

# **SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**

CIN: L22100GJ1995PLC024944

Registered office: 13, Radhakrushna Mandir Compound, Village- Rajpipla Nandod Narmada-393145  
E- mail ID: sungoldmediaent@gmail.com, Website: www.sungoldmediaent.com, Contact: +91-9099018633

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**DATE: 23.05.2023**

**To,  
The Manager,  
Corporate Relations Department  
The Bombay Stock Exchange Limited,  
P. J. Tower, Dalal Street,  
Fort, Mumbai – 400 001**

**Scrip Code: 541799**  
**Sub: Submission of Copy of Annual Report.**

Dear Sir/Madam,

In accordance with the regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we enclose herewith for your information and records, copy of Annual Report for the Financial Year 2022-2023 along with the Notice.

The soft copy of the Annual Report 2022-2023 is available on company's website <https://sungoldmediaent.com/wp-content/uploads/2023/05/SMEL-ANNUAL-REPORT-FY-2022-2023.pdf>

Kindly take the same into your records and oblige.

Thanking you.

**For Sungold Media And Entertainment Limited**

**Shubhangi Chourasia  
Company Secretary & Compliance Officer  
Membership No. – A67818**



**28<sup>th</sup> ANNUAL GENERAL MEETING**  
**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**



**Annual Report: 2022-2023**

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## COMPANY INFORMATION

### **BOARD OF DIRECTORS**

Mr. Raj Kotia  
Mr. Keyur Sharadchandra Gandhi  
Mrs. Amruta Narendra Giradkar  
Ms. Aasthi Singh

Chairman & Managing Director  
Non- Executive Director  
Independent Director  
Independent Director

### **CHIEF FINANCIAL OFFICER**

Jayesh Natvarbhai Patni

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Shubhangi Chourasia

### **STATUTORY AUDITOR**

M/s. Bharat Gupta & Co.  
Chartered Accountants, Bhayander(E), Thane

### **INTERNAL AUDITOR**

M/s. Ravjani Jemani & Company  
Chartered Accountants, Ahmedabad

### **SECRETARIAL AUDITOR**

M/s. Vineeta Patel & Co.  
Company Secretaries, Mumbai

### **REGISTRAR AND SHARE TRANSFER AGENT**

M/s. Satellite Corporate Services Pvt. Ltd.  
Registered Office Address:  
Office no. A/106 & 107, Dattani Plaza,  
East West Compound,  
Andheri Kurla Road,  
Sakinaka- Mumbai-400072.

### **BANKERS**

HDFC Bank Limited  
Bandhan Bank Limited

### **LISTING**

BSE Limited-SME Platform  
PJ Towers, Dalal Street  
Mumbai- 400001

<b>REGISTERED OFFICE ADDRESS:</b> 13, Radhakrushna Mandir Compound, Village-Rajpipla, Nandod Narmada-393145 Email: sungoldmediaent@gmail.com / info@sungoldmediaent.com Website: www.sungoldmediaent.com Tel No: +91 - 9099018633	<b>ANNUAL GENERAL MEETING</b> <b>Day: Monday</b> <b>Date: 16<sup>th</sup> June, 2023,</b> <b>Time: 09.30 A.M</b> <b>Venue: 13, Radha krushna Mandir Compound,</b> <b>Village-Rajpipla, Nandod Narmada-393145</b>
<b>Record Date: Monday, 8<sup>th</sup> June, 2023</b>	<b>E-voting Period:</b> <b>Tuesday 13<sup>th</sup> June 2023 ( 9.00 A.M)</b> <b>to</b> <b>Thursday 15<sup>th</sup> June 2023 ( 05.00 P.M)</b>

## NOTICE

**NOTICE** is hereby given that the **Twenty Eight Annual General Meeting** of the Members of **Sungold Media And Entertainment Limited** will be held at Registered Office of the company situated at 13, Radhakrushna Mandir Compound, Rajpipla, Nandod Narmada-393145 on **Friday, 16<sup>th</sup> June, 2023 at 09.30 A.M.** to transact the following business:

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### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF ACCOUNTS:**

To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31<sup>st</sup> 2023 including Balance Sheet as at March 31<sup>st</sup> 2023, Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.

#### **2. RE-APPOINTMENT OF MR. KEYUR GANDHI (DIN: 03494183):**

To appoint a Director in place of Mr. Keyur Gandhi (DIN: 03494183), who retires by rotation and being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **3. RE - APPOINTMENT OF MR. RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 23<sup>RD</sup> MARCH, 2023 TO 22<sup>ND</sup> MARCH, 2028**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Raj Kotia (DIN: 06360347) as ‘Chairman & Managing Director’** of the Company, for a period of five years with effect from 23<sup>RD</sup> March, 2023 to 22<sup>ND</sup> March, 2028 who shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board and he be paid the following remuneration by way of salary and other perquisites which shall be Rs.1,50,000/- per month (Rupees One Lakh Fifty Thousand Only) and other perquisites as per the agreement entered into with Mr. Raj Kotia.

**“RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration as it may deemed fit and as may be accepted to Mr. Raj Kotia, subject to the same not exceeding the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**“RESOLVED FURTHER THAT** the consent to act as the Managing Director in form DIR-2 and form DIR-8 for not incurring disqualification to be appointed be & is hereby approved by the Board of Directors of the company.”

**“RESOLVED FURTHER THAT** any director or KMP of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

**4. REMUNERATION PAYABLE TO RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 23<sup>RD</sup> March, 2023 to 22<sup>ND</sup> March, 2026 :**

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

**"RESOLVED that** pursuant to the provisions of Section 197 and all other applicable sections/provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V, Part -II to the said Act, on recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for payment of remuneration of **Rs. 1,50,000/-per month** (Rupees One Lakh Fifty Thousand Only) payable to Mr. Raj Kotia (DIN 06360347) Chairman and Managing Director of the Company for the **period of 3 years** and other perquisites with effect from 23.03.2023 as decided in MD Agreement executed between Mr. Raj Kotia and the Company

**"RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government."

**"RESOLVED FURTHER THAT** such terms and conditions, including the alteration(s) there under for remuneration shall be with the discretion of the Board, subject to the condition that the aggregate of the remuneration, perquisites/benefits including contribution to retrial funds as applicable if any, payable to Mr. Raj Kotia shall be within the limits prescribed under the Companies Act, 2013 and rules and schedules there under including any amendment thereto from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the relevant provisions of the Companies Act, 2013 and by such approves as may be necessary".

**5. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT,** in supersession of the earlier resolution passed by the Members in their meeting held on 23.03.2018 and pursuant to the provisions of Section 186 and all other applicable provisions , if any , of the companies Act, 2013('the Act') read with the companies (Meetings of the Board and its powers)Rules, 2014 including any statutory modification (s) thereto or re-enactment(s) thereof , for the time being in force, and subject to such other consents , permissions and approvals , as may be required in that behalf, the approval of the members of the company be and is hereby accorded to the Board of Directors of the company to (i)give any loan to any person or other body corporate , (ii)give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii)acquire by way of subscription , purchase or otherwise , the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the company , subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans , guarantee or securities proposed to be made or given or provided by the company from time to time , in excess of limits prescribed under Section 186 of Companies Act,2013, but subject to a maximum limit of Rs. 25 Crores (Rupees Twenty Five Crore Only)."

**“RESOLVED FURTHER THAT** the any director of the Company be and is hereby authorized to exercise these powers, from time to time, up to the limits as stated above including the powers to transfer / dispose of the investments in subsidiaries, if any / step down subsidiaries / associate companies / group companies, if any in one or more tranches and be and are hereby authorised to approach Financial Institutions, Bank(s) and such other Lending Agencies and to negotiate, agree and finalise the terms and conditions and also to execute, sign (including amendments, modifications, alterations if any) the required Loan Agreements, Security Documents, MOUs, Deeds, writings and to offer and provide Share Pledges, Counter / Corporate Guarantees, Bank Guarantees, Letter of Credit, Undertakings etc in connection with various financial obligations and other commitments of the Company, from time to time, by whatever name called, for and on behalf of the Company.”

**By the order of the Board of Directors  
For Sungold Media And Entertainment Limited**

**Sd/-**

**Shubhangi Chourasia**

**Company Secretary & Compliance Officer**

**Membership No. A67818**

**Place: Rajpipla  
Date: 22<sup>nd</sup> May, 2023**

**Regd office:** 13, Radhakrushna Mandir Compound,

Village- Rajpipla Nandod Narmada-393145

**CIN:** L22100GJ1995PLC024944

**Email:** [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)

**Website:** [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**Tel No. +91-9099018633**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIM/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Thursday, June 8, 2023 as the Record Date for taking records of the members of the Company for the purpose of 28<sup>th</sup> Annual General Meeting.
5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days, between 11:00 A.M.to 3:00 P.M. up to the date of conclusion of AGM.
6. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
7. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be reappointed is annexed to this Notice.
8. At the ensuing Annual General Meeting, Mr. Keyur Gandhi (DIN: 03494183), retires by rotation and seeks re-appointment.
9. 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 the PAN to their Depository Participants with whom they are maintaining their DEMAT account.
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
11. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
12. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
13. Pursuant to section 72 of the Companies Act, 2013 members holding shares in electronic form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company [www.sungoldmediaent.com](http://www.sungoldmediaent.com)) with the respective depository participant.
14. Members are requested to bring their copy of Annual Report to the AGM. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the meeting venue.
15. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.



16. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
17. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA circulars and SEBI dated January 05, 2023, the Notice of AGM and the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.sungoldmediaent.com](http://www.sungoldmediaent.com) and on the website of Bombay Stock Exchange (BSE) [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

#### 18. E- VOTING PROCESS:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.www.sungoldmediaent.com>.

**The remote e- voting facility will be available during the following voting period:**

Commencement of remote e- voting	End of remote e- voting
Tuesday, June 13, 2023 at 9:00 A.M	Thursday, June 15, 2023 at 5:00 P.M

During this period shareholders of the Company, holding shares as on the cut-off date i.e. Thursday, June 08, 2023 cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 Thursday, June 08, 2023. 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. Thursday, June 08, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com) or [service@satellitecorporate.com](mailto:service@satellitecorporate.com).

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.

**How do I vote electronically using NSDL e-Voting system?**




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b>and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</li> </ol>

	<p>The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii)
- (iii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.vineetapatel05@gmail.com](mailto:cs.vineetapatel05@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms Sarita Mote) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Please note the following:**

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.

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.

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.

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 Two Working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

19. CS Vineeta Patel, Practicing Company Secretary (Membership No. A37699, COP No. 19111), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. 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 poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The results declared along with the report of the scrutinizer's shall be placed on the website of the Company [www.sungoldmediaent.com](http://www.sungoldmediaent.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, Mumbai.

**By the order of the Board of Directors  
For Sungold Media And Entertainment Limited**

**Sd/-**

**Shubhangi Chourasia  
Company Secretary & Compliance Officer  
Membership No. A67818**

**Place: Rajpipla  
Date: 22<sup>th</sup> May, 2023**

**Regd office: 13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada-393145  
CIN: L22100GJ1995PLC024944**

**Email: [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)**

**Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)**

**Tel No. +91-9099018633**



**ANNEXURE TO NOTICE**

**Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings details of the Directors seeking appointment/re-appointment are given below:**

**Details of Directors seeking Re- appointment at the Annual General Meeting**

<b>Names of the Director appointed</b>	<b>Mr. Keyur Sharadchandra Gandhi</b>	<b>Mr. Raj Kotia</b>
Date of Birth	17.07.1974	09.04.1992
Original Date of Appointment	11.10.2013	23.03.2018 as Managing Director & CFO and 11.12.2019 he was appointed as Chairman and Managing Director
DIN	03494183	06360347
Qualifications	Bachelor of Commerce	Bachelor of Commerce
Expertise in specific functional area	Print and Electronic Media, Graphics and Designing	<ul style="list-style-type: none"> <li>• Rich experience in Editing, Designing, Marketing, Electronic, Software and various web portals for more than 10 years.</li> <li>• Print and Electronic Media, Graphics and Designing.</li> <li>• He has worked as an Assistant Editor at Studio Sound N Vision and Assistant Editor at Balaji Tele films.</li> </ul>
Disclosure of relationships between Directors/KMP inter-se;	Not related to any director/ KMP of the company.	Not related to any director/ KMP of the company.
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board;	Shree Krishna Infrastructure Limited	NA
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	Chairman of Stakeholder's Relationship Committee	NA
<b>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19</b>	Mr. Keyur Sharadchandra Gandhi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Raj Rajiv Kotia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
Number of Shares held in the Company	NIL	42,61,480 Equity Shares

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 3, 4 and 5

**ITEM NO: 3****RE - APPOINTMENT OF MR. RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 23<sup>RD</sup> MARCH, 2023 TO 22<sup>ND</sup> MARCH, 2028**

Mr. Raj Kotia was appointed as Managing Director & Chief financial Officer of the company for a period of 5 years commencing from 23.03.2018. Then his designation was changed to Chairman and Managing Director on 11.12.2019. Your Directors are desirous that his valuable services be continued to be utilised for the benefit of the company. He is the driving force behind the company and successfully steered the company's operations. His total involvement, perseverance and commitment to the goals of the company, has brought the company to the position.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 18.03.2023 has re-appointed Mr. Raj Kotia as Chairman & Managing Director of the company for further period of 5 years with effect from 23.03.2023 on remuneration, benefits, allowances and perquisites as set forth in the resolution no. 3.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the company, the Board considers that the appointment of Mr. Raj Kotia would be immense benefit to the company. Thus, the approval of the Members is hereby sought by way of Ordinary Resolution, for his appointment as the Chairman and Managing Director for the period of five years with effect from March 23, 2023 to March 22, 2028.

The Board recommends Item No. 3 as Ordinary Resolution for approval by the Members of the Company.

**PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013****I. GENERAL INFORMATION****A. Nature of Industry**

The Company being a registered Micro, Small & Medium Enterprise has been primarily engaged in the business of designing, marketing, electronic services or devices including applications relating to media and entertainment. Your company is diversified across various sectors multilevel marketing, network marketing, digital marketing of products/services/consultancy, etc.

B. Date of Commencement of Activities: 09.03.1995

C. Financial Performance of the Company:

**(Rs. In Lakhs)**

<b>Particulars</b>	<b>FY 2022-2023</b>	<b>FY 2021-2022</b>	<b>FY 2020-2021</b>
Operational and other Income	72.19	57.72	65.34
Total Expenditure	66.39	53.01	60.64
Profit before Depreciation and Tax	5.80	4.71	4.70
Less: Depreciation	3.53	3.41	3.44
Profit before Tax	2.27	1.31	1.25
Less: Tax expenses (includes provision for deferred tax asset/liability)	0.57	0.33	0.33
<b>Profit after tax</b>	<b>1.70</b>	<b>0.98</b>	<b>0.93</b>

D. Foreign Earnings, investments or collaborations: There was No Foreign Investment or Collaboration during the year.



## II. Information about the appointee:

1	Background details, Recognition or awards	Mr. Raj Kotia holds a degree of Bachelor of Commerce. He has worked as an Assistant Editor at Studio Sound N Vision and Assistant Editor at Balaji Tele films. He has rich experience in Editing, Designing, Marketing, Electronic, Software and various web portals for more than 10 years.
2	Past Remuneration	Received Rs.9,57,600/- against Rs. 18,00,000/-
3	Job Profile & his Suitability	Chairman & Managing Director
4	Remuneration Proposed	Remuneration of 18,00,000/- p.a. excluding perquisites with powers to Board to vary from time to time within the limits of Schedule V of the Companies Act, 2013.
5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The present job responsibility of the appointee is to manage the whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel, if any	Except being Promoter, Chairman and Managing Director of the Company, Mr. Raj Kotia does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

## III. DISCLOSURE:

Details of remuneration paid to Mr. Raj Kotia during the Financial Year 2022-23 have been disclosed in the annexure to the Directors' Report.

The terms and conditions of his re-appointment/remuneration shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days (except Saturday, Sundays & Public Holidays) and will also be available during the Annual General Meeting ("AGM") till the conclusion of the AGM.

Brief Profile of Mr. Raj Kotia is annexed to this notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Raj Kotia (whose appointment is proposed in this resolution) and Mr. Rajiv Kotia (immediate relative of Raj Kotia, having holding of 4.94%) are interested in the resolution.

The resolution seeks the approval of shareholders for the payment of remuneration to Mr. Raj Kotia as a Chairman & Managing Director. He shall not be liable to retire by rotation. The Board of Directors commend passing of the resolution set out in the Notice for the approval of the shareholders.

### **ITEM NO: 4**

#### **REMUNERATION PAYABLE TO CHAIRMAN & MANAGING DIRECTOR FOR THE PERIOD FROM MARCH 23, 2023 TO MARCH 22, 2026 AS STATED UNDER SECTION 197 OF COMPANIES ACT, 2013**

Pursuant to the provisions of section 197 of the Companies Act, 2013 read with Schedule V, Part -II to the said Act and rules made there under, the Company is required to obtain prior approval of members by the way of special resolution passed at the general meeting in the case the amount of remuneration payable to the Managing Director shall exceed 5% of the Net profit of the Company.

Thus the approval of the members is accorded for payment of remuneration of Rs. 150,000/- per month for a period of 3 years and other perquisites as decided in MD Agreement executed between to Mr. Raj Kotia and the Company with effect from 23.03.2023.

The Directors recommend the resolution for members' approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Raj Kotia (whose appointment is proposed in this resolution) and Mr. Rajiv Kotia (immediate relative of Raj Kotia, having holding of 4.94%) are interested in the resolution.

The Board recommends item No. 4 as Special Resolution for approval by the Members of the Company.

**ITEM NO : 5**

**APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013**

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company is required to obtain prior approval of members by the way of special resolution passed at the general meeting in the case the amount of investment, loan, Guarantee or security proposed to be made is more than the higher of sixty percent of paid up capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Thus the approval of the members is accorded to (a) give any loan to anybody corporate(s)/ person (s); (b) give any guarantee or provide -security in connection with a loan to anybody corporate(s)/person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crore Only).” notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends item No. 5 as a special resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise in this resolution.

**By the order of the Board of Directors  
For Sungold Media And Entertainment Limited**

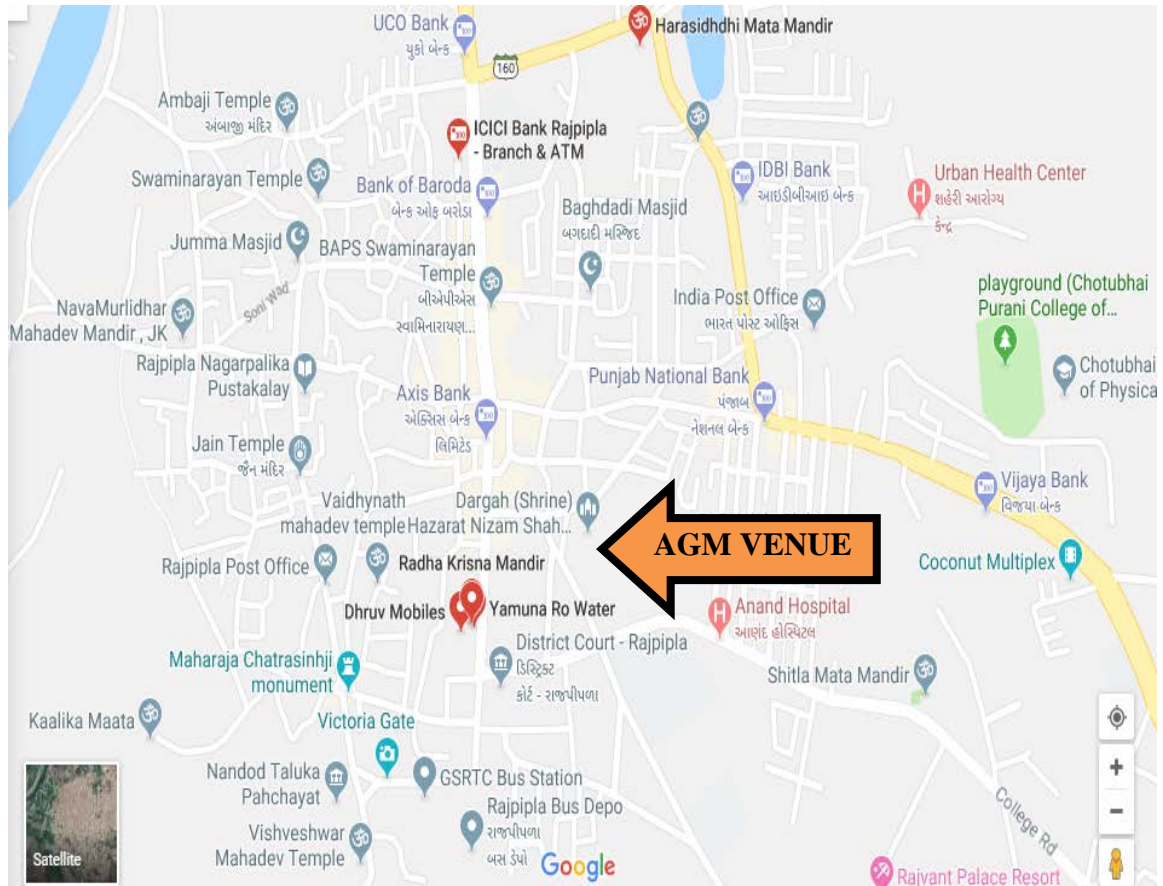
**Sd/-**

**Shubhangi Chourasia  
Company Secretary & Compliance Officer  
Membership No. A67818**

**Place: Rajpipla  
Date: 22.05.2023**

**Regd office:**13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada-393145  
**CIN:** L22100GJ1995PLC024944  
**Email:** [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)  
**Website:**[www.sungoldmediaent.com](http://www.sungoldmediaent.com)  
**Tel No.** +91-9099018633

**Route map of the venue of 28<sup>th</sup> Annual General Meeting**



**Board's Report**  
**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**(CIN: L22100GJ1995PLC024944)**  
**13, Radhakrushna Mandir Compound, Village-Rajpipla, Nandod,**  
**Narmada- 393145**

To,  
The Members,

The Directors present the **28<sup>th</sup> Annual Report** on the business and operations of the Company along with the audited statements of accounts for the Financial Year ended **March 31, 2023**.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE):**

The Board's Report shall be prepared based on the standalone financial statements of the company.

Particulars	<b>(Rs. In Lakhs)</b>	
	<b>For the year ended 31<sup>st</sup> March, 2023</b>	<b>For the year ended 31<sup>st</sup> March, 2022</b>
Revenue from operation	71.89	57.69
Other Income	0.30	0.03
Total Revenue	72.19	57.72
Total Expense	66.39	56.41
Gross Profit before depreciation and tax	5.80	4.71
Depreciation	3.53	3.41
Net Profit before tax	2.27	1.31
Tax Expense	0.57	0.33
Net Profit After Tax	1.70	0.98
Balance of Profit brought forward	27.33	26.36
Balance available for appropriation	1.70	0.98
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	29.03	27.33
Earning Per Shares (EPS)		
Basic	0.02	0.02
Diluted	0.02	0.02

**2. OPERATING PERFORMANCE:**

During the year under review the Company has generated total revenue of Rs. 72.19 Lakhs as compared to Rs. 57.72 Lakhs of the previous financial year. The Company achieved net profit of Rs 1.70 Lakhs as compared to Rs 0.98 Lakhs in previous financial year. The directors are continuously looking for new avenues for future growth of the Company.

**3. ANNUAL RETURN:**

As required pursuant to section 92(3) read with Section 134 (3) (a) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the annual return as on March 31,2023 is available on the Company's website on:[www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**4. DIVIDEND:**

In order to conserve the resources and for further growth, the Company does not propose to pay any dividend.

## **5. DEPOSITS:**

During the year under the review, your company has not accepted any deposits from the public within the meaning of section 76 of the Companies Act 2013 and the rules there under. There are no public deposits, which are pending for repayment.

## **6. AMOUNT TRANSFER TO RESERVE:**

Your company does not propose to carry any amount to reserves.

## **7. SHARE CAPITAL:**

During the year 2022-23, Authorized share capital of your company increases from Rs 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs 10/- each to Rs. 12,50,00,000 divided into 1,25,00,000 of Rs. 10/- each due to preferential allotment of securities.

Pursuant to the approval accorded by the shareholders in the annual general meeting held on 01<sup>st</sup> August, 2022 the Board of Director at their meeting held on 20<sup>th</sup> October, 2022 have allotted 60,00,000 equity shares of Rs. 10/- each at par on a preferential basis to promoters and non-promoters on exercise of their conversion against convertible warrants issued on 26<sup>th</sup> September, 2022. The issue of new shares will rank pari passu with existing equity shares.

With this allotment, the paid-up share capital of your Company is now increased from 50,00,000 equity shares of Rs. 10/- each to 1,10,00,000 equity shares of Rs. 10/- each.

## **8. DISCLOSURE UNDER REGULATION 32 (7A) OF SEBI (LODR) REGULATIONS 2018:**

The preferential issue of warrants proceeds has been partial utilized funds upto Rs. 2,20,85,959 towards the capital requirement for increasing the profitability by increasing the bottom line, repayment of debts, business expansion, working capital requirements and for general corporate purpose which shall enhance the profitability of the Company.

## **9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **10. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There have been no material changes and commitments, affecting the financial position of the company which has occurred during the end of the financial year and date of report.

## **11. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

## **12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Details of loan and investment are disclosed in the notes to accounts

## **13. RELATED PARTY TRANSACTIONS:**

All contracts/arrangements/transactions entered by the Company during the FY 2022-2023 with related parties were in the ordinary course of business and on an arm's length basis. During the year under review, the Company has entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 forms the part of this Board report in ANNEXURE I.

Your Directors draw attention of the members to the Financial Statement which sets out related party disclosures.

**14. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

There was no Subsidiary/Joint Ventures/Associate Companies during the FY 2022-2023

**15. PARTICULARS OF EMPLOYEES:**

There was no employee drawing remuneration in excess of limits prescribed under section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**16. DIRECTORS & KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Keyur Gandhi, retires by rotation at the ensuing Annual General Meeting and offers himself for re-appointment.

- Re- appointment of Mr. Raj Kotia as Chairman and Managing Director of the company for the term of 5 years w.e.f 23.03.2023
- There is no other change in the Directors of the Company during the Financial Year 2022-2023.
- None of the other Directors of the Company are disqualified under Section 164 of Companies Act, 2013.

**17. MEETINGS OF THE BOARD OF DIRECTORS:**

The following Meetings of the Board of Directors were held during the Financial Year 2022-2023:

Sr. no.	Date of Meeting of Board	Board Strength	No. of Directors Present
1	17.05.2022	4	4
2	26.05.2022	4	4
3	27.06.2022	4	4
4	05.07.2022	4	4
5	26.09.2022	4	4
6	20.10.2022	4	4
7	11.11.2022	4	4
8	25.02.2023	4	4
9	18.03.2023	4	4

During the Financial Year 2022-2023, No Extra Ordinary General Meetings of the Company was held.

The compositions of the Board, attendance at the Board meetings held during the FY 2022-2023 under review and at the last Annual General Meeting, number of directorships in other companies, Memberships/Chairmanships of the Committees and their shareholding as on March 31, 2023 in the Company are as follows: -

Name of Director	DIN	Category	No. of Board Meetings held during the tenure	No. of Board Meetings attended during the tenure	Attendance in last AGM dated 01.08.2022	*No. of Directorships in other listed Companies	**Committee Position		Shareholding (Equity shares of FV of Rs. 10/- each)
							Chair person	Member	
Mr. Raj Kotia	06360347	MD & ED	09	09	√	NIL	-	2	42,61,480
Mr. Keyur Gandhi	03494183	NED	09	09	√	1	1	1	-
Mrs. Amruta	08698062	NED -ID	09	09	√	NIL	1	1	-

Giradkar									
Ms. Aasthi Singh	08709814	NED -ID	09	09	√	NIL	1	2	-

**(P- Promoter; NED - Non - Executive Director; ID - Independent Director; MD- Managing Director; ED - Executive Director)**

\*Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\*Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee in all Indian Public Limited Companies (including this listed entity) have been considered for the Committee positions.

**Note:**

There is no inter- se relationship between the directors.

**18. MEETING OF INDEPENDENT DIRECTORS:**

During the year under review, the Independent Directors met once on January, 17, 2023 inter alia, to:

1. Evaluate the performance of non-independent directors and the Board as a whole;
2. Evaluate the performance of chairperson of the Company taking into account the views of the Executive and Non- Executive Directors of the Company; and
3. Evaluate the quality, quantity and timelines of flow of information between the management and the Board.

All Independent Directors were present at the meeting.

**19. COMMITTEES OF THE BOARD**

The company has constituted different Board level committees in accordance with the requirements of Companies Act, 2013 and securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Currently, the Board has three Committees: Audit Committee, Nomination and Remuneration Committee, and Stakeholder's Relationship Committee. All three committees are appropriately constituted.

**IAUDIT COMMITTEE**

**Composition:**

Audit committee of the Board of Directors ["the Audit Committee is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Accounts, etc. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

**Meetings and Attendance, Composition, Chairperson and name of members as on March 31, 2023.**

During the Financial Year 2022-2023, the Audit Committee met Six times i.e. on May 17, 2022; May 26, 2022; June 27, 2022, November 11, 2022, February 25, 2023 and March 18, 2023. The maximum gap between two meetings was not more than 120 days. Accordingly, only 6 meetings were held during the Financial Year 2022-2023.

Name of the Members	Category of Directorship	Designation	Audit Committee Meeting (S)	
			Held	Attended
Ms. Amruta Giradkar	Non- Executive Independent Director	Chairman	06	06
Ms. Aasthi Singh	Non- Executive Independent Director	Member	06	06
Mr. Raj Kotia	Executive Director	Member	06	06

**Note:**

**The Company Secretary acts as Secretary to the Committee.**

**Terms of Reference**

The terms of reference of Audit Committee are wide enough, covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, which inter alia includes the following:

- a. oversee the Company's financial reporting process and disclosure of its financial information;
- b. recommend appointment, remuneration and terms of appointment of auditors of the Company;
- c. approve payment to statutory auditors for any other services rendered by them;
- d. review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:
  - 1) matters to be included in Directors Responsibility Statements to be included in Board's report;
  - 2) any changes in accounting policies and practices;
  - 3) major accounting entries involving estimates based on the exercise of judgement by management;
  - 4) significant adjustments resulting from the audit findings;
  - 5) compliance with listing and other legal requirements relating to financial statement;
  - 6) disclosure of related party transactions;
  - 7) Qualification in draft audit report.
- e. review with the management, the half yearly financial statement before submission to the board for their approval;
- f. recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- g. discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- h. review the internal audit program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- i. consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- j. consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- k. discuss significant findings with internal auditors and initiate follow-up action thereon;
- l. look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- m. review performance of statutory and internal auditors and adequacy of internal control systems;
- n. approve transaction with related parties and subsequent modification to terms of contract/transaction;
- o. scrutinize inter-corporate loans and investments;
- p. valuation of any of the undertakings or assets as and when necessary;
- q. evaluate adequacy of internal financial control and risk management system;
- r. review with management , 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 the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue , and making recommendation to the Board for taking steps in relation thereto;
- s. approve appointment of CFO (i.e. the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;
- t. review functioning of the Whistle Blower Policy;
- u. Carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.



## II. NOMINATION & REMUNERATION COMMITTEE:

### COMPOSITION

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

### Meetings and Attendance, Composition, Chairperson and name of members as on March 31, 2023.

During the Financial Year 2022-2023, the Nomination and Remuneration Committee met thrice i.e. on May 17, 2022, May 26, 2022 and on March 18, 2023

Name of the Members	Category of Directorship	Designation	Nomination and Remuneration Committee Meeting (S)	
			Held	Attended
Ms. Aasthi Singh	Non- Executive Independent Director	Chairman	03	03
Ms. Amruta Giradkar	Non- Executive Independent Director	Member	03	03
Mr. Keyur Gandhi	Non-Executive Director	Member	03	03

### Note:

The Board terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- Review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, remuneration of directors, key managerial personnel and other employees of the Company;
- Formulation of the criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of Board of directors;
- Formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;
- Review and implement succession and development plans for Managing Director, Executive Directors and Senior Management.
- To supervise and monitor the process of issuance/ grant/vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

### Details of Remuneration to all Directors

The details of remuneration paid to the Directors for the year ended March 31, 2023 are as under:

Name	Designation	Salary	Perquisites	Sitting Fees	Total
Mr. Raj Kotia	Chairman & Managing Director	9,57,600	-	-	9,57,600
Mr. Keyur Gandhi	Non-Executive Director	-	-	12,000	12,000
Mrs. Amruta Giradkar	Independent Director	-	-	20,000	20,000
Ms. Aasthi Singh	Independent Director	-	-	20,000	20,000

### **Disclosure pursuant to Part-II, Section-II, 3rd Provision, Point No-IV of Schedule-V under Section 196 and 197 of all the Directors**

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc of all the Directors- As stated above
- Details of fixed component and performance linked incentives along with performance criteria- Nil
- Service Contracts, notice period, severance fees- Not Applicable
- Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not Applicable

### **Performance Evaluation of Board, its Committees and Directors**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and Individual Directors.

The performance of the Board and Individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The Nomination and Remuneration Committee reviewed the performance of the Individual Directors.

A separate meeting of Independent Directors was also held to review the performance of the Board, Non-Independent Directors and Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors.

The criteria for performance evaluation of the Board include aspects like Board composition and structure, effectiveness of Board processes, information and functioning, etc. The criteria for performance evaluation of committees of the Board include aspects like composition of committees, effectiveness of committee meetings, etc. The criteria for performance evaluation of the Individual Directors include aspects like contribution to the Board and Committee Meetings, professional conduct, roles and functions, etc. In addition, the performance of Chairman is also evaluated on the key aspects of his roles and responsibilities.

### **III. STAKEHOLDERS RELATIONSHIP ('SRC') COMMITTEE:**

#### **COMPOSITION:**

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meetings and Attendance, Composition, Chairperson and name of members as on March 31, 2023.

During the Financial Year 2022-2023, the Stakeholders Relationship Committee met once i.e. on May 26, 2022.

Name of the Members	Category of Directorship	Designation	Stakeholders Relationship Committee Meeting (S)	
			Held	Attended
Mr. Keyur Gandhi	Non-Executive Director	Chairman	01	01
Ms. Aasthi Singh	Non-Executive Independent Director	Member	01	01
Mr. Raj Kotia	Executive Director	Member	01	01

**Note:**

Stakeholders Relationship Committee ensures quick redressal of security holder and investor's complaints/grievances pertaining to transfers, no receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of securities and other miscellaneous complaints;

In addition, the Committee also monitors other issues including status of Dematerialization/ Re materialisation of shares issued by the Company. Oversee the performance and service standards of the Registrar and Share Transfer Agent, and recommends measures to improve level of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web-based redress system and online redressed of all the shareholders complaints.

**Name and designation of Compliance Officer:**

Ms. Shubhangi Chourasia, the Company Secretary & Compliance Officer is complying with the requirements of Securities Laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review no complaint was received. There were no instruments for transfer pending as on March 31, 2023.

**20. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2023, the Board consists of 4 Members, 1 of whom is an Executive Director and 1 of whom is a Non-Executive Director and 2 of whom are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board can be viewed on our website viz [www.sungoldmediaent.com](http://www.sungoldmediaent.com). We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

**21. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Board has adopted a Whistle Blower Policy to maintain highest standards of professionalism, honesty, integrity, ethical behaviour and to provide a vigil mechanism for Directors/Employees to voice concern in a responsible and effective manner regarding unethical matters involving serious malpractice, abuse or wrongdoing within the organization. The Company affirms that during the year no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of the Company viz [www.sungoldmediaent.com](http://www.sungoldmediaent.com).

**22. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company as an organization is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013. This Policy is available on the website of the Company viz [www.sungoldmediaent.com](http://www.sungoldmediaent.com).

No complaints were received during the financial year 2022-2023.

**23. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:**

A statement containing the details of the Remuneration of Directors, Key Managerial personnel (KMP) and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as [**Annexure-III**] to this Report.

The Company have no employee working throughout the Financial year drawing a remuneration more than as per terms of the provisions of Section 197(12) of the Companies Act' 2013 read with Rules 5(2) and 5(3) of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.

#### **24. CORPORATE GOVERNANCE**

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Hence no corporate governance report is disclosed in this Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the Corporate Governance voluntarily.

#### **25. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report on the operations of the Company as required under Securities and Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulation's, 2015 is annexed herewith as a separate part to this Report.

#### **26. BOARD EVALUATION:**

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. The Nomination and Remuneration Committee of the Board is entrusted with the responsibility in respect of the same. The Committee studies the practices prevalent in the industry and advises the Board with respect to evaluation of Board members. On the basis of the recommendations of the Committee, the Board carries an evaluation of its own performance and that of its Committees and individual Directors.

#### **27. RISK AND MITIGATING STEPS:**

The Company has identified various risks faced by the Company from different areas Appropriate Structures are present so that risks are inherently monitored and controlled inter alia through strict quality assurance measures.

The Company has adequate internal control system and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on regular basis as and when required.

#### **28. DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Act.

a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2023 and of the profit or loss of the Company for the FY ended on that date;

c) That proper and sufficient care has been taken 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 fraud and other irregularities;

d) That the annual Financial Statements have been prepared on a going concern basis;

e) That system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **29. AUDITORS AND AUDIT REPORT:**

At the 27<sup>th</sup> AGM, the Members approved appointment of M/s Bharat Gupta & Co., Chartered Accountants (FRN. 131010W and Membership No. 136055), as Statutory Auditor of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 32<sup>nd</sup> AGM.

The Statutory Auditors' Report for FY 2022-23, does not contain any qualification, reservation or adverse remark or disclaimer, the same forms part of this Annual Report. The Statutory Auditors of the Company have not reported any matter under Section 143(12) of the Companies Act, 2013.

### **30. SECRETARIAL AUDITOR:**

In terms of section 204 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company had appointed Mrs. Pooja Gandhi, Practicing Company Secretary, (Membership No. 22838, Certificate of Practice No. 20135) resigned as the Secretarial Auditor of the Company for the Financial Year 2022-2023 thereafter M/s. Vineeta Patel & Co., Practicing Company Secretary, (Membership No. 37699) & (Certificate of Practice No. 19111) is appointed as the Secretarial Auditor of the Company.

The Secretarial Audit Report for the Financial Year ended March 31, 2023 is annexed herewith as **Annexure-II** to this report.

### **31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

#### **(A) Conservation of energy and technology absorption.**

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this company as the Company has not carried out any manufacturing activities

#### **(B) Foreign Exchange Earnings And Outgo:**

There was no foreign exchange outgoing for the year ended as on March 31, 2023.

### **32. STATEMENT ON MATERIAL SUBSIDIARY:**

The Company currently does not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries can be viewed on our website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

### **33. SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) as well as the Report on Board of Directors (SS-4) issued by The Institute of Company Secretaries of India, have been duly followed by the Company.

### **34. DISCLOSURE ABOUT COST AUDIT:**

Maintenance of Cost Records and requirement of Cost audit as prescribed under provisions of Section 148(1) of the Act, are not applicable for business activities carried out by the Company.

### **35. INSIDER TRADING:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has constituted a comprehensive Code titled as "Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders" which lays down guidelines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company. The said policy can be viewed on our website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

### **36. CHANGE IN SITUATION OF THE REGISTERED OFFICE OF THE COMPANY:**

During the year under review there was no change in the registered office of the Company.

**37. ACKNOWLEDGEMENTS:**

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the statutory and/or regulatory bodies.

**For and on behalf of  
The Board of Directors of the Company**

**Sd/-  
Raj Kotia  
Chairman & Managing Director  
DIN: 06360347**

**Date: 22.05.2023  
Place: Rajpipla**

**Annexure -I**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2015.)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As per table below
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Details		
a)	Name (s) of the related party & nature of relationship	Dhaval Kotia ( Relative of KMP )	Daiv Kotia ( Relative of KMP)	Shweta Dhaval kotia (Relative of KMP)
b)	Nature of contracts/arrangements/transaction	Salary Paid (in lakhs)	Salary Paid (in lakhs)	Salary Paid (in lakhs)
c)	Duration of the contracts/arrangements/transaction	-	-	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	7.20	9.58	6.39
e)	Justification for entering into such contracts or arrangements or transactions	Salary paid as an employee of the Company	Salary paid as an employee of the Company	Salary paid as an employee of the Company
f)	Date of approval by the Board	-	-	-
g)	Amount paid as advances, if any	-	-	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-	-	-

**For and on behalf of the Board of Directors of the company**

Date:22.05.2023  
Place: Rajpipla

Sd/-  
Raj Kotia  
Chairman & Managing Director  
DIN: 06360347

**ANNEXURE-II**

**FORM NO. MR 3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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,  
Sungold Media And Entertainment Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sungold Media And Entertainment Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies ("the ROC"), and other relevant 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, we hereby report that in our opinion, the Company, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 ("audit period"), has prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the statutory registers, papers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('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 Bye-laws 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 - applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) 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.
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (f) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2023:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.
- (vi) The management has identified and confirm the other laws as specifically applicable to the Company and the Company have proper system to comply with the provisions of the respective Acts, rules and Regulations;
- (vii) We have also examined compliance with the applicable clauses of the following:
- (a) Secretarial Standards with regard to meeting of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, we are of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

We further report that we have not examined the Financial Statement, financial Books & related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund & Professional Tax, Related Party Transactions etc. For these matters, we rely on the report of statutory auditor's for Financial Statement for the year ended 31<sup>st</sup>March, 2023.

We 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 was no changes in the composition of the Board of Directors that took place during the period under review.

We further report that as per the information provided, adequate notice\intimation was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and the same were duly recorded in the minutes of the meeting of the Board of Directors.

We 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.

We further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/ records required by the concerned authorities and internal control of the concerned department.

We further report that during the audit period, pursuant to Section 203 of the Companies, Act, 2013 read with rule 8 and 8A of (Companies Appointment & remuneration of Managerial Personnel) Rules, 2014 and regulation 6 of SEBI (Listing obligation and Disclosure requirements) Regulation, 2015, Ms. Shubhangi Chourasia and Ms. Janvi Shirawala has been appointed and resigned respectively as Company Secretary and Compliance officer w.e.f. 17<sup>th</sup> May, 2022.

We further report that during the audit period, the Company has increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.12,50,00,000/-(Rupees Twelve Crores Fifty Lakh Only) divided into 1,25,00,000 (One Crores and Twenty five Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each, subsequently there was an alteration in Clause V (Capital clause) of Memorandum of Association of the Company.

We further report that during the audit period, the Company at its Annual General Meeting held on 01st August, 2022 has issued 60, 00,000 (Sixty Lakhs Only) convertible warrants of Rs. 10/- each (Rupees Ten only) ("Convertible Warrants") on preferential basis which would convert into equal number of equity shares of Rs.10/- each upon exercising the conversion option. Furthermore, warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares was payable at the time of subscription to the warrants, as

prescribed by Regulation 169 of the ICDR Regulations, a warrant exercise price equivalent to the 75% of the issue price of the Equity Shares is payable by the Warrant holder(s) at the time of exercising the Warrants.

We further report that during the audit period, 60,00,000 (Sixty Lakhs Only) warrants were fully converted and allotted into Equity shares at Rs. 10/- (Rupees Ten each) on 20.10.2022.

We further report that during the audit period, Mr. Raj Kotia has been re-appointed as Chairman and Managing Director (CMD) for the period of five years; on agreed remuneration between the CMD and the company for the period of three years.

We further report that during the audit period, there were no instances of:

- i. Public/ Rights/ debentures/ sweat equity, etc.;
- ii. Issue of equity shares under Employee Stock Option Scheme except cancellation of various Stock Options granted ESOP;
- iii. Redemption / Buy-back of securities;
- iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs.
- v. Foreign Technical Collaborations.
- vi. As informed, the Company has not received any directions from the SEBI.

**Date: 19.05.2023**  
**Place: Mumbai**

**For Vineeta Patel & Co.**  
**Practicing Company Secretaries**

**SD/-**  
**Vineeta Patel**

**ACS No.: 37699 / COP No.: 19111**  
**Peer Review Cert. No.: 1229/2021**

**UDIN: A037699E000336613**

**Annexure 'A'**

**To  
The Members,  
Sungold Media And Entertainment Limited.**

**Our report of even date is to be read along with this letter:**

**We further report that:**

- 1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on 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 the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.**
- 3. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.**
- 4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.**
- 5. The compliance of 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. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.**

**Date: 19.05.2023  
Place: Mumbai**

**For Vineeta Patel & Co.  
Practicing Company Secretaries**

**SD/-  
Vineeta Patel**

**ACS No.: 37699 / COP No.: 19111  
Peer Review Cert. No.: 1229/2021**

**UDIN: A037699E000336613**

(Annexure - III)

**DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION**

**Information as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>									
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.	<p>Mr. Raj Kotia (DIN: 06360347) is the Chairman &amp; Managing Director (CMD) of the Company as date of this Report. Further he is paid a remuneration of Rs. 79,800/- every month.</p> <p>The median remuneration of the employees is Rs. 60,020/- per month which is less than salary of the Director.</p> <table border="1"><thead><tr><th><b>Name of the Director</b></th><th><b>Ratio of the remuneration to the median remuneration of the employees</b></th></tr></thead><tbody><tr><td>Mr. Raj Kotia (CMD)</td><td>1.33:1</td></tr></tbody></table>	<b>Name of the Director</b>	<b>Ratio of the remuneration to the median remuneration of the employees</b>	Mr. Raj Kotia (CMD)	1.33:1					
<b>Name of the Director</b>	<b>Ratio of the remuneration to the median remuneration of the employees</b>										
Mr. Raj Kotia (CMD)	1.33:1										
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<p>There is no increase in the Remuneration of Managing Director.</p> <p>There is increase in the salary of Chief Financial Officer and salaries of employees.</p> <p>Percentage Increase in remuneration of Ms Janvi Shirawala as Company Secretary &amp; Compliance Officer cannot be calculated as she resigned during the year and Ms. Shubhangi Chourasia has been appointed on 17.05.2022 as the Company Secretary and Compliance Officer.</p> <p>Due to change in the said post in the Financial Year 2022-2023, the percentage increase in remuneration of Company Secretary is not calculated.</p>									
3	The percentage increase in the median remuneration of employees in the financial year	<table border="1"><thead><tr><th><b>Median Remuneration for FY 2021-2022</b></th><th></th><th><b>% increase</b></th></tr></thead><tbody><tr><td>51750</td><td></td><td></td></tr><tr><th><b>Median Remuneration for FY 2022-2023</b></th><td>60020</td><td>15.98%</td></tr></tbody></table>	<b>Median Remuneration for FY 2021-2022</b>		<b>% increase</b>	51750			<b>Median Remuneration for FY 2022-2023</b>	60020	15.98%
<b>Median Remuneration for FY 2021-2022</b>		<b>% increase</b>									
51750											
<b>Median Remuneration for FY 2022-2023</b>	60020	15.98%									
4	The number of permanent employees on the rolls of company	There are 6 permanent employees on the rolls of the company									
5	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration .	There is an increase in salaries of the employees of the Company.									
6	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.									

\*The Non- Executive directors are entitled for sitting fees as per the statutory provisions. The details of remuneration paid to non-executive directors are disclosed in the Board Report point no. 19 (II). Hence, the ratio of remuneration and percentage increase for non-executive director's remuneration is therefore not considered for the above purpose.

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

**To,  
The Members of  
Sungold Media and Entertainment Limited  
13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada GJ 393145**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Sungold Media and Entertainment Limited having CIN: L22100GJ1995PLC024944 and having registered office at 13, Radhakrushna Mandir Compound, Village- Rajpipla Nandod Narmada GJ 393145 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2023 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs:

Sr. No.	Name of the Director	DIN	Date of Appointment
1.	Keyur Sharadchandra Gandhi	<a href="#">03494183</a>	11/10/2013
2.	Raj Rajiv Kotia	<a href="#">06360347</a>	11/12/2019
3.	Amruta Narendra Giradkar	<a href="#">08698062</a>	28/02/2020
4.	Aasthi Singh	<a href="#">08709814</a>	28/02/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: 19.05.2023**

**For Vineeta Patel & Co.,**

**Place: Mumbai**

**Sd/-  
Vineeta Patel  
Practicing Company Secretaries  
ACS No.: 37699 / COP No.: 19111  
Peer Review Cert. No.:1229/ 2021**

**UDIN: A037699E000336525**

## **DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT**

I Raj Kotia, Chairman & Managing Director of the Company hereby declare that, Members of the Board and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2023.

**Date: May 15, 2023**

**Place: Rajpipla**

**Sd/-  
Raj Koia  
Chairman & Managing Director  
DIN: 06360347**

## **CEO/CFO certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors,  
**Sungold Media And Entertainment Limited,**  
13, Radhakrushna Mandir Compound, Nandod,  
Rajpipla-393145, Narmada

We, Raj Kotia, Chairman & Managing Director and Jayesh Patni, Chief Financial Officer of **Sungold Media And Entertainment Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement of Sungold Media And Entertainment Limited for the year ended March 31, 2023 and to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the Company's affairs 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 violate of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the auditors and the Audit committee:

i. that there are no significant changes in internal control over financial reporting during the year;

ii. that there are no significant changes in accounting policies during the year;

iii. That there are no instances of significant fraud of which we have become aware.

**For and on behalf of the Board of Directors of the Company**

**Date: May 15, 2023**

**Place: Rajpipla**

**Sd/-  
Raj Kotia  
Chairman & Managing Director**

**Sd/-  
Jayesh Patni  
Chief Financial Officer**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **COMPANY OVERVIEW:**

Sungold Media and Entertainment Limited engaged in the business as entertainment company and to organize, equip, arrange, write, manage, control, run, exhibit, distribute, direct, provide and to produce, promote, project, participate, manipulate, treat, process, prepare, alter, develop, expose, edit, make, remake, display, print, reprint, convert, finish, buy, sell, run, import, export, and to act as syndication, broker, agent, co-ordinator, distributor, organiser, proprietor, movie makers, copyright owners, video right owners, audio right owners, theatre owners, dubbing right owners, cinema studio owners, dance, music and provide complete technical. To own, undertake, carry on and operate directly or indirectly in India and abroad the business of editors, publishing producing, trading, commercial and industrial houses or for public in general in the interest of public relations which may include any all subject of common interest and to carry on the business of multilevel marketing , network marketing , digital marketing of products/services/consultancy and other forms of marketing and electronic services or devices including applications relating to media and entertainment.

### **MEDIA & ENTERTAINMENT INDUSTRY IN THE INDIAN ECONOMY:**

The Indian media and entertainment (M&E) industry is a promising sector for the economy and is making significant progress in terms of growth. The rise in digital adoption, fast and affordable internet, a large smartphone and broadband userbase, and a rise in sales of consumer durables like smartphones have contributed to the growth of the sector. With "digital" holding the pen and outpacing all other segments, sections like OTT, gaming, animation, and VFX are leading the M&E sector and are expected to rule the market in the coming years. Indian OTT platforms are in the scaling stage with strong subscription growth and significant investments in premium and original content.

As per Crisil Report, during the year 2023-2024 Indian media and entertainment sector is likely to grow 12-14 per cent to clock Rs 1.6 lakh crore revenue in FY24. "After the pandemic, digital has become the second-largest segment after TV in terms of ad spends. Together, they account for over three-fourths of the ad revenue for the M&E sector, followed by the print segment with a one-fifth share."

As per the latest report by the PwC, India's Media and entertainment Industry is expected to reach Rs. 4,30,401 crores (US\$ 53.99 billion) by 2026. Advertising revenue in India is projected to reach Rs. 394 billion (US\$ 5.42 billion) by 2024 .Television would account for 40% of the Indian media market in 2024, followed by print media (13%), digital advertising (12%), cinema (9%), and the OTT and gaming industries (8%).

Within the M&E sector, Animation, Visual Effects, Gaming and Comic (AVGC) sector is growing at a rate of ~29%, while the audio-visual sector and services is rising at the rate ~25%; is recognised as of one of the champion sectors by the Government of India. The AVGC sector is estimated to grow at ~9% to reach ~Rs. 3 lakh crore (US\$ 43.93 billion) by 2024, stated Union Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles.

Overall Television segment is expected to reach 826 Billion by 2024 growing at a CAGR of 5% while the advertising segment is expected to grow at a CAGR of 8% and reach 394 Billion during the same period. This growth in television advertising will be driven by entry of new advertisers, existing brands advertising on television, upward correction in regional advertising rates and availability of new and fresh content.

The Indian media and entertainment industry is one of the fastest growing media industries in the world and is projected to reach USD 100 billion by 2030, said by Apurva Chandra, Secretary, Ministry of Information and Broadcasting (MIB). There is tremendous growth in the Indian Media and Entertainment Industry. With the rising consumer demand and improving advertising revenues, the Indian M&E (Media & Entertainment) is on the cusp of a strong phase of growth. The Indian Industry is driven by increasing digitization and higher internet usage over the last decade. The Internet has become a major source of entertainment for a majority of people.

### **MARKETING INITIATIVES:**

The Company has been working across regions to make brand in the industry. It strives to differentiate itself from the others with its innovative ideas and brilliant execution. The Company's mission is to drive engagement through trendy, youthful and quality content. We are also actively engaged in promoting and developing new initiatives that engage audience.

### **RECENT DEVELOPMENT/INVESTMENTS:**

- Non-fungible tokens (NFTs) are emerging as a driving force for media companies to expand their content and IP engagement among their audience. This is triggering a future monetization model with markets maturing and the media sector welcoming these changes. Media and entertainment companies are collaborating and forming relationships with NFT specialists and marketplaces to design offerings that empower consumers to engage in a new way with their favorite characters, movies, and TV show.
- Media and entertainment corporations are embracing and integrating emerging technologies to capture the metaverse mainstream and offer their audiences meaningful viewing experiences.
- There has been a rise in video streaming platforms. In the last five years, online searches for Amazon Prime Video have increased by 231%. Video streaming (SVoD) revenue is anticipated to rise by over \$139 billion per year by 2027. Hence it is no surprise that many media companies are introducing new streaming services. Paid over-the-top (OTT) platforms are emerging with incumbents, including Netflix, Hulu, and Amazon Prime Video.
- Social media platforms are embracing their algorithms to boost engagement. The live social media events are helping to spill over to other platforms, thus leading to the creation of new communities. Consumers can join global communities that align with their personal views on sustainability and responsibility. In 2023, brands will understand and integrate this motivation to form online communities and encourage engagement and adaptations. This will assist them in engaging with their consumers for future campaigns and connecting with their chosen audience.

### **GOVERNMENT INITIATIVES:**

- Government of India has taken various initiatives like 100 per cent FDI allowed in teleports, multi-system operators, mobile TV, cable, and direct-to-home (DTH) satellite platforms; 100 per cent FDI allowed in publishing/printing of scientific and technical magazines/ speciality journals/ Periodicals under the government route and granting industry status to the film industry for easy access to institutional finance, have provided a boost to the sector.
- The government's plans to come out with a "Model Theatre Policy", "single-window clearance for theatres", and set up an animation, visual effects, gaming and comics (AVGC) task force indicate their intent to focus on the sector.

### **FUTURE OUTLOOK:**

- In Indian economy the Indian Media and Entertainment industry is a growing sector backed by rising consumer demand and improving advertising revenues. Over the last decade, Indian Media and Entertainment industry has been driven by increasing dispensation and higher internet usage.
- Mobile is continuing to grow and by 2023 is expected to account for about 81 percent (nearly \$130 billion) of all online advertising, with mobile video advertising becoming three times the size of non-mobile video advertising, according to a PwC report. Television advertising revenue will have little growth in the coming years, about 0.3 percent by 2023, and radio advertising will have only marginally better growth by comparison, of about 0.7 percent (to \$18.4 billion) by 2023.
- Broadcast television will continue to experience significant changes as television continues to be more interactive and customized for viewers. In the last decade, the mandated change to digitized broadcasting coupled with the recession diminished broadcasters' revenue—the decrease in program spending led to layoffs and a decline in employment. The trend toward online viewership of TV is expected to continue, yet advertisers will continue to spend on TV advertising due to its ongoing effectiveness. Online TV advertising spend was expected to grow from about \$5 billion in 2019 to \$5.8 billion in 2023. Advertisers will continue to face intense competition to gain viewers' attention through various media and mobile devices. By 2023, there will be zero compound annual growth overall in the broadcast TV advertising sector and just .6 percent growth for cable networks, according to PwC.
- Indian OTT sector in the 'scaling stage' with strong subscription growth and high investment in premium and original content. Despite Covid challenges, India's media and entertainment industry has revived to pre-Covid levels and is expected to grow to \$55-70 billion by 2030 at 10-12 per cent CAGR, according to a report released by BCG-CII. The growth will be driven mainly by the OTT, gaming, animation and VFX segments.



## **INTERNAL CONTROL:**

The Company has a robust Internal controls framework, commensurate with the size of its operations, geographical spread and changing risk complexity, impacted by varying internal and external factors. The Company's internal control systems comprises policies and procedures designed to ensure sound management of its operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information, and compliance. The Company has appointed Chartered Accountant, to give independent, objective, and reasonable assurance on the sufficiency and effectiveness of the Internal Controls. The audit firm evaluates and tests the effectiveness and appropriateness of internal controls on a regular basis. The Audit Committee is informed of significant audit findings after the evaluation, and measures taken thereof. The various process owners implement corrective measures in their respective domains based on internal audit results, thereby strengthening controls. The Audit Committee approves the yearly internal audit plan, examines the internal control system's sufficiency and effectiveness, assesses key audit observations, and supervises the implementation of audit.

## **HUMAN RESOURCES:**

The Company believes that employees are at the core of its strategies to achieve all present and future organizational goals. The Company has consciously developed a positive working atmosphere that provides a satisfying work environment, promotes career progression and encourages employee safety. In the current financial year, we have focused our efforts on enhanced learning and development programs, enhanced communications, making our policies more employee friendly, and overall nurturing a culture of collaboration and teamwork. Our concerted efforts to enable the growth of our employees along with the Company, has helped us significantly in ensuring enhanced employee satisfaction in Company.

## **OPPORTUNITIES/ ADVANTAGES :**

The Indian media and entertainment (M&E) industry is one of the fastest growing industries in the country. Its various segments, film, television, advertising, print and digital have witnessed a tremendous growth in the last few years. The industry is highly driven by strong consumption in non-metro and small cities, intense emergence of regional media and burgeoning new media businesses and formats.

- **ROBUST DEMAND:**

According to a report published by IAMA and Kantar Research, India internet users are expected to reach 900 million by 2025, from ~622 million internet users in 2020, increasing at a CAGR of 45% until 2025. The advertising-based video on demand (AVoD) segment is expected to rise at a CAGR of 24% to reach US\$ 2.6 billion by 2025.

- **ATTRACTIVE OPPORTUNITIES:**

According to a FICCI-EY report, within the M&E sector, TV is expected to remain the largest segment and likely to post a CAGR of 7% to Rs. 847 billion (US\$ 12.01 billion) by 2023. The Indian mobile gaming market is poised to reach US\$ 7 billion, in value, by 2025.

The Company foresee ample opportunities in Media & Entertainment industry. The rapid urbanization is likely to boost metaphorical growth in years to come. All these would ultimately generate a demand to boost local economies. Further, the various government initiatives envisaging providing an experience to its citizen shall also offer opportunity to the M&E player to grow in years to come. The envisaged opportunities are discussed further. Your Company is favourably placed to participate in the opportunities arising from the home-state that is considered the Growth Engine of India.

## **THREATS & RISKS:**

### **1. Copyright and piracy issues**

These challenges have been in the industry for a very long time now and it is very difficult to bring justice even if the laws are all stringent and in place. With the rise of digitisation, more big data problems have emerged such as sharing of account information through which multiple users can view content from the same account, using the password. It then becomes difficult for the production houses to categorise what genre of content is favourable to an adult and to a child. Pinpointing on the demographic details of an account user also becomes extremely difficult. Many people have started using the content available on online platforms for their own use; pirate and spoof this data to make it look like their own new creation and upload it to generate revenue. This is another major issue faced by, in particular, the entertainment industry.

## **2.Cyber Attack Chatter**

Attackers frequently use surface, deep and dark web chatrooms and forums to plan attacks, choose targets and sell hacking services. This chatter can become useful intelligence for media and entertainment agencies looking to thwart attacks on talent, fans and brand before they occur. Early warning of stolen credentials, account hacking attempts and impersonations is necessary to protect media brands and talent alike. Within the media and entertainment industry, ZeroFox identified 450,000 incidents related to cyber attack chatter within the specified time period.

## **3. Challenges with respect to taxation**

Each business has to pay taxes, to the local government, to the state and the centre. The Income Tax department comes very heavily on the defaulters, from huge amounts of fines to even imprisonment. Taxation is a very slippery path and it is very important to be cautious as to how the media industry grows and grows safely (without having being a target to the tax structure). Hence it is very important that this industry has a very sound section to manage taxes.

## **4. Adaptation challenges**

Only a few percentages of players in the media industry are welcoming new technologies to their area of work, while the majority are hesitant and are concerned about the backfire or the trouble these new “uncommon” solutions will cause. This results in dependency on outdated methodologies making it difficult for the players to communicate business between themselves. Use of terms like “big data”, “artificial intelligence”, “automation” etc have increased now more than ever, particularly as reporting tools and yet we are resilient in adapting these technologies for our benefit.

The above ‘Management Discussion and Analysis Report’ is a forward looking Statement based on the Company’s projections, estimates, expectations and perceptions within the meaning of applicable Securities Law and Regulations. These statements reflect the Company’s current views with respect to the future events and are subject to risks and uncertainties. Actual results may vary materially from those projected here. Significant factors that could make a difference to the Company’s operations include domestic and international economic conditions, changes in Government regulations, tax regimes and other statutes.

## **5.CAUTIONARY STATEMENTS:**

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified / non identified risks and uncertainties that could cause actual results to differ materially. In addition to the changes in the macro-environment, the CoVID-19 pandemic may pose unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. These forward-looking statements represent only the Company’s current intentions, beliefs or expectations, and any forward- looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

### **Disclaimer:**

All data used in the MDAR have been primarily based on publicly available sources, and discrepancies, if any, are incidental and unintentional.

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE BOARD OF DIRECTORS OF SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**

#### **Report on the Audit of the Ind AS Financial Statements**

##### **Opinion**

We have audited the accompanying Ind AS financial statements of **SUNGOLD MEDIA AND ENTERTAINMENT LIMITED** ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. 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.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

##### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the IND AS financial statements and our auditor's report thereon.

Our opinion on the IND AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard.

## **Responsibilities of Management for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Ind AS 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.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" 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 the Statement of Other Comprehensive Loss, the Cash Flow Statement and Statement of Changes in Equity 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2018;

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- The Company does not have pending litigations on its financial position in its Ind AS financial statements
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

(i) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

(j) No dividend has been declared or paid during the year by the Company.

**For Bharat Gupta & Co.  
Chartered Accountants  
Firm Registration No: 131010W**

**Sd/-  
Bharat Gupta  
Proprietor  
Membership No. 136055  
UDIN: 23136055BGXWUX7231  
Place: Bhayander (East) Thane  
Date: 15.05.2023**

**ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**

i) (a)(A)The Company is maintaining proper records showing full particulars, including quantitative details and situation of all fixed assets.

(a)(B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b)The Management has conducted physical verification of fixed assets during the year. We have been informed that no major discrepancies were noticed on such verification.

(c)There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii) (a) The company has conducted physical verification of inventory as at balance sheet date.

(b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

iii) (a)During the year the Company has provided loans, advances in the nature of loans as follows. However the company has not stood guarantee or provided security to other entity as per clause 3(iii)(a) of the Order

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year	NA	NA	NA	INR 4,49,52,883
- Subsidiaries - Joint Ventures - Associates - Others	NA	NA	NA	To Others INR 4,49,52,883
Balance outstanding as at balance sheet date in respect of above cases - Subsidiaries - Joint Ventures - Associates - Others	NA	NA	NA	To Others INR 6,70,46,674

(b)As per the management representation, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) As per the management representation, the Company has granted loans and advances in during the year to entities where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular as per clause 3(iii) (c) of the Order.

(d) The following amounts are overdue for more than ninety days to whom loan has been granted during the year as per clause 3(iii)(e) of the Order.

Number of Cases	Principal Amount Overdue	Interest Overdue	Total Overdue
23	5,92,02,354	35,39,424	6,27,41,778

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties as per clause 3(iii)(e) of the Order.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (f) is not applicable.

iv) According to the information and explanations given to us, the Company has not given any loan, guarantee, made investment, nor provided any security under the provisions of Section 185 and 186 of the Act.

v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013.

vi) We have been informed that the maintenance of cost records has not been prescribed by the Central government under section 148(1) of the Companies Act 2013.

vii)(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) As at the year-end, according to the records of the Company and information and explanations given to us, there was no disputed statutory dues payable in respect of provident fund, income tax, sales tax, service tax, value added tax.

viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

(b) The Company has made preferential allotment during the year and the requirements of Section 42 & 62 of the companies act, 2013 have been complied.

xi) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.



- xii) In our opinion and according to information and explanation given to us, the company is not the Nidhi company, accordingly para 3(xii) of the order is not applicable to the company.
- xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance section 177 and 188 of Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (xv) According to information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us and documents produced before us the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) M/s Bhattar & co terms of 5 years over and appointed Bharat Gupta & Co of the statutory auditors of the company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**For Bharat Gupta & Co.**  
**Chartered Accountants**  
**Firm Registration No: 131010W**

**Sd/-**  
**Bharat Gupta**  
**Proprietor**  
**Membership No. 136055**  
**UDIN:23136055BGXWUX7231**

**Place: Bhayander (East) Thane**  
**Date: 15.05.2023**

## **ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**

### **Report on the Internal Financial Controls 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 **SUNGOLD MEDIA AND ENTERTAINMENT LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS 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 Company 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. 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 the 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these Ind AS financial statements 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 over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, 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 internal financial controls over financial reporting with reference to these Ind AS financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements**

A company's internal financial control over financial reporting with reference to these IND AS financial statements 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 with reference to these Ind AS financial statements 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 with Reference to these Ind AS financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements 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, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2023, 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 Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bharat Gupta & Co.**  
**Chartered Accountants**  
**Firm Registration No: 131010W**

**Sd/-**  
**Bharat Gupta**  
**Proprietor**  
**Membership No. 136055**  
**UDIN: 23136055BGXWUX7231**

**Place: Bhayander (East) Thane**  
**Date: 15.05.2023**

**1. Summary of significant accounting policies**

**1.1 Basis of preparation**

**Compliance with Ind AS**

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs, except additional disclosures required by the Companies Act.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in statement of profit and loss and balance sheet. Nonetheless, these items are disaggregated separately in the notes to the financial statements, where applicable or required.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

**1.2 Use of Estimates and Judgements**

In preparing the financial statements, the Management has to make certain assumptions and estimates that may substantially impact the presentation of the Company's financial position and/ or results of operations.

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Although the Company regularly assesses these estimates, actual results may differ from these estimates. Changes in estimates are recorded in the periods in which they become known.

**1.3 Property, plant and equipment ('PPE')**

**Freehold land is carried at historical cost. Property, plant and equipment is carried at the cost of acquisition** or construction and depreciated over its estimated useful life. An impairment loss is recognised in addition if an asset's recoverable amount falls below its carrying amount.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it meets the asset recognition criteria as per Ind AS 16 - Property, Plant and Equipment.

Significant asset components with different useful lives are accounted for and depreciated separately.

If there are indications that an individual item of property, plant and equipment may be impaired, the recoverable amount is compared to the carrying amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. If the recoverable amount is less than the carrying amount, an impairment loss is recognised for the difference. If the reasons for a previously recognised impairment loss no longer apply, the impairment loss is reversed provided that the reversal does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised for the asset in prior years.

## **1.4 Financial Liabilities**

Financial liabilities are initially recognised at fair value if the Company has a contractual obligation to transfer cash or other financial assets to another party. Borrowings and payables are recognised net of directly attributable transaction costs. In subsequent periods, such liabilities are measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the contractual obligation is discharged or cancelled or has expired.

## **1.5 Taxes**

The income tax expense comprises of current and deferred income tax. Income tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in the other comprehensive income or directly in equity, in which case the related income tax is also recognised accordingly.

### **a. Current tax**

The current tax is calculated based on the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognised in the balance sheet as current income tax assets /liabilities.

Any interest / penalties, related to accrued liabilities for potential tax assessments are not included in Income tax charge or (credit), but are rather recognised within finance costs.

### **b. Deferred tax**

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. However, deferred tax are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

The unrecognised deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled

## **1.6 Cash and cash equivalents**

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of Cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the Statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of Cash and cash equivalents.

## **1.7 Share capital / Share premium**

Ordinary shares are classified as Equity when the Company has an un-conditional right to avoid delivery of cash or another financial asset, that is, when the dividend and repayment of capital are at the sole and absolute discretion of the Company and there is no contractual obligation whatsoever to that effect.

## **1.8 Employee benefits**

The Company's employee benefits mainly include wages, salaries and bonuses. The employee benefits are recognised in the period in which the associated services are rendered by the Company employees.

## **1.9 Provisions**

### **a. General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources will be required to settle the said obligation, and the amounts of the said obligation can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the relevant obligation, using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to un-winding of discount over passage of time is recognised within finance costs.

### **b. Contingencies**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## **1.10 Revenue recognition**

Revenue is recognised when it is probable that the entity will receive the economic benefits associated with the transaction and the related revenue can be measured reliably. Revenue is recognised at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes / duties, discounts and process waivers.

## **1.11 Borrowing costs**

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period to get ready for its intended use or sale are capitalized. All the other borrowing costs are recognised in the statement of profit and loss within finance costs of the period in which they are incurred.

## **1.12 Earnings per share ('EPS')**

The Company presents the Basic and Diluted EPS data.

Basic EPS is computed by dividing the profit for the period attributable to the shareholders of the Company by the weighted average number of shares outstanding during the period.

Diluted EPS is computed by adjusting, the profit for the year attributable to the shareholders and the weighted average number of shares considered for deriving Basic EPS, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares.

## **1.13 Segment Reporting**

The Company operates only in one business and geographical segment. Therefore, segment information as per Ind AS-108, 'Segment Reporting', has not been disclosed

## **1.14 Recent Accounting Pronouncements**

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2022.

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**Balance Sheet as at March 31, 2023**  
**(CIN: L22100GJ1995PLC024944 )**

Particulars	Notes	As at 31.03.2023 (Rs. In Lakhs)	As at 31.03.2022 (Rs. In Lakhs)
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
Property, Plant and Equipment	2	1.42	0.19
Intangible Assets under Development		4.84	-
<u>Financial Assets</u>			
i. Other financial assets	3	1048.22	452.04
Deferred Tax Assets (Net)	20	0.18	0.18
		<b>1054.66</b>	<b>452.41</b>
<b>(2) Current assets</b>			
<u>Financial Assets</u>			
1) Trade receivables	4	75.00	79.95
2) Cash and Cash equivalents	5	19.08	19.18
Other Financial Assets	3	0.10	0.25
Other current assets	6	7.56	10.71
		<b>101.74</b>	<b>110.09</b>
		<b>1156.40</b>	<b>562.50</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
Equity Share capital	7	1100.00	500.00
Preferential Convertible Warrant		-	-
Other Equity	8	54.85	61.29
		<b>1154.85</b>	<b>561.29</b>
<b>(2) Liabilities</b>			
<b>Non-current liabilities</b>			
<u>Financial liabilities</u>			
1) Borrowings		-	-
		-	-
<b>(3) Current liabilities</b>			
<u>Financial Liabilities</u>			
1) Trade payables		-	-
Total outstanding dues of micro & small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises & small enterprises	9	0.39	0.21
Other current liabilities	10	0.59	0.67
Short Term Provision (Net)	11	0.57	0.33
		<b>1.55</b>	<b>1.21</b>
		<b>1156.40</b>	<b>562.50</b>

The accompanying notes form an integral part of the financial statements  
As per our report of even date attached

**FOR Bharat Gupta & Co.**

Chartered Accountants

Firm Registration No : 131010W

Sd/-

**CA Bharat Gupta**

Proprietor

Membership No. 136055

UDIN :23136055BGXWUX7231

Place: Bhayander(East) Thane

Date :15.05.2023

**For and behalf of the Board of the Company**

Sd/-

**Raj Kotia**

Chairman & Managing Director

DIN:06360347

Sd/-

**Jayesh Patni**

Chief Financial Officer

Sd/-

**Keyur Gandhi**

Director

DIN: 03494183

Sd/-

**Shubhangi Chourasia**

Company Secretary

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**Statement of Profit and Loss for the period ended March 31, 2023**  
**(CIN: L22100GJ1995PLC024944 )**

Particulars	Notes	Year ended 31.03.2023 (Rs. In Lakhs)	Year ended 31.03.2022 (Rs. In Lakhs)
<b>INCOME</b>			
Revenue from operations	12	71.89	57.69
Other income	13	0.30	0.03
<b>Total income</b>		<b>72.19</b>	<b>57.72</b>
<b>EXPENSES</b>			
Purchase of Stock- in- Trade		-	-
Change in Inventories of Finished Goods & Work in Progress and Stock in Trade		-	-
Employee benefits expense	14	34.28	23.98
Finance costs	15	-	0.14
Depreciation and amortisation expense	16	3.53	3.41
Other expenses	17	32.11	28.89
<b>Total expenses</b>		<b>69.92</b>	<b>56.41</b>
<b>Profit / (Loss) before tax</b>		<b>2.27</b>	<b>1.31</b>
<b>Less : Tax expenses</b>			
- Current tax	19	0.57	0.33
- Deferred tax	20	(0.00)	(0.00)
<b>Total tax expense</b>		<b>0.57</b>	<b>0.33</b>
<b>Profit / (loss) for the year</b>		<b>1.70</b>	<b>0.98</b>
<b>Other Comprehensive Income</b>			
<u>Items that will not be reclassified subsequently to profit or loss</u>		-	
<b>Total comprehensive income for the year</b>		<b>1.70</b>	<b>0.98</b>
<b>Earnings per equity share</b>	18		
1. Basic		0.02	0.02
2. Diluted		0.02	0.02

*The accompanying notes form an integral part of the financial statements*

As per our report of even date attached

**For Bharat Gupta & Co,  
Chartered Accountants**

**Firm Registration No : 131010W**

Sd/-  
**CA Bharat Gupta**  
Proprietor  
Membership No. 136055  
UDIN : 23136055BGXWUX7231

**Place: Bhayander(East)Thane  
Date : 15.05.2023**

**For and behalf of the Board of the Company**

Sd/-  
**Raj Kotia**  
Chairman & Managing Director  
DIN:06360347

Sd/-  
**Keyur Gandhi**  
Director  
DIN: 03494183

Sd/-  
**Jayesh Patni**  
Chief Financial Officer

Sd/-  
**Shubhang Chourasia**  
Company Secretary



**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**Cash Flow Statement for the year ended March 31, 2023**  
**(CIN: L22100GJ1995PLC024944 )**

Particulars	2022-23 Amount (Rs. in Lakhs)	2021-22 Amount (Rs. in Lakhs)	
<b>A. Cash Flow From Operating Activities</b>			
Net Profit Before Tax and Extraordinary item :-	2.27		1.31
Adjustment for:			
Depreciation	0.20	0.08	
Interest Received	-0.24	0.02	
	<b>-0.04</b>		<b>0.10</b>
	<b>2.23</b>		<b>1.40</b>
Operating Profit before Working Capital Charges			
Adjustment for:			
(Increase) /Decrease in Inventories	-	-	
(Increase) / Decrease in Trade Receivables	4.95	12.83	
(Increase) / Decrease in Other Current Assets	3.15	6.16	
(Increase) / Decrease in Other Financials Asset	-596.03	(36.31)	
Increase / (Decrease) in Other Current liabilities	-0.08	0.36	
Increase / (Decrease) in Trade Payables	0.18	0.13	
	<b>(587.81)</b>		<b>(16.83)</b>
Cash generated from Operations	<b>(585.58)</b>		<b>(15.42)</b>
Cash Flow before Extraordinary items	<b>(585.58)</b>		<b>(15.42)</b>
Taxes Paid	-0.57	(0.33)	(0.33)
<b>Net Cash Flow from operating activity</b>	<b>(586.15)</b>		<b>(15.76)</b>
<b>B. Cash Flow From Investing Activities</b>			
Purchase and Sale of Fixed Assets	-6.07	-	
Income from other activities	-0.24	(0.02)	
	<b>(5.83)</b>		<b>(0.02)</b>
<b>Net Cash used in investing activities</b>	<b>(5.83)</b>		<b>(0.02)</b>
<b>C. Cash Flow From Financing Activities</b>			
Proceed from issuing share	600		
Repayment of Long Term Borrowing	-	(2.38)	
Payment towards SH-7	-8.12		
	<b>591.88</b>		<b>(2.38)</b>
<b>Net cash flow from financing activities</b>	<b>591.88</b>		<b>(2.38)</b>
<b>Net Increase/ (Decrease) in cash and other equivalents (A+B+C)</b>	<b>(0.10)</b>		<b>(18.15)</b>
Cash and cash equivalents			
Opening Balance	19.18		37.33
Cash and cash equivalents			
Closing Balance	19.08		19.18
<b>Increase / (Decrease) in Cash equivalents</b>	<b>(0.10)</b>		<b>(18.15)</b>

Note: Previous year's figures have been regrouped /rearranged to confirm to the current year's presentation, wherever necessary.

**Bharat Gupta & Co.**  
Chartered Accountants  
Firm Registration No : 131010 W

For and on behalf of the Board

Sd/-  
**CA Bharat Gupta**  
Proprietor  
Membership No.  
UDIN: 23136055BGXWUX7231  
Place: Bhayander (East)Thane  
Date :15.05.2023

Sd/-  
**Raj Kotia**  
Chairman & Managing Director  
DIN:06360347

Sd/-  
**Keyur Gandhi**  
Director  
DIN: 03494183

Sd/-  
**Jayesh Patni**  
Chief Financial Officer

Sd/-  
**Shubhangi Chourasia**  
Company Secretary

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**Notes forming part of Financial Statement for the year ended March 31, 2023**  
**(All amounts are in Rs, unless otherwise stated)**

A	Equity Share Capital	Notes	As at 31-Mar-2023		As at 31-Mar-2022
	Balance as at the beginning of the year		500.00		500.00
	Changes during the year	7	600.00		-
	Balance as at the end of the year		1100.00		500.00
B	Other Equity				
			<b>Reserves and Surplus</b>		<b>Total</b>
			<b>Securities Premium</b>	<b>Retained Earnings</b>	
	Balance as at April 1, 2021	8	33.95	26.36	60.31
	Profit for the year		-	0.98	0.98
	Other Comprehensive Income for the year		-		-
	<b>Total Comprehensive Income for the year</b>		-	<b>0.98</b>	<b>0.98</b>
	Balance as at March 31,2022		33.95	27.33	61.29
	Profit for the year		-	1.70	1.70
	Other Comprehensive Income for the year		-	-	-
	<b>Total Comprehensive Income for the year</b>		-	<b>1.70</b>	<b>1.70</b>
	Balance as at March 31,2023		33.95	29.03	62.99

**Note No. 2 Property, Plant and Equipment**

<b>SUNGOLD MEDIA AND ENTERTAINMENT LIMITED</b>									
<b>Fixed Assets Schedule for the year 2022-23</b>									
Description	Gross Block				Depreciations				Net Block As at 31.03.2023
	As at 01.04.2022	Addi tion	Ded ucti ons	As at 31.03.2023	As at 01.04.2022	For the Period	Dele tion s	As at 31.03.2023	
<b>Computer &amp; Printer</b>									
Computer	-	0.75	-	0.75	-	0.12	-	0.12	0.63
Mobile	-	0.18	-	0.18	-	-	-	-	0.18
<b>Furniture &amp; Fixtures</b>									
Furniture	0.90	0.50	-	1.40	0.71	0.08	-	0.79	0.61
<b>Total</b>	<b>0.90</b>	<b>1.43</b>	<b>-</b>	<b>2.33</b>	<b>0.71</b>	<b>0.20</b>	<b>-</b>	<b>0.91</b>	<b>1.42</b>

<b>SUNGOLD MEDIA AND ENTERTAINMENT LIMITED</b>									
<b>Fixed Assets Schedule for the year 2021-22</b>									
Description	Gross Block				Depreciations				Net Block As at 31.03.2022
	As at 01.04.2021	Addi tion	Dedu ction s	As at 31.03.2022	As at 01.04.2021	For the Period	Deletio ns	As at 31.03.2022	
<b>Furniture &amp; Fixtures</b>									
Furniture	0.90	-	-	0.90	0.63	0.08	-	0.71	0.19
<b>Total</b>	<b>0.90</b>	<b>-</b>	<b>-</b>	<b>0.90</b>	<b>0.63</b>	<b>0.08</b>	<b>-</b>	<b>0.71</b>	<b>0.19</b>

**Note 3: Other Financials Asset**

Particulars	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
	NON CURRENT	NON CURRENT	CURRENT	CURRENT
<b>Long terms loans And Advances</b> Unsecured , Considered Good[Refer Note (a)Below ]	670.46	452.04	-	-
<b>Inter Corporate Deposit</b> ICD	377.75	-	-	-
<b>Security Deposits</b> -Considered Goods	-	-	0.10	0.25
<b>Total</b>	<b>1048.22</b>	<b>452.04</b>	<b>0.10</b>	<b>0.25</b>

**Note: a Details of loans and advances in the nature of loans granted to promoters, key managerial personnel and related parties (a defined under Companies Act, 2013)**

	Amount Outstanding	Percentage of total loans and advances in the Nature of Loans	Amount Outstanding	Percentage of total loans and advances in the Nature of Loans
	2022-2023		2021-2022	
<b>Promoter</b>	-	-	-	-
<b>Directors</b>	-	-	-	-
<b>KMPs</b>	-	-	-	-
<b>Related Parties</b>	-	-	-	-
<b>Total</b>	-	-	-	-

**Note: 4 Trade Receivables**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Trade Receivable [Refer Note Below]</b>	75.00	79.95
<b>Total</b>	<b>75.00</b>	<b>79.95</b>

**Note: Aging of trade receivables**

Particulars	Outstanding for following periods from the due date (Current Year)					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables, considered good	-	-	--	-	75.00	75.00
(ii) Undisputed Trade receivables, considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables, considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables, considered doubtful	-	-	-	-	-	-

Particulars	Outstanding for following periods from the due date (Previous Year)					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables, considered good	-		0.30	79.65	-	79.65
(ii) Undisputed Trade receivables, considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables, considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables, considered doubtful	-	-	-	-	-	-

**Note:5 Cash & Cash Equivalents**

Particulars	As at 31.03.2023	As at 31.03.2022
<b><u>Balances with Banks</u></b>		
In Current Accounts	1.39	10.88
Cash In Hand	17.69	8.30
	<b>19.08</b>	<b>19.18</b>

**Note: 6 Other Current Assets**

Particulars	As at 31.03.2023	As at 31.03.2022
Balance with Govt. Authorities	4.23	4.05
Business Development [Refer note (a)Below]	3.33	6.66
	<b>7.56</b>	<b>10.71</b>

Note (a): The business development asset comprises of expenditures incurred without revenue being recognised since pre production of the movie is delayed due to cast restructuring and other covid- 19 factors. Further, there is an outgoing development of Digital Application which is delayed due to technical glitches and frequent unavailability of app developers.

**Note 7: Share Capital**

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Authorised Share Capital</b> 1,25,00,000 Equity Shares of Rs 10/- each	1250.00	500.00
	<b>1250.00</b>	<b>500.00</b>
<b>Issued, Subscribed and Paid Up:</b>		
<u>Issued and Subscribed</u> 1,10,00,000 Equity Shares of Rs 10/- each	1100.00	500.00
	<b>1100.00</b>	<b>500.00</b>

**1.1) Details of the rights, preference and restrictions attached to each class of shares:**

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the shareholders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### 1.2) Reconciliation of the number of Equity shares

Particulars	As at 31.03.2023 Qty	As at 31.03.2022 Qty
<b>Equity Shares</b>		
Opening number of outstanding shares	50.00	50.00
Share Issue	60.00	-
Share Brought back	-	-
<b>Outstanding shares at end of the year</b>	<b>110.00</b>	<b>50.00</b>

### 1.3) Other information

	Balance as at 1 <sup>st</sup> April,2022	Changes in Equity share capital during the the year	Balance as at 31 st March 2023	Changes in Equity share capital during the the year
	Qty	Qty	Qty	Qty
<b>Equity Share Capital</b>				
Paid up Capital	50	60	110	55%

### 1.4.) Details of Shares held by each shareholder holding more than 5% shares

Particulars	As at 31.03.2023		As at 31.03.2022	
	Qty	% holding	Qty	% holding
<b>Raj Rajiv Kotia</b>	42.61	38.74%	19.41	38.83%
<b>Shree Manibhadra Broking Private Ltd</b>	14.20	12.91%	6.50	13.00%
<b>Magic Touch Securities Private Ltd</b>	13.20	12.00%	6.20	12.40%
<b>Shree Krishna Infrastructure Ltd</b>	9.01	8.19%	6.01	12.02%
<b>Rajiv Rameshchandra Kotia</b>	5.44	4.94%	3.04	6.07%
<b>Shree Krishna Chalet and Organic Farms Private Ltd</b>	1.84	1.67%	2.64	5.28%

### 1.5)Details of Shareholding of Promoters

Name of the Promoters (Current Year)	Number of Shares	% of total number of shares	% of change during the year
Raj Kotia	42.61	38.74%	-0.09%
Rajiv Kotia	5.44	4.94%	-1.13%

Name of the Promoters (Previous Year)	Number of Shares	% of total number of shares	% of change during the year
Raj Kotia	19.41	38.83%	NA
Rajiv Kotia	3.04	6.07%	NA

### Note 8: Reserve & Surplus

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Securities Premium</b>		
Balance as per last Financial Statement	33.95	33.95
During the year	-	-
<b>Balance at the end of the year</b>	<b>33.95</b>	<b>33.95</b>

<b>Profit and Loss Account</b>		
Balance as per last Financial Statement	27.33	26.36
Net Profit for the year	1.70	0.98
Payment towards SH-7(Prefrential Allotment)	-8.12	-
Net Surplus in P& L Account	<b>20.90</b>	<b>27.32</b>
<b>Closing Balance</b>	<b>54.85</b>	<b>61.29</b>

**Note:9 Trade Payables [Refer Note Below]**

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
Total outstanding dues creditors other than Micro Enterprises and Small enterprises	0.39	0.21
	<b>0.39</b>	<b>0.21</b>

**Note: Aging of Trade Payables**

Particulars	Outstanding for following periods from the due date (Current Year)				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 years	Total
<b>Undisputed Trade Payables</b>					
Micro & Small enterprises	-	-	-	-	0.39
Others	0.39	-	-	-	-
<b>Disputed Trade Payables</b>					
Micro enterprises and small enterprises	-	-	-	-	-
Others	-	-	-	-	-

Particulars	Outstanding for following periods from the due date (Current Year)				
	Less than 1 Year	1-2 Year	2-3 Years	More than 3 years	Total
<b>Undisputed Trade Payables</b>					
Micro & Small enterprises	-	-	-	-	-
Others	0.21	-	-	-	0.21
<b>Disputed Trade Payables</b>					
Micro enterprises and small enterprises	-	-	-	-	-
Others	-	-	-	-	-

**Note10: Other Current Liabilities**

Particulars	As at 31.03.2023	As at 31.03.2022
Audit Fee payable	0.14	0.12
Duties and tax	0.06	0.08
Professional Fees	0.11	0.11
Salary Payable	0.28	0.36
	<b>0.59</b>	<b>0.67</b>

**Note11: Short Term Provisions**

Particulars	As at 31.03.2023	As at 31.03.2022
Income tax Provisions	0.57	0.33
	<b>0.57</b>	<b>0.33</b>

**Note 12: Revenue From Operation**

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Income From Operation	71.89	57.69
	<b>71.89</b>	<b>57.69</b>

**Note 13: Other Income**

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Interest	0.24	0.02
Reversal of excess income tax provision	-	0.01
Interest on Income Tax Refund	0.06	-
	<b>0.30</b>	<b>0.03</b>

**Notes 14: Employees Benefit expenses**

<b>Particular</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Salary ( Refer Note 21 )	34.22	23.94
Staff welfare Expenses	0.06	0.03
<b>Total</b>	<b>34.28</b>	<b>23.98</b>

**Note 15: Finance Cost**

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Interest on Bank Loan	-	0.14
Others	-	-
	-	<b>0.14</b>

**Note 16: Depreciation And Amortization Expense**

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Depreciation	0.20	0.08
Amortization of Business Development Asset	3.33	3.33
	<b>3.53</b>	<b>3.41</b>

**Note 17: Other Expenses**

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Advertisement Expenses	0.46	0.88
Business Promotion	1.29	0.18
Bank Charges	0.00	0.00
Books & Periodical	0.22	0.01
Domain Expenses	0.40	0.05
Expenses for Operation	13.73	7.61
Excess Provision Written Off	-	4.42
Internet Expense	0.64	0.14
Postage and Courier	0.08	0.01
Roc Filling Fee	0.21	0.19
Legal and Professional Fees	0.87	0.65
Rent	0.97	0.66
Printing and Stationery	0.39	1.14
Travelling expenses	0.56	0.36
Office Expenses	0.61	0.23
Electricity Expense	0.46	0.41
Rates & Taxes	0.01	0.02
Website Expenses	0.91	0.43
Sitting Fees	0.52	0.33
Director Remuneration	6.40	9.60

Telephone Expenses	0.11	0.09
Software Expense	0.32	0.41
Membership Fees	2.68	0.83
<u>Payment to Auditors:</u>		
Audit Fees[Refer Note(a) below]	0.14	0.12
Secretarial Audit Fees	0.11	0.11
<b>TOTAL</b>	<b>32.11</b>	<b>28.89</b>

	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b>(a) Payment to Auditor</b>		
<b>As Auditor:</b>		
<b>-Statutory</b>	<b>0.14</b>	<b>0.12</b>

#### Note 21: Related Party

1.	<b>Name of the related party</b>	<b>Relationship</b>
	Raj Kotia	Chairman & Managing Director
	Jayesh Patni	Chief Financial Officer
	Janvi Shirawala	Company Secretary & Compliance Officer (upto 17.05.2022)
	Shubhangi Chourasia	Company Secretary & Compliance Officer (w.e.f. 17.05.2022)
	Dhaval Kotia	Relative of Key Managerial Personnel
	Shweta Dhaval Kotia	Relative of Key Managerial Personnel
	Rajiv Kotia	Relative of Key Managerial Personnel
	Saloni Kotia	Relative of Key Managerial Personnel
	Daiv Kotia	Relative of Key Managerial Personnel

#### 2. Transactions with Related Party

	<b>Year ended 31.03.2023</b>	<b>Year ended 31.03.2022</b>
<b>Directors Remuneration</b>		
Raj Kotia	9.58	9.60
<b>Salary Paid</b>		
Jayesh Patni	3.30	1.59
Janvi Shiralwa (upto 17.05.2022)	0.36	2.08
Shubhangi Chourasia (w.e.f. 17.05.2022)	2.36	-
Dhaval Kotia	7.20	6.21
Shweta Dhaval Kotia	6.39	5.54
Daiv Kotia	9.58	8.28

**Note 22:** The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

<b>Name of the struck off company</b>	<b>Nature of transactions with struck off company</b>	<b>Balance outstanding as at current period</b>	<b>Relationship with the struck off company, if any, to be disclosed</b>	<b>Balance outstanding as at previous period</b>	<b>Relationship with the struck off company, if any, to be disclosed</b>
	Receivables				
	Payables				

**Note 23:** The Company has implemented several steps including work from home, strict practice of hygiene, health and sanitation across its offices and site locations due to Covid-19 situation. Given the uncertainties associated with pandemic's nature and duration, the Company continues to closely monitor the changing situation.



**Note 24:** The Company does not have immovable property whose title deeds are not held in the name of the Company. The Company has not revalued its property, plant and equipment. The Company does not have any Capital WIP. The Company does not have any circuitous financial transactions. The Company has not traded in any Crypto/Virtual currency.

**Note 25:** Previous year figure has been rearranged/ regrouped wherever necessary, to correspond with those of the current period's classification.

**Note 26 : Ratios**

Sr.No	Ratio	Formula	Numerator	Denominator	CY	PY	% Variation	Reason
1	Current Ratio	[Current Assets/Current Liabilities]	Current Asset	Current Liability	65.52	90.99	-28%	Due to decrease in current asset and decrease in current liability
2	Debt Equity Ratio	[Debt/Shareholders Equity]	Debt	Shareholders Equity	-	-	-	Due to decrease in debt
3	Debt Service Coverage Ratio	[Net Operating Income/ Total Debt Service]*	Earning available for debt service*	Total Debt Service*	-0.01	1.80	-100%	NA
4	Return on Equity Ratio	[Profit after tax for the year/ Shareholders Equity]	Profit after tax	Average Shareholder's Equity	0.00	0.00	14%	NA
5	Inventories Turnover Ratio	[COGS/ (Average Inventories)]	COGS	Average Inventories	-	-	0%	NA
6	Trade Receivables Turnover Ratio	[Revenue from Operations/ Average Trade Receivables]	Revenue from Operations	Average Trade Receivables	0.93	0.68	37%	NA
7	Trade Payables Turnover Ratio	[Total Purchases/ Average Trade Payables]	Total Purchases	Average Trade Payables	-	-	-	NA
8	Net Capital Turnover Ratio	[Revenue from Operations/ Average Working Capital]	Revenue from Operations	Working Capital	0.72	0.53	35%	NA
9	Net Profit Ratio	[Profit after Tax/ Revenue from Operations]	Profit after tax	Revenue from Operations	0.02	0.02	40%	NA
10	Return on Capital Employed	[EBIT/ Capital Employed*]	EBIT	Capital Employed*	0.00	0.00	-24%	NA
11	Return on Investment	[Profit after tax/ Capital Employed*]	Profit after tax	Capital Employed*	0.00	0.00	-0.15	NA

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (CIN: L22100GJ1995PLC024944)**

**Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145**  
Contact No. +90-9099018633, E-mail id: [Sungoldmediaent@gmail.com](mailto:Sungoldmediaent@gmail.com) Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**ATTENDANCE SLIP (to be presented at the entrance)**

**28<sup>th</sup> Annual General Meeting –Friday, June 16, 2023 at 09.30 am at**

**Regd. off: Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145**

Folio No. \_\_\_\_\_ DP ID. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy Holder \_\_\_\_\_ Signature \_\_\_\_\_

Only Member/Proxy holder can attend the meeting.

Member/proxy holder should bring his/her copy of Annual Report for reference at the Meeting.

**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (CIN: L22100GJ1995PLC024944)**

**Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145**

Contact No. +90-9099018633, E-mail id: [Sungoldmediaent@gmail.com](mailto:Sungoldmediaent@gmail.com) Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**PROXY FORM (Form MGT - 11)**

**{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014}**

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. /Client ID No : \_\_\_\_\_ DP ID No: \_\_\_\_\_

**I/We, being the member(s) of \_\_\_\_\_ shares of Sungold Media And Entertainment Limited, hereby appoint:**

**Name: \_\_\_\_\_ Email ID: \_\_\_\_\_**

**Address: \_\_\_\_\_ Signature: \_\_\_\_\_**

or failing him

**Name: \_\_\_\_\_ Email ID: \_\_\_\_\_**

**Address: \_\_\_\_\_ Signature: \_\_\_\_\_**

or failing him

**Name: \_\_\_\_\_ Email ID: \_\_\_\_\_**

**Address: \_\_\_\_\_ Signature: \_\_\_\_\_**

as my/our proxy to attend and vote (on poll) for me/us an on my /our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, June 16, 2023 at 09.30 am** at **Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145** at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.
2.	To appoint a Director in place of Mr. Keyur Gandhi (DIN: 03494183), who retires by rotation and being eligible, seeks re-appointment.
<b>SPECIAL BUSINESS</b>	
3.	Re - appointment of Mr. Raj Kotia as Chairman and Managing Director for a period of five years with effect from 23.03.2023 to 22.03.2028.
4.	Remuneration Payable To Chairman & Managing Director In Excess As Stated Under Section 197 Of Companies Act, 2013
5.	Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the companies act, 2013.

**Affix  
Revenue  
Stamp**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder (s)

**NOTE:**

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 meeting.

Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.