

[CIN:- L74210TN1995PLC032921]

18th Annual Report

Sanguine Media Limited



Annual Report 2013 - 2014

CORPORATE INFORMATION

BOARD OF DIRECTOR

Mr. Kumar Raichand Madan	:	Managing Director & Compliance Officer
Mr. Vanraj Dadbhai Kahor	:	Non - Executive Independent Director
Mr. Dhiresb Uttamchand Munver	:	Non - Executive Independent Director
Ms. Ami Jigar Motta	:	Non - Executive Independent Director
Mr. Devendra Prabhakar Otavkar	:	Executive Director

BANKERS:

South Indian Bank
Mount Road,
Chennai – 600004, Tamil Nadu.

AUDITORS:

M/S. A. K. Rajgopalan & Co.
New No. 18, Old No. 81, Luz Avenue,
Mylapore, Chennai – 600004, Tamil Nadu.

REGISTRAR AND SHARE TRANSFER AGENTS:

M/S. Purva Share Registry (India) Pvt. Ltd
Unit No.9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel,
Mumbai – 400 011, Maharashtra.
Email ID: busicomp@vsnl.com

COMPLIANCE OFFICER:

Mr. Kumar Raichand Madan
(Managing Director)
E-mail: smedialtd@gmail.com

LISTED AT:

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

REGISTERED OFFICE:

3C, Sagas Manor, 1A, 3rd Street,
B. N. Road, T. Nagar,
Chennai - 600017, Tamil Nadu.
Tel No.: 044-28150595, 044-42048324
Fax: 044-42048326

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NOTICE

Notice is hereby given that the 18th Annual General Meeting of Sanguine Media Limited will be held at Registered Office of the Company situated at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017, on Saturday 27th September, 2014 at 10.00 a.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and applicable provisions, if any, of the Companies Act, 2013 Messrs. A. K. Rajgopalan and Co., Chartered Accountants, Chennai, bearing Membership No. 26133 be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of Five Years from the conclusion of this Annual General Meeting till the conclusion of Annual general meeting of the Company to be held in the Year 2019 (subject to ratification of their appointment at every Annual general Meeting) and to fix remuneration as agreed between them and Company for the year 2014-15.”

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Dhires Munver (DIN - 02782239), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

4. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Ami Motta (DIN - 02824823), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

5. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with Companies (Appointment and Qualification of

Directors) Rules, 2014, Mr. Vanraj Kahor (DIN – 01945256), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

Place: Chennai
Date: 27th August, 2014.

Notes:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September, 2014 to 27th September, 2014(Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent the details of any address so as to enable the Company to address any future communication at their correct address.

8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Sharegistry India Private Limited, for assistance in this regard.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.
14. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
15. Electronic copy of the Notice of the 18th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.sanguinemedia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: smedialtd@gmail.com
17. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to CS Rakesh Kapur, Scrutinizer, C/o. 305, 3rd Floor, Tower - 1/B, Dhiraj Enclave Co-op. Hsg. Society Ltd., Khatau Mill Complex, Opp. Bhor, Mumbai - 400066. Tel.: 022 28855295; 022 22188983, E-mail: rakeshkapur15@gmail.com so as to reach him on or before Thursday, 25th September, 2014 by 5.30 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
20. Members can request for a Ballot Form at Sanguine Media Limited, 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017 or they may also address their request through E-mail to: smedialtd@gmail.com, Contact No. 044-28150595, 044-42048324.
21. The E-voting period for all items of business contained in this Notice shall commence from Monday the 22nd September, 2014 at 9.00 a.m. and will end on Tuesday, the 23rd September, 2014 at 6.00 p.m. During this period equity shareholders of the Company

holding shares either in physical form or in dematerialized form as on the cutoff date of August 27, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

22. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on August 27, 2014.
23. CS Rakesh Kapur, Practicing Company Secretaries (Membership No. FCS3863) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
24. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

26. Voting through electronic means;

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The E-Voting Particulars are set out below:

EVSN (E-Voting Sequence)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
140910041	Refer Point No. iii of E-Voting			

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Sanguine Media Limited> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) Above to cast vote.
- (B) The voting period begins on Monday the 22nd September, 2014 at 9.00 a.m. and will end on Tuesday, the 23rd September, 2014 at 6.00 p.m.
. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <August 27, 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Chennai
Date: 27th August, 2014.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

Explanatory Statement

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item No.3, 4 & 5 the accompanying Notice dated 27th August, 2014.

Item No. 3, 4 & 5

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Dhires Munver, Mr. Vanraj Kahor & Ms. Ami Motta as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The tenure of the Independent Director will be for a period of 5 years.

The Board has recommended the appointment of these directors as Independent Directors in accordance with the provisions of sec. 149 of the Companies Act, 2013 to hold office for a term up to 5 consecutive years (for a period up to March 31, 2019) on the Board of Directors of the Company.

The Company has received Notices in writing from Members along with the requisite deposits in accordance with sec. 160 of the Companies Act, 2013, proposing the candidature of Mr. Dhires Munver, Ms. Ami Motta & Mr. Vanraj Kahor as Independent Director. Mr. Dhires Munver, Ms. Ami Motta & Mr. Vanraj Kahor, Non-Executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

<u>Dhiresb Munver</u>	
Fathers' Name	Uttamchand Munver
Date of Birth	16/03/1966
Date of Appointment	03/07/2010
Expertise in specific functional areas	Finance
Years of Experience	20
Qualification	B. Com
Directorship in Other Companies	1. Yantra Natural Resources Limited 2. Emporis Projects Limited
Member/Chairman of the Committee	Remuneration Committee
No. of shares held in own name or in the name of relatives	NIL

<u>Ms. Ami Motta</u>	
Fathers' Name	Omkar Madhusudan Trivedi
Date of Birth	31/12/1974
Date of Appointment	03/07/2010
Expertise in specific functional areas	Marketing
Years of Experience	13 years
Qualification	B.A.
Directorship in Other Companies	Prabhav Industries Limited
Member/Chairman of the Committee	Audit Committee
No. of shares held in own name or in the name of relatives	NIL

<u>Mr. Vanraj Kahor</u>	
Fathers' Name	Dadbhai Kahor
Date of Birth	03/11/1976
Date of Appointment	31/03/2010
Expertise in specific functional areas	Operations Management
Years of Experience	10 Years
Qualification	B. Com
Directorship in Other Companies	1. Trans Breweries Limited 2. Trans Techno Foods Limited 3. Saffron Finance Limited
Member/Chairman of the Committee	Remuneration Committee
No. of shares held in own name or in the name of relatives	NIL

Mr. Dhiresb Munver, Ms. Ami Motta & Mr. Vanraj Kahor, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3, 4 & 5 of the accompanying Notice relating to their own. None of the other Directors, key managerial personnel or their relatives is concerned or interested in these items of business.

The Board recommends the resolution set forth in Item Nos. 3, 4 & 5 for the approval of the members.

DIRECTOR'S REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

Financial Results

The financial performance of your Company for the year ended March 31, 2014 is summarized below: (Rupees in Lacs)

<u>Particulars</u>	<u>2013-2014</u>	<u>2012-2013</u>
Sales	1378.62	8091.23
Other Income	71.46	66.78
Total Income	1450.08	8158.01
Total Expenses	1439.62	8144.40
Profit/(Loss)	10.46	13.61
(-) Finance Cost	0.12	-
Profit/(Loss)Before Tax	10.34	13.61
Tax	-	-
(-) Current Tax	3.00	2.60
(+) Deferred Tax	-	-
Net Profit After Tax	7.34	11.01

1. Review of Operations:

During the year under review, the Company achieved a turnover of Rs. 1378.62 Lacs (previous year Rs. 8091.23 Lacs) the Company has made a modest profit of Rs.7.34 Lacs (previous there was profit of Rs. 11.01)

2. Future Outlook:

Your Company is currently focusing its resources in the business segments of Shares & Securities. The Company is hopeful that in the coming years it will grow in leaps & bounds.

The Company is also trying to venture into profitable activities during the year, so as to have maximized return of its capital.

3. Dividend:

The Board of Directors does not recommend any Dividend for the year under review

4. Subsidiary Companies:

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

5. Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

6. Directors

During the year under review, Mr. Dhires Munver, Ms. Ami Motta and Mr. Vanraj Kahor were appointed as Non-Executive Independent Directors of the Company for the terms of 5 Years, up to 31st March, 2019.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

7. Independent Director

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

8. Auditors:

The Statutory Auditors, Messrs. A. K. Rajagopalan and Co., had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re-appointment and his willingness for re- appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re-appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. A. K. Rajagopalan & Co., Chartered Accountants, Chennai, is eligible to hold the office for a period of five years up to 2019.

The members are therefore requested to appoint M/s. A. K. Rajgopalan & Co., Chartered Accountants as auditors for five years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 23rd Annual General Meeting, to be scheduled in 2019 and to fix their remuneration for the year 2014-15.

9. Auditors Report:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

10. Directors Responsibility Statement:

In accordance with the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments 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 and loss of the Company for the year ended 31st March, 2014.
- (iii) That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities. And that the Directors have prepared the Annual Accounts on a going concern basis.

11. Corporate Governance:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Chapter on Corporate Governance practices followed by the Company together with a Certificate from the Auditor confirming compliance forms a part of this Report.

12. Managing Director's Certificate:

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

13. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

14. Conservation Of Energy, Technology Absorptions and Foreign Exchange Earnings And Outgo:

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 217(1)(e) of the Companies Act, 1956 is not applicable

to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

15. Particulars of Employees:

None of the employees of the Company is in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

16. Acknowledgement:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

Place: Chennai
Date: 27th August, 2014.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2014.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview

The operation of the company during majority of the year was mainly centered in Finance Business and Share Trading. The company was dealing in Lending, Advancing and Depositing Money in Industrial and other Undertakings and Businesses and to deal in acquiring, selling, subscribing, transferring, holding, disposing, and otherwise dealing and investing in shares, securities, movables, etc.

The Company, being into finance and investment activity, the impact of movement of stock markets affects its volatility. India's inflation rates remain at an all -time high despite various economic and other measures been taken by the Government and RBI from time to time to curb the same.

Industry Structure and Development:

Of late, especially in the past few decades, there has been tremendous growth in the Finance Industries in India and the development thereof has been remarkable.

Opportunities And Threats:

The Indian money market is "a market for short-term and Long term funds with maturity ranging from overnight to one year and includes financial instruments that are deemed to be close substitutes of money It is diversified and has evolved through many stages, from the conventional platform of treasury bills and call money to commercial paper, certificates of deposit, repos, FRAs and IRS more recently.

The Indian money market consists of diverse sub-markets, each dealing in a particular type of short-term credit. The money market fulfills the borrowing and investment requirements of providers and users of short-term funds, and balances the demand for and supply of short-term funds by providing an equilibrium mechanism.

In 2013, equity markets remained tame due to slowing economy, bonds lost value as interest rates rose and physical assets such as real estate and gold also started feeling the effect of economic slowdown.

Outlook

A significant portion of the Company's income arises from investment and trading operation, which are largely dependent on the conditions of the stock market. The stock market activity depends largely upon the economic growth momentum and a combination of several factors like inflation, domestic saving, surging portfolio investments into India etc. the unusual developments in the global economy indicate heightened uncertainties and new challenges for the emerging market economies like India.

Risk & Concerns:

Many developing countries including India have reaped handsome rewards from surging capital inflows in recent years. This is widely regarded as a very welcome phenomenon, raising levels of investment and encouraging economic growth. But surging capital inflows can also be something of a double-edged sword, inflicting rather less welcome and destabilizing side effects, including a tendency for the local currency to gain in value, undermining the competitiveness of export industries, and potentially giving rise to inflation. Capital inflows result in a buildup of foreign exchange reserves. As these reserves are used to buy domestic currency, the domestic monetary base expands without a corresponding increase in production: too much money begins to chase too few goods and services.

Internal Control Systems and Their Adequacy

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

Human Resources / Industry Relations:

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2013-2014, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included

placing greater emphasis on learning and development, launching leadership development program, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external program.

Compliance

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

The Company has complied with all requirements of regulatory authorities. The trading in the equity shares of the Company is suspended at BSE Limited since October 2013, & has received "In-Principle" for revocation of suspension in the trading of the equity shares of the Company. The Company has paid the penalty & has complied with all requirements of BSE Limited & the matter is under process.

Cautionary Statement

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, report on Corporate Governance is furnished herewith.

1. Company's Philosophy on Corporate Governance:

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices.

2. Board of Directors

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

The Board has five members with a Chairman Cum Managing Director. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.

The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: www.sanguinemedialtd.com

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

Composition of Board

As on the date of this report, the Board Strength consists of in all 5 directors. Out of them, 3 are non- executive Independent directors, 2 is Executive Director.

Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals.

Meetings of the Board of Director during the Financial Year 2013-14, Seven Board Meetings were held on the following dates:

- 07th May, 2013
- 15th May, 2013
- 02nd August, 2013
- 29th August, 2013
- 28th September, 2013
- 25th October, 2013
- 06th February, 2014

Details of the Board of Directors and External Directorships

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31 March 2014, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships (*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Kumar Raichand Madan	7	Yes	3	None	None
2	Dhiresb Munver	7	Yes	2	None	4
3	Ami Motta	6	Yes	1	None	2
4	Devendra Otavkar	6	Yes	-	None	None
5	Vanraj Kahor	7	Yes	3	None	None

Notes:

(*) includes directorships held in public limited Companies only.

(Directorships held in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956 are excluded.)

(@) includes only positions held in Audit Committee and Shareholders' / Investor Grievance Committee of the Board of Directors

COMMITTEES OF THE BOARD

The Board has constituted following Committees of Directors:

- Audit Committee,
- Remuneration Committee, and
- Shareholder's/Investors Grievance Committee,

Audit Committee

The Audit Committee consists of two Independent Directors and the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Sanguine Media Limited., (the "Company") in fulfilling its oversight responsibilities with respect to

- (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,
- (b) the Company's compliances with legal and regulatory requirements,
- (c) the Company's independent auditors' qualification and independence,
- (d) the audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

- To select and establish accounting policies.
- To recommend the Appointment and Removal of External Auditors/fixation of their fees.
- To review the adequacy of the Internal Control System.
- To review financial statements before submission to the Board of Directors.
- To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
- To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
- To review the Company's financial and risk management policies.
- To review Statutory Auditors Report on the financial statements.
- To approve or modify, if any transactions of the Company with related parties.

- To scrutinize inter-corporate loans & investments.
- To do the valuation of undertakings or assets of the Company, wherever it is necessary.
- To evaluate internal financial controls & risk management systems.
- To monitor the end use of funds raised through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met Five times during the financial year 2013-14 on i.e. 7th May, 2013, 15th May, 2013, 2th August 2013, 25th October, 2013 & 6th February, 2014.

Constitution of the Committee:

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2014 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Vanraj Kahor	Chairman	5	Non- Executive Independent Director
2.	Kumar Raichand Madan	Member	5	Managing Director
3.	Dhiresb Munver	Member	5	Non - Executive Independent Director

Shareholders/Investor Grievance Committee

Terms of the Committee:

- To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
- The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
- To exercise all power conferred on the Board of Directors under Articles of Association.
- Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name : Mr. Kumar Raichand Madan (Managing Director)
Address: 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar,
Chennai - 600017, Tamil Nadu.
Tel No.: 044-28150595, 044-42048324.
E-mail: www.sanguinemedialtd.com

Composition:

The Committee comprises of Ms. Ami Motta, Independent Director as Chairman, Mr. Devendra Otavkar, Executive Director and Mr. Vanraj Kahor, Independent Director as Members of Shareholders Grievance Committee.

Remuneration Committee:

Terms of the Committee

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. However, none of the Directors has been given any remuneration during the year under review except Meeting Fees.

No Stock option has been allotted to any of the Directors during the financial year 2013-2014. The Committee review and recommend payment of annual salaries, commission and other employment conditions of the Managing Director, & other Executive Directors as well Key Management personal. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees.

Composition

Name of the Member	Category	Chairman / Member
Mr. Dhiresh U Munver	Non-Executive Independent Director	Chairman
Mr. Devendra Otavkar	Executive Director	Member
Ms. Ami Motta	Non-Executive Independent Director	Member

3. Subsidiary Company:- The Company does not have any subsidiary companies.

4. Disclosures:

- i. During the financial year 2013-14, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.

- ii. There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.
- iii. The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- iv. The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- v. The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- vi. The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement, in addition the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during current financial year 2014-15.
- vii. The Company was suspended at BSE Limited from 18th September, 2013 to till date due to penal reason. The Company has received "In-Principle" approval from BSE regarding revocation of suspension in the equity shares of the Company, subject to certain conditions. The Company has complied with all the clauses of Listing Agreement & conditions imposed by BSE & expects revocation shortly.
- viii. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

5. Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same

through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions. Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk Management policy periodically.

6. Details of General Meetings:

Annual General Meetings:

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2012-2013	Saturday, 28 th September, 2013 at 10.00 a.m.	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	-
2011-2012	Saturday, 29 th September, 2012 at 10.00 a.m.	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	-
2010-2011	Friday, 30 th September, 2011 at 9.00 a.m.	No. 7, Rukmani Street, West Mambalam, Chennai- 600 033, Tamil Nadu	To adopt investment as main object of the Company

No Extra-Ordinary General Meetings have been conducted during last three financial years. No Special Resolutions has been passed through Postal Ballot during the year. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

7. Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to the Bombay Stock Exchange immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Chennai (regional language). The financial statement of the Company is unqualified.

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

8. General Shareholders' Information:

Date, Time & venue of Annual General Meeting	Saturday, 27 th September, 2014 at 10.00 a.m. at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited.

No Dividend has been recommended for the year under review. The Company has paid Listing fees for the year 2014-15 to the Stock Exchange.

i. Market Share Price Data:

There has been no trading at BSE Limited during the financial year 2013-14.

Month	Open	High	Low	Close
Apr 13	1.56	1.59	1.22	1.22
May 13	1.20	1.20	0.53	0.53
Jun 13	0.52	0.52	0.43	0.49
Jul 13	0.50	0.50	0.39	0.39
Aug 13	0.40	0.40	0.30	0.30
Sep 13	0.29	0.29	0.22	0.22

ii. Share Transfer System:

The Share transfer is processed by the Registrar & Share Transfer Agent and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

iii. SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

iv. ISIN No.:

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE617F01012.

v. Distribution of Shareholding as on March 31, 2014, Are As Follows;

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Up To 5,000	1925	40.39	2861220	0.25
5,001 to 10,000	525	16.38	4773180	0.42
10,001 to 20,000	371	11.57	6315420	0.55
20,000 to 30,000	175	5.46	4705320	0.41
30,000 to 40,000	111	3.46	4089330	0.36
40,000 to 50,000	148	4.62	7231080	0.63
50,000 to 1,00,000	200	6.24	16375810	1.44
1,00,001 & Above	381	11.88	1094648640	95.94
Total	3206	100.00	1141000000	100.00

vi. Shareholding Pattern as on 31st March, 2014

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters		
1.	Individuals/HUF	1000	0
	TOTAL (A)	1000	0
B	Public Shareholding		
	Institutions	4100	0
	Non-Institutions	0	0
1.	Bodies Corporate	90153783	79.01
2. (a)	Individual Shareholders holding up to Rs.1 Lac	4246770	3.72
(b)	Individual Shareholders holding above Rs.1 Lac	17150665	15.03
3.	NRIs/ HUF's / Foreign Corporate Bodies	2543682	2.23
	TOTAL (B)	114094900	100.00
	TOTAL (A+B)	114100000	100.00

vii. Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

viii. Dematerialization of Shares and Liquidity:

The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2014, 114037230 equity shares, constituting 99.94% of the paid-up equity capital of the Company, stood dematerialized.

Total Number of shares dematerialized as on 31.03.2014

Depository	No. of Shares	% of Paid up Capital
NSDL	30301056	26.56
CDSL	83736174	73.39
Physical	62770	0.05
Total	114100000	100.00

ix. Financial Calendar (Tentative):

Financial Year	: 01 April, 2014- 31 st March, 2015
First quarter result	: 14 th August, 2014.
Half-yearly results	: 14 th November, 2014
Third quarter results	: 14 th February, 2015
Annual results	: End of May, 2015
Annual General Meeting	: September, 2015

x. Address for Correspondence:

3C, Sagas Manor, 1A, 3rd Street,
B. N. Road, T. Nagar,
Chennai - 600017, Tamil Nadu.
Tel No.: 044-28150595, 044-42048324
Fax: 044-42048326. Email ID: smedialtd@gmail.com

xi. Reconciliation of Share Capital Audit

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

xii. Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review.

Nomination Facility:

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this Report.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

Place: Chennai
Date: 27th August, 2014.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Sanguine Media Limited

We have examined the compliance of conditions of Corporate Governance by Sanguine Media Limited for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge and belief and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Listing Agreement

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. K. Rajagopalan and Co.,
Chartered Accountants
(FRN: 003405S)
SD/-
(CA. T. R. Ashok)
Partner
M.Ship No.: 026133

Place: Chennai
Date: 27th August, 2014

CERTIFICATE ON FINANCIAL STATEMENTS

To,

The Members,

Sanguine Media Limited

We, Mr. Kumar Raichand Madan, Managing Director of Sanguine Media Limited hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2013-14 and to the best of my knowledge and belief:

- a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
- b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.

2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.

4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

5. We have indicated to the Auditors and the Audit Committee:

- a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
- b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

Place: Chennai
Date: 27th August, 2014.

**ANNUAL CERTIFICATE UNDER CLAUSE 49(I) (D) OF THE
LISTING AGREEMENT WITH THE STOCK EXCHANGES**

I, Kumar Raichand Madan, Managing Director of the M/s. Sanguine Media Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2014.

By Order of the Board
For Sanguine Media Limited
Sd/-
Kumar Raichand Madan
Managing Director

Place: Chennai
Date: 27th August, 2014.



A.K.RAJAGOPALAN & CO.,
CHARTERED ACCOUNTANTS
CHENNAI, COONOR & TIRUPPUR,

Partner

R.VEERARAGHAVAN, B.Sc., F.C.A.,
A.R.RANGANATHAN, B.Sc., F.C.A.,
T.R.ASHOK, B.Sc., F.C.A.,
M.RAMASAMY, B.Sc., F.C.A., DISA(ICAI)

INDEPENDENT AUDITOR'S REPORT

To
The Members of M/s Sanguine Media Limited
Report on the Financial Statements:

1. We have audited the accompanying financial statements of the M/s Sanguine Media Limited which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

2. Management is responsible for the preparation of these financial statements in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Financial

New No : 41, Old No : 27, 3rd Block, 1st Floor, Sundareswarar Street, Myiapore, Chennai – 600 004
Tel : 044 – 42033481 / 3297 6834, Fax : 044 – 4211 0252. E – Mail : akr10@hotmail.com



Statements, whether due to fraud or error, in making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - (ii) in the case of the Profit and loss Account the Profit for the year ended on that date
 - (iii) in the case of Cash Flow Statement for the year ended on that date

Report on Other Legal and Regulatory Matters:

7. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.



8. As required by section 227(3) of the Act, we report that:
- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the Balance Sheet, Statement of Profit and loss, comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act. 1956;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For A.K.RAJAGOPALAN & CO.
Chartered Accountants
Sd/-

CA T.R.ASHOK
PARTNER

Membership Number: 026133
Firm Registration Number: 003405S

Place: CHENNAI
Date: 30.05.2014



ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date)

M/s Sanguine Media Limited
(Annexure to Auditor's Report)

- (i) The Company has maintained proper records showing full particulars including Quantitative details and situation of fixed assets.
 - a. All the assets have not been physically verified by the management during the year but there is verification on regular basis which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) The Company has not granted any loan unsecured/secured from firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iii) In our opinion there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of commercial advertisement time and fixed assets and also sale of commercial advertisement time.
During the course of audit, we have not observed any continuing failure to correct major weakness in internal control.
- (iv) In our opinion there are no transactions that need to be entered in the register maintained in pursuance section 301 of the Companies Act, 1956 and hence items (a) and (b) of clause (v) to paragraph 4 of the order not applicable.
- (v) The company has not accepted any deposits from the public within the preview of Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of Companies Act, 1956 and the rules framed there under.



- (vi) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business
- (vii) The Central Government has not prescribed the maintenance of cost records by the company under section 209(1) (d) of the Companies Act, 1956
- (viii)
- a. According to the information and explanation given to us. and on the basis of our examination of books of account, the provision of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income tax, Sales Tax. Wealth-tax, Service Tax, Custom Duty, Excise Duty, cess and other material statutory dues applicable to the company with appropriate authorities, during the financial year ended 31st march 2014
 - b. There are no dues of Income-tax, Sales Tax, Wealth-tax, Service Tax, Custom Duty, Excise Duty and Cess, which are outstanding as on 31st March 2014 for a period of more than six months from the date they become payable.
- (ix) The company has no accumulated losses as at the end of 31stMarch 2014. The company has not incurred cash loss during the financial year ended 31stMarch 2014 and in the financial year immediately preceding year ended 31stMarch 2013
- (x)
- (xi) The company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) During the year under review, the company has not granted any Loans and Advances on the basis of securities by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a Nidhi mutual benefit fund/society. Therefore, the provisions of clause (xiii) to paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) According to the information and explanations given to us the company is not dealing or trading in shares, securities, debentures, and other securities. Accordingly, the provisions of clause (xiv) to paragraph 4 of the order not applicable.



- (xv) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The company has not obtained any term loans. Therefore, the provisions of clause to paragraph 4 of the order are not applicable.
Based on our verification of the books of accounts, the information and explanations given to us, in this regard and on the overall examination of the balance sheet of the company we are of the view that the funds raised on short term basis by the company have not been utilized for long term purpose and vice versa.
- (xvii) During the year under review, the company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies Act 1956.
- (xviii) The company has not issued any debentures during the year under review.
- (xix) The company has not raised any money by way of public issue.
- (xx) Based on our verification of Books of account and other relevant records and based on the information and explanations given to us, we have not noticed or reported any fraud on or by the Company during the year under review.

Place: CHENNAI
Date: 30.05.2014

For A.K.RAJAGOPALAN & CO.
Chartered Accountants
Sd/-
CA T.R.ASHOK
PARTNER
Membership Number: 026133
Firm Registration Number: 003405S

SANGUINE MEDIA LIMITED

BALANCE SHEET AS AT MARCH 31, 2014

		(Amount in Rupees `)			
Particulars	Note No.	AS AT MARCH 31, 2014		AS AT MARCH 31, 2013	
I EQUITY AND LIABILITIES					
(1) Shareholders' funds					
Share Capital	3	1,141,000,000		1,141,000,000	
Reserves and Surplus	4	108,345,786		107,611,814	
			1,249,345,786		1,248,611,814
(2) Non-current liabilities					
Long term borrowings		0		0	
Deferred tax liabilities (net)	5	25,522,646		25,522,646	
Other Long term Liabilities		0		0	
Long term provisions		0		0	
			25,522,646		25,522,646
(3) Current liabilities					
Short term borrowings	6	118,798,501		118,798,501	
Trade payables	7	32,421,801		57,923	
other current liabilities	8	574,000		260,000	
Short term provisions		0		0	
			151,794,302		119,116,424
TOTAL			1,426,662,734		1,393,250,884
II ASSETS					
(1) Non-current assets					
Fixed Assets					
Tangible assets	9	140,135,903		146,407,039	
Intangible Assets	9	0		0	
Non current investments	10	82,500,000		87,500,000	
Long term loans and advances	11	937,041,677		1,014,890,547	
Other non current assets	12	18,650,000		18,650,000	
			1,178,327,580		1,267,447,586
(2) Current assets					
Inventories Trade	13	40,000,000		40,000,000	
receivables	14	179,172,587		80,529,587	
Cash and cash equivalents	15	348,924		1,301,867	
Short term loans and advances	16	28,813,643		3,971,844	
			248,335,154		125,803,298
TOTAL			1,426,662,734		1,393,250,884
III Notes forming part of Financial Statements					

As per our attached report of even date
 For A. K. RAJAGOPALAN & Co.,
 Chartered Accountants
 Firm Regd. No. 003405S

For and on behalf of Board of Directors

CA. T. R. ASHOK
 Partner
 Membership No : 026133

KUMAR R MADAN
 Managing Director

DEVENDRA P OTAVKAR
 Director

Place : Chennai
 Date: 30/05/2014

SANGUINE MEDIA LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2014

		(Amount in Rupees `)				
	Particulars	Note No.	2013-2014		2012-2013	
I	Revenue from operations	17	137,861,500		809,123,501	
II	Other Income	18	7,146,488		6,677,900	
III	Total Revenue (I + II)			145,007,988		815,801,401
IV	Expenses					
	Cost of materials consumed/Sales	19	135,232,500		786,678,162	
	Employee benefits expense	20	922,480		572,140	
	Finance costs	21	11,824		8,381	
	Depreciation/Amortisation of Expenses	9 & 12	6,271,136		26,422,432	
	Other expenses	22	1,536,076		758,605	
	Total expenses			143,974,016		814,439,720
V	Profit Before exceptional and extraordinary items and Tax (III - IV)			1,033,972		1,361,681
VI	Exceptional items			-		-
VII	Profit Before Tax (V - VI)			1,033,972		1,361,681
VIII	Tax expense:					
	Current tax		300,000		260,000	
	Deferred Tax Liability/(Asset)		-		-	
	Income Tax paid for earlier years		-	300,000	-	260,000
IX	Profit / (Loss) for the period (VII - VIII)			733,972		1,101,681
X	Earning per equity share:	23				
	Basic			0.01		0.01
	Diluted			0.01		0.01
	Notes forming part of Financial Statements					

As per our attached report of even date
 For A. K. RAJAGOPALAN & Co.,
Chartered Accountants
 Firm Regd. No. 003405S

For and on behalf of Board of Directors

CA. T. R. ASHOK
 Partner
 Membership No : 026133

KUMAR R MADAN
 Managing Director

DEVENDRA P OTAVKAR
 Director

Place : Chennai
 Date: 30/05/2014

SANGUINE MEDIA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

1 Corporate Information

Sanguine Media Limited, is a company incorporated in Septmber 1995 under the Indian Companies Act, 1956, Sanguine Media Limited operates as a media company in India. It manages various events, including entertainment shows, product launches, customer/consumer meets, employees motivational programs, training and development programs, international/Indian artist program, concerts, and television events. The company also provides rural marketing services, such as rural van operation/video on wheels, market promotion, consumer contact/promotion, promotional selling, promotional distribution, market research and Trading & Investment Activity in Shares & Securities & related instruments etc

2 Significant Accounting Policies

a) Basis of Accounting

The accounts of the Company are prepared under the historical cost convention and are in accordance with the applicable accounting standards and accordingly accrual basis of accounting is followed for recognition of income and expenses except where otherwise stated and where the exact quantum is not ascertainable. Expenditure on issue of share capital, if any, is accounted when actually incurred.

b) Revenue Recognition

Revenue is recongnised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

- (i) Revenue will be recongnised on completion of the project / telecast of advertisement / prints of ads in news papers/ mazines etc
- (ii) Interest income is recognised on a time proportion basis taking in to account the amount outstanding and the applicable interest rate
- (iii) Dividend income is recognised when the company,s right to receive dividend is established on the reporting date.

c) Fixed Assets

Fixed assets are stated at total capitalized costs relating and attributable directly or indirectly to acquisition and installation thereof as reduced by the accumulated depreciation thereon.

d) Depreciation/Amortization

Depreciation / Amortization on Fixed Assets is provided on Straight Line Method, at the rates specified in Schedule XIV to the Companies Act, 1956 (as amended).

e) Inventories

Inventories are valued as follows:

- (i) Raw Materials, Stores and Spares: at cost
- (ii) Work in Progress: at lower of estimated cost or net realizable value
- (iii) Waste Materials, Damaged goods, Scrap: if any at net estimated realizable value
- (iv) Finished Goods: at lower of cost or market value.

f) Investments

Investments that are intended to be held for more than a year , from the date of acquisition are classified as long term investment are carried at cost less any provision for permanent diminution in value . Investments other than long term investments are being current investments are valued at cost or fair market value whichever is lower.

g) Assets & Liabilities

The Assets and Liabilities are taken at the book value certi-fied by the Management

h) Foreign Currency Transactions

Foreign Currency Transactions are normally recorded at the exchange rate, prevailing on the date of transaction or conversion, as the case may be.

i) **Taxes on Income**

(i) **Current Tax:** Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

(ii) **Deferred Tax Provision:** Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted on the Balance Sheet date.

Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can realized.

j) **Miscellaneous Expenditure**

Preliminary expenses / shares and deferred revenue expenses etc. are not amortise during the year

k) **Presentation and Disclosure of Financial Statement**

During the year ended 31-03-2014, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. however , it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirement applicable in the current year.

3 **Share Capital**

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Authorised				
12000000 Equity Shares of ` 10 each (Previous Year - 12000000 Equity Shares of ` 10		1,200,000,000		1,200,000,000
		1,200,000,000		1,200,000,000
Issued, Subscribed & Paid Up				
114100000 Equity Shares of ` 10 each , fully paid up (Previous Year- 114100000 Equity Shares of ` 10 each, fully paid up)		1,141,000,000		1,141,000,000
		1,141,000,000		1,141,000,000

a) **Reconciliation of Number of Shares**

Particulars	As at March 31,2014		As at March 31,2013	
	Number of Shares	(Amount in Rupees `)	Number of Shares	(Amount in Rupees `)
Equity Shares at the beginning of the year	114,100,000	1,141,000,000	114,100,000	1,141,000,000
Add: Preferential allotment during the year	0	0	0	0
Equity Shares at the end of the year	114,100,000	1,141,000,000	114,100,000	1,141,000,000

b) **Terms/ rights attached to the Equity Shares**

The Company has only one class of Equity Shares having a par value of ` 10 each. Each Shareholder is eligible one vote per share. Any Shareholder whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) **Details of Shares held by the shareholders holding more than 5% (percentage) of aggregate shares in the Company**

Particulars	As at March 31,2014		As at March 31,2013	
	No.	%	No.	%
Religare Finvest Ltd	7,334,285	6.43%	7,335,000	6.43%
Shriram Credit Company Ltd	8,120,000	7.12%	6,521,000	5.72%
Dhanalxmi Cotex Ltd	5,914,629	5.18%	-	-

* Equity Shares of ` 10 each fully paid up

d) **Shares allotted as fully paid up by way of bonus shares (during 5 years preceding March 31, 2014)**

The Company have not allotted bonus shares during the 5 preceding financial year by the capitalisation of Securities Premium and Reserves.

4 Reserves & Surplus

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Securities Premium Account				
Balance as per last financial statements	119,455,500		119,455,500	
Add: Premium on fresh issue of Equity Shares	0		0	
		119,455,500		119,455,500
Profit and Loss Account				
Balance as per last financial statements	(11,843,686)		(12,945,367)	
Add: Current Year's Profit	733,972		1,101,681	
		(11,109,714)		(11,843,686)
		108,345,786		107,611,814

5 Deferred Tax Liabilities (net)

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Deferred Tax Liabilities				
on account of difference in depreciation on fixed Assets	25,522,646		25,522,646	
Less: Deferred Tax Assets	0		0	
		25,522,646		25,522,646
		25,522,646		25,522,646

6 Short Term Borrowings

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Unsecured Loans				
Loans & Advances (Personal Guarantee of Directors)	3,423,501		3,423,501	
Inter Corporate Deposites	115,375,000	118,798,501	115,375,000	118,798,501
		118,798,501		118,798,501

7 Trade Payables:

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Current Payble for Goods & Expenses/advances		32,421,801		57,923
		32,421,801		57,923

8 Other Current Liabilities

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in Rupees `)		(Amount in Rupees `)	
Other Payables				
Other Duties & Taxes Payable		14,000		0
Provision For Taxation		560,000		260,000
		574,000		260,000

SANGUINE MEDIA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

9 Fixed Assets:

(Amount in Rupees `)

Sr. No.	DESCRIPTION	Rate	GROSS BLOCK				DEPRECIATION			NET BLOCK	
			As at 01.04.2013	Additions	Deduct.	As at 31.03.2014	As at 01.04.2013	For the Period	As at 31.03.2014	As on 31.03.2014	As on 31.03.2013
A	Tangible Assets										
1	Computers & Printers	16.21%	604,961	0	0	604,961	604,961	0	604,961	0	0
2	Furniture & Fittings	6.33%	19,474	0	0	19,474	7,541	1,233	8,774	10,700	11,933
3	Contants	3.75%	167,197,400	0	0	167,197,400	20,802,294	6,269,903	27,072,197	140,125,203	146,395,106
	Total (A)		167,821,835	0	0	167,821,835	21,414,796	6,271,136	27,685,932	140,135,903	146,407,039
B	Intangible Assets										
1	Goodwill	20%	17,000,000	0	0	17,000,000	17,000,000	0	17,000,000	0	0
2	TV Software Contents	25%	74,143,209	0	0	74,143,209	74,143,209	0	74,143,209	0	0
	Total (B)		91,143,209	0	0	91,143,209	91,143,209	0	91,143,209	0	0
	Total (A+B)		258,965,044	0	0	258,965,044	112,558,005	6,271,136	118,829,141	140,135,903	146,407,039
	Previous Year		258,965,044	0	0	258,965,044	102,985,573	9,572,432	112,558,005	146,407,039	155,979,471

10 Non Current Investments:

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Trade Investments		
Investment in Equity Instruments (at Cost)		
Quoted		
10200000 Equity Shares of ` 10/- each of Dhanus Technologies Limited (Market Value Rs.714000)	60,000,000	60,000,000
Unquoted investments		
Un-quoted shares & application Money Pending Allotment	22,500,000	27,500,000
	82,500,000	87,500,000

11 Long Term Loans and Advances

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Sundry Advancess & Loans (Unsecured and Considered Good)		
Sundry Advances/ loans, recoverable in cash or kind	937,041,677	1,014,890,547
	937,041,677	1,014,890,547

12 Other Non Current Assets

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Miscellaneous Expenditures	5,788,932	11,577,865
Deferred Revenue Expenditures	12,861,068	23,922,135
	18,650,000	35,500,000
Less :- Written off during the Year	0	16,850,000
	18,650,000	18,650,000

13 Inventories

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Inventory (Unutilised Commercial Time)	40,000,000	40,000,000
	40,000,000	40,000,000

14 Trade Receivable

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Due for period exceeding six months (Unsecured Considered Good)	179,172,587	80,529,587
Others (Unsecured, Considered Good)	0	0
	179,172,587	80,529,587

15 Cash and Cash Equivalents

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Cash in hand	120,267	58,636
Balances with Banks		
Current Accounts	228,657	1,243,231
	<u>348,924</u>	<u>1,301,867</u>

16 Short Term Loans and advances

Particulars	As at March 31,2014	As at March 31,2013
	(Amount in Rupees`)	(Amount in Rupees`)
Balances with Government Authority Unsecured and Considered Good		
Advance Tax and Tax Deductible at Source	4,692,402	3,971,844
Sundry Advances/ loans, recoverable in cash or kind	24,121,241	0
	<u>28,813,643</u>	<u>3,971,844</u>

17 Revenue from operations

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Sale of shares & Securities	137,861,500	808,952,189
Sale of Media & Entertainment Products	0	171,312
	<u>137,861,500</u>	<u>809,123,501</u>

18 Other Income

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Profit (Loss) on sale of Investments	50,000	(5,800,000)
Interest Income	7,096,488	12,477,900
	<u>7,146,488</u>	<u>6,677,900</u>

19 Cost of Sales / Material Consumed

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Cost of Sales / Material Consumed		
Inventory at the beginning of the year	40,000,000	40,000,000
Add: Net Purchases	135,232,500	786,678,162
	175,232,500	826,678,162
Less: Inventory at the end of the year	40,000,000	40,000,000
	135,232,500	786,678,162
Add :- Direct Expenses	0	0
	<u>135,232,500</u>	<u>786,678,162</u>

20 Employees Benefit Expenses

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Salaries, Wages, Bonus & Other Allowances	920,000	570,000
Staff Welfare Expenses	2,480	2,140
	922,480	572,140

21 Finance Costs

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Bank Charges/ Processing Fees etc	11,824	8,381
	11,824	8,381

22 Other Expenses

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Advertisement Expenses/ Sales Promotion	23,460	6,193
Consultancy / Legal & Professional Charges	140,000	12,500
Electricity Expenses	6,871	11,487
Office Expenses	25,112	22,458
Postage / Courier	1,273	2,531
Printing & Stationery	4,539	5,775
Registration / Filing , Listing Fees & R & T Fees	356,949	311,423
Rent Rates & Taxes	220,000	275,000
Penalty & Fine	650,000	0
Telephone Expenses	6,879	12,418
Travelling & Conveyance exp.	6,827	5,642
Auditors Remuneration	94,166	94,166
Discount/ written off	0	(988)
	1,536,076	758,605

23 Earning Per Share (EPS)

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Net Profit After taxation	733,972	1,101,681
Weighted Average number of Equity Shares	114,100,000	114,100,000
Add: Dilutive Potential Equity Shares	0	0
Number of Equity Shares for Dilutive EPS	114,100,000	114,100,000
Nominal Value of Shares	10	10
Basic Earning Per Share	0.01	0.01
Diluted Earning Per Share	0.01	0.01

24 Research & Development Expenses

The expenditure on Research & Development is not sepa-rately ascertainable as the same has been included under various heads of expenditure in the Profit & Loss Account.

25 Managerial Remuneration:

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Directors' Remuneration	NIL	NIL

Computation of Net Profit in accordance with the Companies Act, 1956. The Commission by way of percentage of profits has not been paid to the Managing Director

26 Details of Payment to Auditors

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
As Auditor		
Statutory , Tax Audit Fees & other Matters	94,166	94,166
	<u>94,166</u>	<u>94,166</u>

27 Segment Reporting:

Segment reporting is not applicable.

28 Related Party Disclosure**a) Related Parties and their relationship****Key Managerial Personnel**

Mr. Kumar Raichand Madan	Managing Director
Mr. Vanraj dadbhai Kahor	Director
Mr. Dhiresb Uttamchand Munver	Director
Mr. Ami Gigar Motta	Director
Mr. Devendra Prabhakar Otavakar	Director

29 Expenditure in Foreign Currency

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Import of Services / Sales	NIL	NIL
	<u>NIL</u>	<u>NIL</u>

30 Earning in Foreign Exchanges

Particulars	2013-14	2012-13
	(Amount in Rupees`)	(Amount in Rupees`)
Export of Services / Sales	NIL	NIL
	<u>NIL</u>	<u>NIL</u>

31 Contingent Liabilities / Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existences in the financial statements. Contingent assets are not recognised in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, assets and related income are recognised in the period in which the change occurs.

32 Balances in the accounts of debtors, creditors and contracts and contractors, certain Bank Accounts are taken subject to confirmation and reconciliation and only upon such confirmation and reconciliation, the entries for discounts, claims and writing off sundry balances etc. will be recorded in the books.

33 In the absence of detailed information from Small Scale and Ancillary Undertaking, included under the head Sundry Creditors dues there from are not ascertained as on the date of Balance Sheet.

34 Previous year's figures have been regrouped / rearranged wherever deemed necessary.

As per our attached report of even
date For A. K. RAJAGOPALAN & Co.,
Chartered Accountants
Firm Regd. No. 003405S

CA. T. R. ASHOK
Partner
Membership No : 026133

Place : Chennai
Date: 30/05/2014

For and on behalf of Board of Directors

KUMAR R MADAN
Director

DEVENDRA P OTAVKAR
Director

SANGUINE MEDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Rupees)

Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
(A) Cash Flow Opening Activities (Indirect Method)		
Profit Before Tax	1,033,972	1,101,681
Add Non-cash Item	-	-
Depreciation/Amortisation of expenses	6,271,136	26,422,432
Deferred Tax / Provision	300,000	260,000
Interest Income	(7,096,488)	(12,477,900)
Finance Cost	11,824	8,381
Profit / Loss on sale of Assets	(50,000)	5,800,000
Cash Flow Before Working Capital Changes	470,444	21,114,594
Working Capital / Adjustments		
Add Change in Inventory	-	-
Add Change in Debtor	(98,643,000)	(68)
Add Change in Loan & Advances	77,848,870	(217,395,882)
Add Change in Current Liabilities (excluding Provision for Tax)	32,377,878	(20,834)
Add Short term Loan & Advances	(24,841,799)	(1,247,790)
Cash Flow From Operating Activities Before tax	(13,258,051)	(218,664,574)
Less Tax Paid	300,000	260,000
Cash Flow From Operating Activities	(13,087,607)	(197,809,980)
(B) Cash Flow From Investing Activities		
Interest Income	7,096,488	12,477,900
Profit / Loss on sale of Assets	50,000	(5,800,000)
Change in Deferred Revenue Expenditure	-	-
Changes in Investment	5,000,000	190,646,177
Net Cash Flow from Investing Activity	12,146,488	197,324,077
(C) Cash Flow From Financial Activities		
Change in Share Capital	-	-
Finance cost	(11,824)	(8,381)
Net Cash Flow from Financing Activity	(11,824)	(8,381)
Net Increase in Cash And Cash Equivalents (A+B+C)	(952,943)	(494,284)
i Cash And Cash Equivalents As At The Closing	348,924	1,301,867
ii Cash And Cash Equivalents As At The Opening	1,301,867	1,796,151
Net Increase in Cash And Cash Equivalents (i-ii)	(952,943)	(494,284)

Previous year figures have been regrouped/reclassified/rearranged whenever necessary to make them comparable to those for the current year.

As per our attached report of even date
For A. K. RAJAGOPALAN & Co.,
Chartered Accountants
 Firm Regd. No. 003405S

CA. T. R. ASHOK
 Partner
 Membership No : 026133

Place : Chennai
 Date: 30/05/2014

For and on behalf of the board



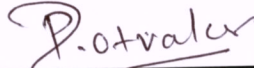

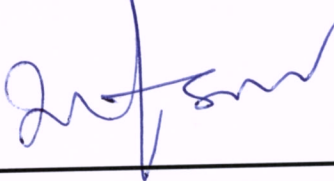

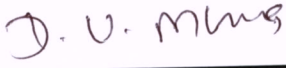

KUMAR R MADAN **DEVENDRA P OTAVKAR**
 Managing Director Director



Regd Off : 3C, Sagas Manor, 1A, 3rd Street, B.N Road T. Nagar, Chennai - 600017, Tamil Nadu. Ph. 044 42697335
www.sanguinemedialtd.com e-mail : smedialtd@gmail.com

Form A

Format of Covering Letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	Sanguine Media Limited
2	Annual Financial Statement for the Year Ended	31 st March, 2014
3	Type of Audit Observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be Signed by;	
	❖ Kumar Raichand Madan (Managing Director)	 
	❖ Devendra Prabhakar Otavkar (Chief Financial Officer)	 
	❖ M/s. A. K. Rajgopalan & Co. (CA. T. R. Ashok- Partner) (Auditor of the Company)	 
	❖ Dhiresh U Munver (Audit Committee Chairman)	 

SANGUINE MEDIA LIMITED

3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.

Tel No.: 044-28150595, 044-42048324, Fax: 044-42048326, E-mail:- smedialtd@gmail.com, Website: www.sanguinemedialtd.com

CIN: L74210TN1995PLC032921

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Saturday 27th September, 2014 at 10.00 a.m. at the Registered Office of the Company situated at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice and the Annual Report to the meeting as the same will not be circulated at the meeting.

SANGUINE MEDIA LIMITED

3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.

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CIN: L74210TN1995PLC032921

PROXY CUM BALLOT FORM

I/We _____ of _____ being Member/ Members of Sanguine Media Limited, hereby appoint _____ of _____ or failing him/ her _____ of _____ as my/ our proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Company to be held on Saturday 27th September, 2014 at 10.00 a.m. at the Registered Office of the Company situated at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu and at any adjournment thereof.

Signed this _____ day of _____, 2014.

L.F. No. / DP ID and Client ID _____ No. of Shares held _____ Affix Revenue Stamp Signed on this _____ day of _____, 2014.

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix Rs.1/-
Revenue
Stamp here &
Sign

Particulars	For	Against
<u>Ordinary Business</u>		
1. Adoption of Financial Statements for the year ended March 31, 2014		
2. Appointment of Messrs. A. K. Rajgopalan and Co., Chartered Accountants as statutory Auditor for a term of 5 Years.		
<u>Special Business</u>		
3. Appointment of Mr. Dhires Munver, as an Independent Director for a term of 5 Years.		
4. Appointment of Ms. Ami Motta, as an Independent Director for a term of 5 years.		
5. Appointment of Mr. Vanraj Kahor, as an Independent Director for a term of 5 years.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.

If Undelivered please return to:

3C, Sagas Manor, 1A, 3rd Street,

B. N. Road, T. Nagar,

Chennai - 600017, Tamil Nadu.

Tel No.: 044-28150595, 044-42048324

Fax: 044-42048326

Email Id: smedialtd@gmail.com

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