



Regd. Off : Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai - 600006 TN IN  
Phone : 044 28231258 www.sanguinemedia.com E-mail : smedia.com

Date: 16<sup>th</sup> November 2018

To,

BSE Limited  
Department of Corporate Services,  
Ground Floor, P. J. Towers,  
Dalal Street, Fort, Mumbai - 400 001.

**Ref: Sanguine Media Limited (Scrip Code: BSE 531898)**

**Sub:-Regulation 34 under SEBI Listing Regulations 2015 (LODR) - Annual Report for the FY 2017-18.**

Dear Sir/Madam,

We are enclosing herewith Copy of Annual Report for the financial year 2017-18.

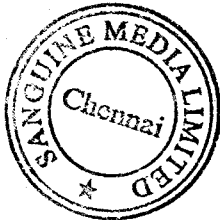
Kindly take the same on record.

Thanking You,

For Sanguine Media Limited

*A.v. Nawale*

Akshay Vijay Nawale  
(Director)  
DIN:-07597069



Encl: as above

[CIN:-L74210TN1995PLC032921]

22nd Annual Report

# Sanguine Media Limited#

Annual Report 2017 - 2018

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**CORPORATE INFORMATION**

**BOARD OF DIRECTOR**

Sanjay Sunderlal Meena	:	Managing Director & Compliance Officer
Aditya R Suryavanshi	:	Non - Executive Independent Director
Akshay V Nawale	:	Non - Executive Independent Director
Gayatri C Gupta	:	Non - Executive Independent Director

**BOARD COMMITTEES**

**AUDIT COMMITTEE**

Aditya R Suryavanshi	- Chairman
Akshay Vijay Nawale	- Member
Gayatri C Gupta	- Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Akshay Vijay Nawale	-Chairman
Aditya R Suryavanshi	-Member
Gayatri C Gupta	-Member

**NOMINATION & REMUNERATION COMMITTEE**

Gayatri C Gupta	-Chairman
Aditya R Suryavanshi	-Member
Akshay Vijay Nawale	-Member

**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.

**COMPLIANCE OFFICER:**

Sanjay Sunderlal Meena  
(Managing Director)  
E-mail: smedialtd@gmail.com

**LISTED AT:**

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

**REGISTERED OFFICE:**

Plaza Center, 4<sup>th</sup> Floor, Suit No. 349, No.  
129, G.N.Chetty Road, Chennai - 600 006  
Tamil Nadu  
Tel No.: 044-2831258

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of SANGUINE MEDIA LIMITED will be held on Wednesday, 26<sup>th</sup> September, 2018 at 11:00 A.M. at the Registered Office of the Company i.e. Plaza Center, 4<sup>th</sup> Floor, Suit No. 349, No. 129, G.N. Chetty Road, Chennai- 600006, Tamil Nadu, IN to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2018, balance sheet as on that date, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Mr. Sanjay Sunderlal Meena who retires by rotation and being eligible offers himself for reappointment.
3. To Ratify the Appointment of Auditor M/s. A.K. Rajgopalan & Co., Chartered Accountants, Chennai who were appointed in the Annual General Meeting held in the year 2014 for a block of 5 year until the conclusion of the Annual General Meeting to be held in 2019 and fix his remuneration.

### **SPECIAL BUSINESS:**

4. **To Regularize the Appointment of Mr. Akshay Vijay Nawale (DIN: 07597069) as Non Executive Independent Director:**

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

"**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Akshay Vijay Nawale (DIN: 07597069)**, who was appointed as an Additional Director on 10<sup>th</sup> October, 2016, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designate and appoint as an Independent

Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2023 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

**5. To Regularize the Appointment of Mr. Aditya Rupchand Suryavanshi (DIN: 07703306) as Non Executive Independent Director:**

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

**"RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Aditya Rupchand Suryavanshi (DIN: 07703306)**, who was appointed as an Additional Director on 04<sup>th</sup> March, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designate and appoint as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2023 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered

necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

**6. To Regularize the Appointment of Mrs. Gayatri Chhedilal Gupta (DIN: 07704522) as Non Executive Independent Director:**

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

"**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mrs. Gayatri Chhedilal Gupta (DIN: 07704522)**, who was appointed as an Additional Director on 04<sup>th</sup> March, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designate and appoint as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2023 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

**By Order of the Board of Directors  
For Sanguine Media Limited**

**Place: Chennai  
Date: 13/08/2018**

**Sd/-  
Sanjay Sunderlal Meena  
Managing Director  
DIN: 07567732**

**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, duly stamped.
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 **22<sup>nd</sup> 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. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available 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 Thursday, **20<sup>th</sup> September, 2018** to Wednesday, **26<sup>th</sup> September, 2018 (Both Days Inclusive)** for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, 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 or operations of the Company is 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 be materialized 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 Shareregistry (India) Private Ltd.**, 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 holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
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. Electronic copy of the Annual Report for 2018 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 Annual Report for 2018 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. Members may also note that **the Notice of the 22<sup>nd</sup> Annual General Meeting** and the **Annual Report for 2018** will also be available on the Company's website [www.sanguinemedialtd.com](http://www.sanguinemedialtd.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](mailto:smedialtd@gmail.com)

15. 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.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. In terms of relevant provisions of **SEBI (LODR) 2015**, 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 **Mr. Chirag Jain, Scrutinizer, Office No. 10, Krishna Cottage CHS, Dattapada Road No. 2, Borivali East, Mumbai- 400066 Tel.: 9892846438, E-mail: [chiragkchhabra@gmail.com](mailto:chiragkchhabra@gmail.com)** so as to reach him on or before Tuesday, **September 25, 2018 by 5.00 p.m.** Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
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. Members can request for a Ballot Form at **Plaza Center, 4<sup>th</sup> Floor, Suit No. 349, No. 129, G.N Chetty Road, Chennai- 600006, Tamil Nadu, IN** or they may also address their request through E-mail to: **smedialtd@gmail.com**, Contact No. **044-28231258**.
20. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
21. The **E-voting period** for all items of business contained in this Notice shall commence from **Saturday, 22<sup>nd</sup> September, 2018 at 11.00 a.m. and will end on, Tuesday, 25<sup>th</sup> September, 2018 at 5.00 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 19<sup>th</sup> September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. 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 19<sup>th</sup> September, 2018**.
22. **Chirag Jain**, Practicing Company Secretaries (CP No. 13687) 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.
23. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting 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.
24. 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.

25. Voting through electronic means;

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The **remote e-voting period** commences on **Saturday, 22<sup>nd</sup> September, 2018 (11.00 a.m.) and ends on, Tuesday, 25<sup>th</sup> September, 2018 (5.00 p.m.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 19<sup>th</sup> September, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended

not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "SANGUINE MEDIA LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [chiragkchhabra@gmail.com](mailto:chiragkchhabra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

#### 26. EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 19<sup>th</sup> September, 2018.**

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 19<sup>th</sup> September, 2018**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Share Transfer Agent of the Company, i.e. Purva Shareregistry (India) Private Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **CS Chirag Jain**, Practicing Company Secretaries (CP No. 12085) 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.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper " for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **website** [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**By Order of the Board  
By Order of the Board of Directors  
For Sanguine Media Limited**

**Place: Chennai  
Date: 13/08/2018**

**Sd/-  
Sanjay Sunderlal Meena  
Managing Director  
DIN: 07567732**

**Annexure to Notice**

Notes on directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges:

**Item No. 2****Details of Director seeking reappointment at Annual General Meeting**

Name	Mr. Sanjay Sunderlal Meena
Date of birth	22/11/1989
Director of the Company since	16/12/2016
Directorship in other public limited companies	Nil
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	NIL

**Item No. 4****To Appoint Mr. Akshay Vijay Nawale (DIN: 07597069), as Non-Executive Independent Director of the Company:**

Name	:	Akshay Vijay Nawale
Date of birth	:	01/10/1996
Qualification	:	Graduate
Expertise	:	Sales & Marketing
Director of the Company since	:	10/10/2016
Directorship in other public limited companies	:	One Company
Membership of Committees of other public limited companies	:	Two
No. of Shares held in the Company	:	Nil

The Board recommend the said resolution for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.



**Item No. 5****To Appoint Mr. Aditya Rupchand Suryavanshi (DIN: 07703306), as Non-Executive Independent Director of the Company:**

Name	:	Aditya Rupchand Suryavanshi
Date of birth	:	29/04/1996
Qualification	:	Graduate
Expertise	:	Sales & Marketing
Director of the Company since	:	04/03/2017
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

The Board recommend the said resolution for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

**Item No. 6****To Appoint Mrs. Gayatri Chhedilal Gupta (DIN: 07704522), as Non-Executive Independent Director of the Company:**

Name	:	Gayatri Chhedilal Gupta
Date of birth	:	16/08/1982
Qualification	:	Graduate
Expertise	:	Administration
Director of the Company since	:	04/03/2017
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]

**ANNUAL REPORT 2017-18**

The Board recommend the said resolution for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

**By Order of the Board  
By Order of the Board of Directors  
For Sanguine Media Limited**

**Place: Chennai  
Date: 13/08/2018**

**Sd/-  
Sanjay Sunderlal Meena  
Managing Director  
DIN: 07567732**

**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 31<sup>st</sup> March, 2018.

**FINANCIAL RESULTS**

The financial performance of your Company for the year ended March 31, 2018 is summarized below:

<b>Particulars</b>	<b>2017-2018</b>	<b>2016-2017</b>
Total Income	1038.65	614.93
Total Expenses	1016.19	584.51
Profit/(Loss)	22.46	30.42
Exceptional items	--	--
Profit/(Loss)Before Tax	22.46	30.42
Tax		
(-) Current Tax	5.1	6
Net Profit After Tax	17.36	24.42

**BUSINESS PERFORMANCE AND SEGMENT REPORTING**

The turnover of the Company has increased substantially during the year under review, but profit was Rs. 17.36 lacs compared to last year profit of Rs. 24.42 Lacs. The company is engaged in the business of trading in advertisement and media related product which is considered the only reportable business.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

To avoid duplication between the Directors Report and the Management Discussion and Analysis Report for the year, we present below a composite summary of performance of the various business & functions of the Company.

**INDUSTRY OVERVIEW**

The trend in slowdown in global growth continued during the year. The demonetization has affected the Company in general & overall in various sectors of the economy. The Company is intotrading in advertisement & media related products.

**BUSINESS OVERVIEW**

The Company main activities aretrading in advertisement & media related items. The Company is exploring various options to improve margins of the Company, by

having tight control on expenses & exploring various business activities. Every year new products enter the market and there are many web based application for selling of various products & services. They require advertisement & visibility in media to capture the market share. Hence the Company is hopeful to generate more revenue by targeting these new players by offering them better services at a comparative cost. Despite various adverse factors we firmly believe that Indian economic will grow and hence the growth of media & advertisement services sector presents us with exciting opportunities like India's long-term growth story remains intact notwithstanding declining growth in the past year or two. This presents vast opportunities for us to grow our businesses in the medium to long term. Though the turnover during the current year has declined substantially, this has tremendous impact on the profitability of the Company.

### **ADEQUACY OF INTERNAL CONTROL**

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

### **HUMAN RESOURCE DEVELOPMENT**

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

### **SEGMENT-WISE PERFORMANCE**

The Company is into single reportable segment only

### **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.

### **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

### **DIVIDEND**

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

### **SHARE CAPITAL**

The Company has not changed the capital structure during 2017-18

### **RESERVES**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 17.36 lacs has been carried forward to profit & loss account.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

The Company does not have any subsidiaries, joint venture & associates Company.

### **ACCEPTANCE OF FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

### **PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY**

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com). All related party transactions which were entered into during the year were on arm's length basis and were in the ordinary course of business

and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material related party transactions under Regulation 23 of the SEBI (LODR) Regulations, 2015. There is no material transactions entered into with related parties, during the period under review, which may have had any potential conflict with the interests of the Company. Pursuant to Regulation 26(5) of the SEBI (LODR) Regulations, 2015, senior key managerial personnel made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest that might have been in potential conflict with the interest of the Company & same was nil. During the year under review, Company has not entered into Related Party which requires disclosure under Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

### **LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

### **INTERNAL FINANCIAL CONTROLS**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

### **DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013**

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

### **DIRECTORS REMUNERATION POLICY**

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration policy, providing criteria for determining qualifications, positive attributes, independence of a Director and a policy on remuneration for Directors, key managerial personnel and other employees. The detailed Remuneration policy is placed on the Company's website [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com).

### **FINANCIAL STATEMENT**

The audited financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents

available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

### **NUMBER OF MEETING OF BOARD OF DIRECTORS**

The Board of Directors have met 7 times and Independent Directors once during the year ended 31<sup>st</sup> March, 2018 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

### **DECLARATIONS BY INDEPENDENT DIRECTOR**

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

### **DIRECTORS**

During the year under review, there was no change in the Composition of Board of Directors.

Mr. Sanjay Sunderlal Meena will retire at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for reappointment.

### **AUDITORS**

#### **Statutory Auditors**

The Auditors, M/s A K Rajagopalan & Co., Chartered Accountants, Chennai retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of one year from the conclusion of this Annual General Meeting [AGM] till the conclusion of Annual General Meeting of the company to be held in the year 2019 (subject to ratification of their reappointment at every Annual General Meeting).

The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Chirag Jain, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith and forms part of the Annual Report.

### **Reply to the qualification Remarks in Secretarial Audit Report:**

a) The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Though the Company has not published notice for Financial Result, and financial result, the company has uploaded the same on Website of the company and also submitted to BSE Limited.

b) The Company had not appointed Company Secretary during the year under review. The Company is in the Process of the same.

c) The Company has filed a few forms with delay fees. However, all forms have been duly filed with ROC with due compliance. Steps are taken to avoid additional fees and make timely submission of forms.

### **SECRETARIAL STANDARDS**

The Directors State that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and General Meetings', respectively, have been duly followed by the Company.

### **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 134 of the Companies Act, 2013.

### **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirms that:

- i. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2018 the applicable accounting standards have been followed along with proper explanation relating to material departures.



- ii. 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 31<sup>st</sup> March, 2018.
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. The Directors have prepared the Annual Accounts on a going concern basis.
- v. That a proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vii. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2017-18.

#### **ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual Directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company. Information on the manner in which the annual evaluation has been made by the Board of its own performance and that of its Committee and individual Directors is given in the Corporate Governance Report.

#### **DETAILS OF COMMITTEE OF DIRECTORS**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2017-18 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part

of the report. The recommendation by the Audit Committee as and when made to Board has been accepted by it.

### **RISK MANAGEMENT**

The Management evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

### **WHISTLE BLOWER MECHANISM**

The Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

### **CORPORATE GOVERNANCE**

Pursuant to the SEBI (LODR) Regulations, 2015, a separate section on Corporate Governance forms part of the Annual Report. All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2017-18. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report. The Managing Director have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (LODR), Regulations, 2015. Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance is annexed to this Report.

### **MANAGING DIRECTOR'S CERTIFICATE**

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

### **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 134(3) (m) of the Companies Act, 2013 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.

### **SECRETARIAL AUDIT REPORT**

A Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2018 in prescribed form duly audited by the Practicing Company Secretary is annexed herewith and forming part of the report.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

## **PRESENTATION OF FINANCIAL STATEMENTS**

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2018 have been disclosed as per Schedule III to the Companies Act, 2013.

## **STATUTORY DISCLOSURES**

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2017-2018 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com) as an Annexure to the Director Report. Details as required under the provisions of section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, are placed on the Company's website, i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com). A physical copy of the same will be made available to any shareholders on request. A cash flow statement for the year 2017-18 is attached with the Balance-Sheet.

## **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.

**By Order of the Board  
For Sanguine Media Limited**

**Sd/-  
Sanjay Sunderlal Meena  
Managing Director  
DIN:- 07567732**

**Sd/-  
Akshay Vijay Nawale  
Director  
DIN:- 02782239**

**Place: Chennai  
Date: 13<sup>th</sup> August, 2018**

**ANNEXURE TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(i)	CIN	L74210TN1995PLC032921
(ii)	Registration Date	14/09/1995
(iii)	Name of the Company	SANGUINE MEDIA LIMITED
(iv)	Category / Sub-Category of the Company	Company limited by Shares/ Indian Non-Government Company
(v)	Address of the Registered Office and Contact Details	Plaza Center, 4 <sup>th</sup> Floor, Suit No. 349, No. 129, G.N.Chetty Road, Chennai - 600 006 Tamil Nadu Contact No: 044- 28231258 Email ID: smedialtd@gmail.com
(vii)	Whether listed company Yes / No	YES
(viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Share Registry (India) Pvt. Ltd ,Unit No. 9 Shiv Shakti Industrial Estate, J. R. Borichamarg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai-400011 Tel No:- 022- 23016761/8261 Email ID:- busicomp@vsnl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-





## SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]

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<b>Institutions</b>										
(a) Bodies Corp.										
(i) Indian	60699110	---	60699110	53.20	50705752	---	50705752	44.44	(8.76)	
(ii) Overseas	---	---	---	---	---	---	---	---	---	
(b) Individuals										
(i) Individual Shareholders holding nominal share capital up to Rs. 2 lakh	21730609	37770	21768379	19.08	21744146	37770	21781916	19.09	0.01	
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	27218472	25000	27243472	23.88	27762398	25000	27787398	24.35	0.47	
(c) Others Clearing Members	---	---	---	---	---	---	---	---	---	
(d) Any Other (Specify)	---	---	---	---	---	---	---	---	---	
(a) N.R.I.	612000	---	612000	0.53	584606	---	584606	0.51	(0.02)	
(b) Employee	---	---	---	---	---	---	---	---	---	
(c) Foreign Corporate Bodies	---	---	---	---	---	---	---	---	---	
(d) Trust	200	---	200	0.00	200	---	200	0.00	---	
(e) Hindu Undivided Family	1643657	---	1643657	1.44	1627657	---	1627657	1.43	(0.01)	
(f) Clearing	2132182	---	2132182	1.87	11611471	---	11611471	10.18	8.31	



Members									
Sub-Total(B)(2):	114036230	62770	114099000	100.00	114036230	62770	114099000	100.00	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	114036230	62770	114099000	100.00	114036230	62770	114099000	100.00	0.00
C. Shares held by custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
<b>Grand Total (A+B+C)</b>	<b>114100000</b>	<b>62770</b>	<b>114100000</b>	<b>100.00</b>	<b>114037230</b>	<b>62770</b>	<b>114100000</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017			Shareholding at the end of the year 31.03.2018			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledge d/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledge d/encumbered to total shares	
1	KUMAR RAICHAND MADAN	1000	0.00	0.00	1000	0.00	0.00	0.00
	Total	<b>1000</b>	<b>0.00</b>	<b>0.00</b>	<b>1000</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding (Please specify, if there is no change):****Not Applicable as there is no change.**

Sr. No.		Shareholding at the beginning of the year 01.04.2017		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	KUMAR RAICHAND MADAN	1000	0.00	1000	0.00

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2017		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2018	
		No. of shares at the beginning (01.04.2017) / end of the year 31.03.2018	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1	SHRIRAM CREDIT COMPANY LIMITED	10527631	9.23	01/04/2017				
				31/03/2018			10527631	9.23
2	CPR CAPITAL SERVICES LTD	3326023	2.92	01/04/2017				
				31/03/2018			3326023	2.92
3	RELIGARE FINVEST LTD	5334285	4.68	01/04/2017				
				31/03/2018			5334285	4.68
4	VIAGGIO TRADERS PRIVATE LIMITED	5160000	4.52	01/04/2017				
				31/03/2018			5160000	4.52
5	JOEL INFRASTRUCTURE PVT LTD	2921380	2.56	01/04/2017				
				31/03/2018			2921380	2.56
6	WESTLITE INFRAPROJECTS PRIVATE LIMITED	3250000	2.85	01/04/2017				
				31/03/2018			3250000	2.85
7	ADAMINA TRADERS PVT LTD	2968359	2.6	01/04/2017				
				31/03/2018			2968359	2.6

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding at the beginning of the year 01.04.2017		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2018	
		No. of shares at the beginning (01.04.2017) / end of the year 31.03.2018	% of total Shares of the Company				No. of shares	% of total Shares of the Company
-----NIL-----								

**(VI) INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

(Rs.Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	1158.15	1158.15
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>1158.15</b>	<b>1158.15</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	3.00	3.00
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>3.00</b>	<b>3.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	1155.15	1155.15
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>1155.15</b>	<b>1155.15</b>

**(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER Kumar Raichand Madan (Managing Director)	Total Amt.
1	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option related perquisites	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- as % of profit		
	- Others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	<b>Total (A)</b>	NIL	NIL
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.	

b) Remuneration to other directors:

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	<b>Independent Directors</b>					
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please	NIL	NIL	NIL	NIL	NIL

	specify					
	<b>Total (1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2</b>	<b>Other Non-Executive Directors</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B)=(1+2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (A)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.				

## (c) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross Salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**(VIII) Penalties / Punishment / Compounding of Offences:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty					
Punishment	NONE				
Compounding					

**(IX) Other Officers in Default**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty					
Punishment	NONE				
Compounding					

**Form No.MR-3**

**SECRETARIAL AUDIT REPORT**

FORTHE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2018

*[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**SANGUINE MEDIA LIMITED,**  
Chennai, Tamil Nadu.  
CIN L74210TN1995PLC032921

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SANGUINE MEDIA LIMITED** [CIN L74210TN1995PLC032921] (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. **SANGUINE MEDIA LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 has partly complied with the statutory provisions listed hereunder and also that the Company has no proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **SANGUINE MEDIA LIMITED** ("the Company") for the financial year ended on 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not Applicable.**
- ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not Applicable.**
- iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable as the Company has not issued any kind of securities during the year.**
- iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable;**
- v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable;**
- vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agents;**
- vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable** and
- viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable.**

The management has identified and confirmed the following laws as specifically applicable to the Company & they have complied with most of the Rules & Regulations specified in the Acts, mentioned below:

1. Advertisement Standards Council of India.
2. Service Tax.
3. Sales Tax.

I have also examined compliance with the applicable clauses of the following:-

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the company with BSE Limited

During the period under review the Company has partly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



- a. **The Company did not have Company Secretary during the year. However the management is taking the necessary steps for regularizing the same.**
- b. **The Company has filed certain forms with ROC with delay fees.**

I further report that the

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Since Minutes books is not updated, hence we cannot comment whether majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- I. **The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**
- II. **The Company did not have Company Secretary during the year.**
- III. **The Company has filed certain Forms with ROC with delay fees during the year.**

I further report that during the audit period the company has not done or taken any major corporate action.

For M/s JCA & Co.  
Company Secretaries

Date: 13<sup>th</sup> August, 2018

Place: Mumbai

Sd/-  
Chirag Jain  
Partner  
Mem No. 30850  
CP No. 13687

**Annexure -A to Secretarial Audit Report dated 13 August 2018**

To,  
The Members,  
SANGUINE MEDIA LIMITED  
Chennai  
[CIN L74210TN1995PLC032921]

Our Secretarial Audit Report dated 13<sup>th</sup> August 2018 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M/s JCA & Co.  
Company Secretaries**

**Date: 13<sup>th</sup> August, 2018  
Place: Mumbai**

**Sd/-  
Chirag Jain  
Partner  
Mem No. 30850  
CP No. 13687**

## **CORPORATE GOVERNANCE REPORT**

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2017-18 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. .

### **BOARD OF DIRECTORS**

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Real Estate, Printing, Banking, Investment Banking, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. 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](http://www.sanguinemedialtd.com)

### **INFORMATION SUPPLIED TO THE BOARD**

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Directors have separate and independent access to officers of the Company. In addition to items, which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. At the meeting of the Independent Directors held during the year, they have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **ORDERLY SUCCESSION TO BOARD AND SENIOR MANAGEMENT**

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

## **CODE OF CONDUCT**

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)

## **MAXIMUM TENURE OF INDEPENDENT DIRECTORS**

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

## **FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS**

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI (LODR) Regulation, 2015, the terms and conditions of appointment of Independent Directors are placed on the Company's website i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com).

## **DIRECTORS' INTEREST IN THE COMPANY**

Sometime, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting held on 31<sup>st</sup> March, 2018. The criteria are placed on the Company's website [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)
- Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent

director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise. Details on the evaluation carried out by the independent directors at their meeting held on 31<sup>st</sup> March, 2018 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a define criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- Professional qualifications, expertise and experience in specific area of business;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest;
- Availability of time and other commitments for proper performance of duties;
- Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

#### **INDEPENDENT DIRECTORS MEETING**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 20<sup>th</sup> March, 2018, without the attendance of non-independent directors and members of Management, to inter alia discuss the following:

- 1) Review the performance of non-independent directors and the Board as a whole;
- 2) Review the performance of the executive directors and non-executive directors;
- 3) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- 4) Review the responsibility of independent directors with regard to internal financial controls.

All independent directors were present at the meeting.

#### **REMUNERATION OF DIRECTORS**

During the year under review, there were no pecuniary transactions with any non-

executive director of the Company.

### **CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company. As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com).

### **NON-EXECUTIVE DIRECTORS**

Non-executive directors are paid sitting fees as earlier stated in this Report.

### **MANAGING DIRECTOR**

During the year under review, the Company has not paid any remuneration to Managing Director of the Company as provided in detail in an annexure to the Directors' Report in section VI (A) of Form MGT-9, i.e. extract of the Annual Return.

### **DETAILS OF REMUNERATION TO DIRECTORS**

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive. In 2017-18, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2017-18 are provided in an annexure to the Directors' Report in section VI (B) of Form MGT-9, i.e. extract of the Annual Return.

### **COMPLIANCES REGARDING INSIDER TRADING**

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended.

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b. Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected person.

The said codes are being adhered to. The Code referred to in (a) above is placed on the Company's website [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com).

## ❖ COMPOSITION OF BOARD

The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on the date of this report, the Board Strength consists of 4 directors. Out of them, 3 are Non-Executive Independent Directors and 1 is Managing 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. The number of Directorships, Committee Membership/Chairmanship of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS

The Board of Directors of the listed entity shall have the following responsibilities:

- (i) Disclosure of information:
  1. Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
  2. The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stake holders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.
  
- (ii) Key functions of the Board of Directors-
  1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual Budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
  2. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
  3. Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
  4. Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.

5. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
6. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and Abuse in related party transactions.
7. Ensuring the integrity of the listed entity's accounting and financial reportingsystems, including the independent audit, and that appropriate systems of control are inplace, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications.
9. Monitoring and reviewing Board of Director's evaluation framework.

(iii) Other responsibilities:

1. The Board of Directors shall provide strategic guidance to the listed entity ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
2. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
6. The Board of Directors shall maintain high ethical standards and shall take in to account the interests of stakeholders.
7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
8. The Board of Directors shall consider assigning a sufficient number of non-Executive members of the Board of Directors capable of exercising independent Judgment to tasks where there is a potential for conflict of interest.
9. The Board of Directors shall ensure that, while rightly encouraging positive thinking,these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
10. The Board of Directors shall have ability to step back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.



11. When committees of the Board of Directors are established, their mandate, composition and Working procedures shall be well defined and disclosed by the Board of Directors.
12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
13. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

### **DIRECTORS INDUCTION AND FAMILIARIZATION**

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Managing Director is responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time, request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a. Builds an understanding of Sanguine Media Limited, its businesses and the markets and regulatory environment in which it operates;
- b. Provide an appreciation of the role and responsibilities of the Director;
- c. Fully equip Directors to perform their role on the Board effectively; and
- d. Develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of Directors' induction and familiarization are available on the Company's website at [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)

### **MEETINGS OF THE BOARD OF DIRECTOR**

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from the other Board business. The Board meetings are pre-scheduled & Agenda is circulated well in advance to facilitate the Directors to ensure meaningful participation in the meetings. However in case of special and urgent business need the Committee of Board of Directors met at a short notice and its minutes is noted and confirmed in the subsequent Board meeting. The Agenda for the

Board/Committee meetings cover items set out as per guidelines in Listing Regulations & it includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year 2017-18, Seven Board Meetings were held on the following dates:

1. 30<sup>th</sup> May, 2017
2. 31<sup>st</sup> August, 2017
3. 14<sup>th</sup> September, 2017
4. 24<sup>th</sup> November, 2017
5. 13<sup>th</sup> December, 2017
6. 12<sup>th</sup> February, 2018
7. 22<sup>nd</sup> March, 2018

### 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 2018, 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	Sanjay Sunderlal Meena	7	Yes	-	-	-
2	Akshay V Nawale	7	Yes	1	2	1
3	Aditya R Suryavanshi	7	Yes	-	-	-
4	Gayatri C Gupta	7	Yes	-	-	-

Notes:

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

Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 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 Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- ❖ Audit Committee,
- ❖ Nomination and Remuneration Committee, and
- ❖ Stakeholder's Relationship Committee,

## AUDIT COMMITTEE

### TERMS OF REFERENCE:

The role and terms of reference of Audit Committee covers areas mentioned under Listing Regulations and Companies Act, 2013, 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 Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions;

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
2. To review and examine with management the quarterly financial results before submission to the Board;
3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to - matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the

- draft audit report;
4. To review management discussion and analysis of financial condition and results of operations;
  5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;
  6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
  7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
  8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
  9. To review and monitor the Auditor independence and performance, and effectiveness of audit process;
  10. To review the performance of statutory and internal auditors, adequacy of the Internal Control System;
  11. To discuss with statutory auditors before the audit commences about the nature & scope of audit as well as post-audit discussion to ascertain any area of concern.
  12. To recommend appointment, removal, remunerations and terms of appointment of Internal Auditor of the Company;
  13. To scrutinize inter-corporate loans and investments made by the Company;
  14. To review the adequacy of the Internal Audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage & frequency of internal audit, discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
  15. To evaluate internal financial controls and risk management systems;
  16. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
  17. To review the findings of any internal investigations by the internal auditors into

matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

18. To review the functioning of the Whistle blower mechanism.
19. To review the Company's financial and risk management policies.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, creditors & shareholders (in case of non-payment of declared dividends).
21. To review the statement of uses/application of funds raised through an issue (public issue; rights issue, preferential issue, etc), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and making appropriate recommendations to the Board to take steps in the matter.
22. To carry out any other function as mentioned in the terms of reference of the audit committee.
23. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.
24. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.

The periodic review ensures that all areas within the scope of the Committee are reviewed.

**MEETINGS OF THE COMMITTEE:**

The Committee met Four times during the financial year 2017-18 on i.e. 30<sup>th</sup> May, 2017, 14<sup>th</sup> September, 2017, 13<sup>th</sup> December, 2017 & 12<sup>th</sup> February, 2018.

**CONSTITUTION OF THE COMMITTEE:**

The Constitution of the Audit Committee is in conformity with the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.

The Composition of the Committee, together with the details of the attendance of each member as at 31<sup>st</sup> March, 2018 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1	Aditya R Suryavanshi	Chairman	4	Non- Executive Independent Director
2	Akshay Vijay Nawale	Member	4	Non- Executive Independent Director
3	Gayatri C Gupta	Member	4	Non- Executive Independent Director

## STAKEHOLDERS RELATIONSHIP COMMITTEE

### TERMS OF THE COMMITTEE:

1. To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of dividends, transmission, split, consolidation of share certificates and matters related thereto.
2. To ensure expeditious share transfer process.
3. To evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.
4. To provide guidance and make recommendations to improve investors service level to the investors.
5. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

### DETAILS OF PENDING INVESTOR GRIEVANCES AND COMPLIANCE OFFICER:

There was 1 investor grievance pending for Redressal at the end of the financial year and all other 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 : Sanjay Sunderlal Meena  
Address : Plaza Center, 4<sup>th</sup> Floor, Suit No. 349, No. 129, G.N. Chetty Road, Chennai - 600 006  
Tamil Nadu  
Contact No. : 044- 2831258.  
Email ID : smedialtd@gmail.com

### RESPONSIBILITIES OF COMPLIANCE OFFICER

The compliance officer of the listed entity shall be responsible for-

- (a) Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- (b) Co-ordination with and reporting to the Board, recognized stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- (c) Ensuring that the correct procedures have been followed that would result in the correctness authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- (d) Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors:

### **COMPOSITION & MEETING**

The Committee comprises of 3 Non-Executive Independent Directors, namely Akshay Vijay Nawale (Chairman), and Aditya R Suryavanshi and Gayatri C Gupta as Members of the Committee for the current year.

### **ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

Role of committee shall, inter-alia, include the following:

- 1. To determine/recommend the criteria for determining appointment, qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remunerations of directors, Key Managerial personal and other employees.
- 2. To formulate the criteria for evaluation of performance of independent directors and the board of directors.
- 3. To devise a policy on desired age and diversity of board of directors.
- 4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- 5. To review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, etc.

### **COMPOSITION**

The composition of the Remuneration Committee is Gayatri C Gupta (Chairman), Aditya R Suryavanshi & Akshay Vijay Nawale as Members of the Committee for the current year. During the financial year ended 31<sup>st</sup> March, 2018, no meeting of the Nomination and Remuneration Committee was held.

### **SUBSIDIARY COMPANY**

The Company does not have any subsidiary companies.

## DISCLOSURES:

### ❖ Materially significant Related Party Transactions:

The details of transactions with the related parties are tabled before the audit committee on a quarterly basis. The register of contracts containing the transactions in which the Directors are interested was placed regularly before the board. There were no pecuniary transactions directly with the independent / Non-Executive Directors, other than the payment of remuneration.

The Company has formulated a policy on Related Party Transactions which is available at Company website [www.sanguinemedia.com](http://www.sanguinemedia.com)

- ❖ The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ 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. 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.
- ❖ The Company is in compliance with all mandatory requirements of Listing Regulations.
- ❖ 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.

## PREVENTING CONFLICT OF INTEREST

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by Board Members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management team. The Code provides that the Directors are required to avoid any interest in



contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The members of the Board and the Management Committee also submit on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s)/ membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

#### **AFFIRMATION AND DISCLOSURE**

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31<sup>st</sup> March, 2018 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the company; however there were no material, financial or commercial transaction between the Company and the Independent Directors. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

#### **MEANS OF COMMUNICATION:**

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to BSE Limited immediately upon its approval by the Board of Directors and are simultaneously published on the website of the Company. During the year under review, no presentation was made to the institutional investors or analysts.

#### **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
2014-15	30 <sup>th</sup> September, 2015 at 10.00 a.m.	3C, Sagas Manor, 1A, 3 <sup>rd</sup> Street, B. N. Road, T.	No Special Resolutions was passed.

		Nagar, Chennai - 600017, Tamil Nadu.	
2015-16	29 <sup>th</sup> September, 2016 at 10.00 a.m.	Amara Sri, Situated at Old No. 313, New No. 455, Block No. 75, 7th Floor, Anna Salai, Teynampet, Chennai, Tamil Nadu - 600018	Special Resolution: To appoint, Kumar Raichand Madan (DIN: 01179422), as the Managing Director, of the Company for a period of three (3) years
2016-17	30 <sup>th</sup> September, 2017 at 10.00 a.m.	Plaza Center, 4th Floor, Suit No. 349, No. 129, G. N. Chetty Road, Chennai - 600 006 Tamil Nadu	Special Resolution: 1. To appoint Aditya Rupchand Suryavanshi as the Independent non executive director. 2. To appoint Gayatri C Gupta as the Independent non executive director. 3. To appoint Akshay V Nawale as the Independent non executive director.

**MARKET SHARE PRICE DATA:**

The Share Price data at BSE Limited during the financial year 2017-18 is as under:

Month	High	Low	No. of Shares
Apr-17	1.08	0.86	2,40,025
May-17	0.85	0.77	1,51,28,261
Jun-17	0.77	0.77	3,50,986
Jul-17	0.76	0.60	2,57,584
Aug-17	0.60	0.60	42,220
Sep-17	0.60	0.60	1
Feb-18	0.59	0.59	100
Mar-18	0.58	0.54	8,030

**EXTRA- ORDINARY GENERAL MEETINGS:**

Details of the Extra- Ordinary General Meetings of the Company held during 3 preceding previous years together with a gist of the special resolutions passed there at

is given hereunder:

Financial Year	Date	Venue	Special Resolutions passed
31 <sup>st</sup> March, 2015	30 <sup>th</sup> October, 2014	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	Special Resolution was passed for stock-split of the face value of equity shares from Rs. 10/- to Re. 1/- and accordingly change in the Authorized Capital of the Company.
31 <sup>st</sup> March, 2017	30 <sup>th</sup> December, 2016	Plaza Center, 4 <sup>th</sup> Floor, Suit No.349, No.129, G.N. Chetty Road, Chennai - 600006	Consolidation in the face value of equity shares of the Company from Re. 1/- to Rs. 10/-

#### POSTAL BALLOT

During the year under review, no Postal Ballot was conducted.

#### GENERAL SHAREHOLDERS' INFORMATION:

Date, Time & Venue of Annual General Meeting	Plaza Center, 4 <sup>th</sup> Floor, Suit No. 349, No. 129, G.N.Chetty Road, Chennai – 600 006 Tamil Nadu Wednesday, 26th September, 2018 at 11:00 A.M.
Listing on StockExchanges	The Equity Shares of the Company are listed on BSE Limited.
Financial year	April to March
Stock Code	531898
Registrar & share transfer agents	Purva Share Registry (India) Private Limited
Plant Location	N.A.

#### COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is dealing only in Indian currency, so there is no foreign Exchange risk and hedging activities.

**OUTSTANDING GDRS/ ADRS:**

The Company has not issued any GDRs/ ADRs.

**SHARE TRANSFER SYSTEM:**

Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved and dispatched within a period of 5 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute. For expeditious processing of share transfers, the Board of Directors of the Company has authorized the Compliance Officer, to decide on various issues like transfers/transmission of securities in physical form, change in status of shareholders and confirmation of dematerialization.

**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.

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31 2018, ARE AS FOLLOWS**

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Up To 5,000	3201	34.32	708175	0.62
5,001 to 10,000	1803	19.33	1661605	1.46
10,001 to 20,000	1172	12.57	1998806	1.75
20,000 to 30,000	532	5.70	1441695	1.26
30,000 to 40,000	292	3.13	1064355	0.93
40,000 to 50,000	610	6.54	3003673	2.63
50,000 to 1,00,000	873	9.36	7337817	6.43
1,00,001 & Above	844	9.05	96883874	84.91
<b>Total</b>	<b>9327</b>	<b>100.00</b>	<b>114100000</b>	<b>100.00</b>

**SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2018**

Sr.	Category	No. of Shares	% of
A	Promoters	1000	0.00
1.	Individuals/HUF		
	TOTAL(A)	1000	0.00
B	Public Shareholding		
	Institutions		
	Non-Institutions		
1.	Bodies Corporate	50705752	44.44
2. (a)	Individual Shareholders holding up to Rs.2 Lac	21781916	19.09
(b)	Individual Shareholders holding above Rs.2 Lac	27787398	24.35
3. (a)	NRIs (Repat & Non Repat)	584606	0.51
(b)	Hindu Undivided Family	1627657	1.43
(c)	Clearing Members	11611471	10.18
(d)	Trusts	200	0.00
	TOTAL(B)		
	TOTAL(A+B)	114100000	100.00

**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 31<sup>st</sup> March, 2018, 114036230 equity shares, constituting 99.94% of the paid-up equity capital of the Company, stood dematerialized.

**ISIN NUMBER:**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE617F01038.

**TOTAL NUMBER OF SHARES DEMATERIALIZED AS ON 31.03.2018**

Depository	No. of Shares	% of Paid up Capital
NSDL	35162573	30.82
CDSL	78874657	69.13
Physical	62770	0.05
<b>Total</b>	<b>114100000</b>	<b>100.00</b>

**AUDIT QUALIFICATIONS**

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

**FINANCIAL CALENDAR (TENTATIVE):**

Financial Year	: 01 April, 2018- 31 <sup>st</sup> March, 2019
First quarter result	: 14 <sup>th</sup> August, 2018.
Half-yearly results	: 14 <sup>th</sup> November, 2018
Third quarter results	: 14 <sup>th</sup> February, 2019
Annual results	: End of May, 2019
Annual General Meeting	: September, 2019

**ADDRESS FOR CORRESPONDENCE:**

SANGUINE MEDIA LIMITED  
Plaza Center, 4<sup>th</sup> Floor, Suit No. 349,  
No. 129, G.N. Chetty Road,  
Chennai -600 006 Tamil Nadu  
Email ID: smedialtd@gmail.com

**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.

**NOMINATION**

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.

**WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from

any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website i.e. [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com).

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

## NON MANDATORY REQUIREMENTS

### I. The Board

At present, there is no separate office in the Company for use of Chairman.

### II. Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

### III. Audit Qualifications

There is no audit qualification. Every endeavor is made to make the financial statements without qualification.

### IV. Separate posts of Chairman and Chief Executive Officer

The Company does not have any Chairman. A separate person is Executive Director of the Company.

### V. Reporting of Internal Auditors

Reports of Internal Auditors are placed before the Audit Committee for its review.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Sanjay Sunderlal Meena  
Managing Director  
DIN:- 07567732

Sd/-  
Akshay Vijay Nawale  
Director  
DIN:- 02782239

Place: Chennai  
Date: 13<sup>th</sup> August, 2018

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
Sanguine Media Limited  
Chennai

We have examined the compliance of conditions of Corporate Governance by Sanguine Media Limited for the year ended on 31<sup>st</sup> March, 2018 as stipulated in Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (1) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015.

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)**

**Place: Chennai  
Date: 13/08/2018**

**Sd/-  
(CA. T. R. Ashok)  
Partner  
M. No.: 026133**



## CERTIFICATE ON FINANCIAL STATEMENTS

To,  
The Members,  
Sanguine Media Limited  
(CIN L74210TN1995PLC032921)

We have hereby certified that:

1. We have reviewed the financial statements and the cash flow statements of Sanguine Media Limited for the financial year 2017-18 and to the best of our knowledge and belief, we state that:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our 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 accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes in internal control over financing reporting during the year;
  - b. 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

- c. 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.

**By Order of the Board  
For Sanguine Media Limited  
SD/-**

**SD/-**

**Sanjay Sunderlal Meena  
Managing Director  
DIN:- 07567732**

**Akshay Vijay Nawale  
Director  
DIN:- 02782239**

**Place: Chennai  
Date: 13<sup>th</sup> August, 2018**

## INDEPENDENT AUDITOR'S REPORT

To the Members of **Sanguine Media Limited**

### REPORT ON THE AUDIT OF THE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of **Sanguine Media Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

### MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards

require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in the auditor's report to the related disclosures in the financial statements; or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Balance Sheet, of the state of affairs of the Company as at 31 March 2018,
- ii. In the case of the Statement of Profit and Loss (comprising of other comprehensive income) of the profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date and
- iv. Changes in equity for the year ended on that date.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
  - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company
  - iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 have not been

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made since the requirement does not pertain to financial year ended 31  
March 2018.

**For A. K. RAJAGOPALAN & CO.**  
**Chartered Accountants**  
**F R No.: 003405S**

**Place: Chennai**  
**Dated: 28/05/2018**

**Sd/-**  
**CA T. R. ASHOK**  
**Partner**  
**Mem. No. 026133**

**Annexure "A"** to the Independent Auditor's Report on the financial statement of, **Sanguine Media Limited.**

Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date to the Ind AS financial statement of the Company for the year ended March 31<sup>st</sup> 2018:

- i) In respect of its fixed assets:
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As explained to us, some of the fixed assets were physically verified during the year by the Management as per programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - (c) According, to the information and explanation given to us and on the basis of examination of records of the Company, No immovable properties are held by the Company.
- ii) In our opinion the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were notices on physical verification.
- iii) During the year the company has not granted any Loans, secured or Unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to loans and investment made.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) As informed to us, the Central Government has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act in respect of the business of the company.
- vii) a) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing its undisputed statutory dues such as Provident Fund,

Employees' State Insurance, Income tax, Wealth tax, Service tax and any other material statutory dues whichever is applicable to the company with the appropriate authorities during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, service tax, and any other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

b) According to information and explanations given to us, no statutory dues are outstanding on account of dispute.

- viii) According to the information and explanations given to us and based on the records of the company examined by us, the company does not have any borrowing from any financial institutions or bank and does not issue any debentures as at the balance sheet date. Accordingly clause (viii) of paragraph 3 of the Order is not applicable.
- ix) The company has generally applied the amount raised by it by way of term loans, debt instruments for the purpose for which those loans were obtained, other than temporary deployment pending application of those funds. The company did not raise money by way of initial public offer or further public offer during the year.
- x) According to the information and explanation given to us, no material fraud on or by company has been noticed or reported during the year.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided managerial remuneration. Accordingly, clause (xi) of paragraph 3 of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable.
- xvi) In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For A. K. RAJAGOPALAN & CO.**  
**Chartered Accountants**  
**F R No.: 003405S**

**Place: Chennai**  
**Dated: 28/05/2018**

**Sd/-**  
**CA T. R. ASHOK**  
**Partner**  
**Mem. No. 026133**

**Annexure "B"** To the Independent Auditor's Report of even date on the Ind AS financial statement of, **Sanguine Media Limited**.

(Referred to in paragraph 2 (f) under report of on other legal and regulatory requirements of our report of even date.)

**Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Sanguine Media Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Co2mpany considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of

SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]  
**ANNUAL REPORT 2017-18**

Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A. K. RAJAGOPALAN & CO**  
**Chartered Accountants**  
**F R No.: 003405S**

**Place: Chennai**  
**Dated: 28/05/2018**

**Sd/-**  
**CA T. R. ASHOK**  
**Partner**  
**Mem. No. 026133**

**SANGUINE MEDIA LIMITED**  
(CIN No: L74210TN1995PLC032921)  
**BALANCE SHEET AS AT 31ST MARCH, 2018**

(Amount in `)

Particulars	Note	As at 31st March, 2018	As at 31st March, 2017
<b>A ASSETS</b>			
1 Non-Current Assets			
a) Property, Plant and Equipment	2	5,768	7,001
b) capital work-in-progress			
c) Financial Assets			
(i) Investments	3	66,397,271	151,203,486
(ii) Loans	4	707,886,508	703,106,326
d) Deffered Tax Assets (net)			
e) Other Non-current Assets	5	18,650,000	18,650,000
<b>Total Non-Current Assets</b>		<u><b>792,939,547</b></u>	<u><b>872,966,813</b></u>
2 Current Assets			
a) Inventories		0	0
b) Financial Assets			
(i) Trade Receivables	6	158,596,608	223,952,138
(ii) Cash & Bank Balance	7	516,208	4,684,208
(iii) Loans	8	457,083,905	330,851,952
(iv) Others Financial Assets			
c) Other Current Assets	9	176,911,238	182,144,771
<b>Total Current Assets</b>		<u><b>793,107,959</b></u>	<u><b>741,633,069</b></u>
<b>TOTAL</b>		<u><b>1,586,047,506</b></u>	<u><b>1,614,599,882</b></u>
<b>B EQUITY &amp; LIABILITIES</b>			
<b>1 Equity</b>			
a) Equity Share Capital	10	1,141,000,000	1,141,000,000
b) Other Equity	11	116,790,880	115,054,917
<b>Equity Attributable to shareholders</b>		<u><b>1,257,790,880</b></u>	<u><b>1,256,054,917</b></u>
<b>Non - Controlling Interest</b>			
<b>Total Equity</b>			
<b>2 Liabilities</b>			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings			
(ii) Other Finanacial Liabilities			
Deferred Payment Liabilites	12	25,522,646	25,522,646
Long Term Provision			
<b>Total Non-current Liabilities</b>			
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	13	115,515,000	115,815,000
(ii) Trade Payables	14	184,137,070	213,886,706
(iii) Other Finanacial Liabilities			
b) Other Current Liabilities	15	3,081,910	3,320,613
c) Short Term Provisions			
<b>Total Current Liabilities</b>		<u><b>302,733,980</b></u>	<u><b>333,022,319</b></u>
<b>Total Equity and Liabilities</b>		<u><b>1,586,047,506</b></u>	<u><b>1,614,599,882</b></u>
<b>III Significant Accounting Policies &amp; Notes on Financial Statements 1 to 30</b>			

As per our attached report of even date  
For A. K. RAJAGOPALAN & Co.,  
Chartered Accountants  
Firm Regd. No. 0034055

For and on behalf of Board of Directors of  
SANGUINE MEDIA LIMITED

Sd/-  
CA. T. R. ASHOK  
Partner  
Membership No : 026133

Sd/-  
Akshay Vijay Nawale  
Director  
DIN No: 07597069

Sd/-  
Sanjay Sundarlal Meena  
Director  
DIN No: 07567732

Place : Chennai  
Date : 28.05.2018

**SANGUINE MEDIA LIMITED**  
(CIN No: L74210TN1995PLC032921)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

		(Amount in `)	
Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017	
(A) Cash Flow Opening Activities (Indirect Method)			
Profit Before Tax	2,245,963	3,042,087	
Add Non-cash Item			
Depreciation/Amortisation of expenses	1,233	1,233	
Interest Income	(302,496)	(690,059)	
Finance Cost	998	0	
Dividend Income	0	(8,500)	
Other Income	(240,000)	(5,516)	
Profit / Loss on sale of Assets	(1,099,927)	(2,330,394)	
Cash Flow Before Working Capital Changes	<b>605,771</b>	<b>8,851</b>	
Working Capital / Adjustments			
Add Change in Inventory	<b>0</b>	<b>0</b>	
Add Change in Debtor	<b>65,355,530</b>	61,001,182	
Add Change in Current Liabilities (excluding Provision for Tax)	<b>(30,288,339)</b>	(240,654,856)	
Add Change in other current Assets	<b>5,233,533</b>	(1,014,497)	
Cash Flow From Operating Activities Before tax	<b>40,300,724</b>	<b>(180,668,171)</b>	
Less Tax Paid	510,000	0	
Cash Flow From Operating Activities	<b>40,396,495</b>	<b>(180,659,320)</b>	
(B) Cash Flow From Investing Activities			
Interest Income	302,496	690,059	
Dividend Income	0	8,500	
Other Income	240,000	5,516	
Profit / Loss on sale of Assets	1,099,927	2,330,394	
Changes in Fixed Assets	0	0	
Changes in Investment	84,806,215	60,271,514	
Net Cash Flow from Investing Activity	<b>86,448,638</b>	<b>63,305,983</b>	
(c) Cash Flow From Financial Activities			
Change in Share Capital	0	0	
Proceeds / (Repayment) from Borrowing Non Current	<b>(4,780,182)</b>	109,539,704	
Proceeds / (Repayment) from Borrowing Current	<b>(126,231,953)</b>	10,399,491	
Finance cost	(998)	0	
Net Cash Flow from Financing Activity	<b>(131,013,133)</b>	<b>119,939,195</b>	
Net Increase in Cash And Cash Equivalents (A+B+C)	<b>(4,168,000)</b>	<b>2,585,858</b>	
i Cash And Cash Equivalents As At The Closing	516,208	4,684,208	
ii Cash And Cash Equivalents As At The Opening	4,684,208	2,098,350	
Net Increase in Cash And Cash Equivalents (i-ii)	<b>(4,168,000)</b>	<b>2,585,858</b>	

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**

**For and on behalf of Board of Directors of**  
**SANGUINE MEDIA LIMITED**

**Sd/-**  
**CA. T. R. ASHOK**  
**Partner**  
**Membership No : 026133**

**Sd/-**  
**Akshay Vijay Nawale**  
**Director**  
**DIN No: 07597069**

**Sd/-**  
**Sanjay Sundarlal Meena**  
**Director**  
**DIN No: 07567732**

**Place : Chennai**  
**Date : 28.05.2018**

**SANGUINE MEDIA LIMITED**  
(CIN No: L74210TN1995PLC032921)

**STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2018**

		(Amount in `)		
Particulars	Note	Year Ended 31st March, 2018	Year Ended 31st March, 2017	
I	Revenue from operations	16	102,222,850	58,458,475
II	Other Income	17	1,642,423	3,034,469
III	<b>Total Revenue (I + II)</b>		<b>103,865,273</b>	<b>61,492,944</b>
IV	<b>Expenses</b>			
	Cost of materials consumed/ Purchase	18	98,770,720	55,731,489
	Employee benefits expense	19	718,900	1,076,000
	Finance costs	20	998	0
	Depreciation/Amortisation of Expenses	2	1,233	1,233
	Other expenses	21	2,127,459	1,642,135
	<b>Total expenses</b>		<b>101,619,310</b>	<b>58,450,857</b>
V	<b>Profit Before Tax (V - VI)</b>		<b>2,245,963</b>	<b>3,042,087</b>
VI	<b>Tax expense:</b>			
	Current tax		510,000	600,000
	Deferred Tax Liability/(Asset)		0	0
	Income Tax paid for earlier years		0	0
VII	<b>Profit / (Loss) for the period (VII - VIII)</b>		<b>1,735,963</b>	<b>2,442,087</b>
VIII	Other comprehensive income:			
	(i) Items that will not be reclassified to Statement of Profit and Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
	(iii) Items that will be reclassified to Statement of Profit and Loss		-	-
	(iv) Income tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
	Total comprehensive income for the year		-	-
IX	<b>Profit / (Loss) for the period</b>		<b>1,735,963</b>	<b>2,442,087</b>
X	<b>Earning per equity share:</b>	22		
	Basic		0.015	0.002
	Diluted		0.015	0.002
	<b>Significant Accounting Policies &amp; Notes on Financial Statements 1 to 30</b>	1-30		

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 of  
SANGUINE MEDIA LIMITED

Sd/-  
CA. T. R. ASHOK  
Partner  
Membership No : 026133

Sd/-  
Akshay Vijay Nawale  
Director  
DIN No: 07597069

Sd/-  
Sanjay Sundarlal Meena  
Director  
DIN No: 07567732

Place : Chennai  
Date : 28.05.2018

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**1 Corporate Information**

Sanguine Media Limited (bearing CIN No. L74210TN1995PLC032921) incorporated on 14th September' 1995, having registered office at Chennai, Tamil Nadu. India , The address of its registered office and place of business are disclosed in the introduction to the annual report.

**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 recognised 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 recognised as and when the relevant products is delivered to the customers
- (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 is provided on pro-rata basis on Straight Line Method at the rate prescribed under sechedule II to the Companies Act, 2013 with the exeption of the following:

- (i) Assets costing ` 5000 or less are fully depreciated in the year of purchased.

**e) 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.

**f) Assets & Liabilities**

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

**g) 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.



**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**h) 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.

**i) Miscellaneous Expenditure**

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

**3 Non Current Investments:** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Trade Investments</b>		
<b>Investment in Equity Instruments (at Cost)</b>		
<b>Quoted</b>		
Equity Shares of Amrapali Fincap Ltd (Market Value ` 41310/-)	0	60,000
Allied Computers International (Asia) Ltd. (Market Value ` 5,84,387/-)	564,395	564,395
Bharat Wire Ropes Ltd. (Market Value ` 2,22,46,832/-)	0	13,985,430
Grandma Trading Agencies Ltd (Market Value ` 6,41,900/-)	0	1,392,911
IDEAL OPTIC Ltd. (Market Value ` /-)	0	4,525,063
Kavit Industries Ltd. (Market Value ` 2,53,897/-)	0	305,469
Ln Industries India Ltd. (Market Value ` 17,900/-)	22,250	22,250
Merit Credit Corporation Ltd (Market Value ` /-)	20,040,000	20,040,000
Monotype India Ltd. (Market Value ` 1,01,19,730/-)	0	20,832,205
Pfl Infotech Ltd. (Market Value ` 2,18,408/-)	0	276,321
Safal Securities Ltd. (Market Value ` 2,39,800/-)	0	449,699
Secunderabad Health Care Ltd. (Market Value ` 1,15,390/-)	109,001	109,001
Shantanu Sheorey Aquakul Ltd. (Market Value ` 3,76,24,334/-)	1,615,560	57,069,887
Speciality Papers Ltd (Market Value ` 14,277/-)	0	19,855
Aadhaar ventures india limited	504,000	0
Optiemus Infracon	302,065	
<b>Unquoted investments</b>		
Un-quoted shares	43,240,000	31,551,000
<b>Total</b>	<b>66,397,271</b>	<b>151,203,486</b>

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**4 NON Current Financial Assets-Loans** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
-------------	---------------------------	---------------------------

**Sundry Advancess & Loans**

**(Unsecured and Considered Good)**

Sundry Advances/ loans, recoverable in cash or kind	707,886,508	703,106,326
<b>Total</b>	<b>707,886,508</b>	<b>703,106,326</b>

**5 Other Non Current Assets** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Miscellaneous Expenditures	5,788,932	5,788,932
Deferred Revenue Expenditures	12,861,068	12,861,068
	<b>18,650,000</b>	<b>18,650,000</b>
Less :- Written off during the Year	0	0
<b>Total</b>	<b>18,650,000</b>	<b>18,650,000</b>

**6 Trade Receivable** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Due for period exceeding six months</b> (Unsecured Considered Good)	158,596,608	223,952,138
<b>Others</b> (Unsecured, Considered Good)	0	0
<b>Total</b>	<b>158,596,608</b>	<b>223,952,138</b>

**7 Cash and Bank Balances** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash in hand (certified by Management)	387,421	587,511
<b>Balances with Banks</b>		
Current Accounts	128,787	4,096,697
<b>Total</b>	<b>516,208</b>	<b>4,684,208</b>

15.1 Cash & Cash Equivalents includes deposits maintained by the company with Banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal

15.2 Please refer note no.22 for details of Specified Bank Notes (SBN) held and transacted during the period 08.11.2017 to 30.12.2017

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**8 Currents Assets -Loans** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Balances with Government Authority</b>		
<b>Unsecured and Considered Good</b>		
Sundry Advances/ loans, recoverable in cash or kind	457,083,905	330,851,952
<b>Total</b>	<b>457,083,905</b>	<b>330,851,952</b>

**9 Other Current Assets** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance Tax and Tax Deductible at Source	7,761,866	12,995,399
<b>Total</b>	<b>7,761,866</b>	<b>12,995,399</b>

**10 Equity Share Capital** (Amount in `)

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Authorised</b>		
120000000 Equity Shares of ` 10/- each (During the current year, the face value of the share has been consolidated from ` 1 to ` 10/-) (P.Y. 120000000 Equity Shares of ` 1/- each)	1,200,000,000	1,200,000,000
	<b>1,200,000,000</b>	<b>1,200,000,000</b>
<b>Issued, Subscribed &amp; Paid Up</b>		
114100000 Equity Shares of ` 10/- each, fully paid up (During the current year, the face value of the share has been consolidated from ` 1 to ` 10/-) (P. Y. 114100000 Equity Shares of ` 1/- each, fully paid up)	1,141,000,000	1,141,000,000
	<b>1,141,000,000</b>	<b>1,141,000,000</b>

**a) Reconciliation of Number of Shares**

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of Shares	(Amount in `)	Number of Shares	(Amount in `)
Equity Shares at the beginning of the year	1,141,000,000	1,141,000,000	1,141,000,000	1,141,000,000
Add: allotment during the year	0	0	0	0
Equity Shares at the end of the year (During the current year, the face value of the share has been consolidated from ` 1 to ` 10/-)	114,100,000	1,141,000,000	1,141,000,000	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 ` 1/- each. (During the current year, the face value of the

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

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

Particulars	2018		2017	
	No.	%	No.	%
Shriram Credit Company Ltd	10,527,631	9.23%	128,729,376	11.28%
CPR Capital Services Ltd	3,326,023	2.85%	67,776,732	5.94%

Note: During the current year, the face value of the share has been consolidated from ` 1 to ` 10/-

- d) **Shares allotted as fully paid up by way of bonus shares (during 5 years preceding 31st March, 2018)**

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

**11 Other Equity** (Amount in `)

Particulars	As at	As at
	31st March, 2018	31st March, 2017
<b>Securities Premium Account</b>		
Balance as per last financial statements	119,455,500	119,455,500
Add: Premium on fresh issue of Equity Shares	0	0
	<b>119,455,500</b>	<b>119,455,500</b>
<b>Profit and Loss Account</b>		
Balance as per last financial statements	(4,400,583)	(6,842,670)
Add: Current Year's Profit	1,735,963	2,442,087
	<b>(2,664,620)</b>	<b>(4,400,583)</b>
<b>Total</b>	<b>116,790,880</b>	<b>115,054,917</b>

**12 Deferred Tax Liabilities (net)** (Amount in `)

Particulars	As at	As at
	31st March, 2018	31st March, 2017
<b>Deferred Tax Liabilities</b>		
on account of difference in depreciation on fixed Assets	25,522,646	25,522,646
<b>Less: Deferred Tax Assets</b>	0	0
<b>Total</b>	<b>25,522,646</b>	<b>25,522,646</b>

**13 Financial Liabilities -Current Borrowings** (Amount in `)

Particulars	As at	As at
	31st March, 2018	31st March, 2017
<b>Unsecured Loans</b>		
Inter Corporate Deposits	115,515,000	115,815,000
Other Deposits	0	0
<b>Total</b>	<b>115,515,000</b>	<b>115,815,000</b>

**14 Trade Payables:** (Amount in `)

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Current Payble for Goods & Expenses/advances	184,137,070	213,886,706
<b>Total</b>	<b>184,137,070</b>	<b>213,886,706</b>

**SANGUINE MEDIA LIMITED**  
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in `)		
15 Other Current Liabilities	As at	As at
Particulars	31st March, 2018	31st March, 2017
<b>Other Payables</b>		
Other Duties & Taxes Payable	526,419	960,613
Other Payables	0	0
Provision For Taxation	2,555,491	2,360,000
<b>Total</b>	<b>3,081,910</b>	<b>3,320,613</b>

(Amount in `)		
16 Revenue from operations	Year Ended	Year Ended
Particulars	31st March, 2018	31st March, 2017
Sales	102,222,850	58,458,475
<b>Total</b>	<b>102,222,850</b>	<b>58,458,475</b>

(Amount in `)		
17 Other Income	Year Ended	Year Ended
Particulars	31st March, 2018	31st March, 2017
Profit (Loss) on sale of Investments	1,099,927	2,330,394
Interest Income	302,496	690,059
Other Income	240,000	5,516
Dividend Income	0	8,500
<b>Total</b>	<b>1,642,423</b>	<b>3,034,469</b>

(Amount in `)		
18 Cost of Sales / Material Consumed	Year Ended	Year Ended
Particulars	31st March, 2018	31st March, 2017
<b>Cost of Sales / Material Consumed</b>		
Inventory at the beginning of the year	169,149,372	169,149,372
Add: Net Purchases	98,770,720	55,731,489
	267,920,092	224,880,861
Less: Inventory at the end of the year	169,149,372	169,149,372
	98,770,720	55,731,489
<b>Total</b>	<b>98,770,720</b>	<b>55,731,489</b>

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**19 Employees Benefit Expenses** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Salaries, Wages, Bonus & Other Allowances	718,900	1,076,000
Staff Welfare Expenses	0	0
<b>Total</b>	<b>718,900</b>	<b>1,076,000</b>

**20 Finance Costs** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Bank Charges/ Processing Fees etc	998	0
<b>Total</b>	<b>998</b>	<b>0</b>

**21 Other Expenses** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Consultancy / Legal & Professional Charges	57,221	121,950
Office Expenses	214,598	444,276
Printing & Stationery	3,870	4,500
Registration/Filling , Listing Fees & R&T Fees	671,400	840,235
Rent Expenses	214,000	134,180
Telephone Expenses	11,223	26,094
Taxes & Duties	281,760	0
Interest & Late fees on Tax	384,107	17,150
Travelling & Conveyance exp.	16,340	50,000
Auditors Remuneration	76,550	3,750
Website Updation Charges	3,900	0
Balance W/off	192,490	0
<b>Total</b>	<b>2,127,459</b>	<b>1,642,135</b>

**22 Earning Per Share (EPS)** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Net Profit After taxation	1,735,963	2,442,087
Weighted Average number of Equity Shares	114,100,000	1,141,000,000
Add: Dilutive Potential Equity Shares	0	0
Number of Equity Shares for Dilutive EPS	114,100,000	1,141,000,000
Nominal Value of Shares	10	1
Basic Earning Per Share	0.015	0.002
Diluted Earning Per Share	0.015	0.002

**23 Managerial Remuneration:** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Directors' Remuneration	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**SANGUINE MEDIA LIMITED**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**24 Details of Payment to Auditors** (Amount in `)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
<b>As Auditor</b>		
Statutory , Tax Audit Fees	50,000	50,000
Other Matters	26,550	0
<b>Total</b>	<b>50,000</b>	<b>50,000</b>

**25 Segment Reporting:**

The Company has only one segment of activity of business of Advertisement and media product during the year, hence segment wise reporting as defined in accounting standard 17 is not applicable.

**26 Related Party Disclosure**

**a) Related Parties and their relationship**

**Key Managerial Personnel**

Mr. Sanjay Sundarlal Meena	Director
Mr. Akshay Vijay Nawale	Director
Mr. Aditya Rupchand Suryavanshi	Director
Mrs. Gayatri Cheedilal Gupta	Director

**27 Contingent Liabilities / Assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the 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.

**28** 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.

**29** 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

Details of Specified Bank Notes (SBN) held and Transacted during the Period 08/11/2017 to 30/12/2017 is as under.

Particulars	SBNS	Other Deno- mination notes	Total
<b>Closing Cash in Hand as on 08.11.2017</b>	0	0	0
(+) Permitted receipts	0	0	0
(-) Permitted payments	0	0	0
(-) Amount deposited in Banks	0	0	0
<b>Closing Cash in Hand as on 30.12.2017</b>	<b>0</b>	<b>0</b>	<b>0</b>

**30** 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. 0034055

For and on behalf of Board of Directors of  
SANGUINE MEDIA LIMITED

Sd/-  
CA. T. R. ASHOK  
Partner  
Membership No : 026133  
Place : Chennai  
Date : 28.05.2018

Sd/-  
Akshay Vijay Nawale  
Director  
DIN No: 07597069

Sd/-  
Sanjay Sundarlal Meena  
Director  
DIN No: 07567732

**SANGUINE MEDIA LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**2 Fixed Assets:**

(Amount in `)

Sr. No.	DESCRIPTION	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 01.04.2017	Additions	Deduct.	As at 31.03.2018	As at 01.04.2017	For the Period	As at 31.03.2018	As on 31.03.2018	As on 31.03.2017
1	<b>Tangible Assets</b> Furniture & Fittings	19,474	0	0	19,474	12,473	1,233	13,706	5,768	7,001
	<b>Total</b>	<b>19,474</b>	<b>0</b>	<b>0</b>	<b>19,474</b>	<b>12,473</b>	<b>1,233</b>	<b>13,706</b>	<b>5,768</b>	<b>7,001</b>
	<b>Total</b>	<b>19,474</b>	<b>0</b>	<b>0</b>	<b>19,474</b>	<b>12,473</b>	<b>1,233</b>	<b>13,706</b>	<b>5,768</b>	<b>7,001</b>



**Reg. Add: Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai-600006**

**ATTENDANCE SLIP  
ANNUAL GENERAL MEETING - 26<sup>th</sup> September, 2018 at 11:00 A.M**

<b>DP Id.</b>		<b>Client Id. / Ben. A/c.</b>	
<b>Folio No.</b>		<b>No. of Shares</b>	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on 26<sup>th</sup> September, 2018 at 11:00 A.M. at Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai- 600006.

\_\_\_\_\_  
Full Name of the Shareholder / Proxy (In Block Letter)

\_\_\_\_\_  
Signature

=====

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

**Name of the Company:** Sanguine Media Limited

**Regd. Office:** Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai  
Chennai TN 600006 IN

<b>Name of the Member(s) :</b>	
<b>Registered Address :</b>	
<b>E mail Id :</b>	
<b>Folio No / Client ID:</b>	
<b>DP ID :</b>	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1)Name..... Address.....  
Email ID ..... Signature..... or  
failing him/her

(2)Name.....Address.....  
Email ID ..... Signature..... or  
failing him/her

(3)Name.....Address.....  
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on 26<sup>th</sup> day of September, 2018 at 11:00 a.m. at Plaza Center, 4<sup>th</sup> Floor, Suit No. 349, No. 129, G.N. Chetty Road, Chennai - 600006 Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2018		
2	Re-election of Mr. Sanjay Sunderlal Meena as a Director of the Company.		
3	Ratification of appointment of M/s. A.K. Rajgopalan & Co.,		

	Chartered Accountants, Chennai, as Statutory Auditors of the Company.		
4	Regularized Appointment of Mr. Akshay Vijay Nawale (DIN: 07597069) as Non Executive Independent Director of the Company		
5	Regularized Appointment of Mr. Aditya Rupchand Suryavanshi (DIN: 07703306) as Non Executive Independent Director of the Company		
6	Regularized Appointment of Mrs. Gayatri Chhedilal Gupta (DIN: 07704522) as Non Executive Independent Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix Revenue Stamp Re 1/-
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Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**Form No. MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

**BALLOT PAPER**

Regd. Folio No.		DP ID	
		CLIENT ID	
Name of the Shareholder/Proxy holder			
Number of Shares held			
Promoter /Promoter group/ Public			

I/We hereby exercise my/our behalf at the Annual general meeting of the company, to be held on the 26<sup>th</sup> day of September, 2018 at 11:00 a.m. at Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai- 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

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5	Regularized Appointment of Mr. Aditya Rupchand Suryavanshi (DIN: 07703306) as Non Executive Independent Director of the Company		
6	Regularized Appointment of Mrs. Gayatri Chhedilal Gupta (DIN: 07704522) as Non Executive Independent Director of the Company		

Place: Ahmedabad

Date: 26/09/2018

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Signature of Shareholder/Proxy

**If Undelivered please return to:**

Plaza Center, 4th Floor, Suit No. 349,

No. 129, G. N. Chetty Road,

Chennai - 600006, Tamil Nadu

Tel No.: 044-28150595, 044-42048324

Fax: 044-28150595, 044-42948324

Email Id: [smedialtd@gmail.com](mailto:smedialtd@gmail.com)

Website: [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)