a director of the company.

Mrs.Anita is proposed to be appointed as the Managing Director of the company for a period of 5