



Regd. Off : Plot No 135A, 1st Floor, Chandran Nagar Main Road Chromepet, Chennai - 600044 Tamil Nadu  
Phone : 044 28231258 www.sanguinemedialtd.com E-mail : smedialtd@gmail.com  
30<sup>th</sup> May, 2024

To  
The General Manager-Listing  
Corporate Relationship Department  
BSE Limited, Ground Floor,  
P.J. Towers, Dalal Street, Mumbai

**Scrip Code: 531898**

Dear Sir/Madam,

**Sub: Compliance with the Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31<sup>st</sup> March, 2024.**

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMDI/27/2019 dated February 08, 2019, please find enclosed herewith Annual secretarial compliance Report for the financial year 2023-2024 issued by M/s HRU & Associates, Practicing Company Secretaries Firm (CP No.: 20259).

We request you to take the above information on your records and disseminate the same to the investors through the website.

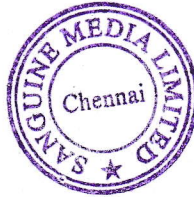
Thanking You

Yours faithfully,

For Sanguine Media Limited

ADITYA

Aditya Rupchand Suryayanshi  
Director  
DIN: 07703306



Encl: as above



HRU & ASSOCIATES  
Company Secretaries

Hemanshu R. Upadhyay  
B. Com., A.C.S.

Mobile(s): 9967744943/8104259060

E-mail:

hemanshu.upadhyay14@gmail.com

OFFICE:

OFFICE F-15, Sai Krupa Mall, Opp  
Dahisar Railway Station (west),  
Mumbai -400067.

**SECRETARIAL COMPLIANCE REPORT OF SANGUINE MEDIA LIMITED FOR  
THE YEAR ENDED MARCH 31, 2024**

To  
**The Board of Directors  
Sanguine Media Limited  
Plot No 135A, 1st Floor, Chandran  
Nagar Main Road Chromepet,  
Chennai - 600044 Tamil Nadu**

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Sanguine Media Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No 135A, 1st Floor, Chandran Nagar Main Road Chromepet, Chennai - 600044 Tamil Nadu. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Hemanshu Upadhyay, Proprietor of Hru & Associate. (Practicing Company Secretary Firm), having office at OFFICE F-15, Sai Krupa Mall, Opp Dahisar Railway Station (west), Mumbai -400067 have examined:

- (a) all the documents and records made available to us and explanation provided by Sanguine Media Limited ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification



for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; **Not Applicable as there is no instance of Buyback during the year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as there is no instance of Share Based Employee Benefits during the year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **Not Applicable as there is no instance of Issue and Listing of Debt Securities during the year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as there is no instance of Issue and Listing of Debt Securities during the year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015

and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **Refer Annexure "A" annexed to the Report**
- (b) The listed entity has taken the following actions to comply with the



observations made in previous reports: Refer Annexure "B" annexed to the Report.

I further report that –

- (a) The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 29, 2023.
- (b) There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**Additional Affirmations on the status of compliances followed by listed entity during the review period:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	<b>Adoption and timely updating of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI</li> </ul>	Yes  Yes	Nil  Nil
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2)</li> </ul>	Yes	Nil



	are accurate and specific which re-directs to the relevant document(s)/ section of the website.		
4.	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5.	<b>To examine details related to Subsidiaries of listed entities:</b>  a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	The Company does not have any Subsidiary
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<b>Related Party Transactions:</b>  <ul style="list-style-type: none"> <li>• The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee</li> </ul>	Yes NA	Nil
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under	Yes	Nil
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under	Yes	Nil
12.	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil

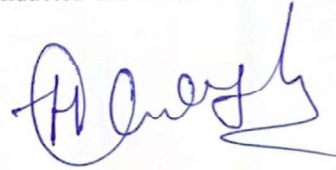
*\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation /reports / certificates of technical subject experts about the compliance of laws, rules and regulations, happening of events, etc. and relied upon.
5. Maintenance of secretarial records is the responsibility of the management of the Company. My Responsibility is to express an opinion on these secretarial records, based on my inspection of records produced before us for Audit.
6. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30/05/2024  
Place: Mumbai

Signature:  
Hemanshu Upadhyay  
Proprietor  
Membership No. 46800  
CP No. 20259  
UDIN No.: A046800F000500198  
Peer review No: 3883/2023




Annexure "A"

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company)	Management Response
1	The chief executive officer and the chief financial officer shall provide the compliance certificate to the board of directors as specified in Part B of Schedule II	Regulation of 17(8) SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company has not appointed any CEO/ CFO.	Not Any	Not Any	Not Any	Nil	As on the date of report company has not appointed any CEO and CFO.	The Management is in the process for comply with the requirement for appointment of CEO/CFO.
2	The listed entity has published in the newspaper notice of Board meeting for result, financial result, notice given to shareholders by advertisement.	Regulation of 47(1) SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company not publish any newspaper advertisement for notice of board meeting, financial result and	Not Any	Not Any	Not Any	Nil	The company has not published any advertisement in the newspaper for FY 2022-23, 2023-24 for said regulation.	Due to adverse financial situation of the company. The company is not able to publish the same in the newspaper.



3	A listed entity shall appoint a qualified company secretary as the compliance officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company has not appointed Company Secretary.	BSE Limited.	Penalty imposed for such non-compliance vide its letter dated May 14, 2019.	Company was not appoint a qualified company secretary as the compliance officer.	1,06,200/-	The company has not paid the penalty as on the date of this report.	The company has in the process for appointment of company secretary/compliance officer of the company.
4	A listed entity shall appoint a qualified company secretary as the compliance officer.	Regulation 6 (1) of SEBI (Listing Obligations and Disclosure Requirement Regulations 2015.	The Company has not appointed Company Secretary.	BSE Limited.	Penalty imposed for such non-compliance vide its letter dated February 12, 2018.	Company was not appoint a qualified company secretary as the compliance officer.	1,08,560/-	The company has not paid the penalty as on the date of this report.	The company has in the process for appointment of company secretary/compliance officer of the company.





5	Payment of Annual Listing Fees (ALF)	Annual Listing Fees (ALF)	The Company has not paid the ALF as on the date of this report.	BSE Limited.	Fees	Company was not paid ALF Fees.	14,94,222/-	The Company has not paid the ALF as on the date of this report.	Due to adverse financial situation company was unable to pay ALF.
6	The company has to submit the Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement s) Regulations 2015.	Company has received the notice under Regulation 34 of SEBI (LODR) Regulation, 2015 for Non-submission of the Annual Report for March, 2018 vide its letter dated November 16, 2018.	BSE Limited.	Penalty	Company was not submitted the Annual Report for the March, 2018.	42,480/-	The company has not paid the penalty as on the date of this report.	Due to adverse financial situation of the company was unable to pay penalty imposed under regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
7	Did not adhere to SEBI laws/regulations	SEBI	SEBI	SEBI	Penalty	The Company has to comply with	Not ascertained	The matter is still in process with SEBI/SAT	The Management to expedite and come out from all litigation



					SEBI directions		matters with SEBI.
--	--	--	--	--	-----------------	--	--------------------

\*\*

- (a) Directed trading members to do the due diligence on the basis of auditor's certificate along with the documents, as mentioned in the order and submit a report to the exchange by August 31, 2017
- (b) Directed that the trading in all such listed securities shall be placed in stage VI of the graded surveillance measure (GSM) with immediate effect. If any listed company out of the said list is already identified under any stage of GSM it shall also be moved to GSM stage VI directly
- (c) Directed that the shares held by the promoters and directors in such listed companies shall be allowed to be transferred by depositaries only upon verification of concerned exchanges and they shall not be allowed to transact in the security except to buy securities in the said listed company until verification of credential / fundamental by exchanges is completed
- (d) Directed exchanges to initiate a process of verifying the credentials/fundamentals of such companies on verification, if exchanges do not find appropriate credentials / fundamentals about existence of the company; exchanges shall initiate the proceeding for compulsory delisting against the company, and the said company shall not be permitted to deal in any security on exchange platform and its holding in any depository account shall be frozen till such delisting process is completed - 07-Aug-2017
- (e) BSE Vide Its Notice Dated 14/03/2018 Directed That The 1) Trading In Securities Shall Be Reverted To The Status As It Stood Prior To Issuance Of SEBI Letter Dated 07/08/2017, Effective From 15/03/2018 2) Independent Auditor Shall Be Appointed To Conduct Forensic Audit Of Company For Verification Including Credentials / Financials Of The Company 3) Permitted Promoters And Directors To Buy The Securities Of The Company And Shall Not Sell Their Existing Holding In The Company
- (f) BSE Vide Its Notice Dated 29/10/2018 Advised To Co-Operate With Audit Firm To Complete Forensic Audit In Time Bound Manner In Accordance With Exchange Notice Dated 29/10/2018 With Effect From 15/02/2024
- (g) BSE Vide Its Notice Dated 14/02/2024 Directed That Securities Of The Company To Be Placed Under "Stage 3" Of GSM Framework In Accordance With Exchange Notice Dated 29/10/2018 With Effect From 15/02/2024

**Annexure "B"**  
**The listed entity has taken the following actions to comply with the observations made in previous reports:-**

Sr. No.	Compliance Requirement/Circulars/Regulations including guidelines specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company)	Management Response
1	No action has been taken by the company related to previous penalty and prosecution notices issued by various Entity either by SEBI or by Stock Exchanges, Management will responsible for True and Correctness of compliances and all matters. we are providing our Opinion on 'As is Where is'								



Basis: Subject to Such information provided by Management and its representative. We are unable to give our view on verification and Examination of physically maintained proper book of records and other related documents and evidences of Various meetings and attendance and other matters.

*Note: I have conducted online verification and examination of records, as facilitated by the Company and their representatives for the purpose of issuing this Report / Certificate.*

