

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

CIN: L22100GJ1995PLC024944

Registered Office: 13, Radhakrushna Mandir Compound, Rajpipla-393145, Narmada, Gujarat
Email Id: sungoldmediaent@gmail.com Website: www.sungoldmediaent.com Contact No: +91 9099018633

September 03, 2020

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 2019-2020 along with the Notice.

The soft copy of the Annual Report 2019-2020 is available on company's website.

Kindly take the same into your records and oblige.

Thanking you

FOR SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

M.N. Mistry

Madhuri Mistry
Company Secretary and Compliance Officer
Membership No.: A37347



25th ANNUAL GENERAL MEETING
SUNGOLD MEDIA AND ENTERTAINMENT LIMITED



Annual Report: 2019-2020

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Raj Kotia	Managing Director & as Chairman (w.e.f. 11.12.2019)
Mr. Keyur Gandhi	Non- Executive Director & as Chairman (upto 11.12.2019)
Mr. Harsh Mehta	Independent Director (up to 28.02.2020)
Ms. Heena Parekh	Independent Women Director (up to 28.02.2020)
Mrs. Amruta Giradkar	Additional Independent Director (w.e.f 28.02.2020)
Ms. Aasthi Singh	Additional Independent Director (w.e.f 28.02.2020)

CHIEF FINANCIAL OFFICER

Raj Kotia (upto 11.12.2019)
Jayesh Patni (w.e.f 11.12.2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Madhuri Mistry

STATUTORY AUDITOR

M/s. Bhatler & Company
Chartered Accountants, Mumbai

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

M/s. SG & Associates,
Company Secretaries, Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Satellite Corporate Services Pvt. Ltd.
Registered Office Address:
Office no.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 (**w.e.f. 27th August, 2018**)
PJ Towers, Dalal Street
Mumbai- 400001

REGISTERED OFFICE ADDRESS:

13, Radhakrushna Mandir Compound,
Rajipla, Narmada-393145
Email: sungoldmediaent@gmail.com
/ info@sungoldmediaent.com
Website: www.sungoldmediaent.com
Tel No: +91 - 9099018633

ANNUAL GENERAL MEETING

Day: Monday
Date: September 28, 2020
Time: 11.00am
Venue: 13, Radhakrushna Mandir Compound,
Rajipla, Narmada-393145
Book Closure: Tuesday, 22nd September, 2020
to Monday 28th September, 2020 (both days
inclusive)

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **Sungold Media And Entertainment Limited** will be held at 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145 on Monday, September 28, 2020 at 11:00 am to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, 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. REGULARISATION OF APPOINTMENT OF MRS. AMRUTA GIRADKAR (DIN: 08698062) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mrs. Amruta Giradkar (DIN: 08698062), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 28, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

4. REGULARISATION OF APPOINTMENT OF MS. AASTHI SINGH (DIN: 08709814) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Ms. Aasthi Singh (DIN: 08709814), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 28, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

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

Sd/-
Madhuri Mistry
Company Secretary & Compliance Officer
Membership No. A37347

Place: Rajpipla
Date: September 01, 2020

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

NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND 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.
3. 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.
4. 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.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the register of Members and the Share Transfer Books of the Company will remain close from Tuesday, 22nd September, 2020 to Monday 28th September, 2020(Both Days Inclusive).
6. 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.
7. 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.
8. 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 appointed/reappointed is annexed to this Notice.
9. At the ensuing Annual General Meeting, Mr. Keyur Gandhi (DIN: 03494183), retires by rotation and seeks re-appointment.
10. 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.
11. 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.
12. 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.

13. 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.
14. 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) with the respective depository participant.
15. 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.
16. 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.
17. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
18. 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 the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2019-2020 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 and on the website of Bombay Stock Exchange (BSE) 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.

19. 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 25th 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.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
Thursday, September 24, 2020 9:00 a.m.	Sunday, September 27, 2020 5:00 p.m.

During this period shareholders of the Company, holding shares as on the cut-off date i.e. Monday, September 21, 2020 may 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 Monday, September 21, 2020. 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. Monday, September 21, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@sungoldmediaent.com or 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Your password details 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) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 suhas62@yahoo.com, sgvoting@gmail.com with a copy marked to evoting@nsdl.co.in.
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 to reset the password.

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 three 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

20. Mr. Suhas Ganpule, Practicing Company Secretary (Membership No. 12122, COP No. 5722), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
21. 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.
22. The scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The results declared along with the report of the scrutinizer's shall be placed on the website of the Company 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/-
Madhuri Mistry
Company Secretary & Compliance Officer
Membership No. A37347

Place: Rajpipla
Date: September 01, 2020

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

ANNEXURE TO NOTICE

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

Names of the Director appointed	Mrs. Amruta Giradkar	Ms. Aasthi Singh	Mr. Keyur Gandhi
Date of Birth	02.03.1990	25.12.1995	17.07.1974
Original Date of Appointment	28.02.2020	28.02.2020	10.11.2013
DIN	08698062	08709814	03494183
Qualifications	Company Secretary, MBA (Finance)	MBA (Finance)	Bachelor of Commerce
Expertise in specific functional area	Expertise in legal and financial planning & Business Development plans	Expertise in Business Development plans & financial planning, Acting & Modelling	Print and Electronic Media, Graphics and Designing
Disclosure of relationships between directors inter-se;	NA	NA	NA
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board;	NIL	NIL	ShreeKrishna Infrastructure Limited
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	Chairman of Stakeholder's Relationship Committee & Member of Audit Committee
Number of Shares held in the Company	NIL	NIL	43,880

EXPLANATORY STATEMENT:

IN CONFORMITY WITH THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE ITEMS OF SPECIAL BUSINESS AT ITEM NO. 3 AND ITEM NO. 4 OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

Item No. 3:

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company, the Board of Directors at their meeting held on February 28, 2020 appointed Mrs. Amruta Giradkar (DIN: 08698062) as an Additional Independent Director of the Company who holds office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013. Nomination And Remuneration Committee has recommended and the Board approved the appointment of Mrs. Amruta Giradkar(DIN: 08698062). The Company has received from Mrs. Amruta Giradkar (DIN: 08698062)(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mrs. Amruta Giradkar (DIN: 08698062) as Independent Directors is now being placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, Mrs. Amruta Giradkar (DIN: 08698062) (whose appointment is proposed in this resolution) is in any way concerned or interested in the resolution.

The resolution seeks the approval of shareholders for the appointment of Mrs. Amruta Giradkar (DIN: 08698062) as an Independent Director. The Board of Directors recommend passing of the resolution set out in item No. 3 of the Notice for the approval of the shareholders.

ITEM NO. 4:

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company, the Board of Directors at their meeting held on February 28, 2020 appointed Ms. Aasthi Singh (DIN: 08709814) as an Additional Independent Director of the Company who holds office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013. Nomination And Remuneration Committee has recommended and the Board approved the appointment of Ms. Aasthi Singh (DIN: 08709814). The Company has received from Ms. Aasthi Singh (DIN: 08709814) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Ms. Aasthi Singh (DIN: 08709814) as Independent Directors is now being placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Aasthi Singh (DIN: 08709814)(whose appointment is proposed in this resolution) is in any way concerned or interested in the resolution.

The resolution seeks the approval of shareholders for the appointment of Ms. Aasthi Singh (DIN: 08709814) as an Independent Director. The Board of Directors recommend passing of the resolution set out in item No.4 of the Notice for the approval of the shareholders.

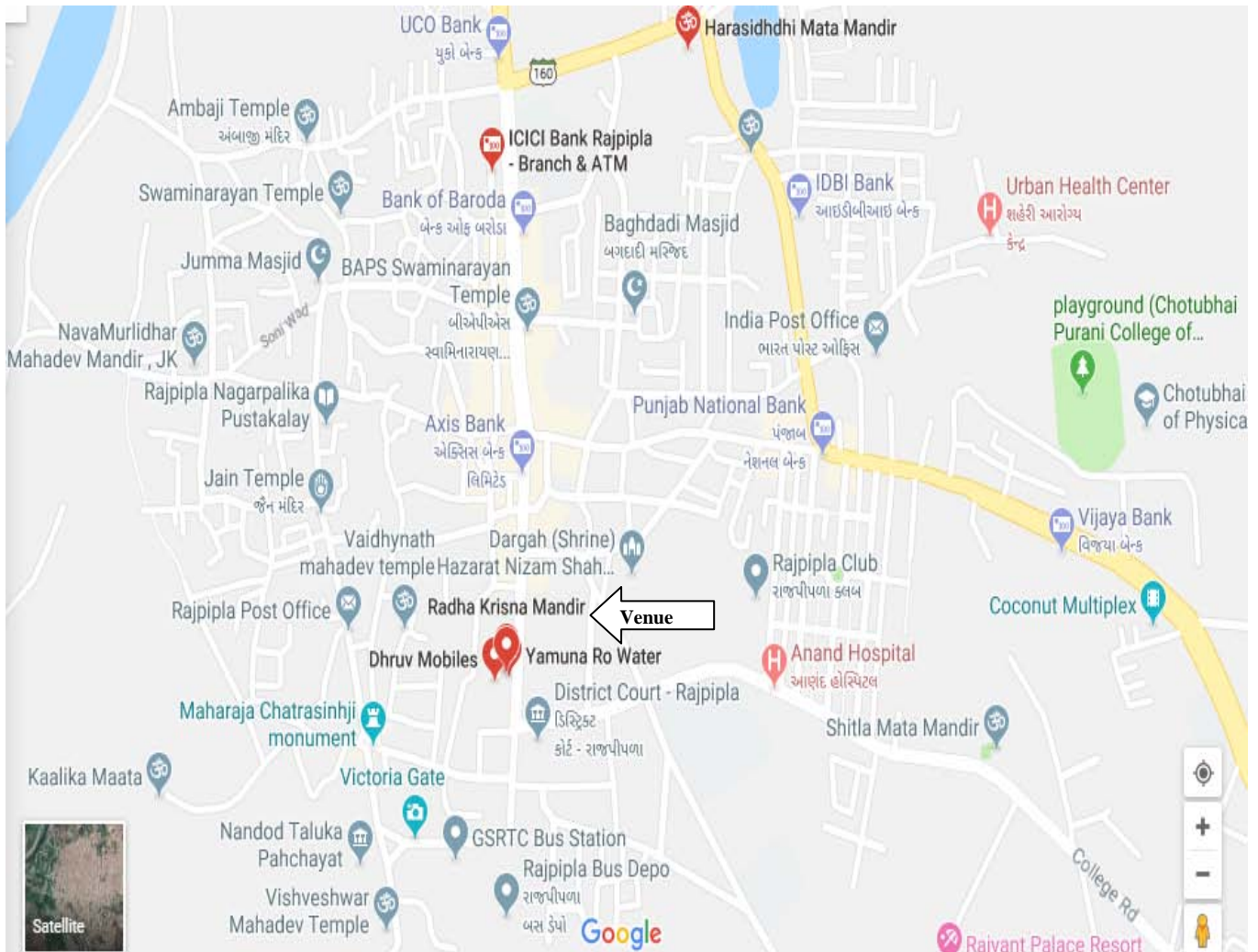
By the order of the Board of Directors
For Sungold Media And Entertainment Limited

Place: Rajpipla
Date:01.09.2020

Sd/-
Madhuri Mistry
Company Secretary & Compliance Officer
Membership No. A37347

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

Route map of the venue of 25th 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 25th Annual Report on the business and operations of the Company along with the audited statements of accounts for the Financial Year ended March 31, 2020.

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	(Rs. In Lakhs)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operation	66.82	51.42
Other Income	0.23	0.008
Total Expense	61.04	49.68
Gross Profit before depreciation and tax	6.01	1.75
Depreciation	4.81	0.30
Net Profit before tax	1.20	1.45
Tax Expense	0.31	0.33
Net Profit After Tax	0.89	1.12
Balance of Profit brought forward	24.54	23.42
Balance available for appropriation	0.89	1.12
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	Nil	Nil
Surplus carried to Balance Sheet	25.43	24.54
Earning Per Shares (EPS)		
Basic	0.02	0.02
Diluted	0.02	0.02

2. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT-9** is available on the following web address of the Company; **Website: www.sungoldmediaent.com**

3. DIVIDEND:

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

4. 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.

5. AMOUNT TRANSFER TO RESERVE:

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

6. SHARE CAPITAL:

Subsequent to the aforesaid the Authorized share capital of your company stands at Rs 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs 10/- each. At present the Issued, Subscribed and Paid up Share Capital of your Company is Rs. 5,00,00,000/- divided into 50, 00,000 Equity Shares of Rs 10/-each, fully paid-up.

7. 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.

8. 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.

9. 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.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

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

11. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the FY 2019-2020 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 not 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.

12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There was no Subsidiary/Joint Ventures/Associate Companies during the FY 2019-2020.

13. 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.

14. 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 reappointment.

During the year following Directors were appointed and resigned in the Company.

1. Mr. Amit Kotia resigned from the post of non-executive director w.e.f 30.05.2019
2. Mr. Daiv Kotia appointed as Whole Time Director of the Company w.e.f. 30.05.2019 and ceased to be the Whole Time Director w.e.f 11.12.2019.
3. Mr. Keyur Gandhi Non-executive Director of the company was also appointed as Chairman of the Company w.e.f. 30.05.2019 and ceased to be the chairman w.e.f 11.12.2019.
4. Mr. Raj Kotia, the Managing Director of the Company was also appointed as Chairman w.e.f. 11.12.2019. Further Mr. Raj Kotia ceased to be a Chief Financial Officer of the company w.e.f. 11.12.2019
5. Mr. Jayesh Patni was appointed as a Chief Financial Officer of the company w.e.f 11.12.2019
6. Ms. Heena Parekh resigned from the post of Independent Director of the company w.e.f 28.02.2020.
7. Mr. Harsh Mehta resigned from the post of Independent Director of the company w.e.f 28.02.2020.
8. Mrs. Amruta Giradkar was appointed as Additional Non-Executive Independent Director of the company w.e.f 28.02.2020 and shall be regularized at the ensuing AGM.
9. Ms. Aasthi Singh was appointed as Additional Non-Executive Independent Director of the company w.e.f 28.02.2020 and shall be regularized at the ensuing AGM.

None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.

14. MEETINGS OF THE BOARD OF DIRECTORS:

The following Meetings of the Board of Directors were held during the Financial Year 2019-20:

Sr. no.	Date of Meeting of Board	Board Strength	No. of Directors Present
1	30.05.2019	5	4
2	16.07.2019	5	5
3	22.10.2019	5	3
4	14.11.2019	5	5
5	11.12.2019	5	4
6	28.02.2020	4	4

During the Financial Year 2019-20, the No Extra Ordinary General Meetings of the Company was held.

The compositions of the Board, attendance at the Board meetings held during the FY 2019 – 2020 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, 2020 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 10.08.2019	*No. of Directorships in other listed Companies	**Committee Position		Shareholding (Equity shares of FV of Rs. 10/-each)
							Chair person	Member	
Mr. Raj Kotia (IV)	06360347	P, MD & ED	06	06	√	NIL	-	2	16,11,132
Mr. Keyur Gandhi	03494183	NED	06	05	√	1	1	1	43,880

Mr. Amit Kotia (I)	07499192	NED	01	-	√	NIL	-	-	-
Mr. Daiv Kotia (II)	08357597	WT D	04	03	√	NIL	-	-	-
Ms. Heena Parekh (VI)	08150364	NED -ID	06	06	√	NIL	-	-	-
Mr. Harsh Mehta (VII)	08093048	NED -ID	06	05	√	NIL	-	-	-
Mrs. Amruta Giradkar (VIII)	08698062	NED -ID	-	-	-	NIL	1	1	-
Ms. Aasthi Singh (IX)	08709814	NED -ID	-	-	-	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:

- (I) Mr. Amit Kotia resigned from the post of non-executive director w.e.f 30.05.2019
- (II) Mr. Daiv Kotia appointed as Whole Time Director of the Company w.e.f. 30.05.2019 and ceased to be the Whole Time Director w.e.f 11.12.2019.
- (III) Mr. Keyur Gandhi Non-executive Director of the company was also appointed as Chairman of the Company w.e.f. 30.05.2019 and ceased to be the chairman w.e.f 11.12.2019.
- (IV) Mr. Raj Kotia, the Managing Director of the Company was also appointed as Chairman w.e.f. 11.12.2019. Further Mr. Raj Kotia ceased to be a Chief Financial Officer of the company w.e.f. 11.12.2019.
- (V) Mr. Jayesh Patni was appointed as a Chief Financial Officer of the company w.e.f 11.12.2019.
- (VI) Ms. Heena Parekh resigned from the post of Independent Director of the company w.e.f 28.02.2020.
- (VII) Mr. Harsh Mehta resigned from the post of Independent Director of the company w.e.f 28.02.2020.
- (VIII) Mrs. Amruta Giradkar was appointed as an Additional Non-Executive Independent Director of the company w.e.f 28.02.2020 and shall be regularized at the ensuing AGM.
- (IX) Ms. Aasthi Singh was appointed as an Additional Non-Executive Independent Director of the company w.e.f 28.02.2020 and shall be regularized at the ensuing AGM.

There is no inter- se relationship between the directors.

16. MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met once on December 11, 2019 inter alia, to:

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

All Independent Directors were present at the meeting.

17. 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.

I. AUDIT 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, 2020.

During the Financial Year 2019-2020, the Audit Committee met five times i.e. on May 30, 2019; August 30, 2019; November 14, 2019, December 11, 2019 and February 28, 2020. The maximum gap between two meetings was not more than 120 days. Accordingly, only five meetings were held during the Financial Year 2019-20.

Name of the Members	Category of Directorship	Designation	Audit Committee Meeting (S)	
			Held	Attended
Ms. Heena Parekh	Non- Executive Independent Director	Chairman	5	5
Mr. Harsh Mehta	Non- Executive Independent Director	Member	5	5
Mr. Amit Kotia*	Non- Executive Director	Member	1	0
Mr. Daiv Kotia *	Executive Director	Member	3	2
Mr. Raj Kotia*	Executive Director	Member	1	1

Note:

* Mr. Amit Kotia ceased to be the member of Audit committee w.e.f. 30.05.2019

* Mr. Daiv Kotia appointed to be the member of Audit committee w.e.f. 30.05.2019 and ceased to be the member of Audit committee w.e.f. 11.12.2019

* Mr. Raj Kotia appointed to be the member of Audit committee w.e.f. 11.12.2019

* Resignation of Ms. Heena Parekh & Mr. Harsh Mehta from the post of Independent directors and as a member of Audit Committee w.e.f. 28.02.2020

* Appointment of Mrs. Amruta Giradkar and Ms. Aasthi Singh as an Additional Non-Executive Independent directors and as a member of Audit Committee w.e.f. 28.02.2020

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 judgment 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 quarterly 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, 2020.

During the Financial Year 2019-2020, the Nomination and Remuneration Committee met thrice i.e. on May 30, 2019 and on November 14, 2019 and February 28, 2020.

Name of the Members	Category of Directorship	Designation	Nomination and Remuneration Committee Meeting (S)	
			Held	Attended
Mr. Harsh Mehta	Non- Executive Independent Director	Chairman	3	3
Ms. Heena Parekh	Non- Executive Independent Director	Member	3	3
Mr. Keyur Gandhi	Non- Executive Director	Member	3	3

Note:

* Resignation of Ms. Heena Parekh & Mr. Harsh Mehta from the post of Independent directors and as a member of Nomination and Remuneration Committee w.e.f. 28.02.2020

*Appointment of Mrs. Amruta Giradkar and Ms. Aasthi Singh as an Additional Non-Executive Independent directors and as a member of Nomination and Remuneration Committee w.e.f. 28.02.2020

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

- i. Review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- ii. 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;
- iii. Formulation of the criteria for evaluation of performance of independent directors and the board of directors;
- iv. Devising a policy on diversity of Board of directors;
- v. 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;
- vi. Review and implement succession and development plans for Managing Director, Executive Directors and Senior Management.
- vii. 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, 2020 are as under:

Name	Designation	Salary	Perquisites	Sitting Fees	Total
Mr. Raj Kotia	Chairman & Managing Director	11,97,600	-	-	11,97,600
Mr. Amit Kotia	Non-Executive Director			1000	1000
Mr. Keyur Gandhi	Non-Executive Director	-	-	7000	7000
Mr. Harsh Mehta	Independent Director	-	-	12000	12000
Ms. Heena Parekh	Independent Director	-	-	11000	11000
Mrs. Amruta Giradkar	Independent Director	-	-	-	-
Ms. Aasthi Singh	Independent Director	-	-	-	-

** Mr. Amit Kotia resigned from the post of Non-Executive Director w.e.f. 30.05.2019*

** Mr. Harsh Mehta resigned from the post of Independent Director w.e.f. 28.02.2020*

** Ms. Heena Parekh resigned from the post of Independent Director w.e.f. 28.02.2020*

** Mrs. Amruta Giradkar appointed as an Additional Non-Executive Independent Director w.e.f. 28.02.2020*

** Ms. Aasthi Singh appointed as an Additional Non-Executive Independent Director w.e.f. 28.02.2020*

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, 2020.

During the Financial Year 2019-2020, the Stakeholders Relationship Committee met thrice i.e. on May 30, 2019, November 14, 2019 and February 28, 2020.

Name of the Members	Category of Directorship	Designation	Stakeholders Relationship Committee Meeting (S)	
			Held	Attended
*Mr. Amit Kotia	Non- Executive Director	Chairman	1	1
Mr. Harsh Mehta	Non-Executive Independent Director	Member	3	2
Mr. Keyur Gandhi	Non- Executive Director	Chairman	2	2
Mr. Raj Kotia	Executive Director	Member	3	3

Note:

*Mr. Amit Kotia resigned as a member of Stakeholders Relationship Committee w.e.f 30.05.2020

* Resignation of Mr. Harsh Mehta from the post of Independent directors and as a member of Stakeholder's Relationship Committee w.e.f. 28.02.2020

* Appointment of Ms. Aasthi Singh as an Additional Non-Executive Independent directors and as a member of Stakeholder's Relationship Committee w.e.f. 28.02.2020

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/ Rematerialisation 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 redressal of all the shareholders complaints.

Name and designation of Compliance Officer:

Ms. Madhuri Mistry, the Company Secretary & Compliance Officer for 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, 2020.

18. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive, ~~executive~~ and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2020, 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. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

19. 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.

20. 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.

No complaints were received during the financial year 2019-2020.

21. 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-II] 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.

22. 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.

23. 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.

24. 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.

25. 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.

26. 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, 2020 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.

27. AUDITORS AND AUDIT REPORT:

M/s Bhattar & Company (FRN: 131092W), Chartered Accountant, Mumbai, appointed for the term of four years from 23rd Annual General Meeting of the Company till the Conclusion of 27th AGM of the Company.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

28. SECRETARIAL AUDITOR:

In terms of section 204 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company had appointed Mr. Suhas Ganpule, Practicing Company Secretary (Certificate of Practice No. 5722) as the Secretarial Auditor,

The Secretarial Audit Report for the Financial Year ended March 31, 2020 is annexed herewith as **Annexure-III** to this report.

29. 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, 2020.

30. 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

31. 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

32. 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.

33. 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: 01.09.2020
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	-
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	-

Transactions with Related Parties:

Name of the Party	Nature of relation	Nature of Transaction	Amount During the Year ended 31.03.2020
Raj Kotia	Chairman & Managing Director	Salary paid	11,97,600
Madhuri Mistry	Company Secretary & Compliance Officer	Salary paid	1,44,000
Dhaval Kotia	Relative of Key Management Person	Salary paid	500,400

**Mr. Raj Kotia, the Managing Director of the Company was also appointed as Chairman w.e.f. 11.12.2019. Further Mr. Raj Kotia ceased to be a Chief Financial Officer of the company w.e.f. 11.12.2019*

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

Place: Rajpipla
Date: September 01, 2020

Sd/-
RAJ KOTIA
CHAIRMAN & MANAGING DIRECTOR
DIN: 06360347

ANNEXURE-II

FORM NO. MR 3

SECRETARIAL AUDIT REPORT

**[Pursuant to Section 204 (1) of the Companies Act 2013 and Rule no 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
For the Financial Year Ended March 31, 2020**

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 provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial year ended on March 31, 2020 has 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 Books, Papers, Minute Book, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2020 according to the provisions of:

- I) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 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;
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - d) 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;

We further state that there were no events/ actions in pursuance of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India act, 1992 (SEBI Act): -

- 1) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- 2) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 3) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- 4) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- 5) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

- 6) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 7) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.
- 8) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996;

We have also examined compliance with the applicable Clauses/Regulations of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

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.

Adequate notice is 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 the 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 during the audit period, there are no instances of:

- i. Public / Right/ Preferential issue of shares / debentures / sweat equity.
- ii. Redemption/ Buy-Back of Securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / Amalgamation / Reconstruction etc.
- v. Foreign technical collaborations.

For SG & Associates

Sd/-
Suhas Ganpule
Proprietor
Practicing Company Secretary
Membership No 12122
C. P. No 5722
UDIN: A012122B000448877

Date: 14.07.2020

Place: Mumbai

Annexure 'A'

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

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

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 my 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 record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. In view of the restrictions imposed by the Government of India on movement of people across India to contain the spread of Covid-19 pandemic, which led to the complete lockdown across the nation, we have relied on electronic data for verification of certain records as the physical verification was not possible.

**For SG and Associates
Practising Company Secretaries**

Sd/-
**Suhas Ganpule
Proprietor
Membership No: 12122
C. P No: 5722
UDIN: A012122B000448877**

**Date: 14.07.2020
Place: Mumbai**

(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:

Sr. No.	Particulars	Details									
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 & Managing Director (CMD) of the Company as date of this Report. Further he is paid a remuneration of Rs. 99,800/- every month.</p> <p>The median remuneration of the employees is Rs. 49800/- per month which is less than salary of the Director.</p> <table border="1"><thead><tr><th>Name of the Director</th><th>Ratio of the remuneration to the median remuneration of the employees</th></tr></thead><tbody><tr><td>Mr. Raj Kotia (CMD)</td><td>2.39:1.00</td></tr></tbody></table>	Name of the Director	Ratio of the remuneration to the median remuneration of the employees	Mr. Raj Kotia (CMD)	2.39:1.00					
Name of the Director	Ratio of the remuneration to the median remuneration of the employees										
Mr. Raj Kotia (CMD)	2.39:1.00										
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	<table border="1"><thead><tr><th>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</th><th>% increase in remuneration in the financial year 2019-20 compared to 2018-19</th></tr></thead><tbody><tr><td>Mr. Raj Kotia (CMD)</td><td>100%</td></tr><tr><td>Ms. Madhuri Mistry (CS)</td><td>50%</td></tr></tbody></table>	Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year 2019-20 compared to 2018-19	Mr. Raj Kotia (CMD)	100%	Ms. Madhuri Mistry (CS)	50%			
Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year 2019-20 compared to 2018-19										
Mr. Raj Kotia (CMD)	100%										
Ms. Madhuri Mistry (CS)	50%										
3	The percentage increase in the median remuneration of employees in the financial year	<table border="1"><thead><tr><th>Median Remuneration for FY 2018-2019</th><th></th><th>% increase</th></tr></thead><tbody><tr><td></td><td>37317</td><td></td></tr><tr><th>Median Remuneration for FY 2019-2020</th><td>41700</td><td>12%</td></tr></tbody></table>	Median Remuneration for FY 2018-2019		% increase		37317		Median Remuneration for FY 2019-2020	41700	12%
Median Remuneration for FY 2018-2019		% increase									
	37317										
Median Remuneration for FY 2019-2020	41700	12%									
4	The number of permanent employees on the rolls of company	There are 5 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 increase in the remuneration of the salaries of employees. Further due to addition of the said posts in the Financial Year 2018-2019, the percentage increase in remuneration of Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary could not be calculated and that the Company got listed on BSE SME Platform on 27th August, 2018 so no comparative data was available. But this is the Second Financial Year of the Company after listing where the comparative data was available and accordingly there is huge percentage increase compared to last year.									
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. 18 (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

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
Sungold Media And Entertainment Limited
13, Radhakrushna Mandir Compound,
Village- Rajpipla Nandod Narmada
Gujarat 393145 IN

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015 and on the basis of the declaration received from the Directors of the Sungold Media And Entertainment Limited (the 'Company'), I Mr. Suhas Sadanand Ganpule, Company Secretary in Practice hereby declare that the under stated Directors of the Company are not debarred or disqualified from being appointed or to continue as Director of the Company by SEBI/ Ministry of Corporate Affairs or any other Statutory Authority for the year ended March 31, 2020.

Name of the Director	DIN
Mr. Raj Rajiv Kotia	06360347
Mr. Keyur Sharadchandra Gandhi	03494183
Ms. Aasthi Singh	08709814
Mrs. Amruta Narendra Giradkar	08698062

For SG & Associates

Sd/-
Suhas S. Ganpule
Practicing Company Secretary
(Proprietor)
Membership No. 12122
CP No. 5722
UDIN: A012122B000405493

Date: 01.07.2020
Place: Mumbai

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, 2020.

Date: 23.06.2020

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, 2020 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

**Place: Rajpipla
Date: June 23, 2020**

**Sd/-
RAJ KOTIA
CHAIRMAN & MANAGING DIRECTOR**

**Sd/-
JAYESH PATNI
CHIEF FINANCIAL OFFICER**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

COMPANY OVERVIEW:

Sungold Media and Entertainment Limited (BSE Code: 541799) 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 publishers, editors, writers, printing, publishing producing, selling and distributing books, periodicals, magazines, journals, house magazines, newspapers daily, weekly monthly or whatever manner and in any language for own account or for others such as 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.

Introduction

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

The Indian advertising industry is projected to be the second fastest growing advertising market in Asia after China. At present, advertising revenue accounts for around 0.38 per cent of India's gross domestic product. By 2021, Indian media and entertainment industry to reach Rs 2.35 trillion

Market Dynamics

The Indian media and entertainment industry is expected to reach around Rs 307,000 crore (US\$ 43.93 billion) by 2024. Media and entertainment Industry is set to expand at a CAGR of 13.5 per cent over 2019-24. In FY19, major segments were television, print and films with a market size of Rs 713 billion (US\$ 10.22 billion), Rs 333 billion (US\$ 4.76 billion) and Rs 185 billion (US\$ 2.62 billion), respectively. They are projected to reach Rs 1025 billion (US\$ 14.67 billion), Rs 375 billion (US\$ 4.76 billion) and Rs 228 billion (US\$ 3.26 billion), respectively in FY22. Indian television market has an opportunity of catering to 100 million homes as 197 million homes out of the total 298 million have TV sets as of 2018.

Digital media & entertainment (M&E) platforms in India grew 13.3 per cent in FY19 to reach Rs 163,100 crore (US\$ 23.34 billion), contributing the most to the growth of M&E sector in the country. India's advertising revenue is projected to reach Rs 1,367 billion (US\$ 19.56 billion) in FY24 from Rs 693 billion (US\$ 10 billion) in FY19. India's advertisement spending increased to Rs 67,603 crore (US\$ 9.67 billion), growing at 11 per cent y-o-y in 2019.

India ranked at 15th in the world in music industry and is expected to enter into the top 10 music markets by 2022.

Recent development/Investments

The Foreign Direct Investment (FDI) inflows in the Information and Broadcasting (I&B) sector (including Print Media) in the period April 2000 – December 2019 stood at US\$ 8.71 billion, as per data released by Department for Promotion of Industry and Internal Trade (DPIIT).

- Netflix Inc. grew by 700 per cent with the help of local content and marketing that attracted more users during 2018-19.
- About 95 per cent of online video consumption is in Indian languages in Tier 2 and Tier 3 cities.
- Bharti Airtel's direct-to-home (DTH) arm Airtel Digital TV and Dish TV going to be merged by end of August 2019.
- As stated in Union Budget 2019-20, government to launch dedicated channel for start-ups.
- Spotify to launch lite version for low-end Android phones in India.
- Star India signs up 35 advertisers for ICC World Cup, targets over Rs 1,000 crore (US\$ 144million) in ad sales.
- Dailyhunt, a regional language news aggregator run by Verse Innovation Pvt Ltd, will receive investment of US\$ 60 million in a new funding round led by Goldman Sachs Investment Partners.
- As of January 2019, Zee Studios launched a digital content arm Zee Studios Originals, to globally produce premium, original content and create new (IPs) Intellectual Properties for all digital platforms.
- As on July 2019, SonyLIV, India's first premium video on demand platform (VOD) crossed the 100 million app download on Play store.
- India is one of the top five markets for the media, content and technology agency Wavemaker where it services clients like Hero MotoCorp, Paytm, IPL and Myntra among others
- After bagging media rights of Indian Premier League (IPL), Star India has also won broadcast and digital rights for New Zealand Cricket upto April 2020.

Government Initiatives

The Telecom Regulatory Authority of India (TRAI) is set to approach the Ministry of Information and Broadcasting, Government of India, with a request to Fastrack the recommendations on broadcasting, in an attempt to boost reforms in the broadcasting sector. The Government of India has agreed to set up the National Centre of Excellence for Animation, Gaming, Visual Effects and Comics industry in Mumbai. The Indian and Canadian Government have signed an audio-visual co-production deal to enable producers from both the countries exchange and explore their culture and creativity, respectively.

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitizing the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Road Ahead

The Indian Media and Entertainment industry is on an impressive growth path. The industry is expected to grow at a much faster rate than the global average rate.

Growth is expected in retail advertisement, on the back of factors such as several players entering the food and beverages segment, e-commerce gaining more popularity in the country, and domestic companies testing out the waters. The rural region is also a potentially profitable target.

Business performance and Segment Reporting:

During the year under review, the Company has recorded revenue of Rs. 19.98 lakhs and made against revenue of Rs. 51.428 lakhs in the previous financial year 2018-19.

The company is engaged in the business of MEDIA AND ENTERTAINMENT, which as per Accounting Standard 17 is considered the only reportable business.

Company performance overview:

The Company has reported profits during the year under review. The operational performance of the Company is on the growth path. The Financial & operational details are mentioned in the Financial Statements.

Human Resources:

Talent management and nurturing of our employees is critical to our strategy to ensure the smooth functioning of our organisation. Since we consider our people as our biggest resource, there is an enthusiastic spirit and efficiency in the company. Thanks to our comprehensive and dependable talent management framework, scouting and encouraging employees for long-term success is one of the well-executed responsibilities at SEML. We motivate the development of employees so they can take up more important roles in the company. The focus is to build a pool of talent, which will be ready to take on any challenge in the coming future. Hence, they will ensure the bright future of the organization and maintain productivity and sustainable growth, which is synonymous with SMEL. The company sees to it that both moral and financial support is given to the employees, so as to assure them of a bright future in the industry.

Internal Control Systems:

The Company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The Company has a well-defined system of management reporting and periodic review of businesses to ensure timely decision-making. It has an internal audit team further strengthening the internal audit platform with professionally qualified financial personnel, which conducts periodic audits of all businesses alongwith external agencies having requisite expertise, to maintain a proper system of checks and control. The management information system (MIS) forms an integral part of the Company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the Capital Budget.

RISK FACTORS:

The Company operates in a highly competitive industry: With more and more players entering the News Broadcasting industry, competition is ever increasing. Moreover, technological changes have spawned new distribution platforms inviting competition from newer players. The introduction of alternative rating system by BARC, which includes rural population and larger sample size, has changed the viewership benchmarking in the industry which might affect company's competitive standing. To maintain its competitive edge in such a scenario, the Company will need to anticipate viewer preferences to create, acquire, commission, and produce compelling content across platforms favoured by the consumers.

- Threats, risks and concerns:

The Company recognizes that every business has its inherent risks and it is required to possess a proactive approach to identify and mitigate them. Your Company has embedded an efficient organizational risk management framework, which regularly scans all possible internal and external environments to identify risks, decide on possible mitigation plans and incorporate them in its strategic plans. Some of the key risks include industry risk, client concentration, technology risks and financial risks. The processes relating to minimizing of the above risk shave already been put in place at different levels of management. The risk mitigation plans are regularly monitored and reviewed by the Audit Committee of your Company.

- Financial Risks:

The happenings and financial developments in the large markets that we operate in have very significant impact on our business conditions, but these are the things which are beyond our control but what is within our control is to make sure that we are not vulnerable to major event risks of this nature and therefore we conduct a business in a manner that we take these risks into account and we mitigate these risks by appropriate hedging strategies.

- **Competition Related Risks:**

Media companies are facing tremendous pressure on cost, productivity and ROI. Thus the Indian Media sector needs to make extra endeavor to remain competitive in terms of cost efficiency measures and scalability of various high end services to handle competition. The company's capability to offer innovative and value-added services by integrating its diverse domain knowledge enables it to move ahead in an environment of increasing competition. Change in government policies, rise in inflation, unexpected events and increasing competition are some of the threats that can dampen the company's position and growth. Your company is capable and very vigilant to tackle all such threats. Your company has processes in place to address any challenges.

Due to pandemic Covid-19 demand of Digitalization and dependency over them has increased as people needs everything to be online through just a click whether its payment application or entertainment applications or fitness application everything is available in mobile phone/tabs new entertainment web series are launched in these web application and due to precautions of covid-19 cinema and public places are not shutdown movies are launching in Digital platform now medium of entertainment is in process of change this will have major impact on the economy.

Disclosure of Accounting Treatment:

The Company has not carried out any treatment different from that prescribed in Accounting Standards.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

Disclaimer: All the data used in the initial sections of this report has been taken from publicly available resources and discrepancies, if any, are incidental and unintentional

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS 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, 2020, 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, 2020, 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, 2020. 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 statements.

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, 2020 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, 2016 ("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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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, 2020 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

For Bhatler & Company
Chartered Accountants
Firm Registration No: 131092W

Sd/-
Daulal H.Bhatler
Proprietor
Membership No. 016937
UDIN: 20016937AAAADF7130

Place: Mumbai
Date: 23/06/2020

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

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

(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.

ii) Since there is no inventory at year end, physical verification has not been conducted as at balance sheet date.

iii) The Company has not granted unsecured loans to party covered in the register-maintained u/s 189 of the Company act 2013. Accordingly, this clause is not applicable to the company.

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 were no disputed statutory dues payable in respect of provident fund, income tax, sales tax, service tax, value added tax.

viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to banks. The Company has not issued debentures nor borrowed any funds from financial institutions or Government.

ix) 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.

x) 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.

xi) The company has paid managerial remuneration during the year in accordance with the requisite approvals mandate by the provisions of Section 197 read with Schedule V to the act.

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) According to information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(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) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Bhatler & Company
Chartered Accountants
Firm Registration No: 131092W

Sd/-
Daulal H.Bhatler
Proprietor
Membership No. 016937
UDIN: 20016937AAAADF7130

Place: Mumbai
Date: 23/06/2020

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, 2020 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 judgement, 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, 2020, 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 Bhatler & Company
Chartered Accountants
Firm Registration No: 131092W

Sd/-
Daulal H.Bhatler
Proprietor
Membership No. 016937
UDIN: 20016937AAAADF7130

Place: Mumbai
Date: 23/06/2020

Notes to Financial Statements

1. Summary of significant accounting policies

2.1 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 2013 (as these financial statements are not statutory financial statements, full compliance with the above Act is not required).

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 dis-aggregated 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. Such assumptions and estimates mainly relate to the useful life of Property, Plant and Equipment, the recognition of provisions and impact of COVID-19.

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

Financial liabilities are derecognized 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 recognized 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 recognized 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, 2020.

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
BALANCE SHEET AS ON 31st March, 2020
(CIN: L22100GJ1995PLC024944)

Particulars	Notes	As at 31.03.2020 Amount (in Rs.)	As at 31.03.2019 Amount (in Rs.)
I. ASSETS			
(1) Non-current assets			
Property, Plant and Equipment	2	37,701	75,160
<u>Financial Assets</u>			
Other Non-Current Assets	3	4,19,20,804	4,08,46,584
Deferred Tax	19	17,109	9,123
		4,19,75,615	4,09,30,867
(2) Current assets			
Inventories			
<u>Financial Assets</u>			
i. Trade receivables	4	90,46,728	1,43,56,240
ii. Cash and cash equivalents	5	35,69,446	6,49,627
Other current assets	6	19,03,227	8,80,216
		1,45,19,401	1,58,86,083
		5,64,95,016	5,68,16,950
II. EQUITY AND LIABILITIES			
(1) EQUITY			
Equity Share capital	7	5,00,00,000	5,00,00,000
Other Equity	8	59,38,592	58,50,153
		5,59,38,592	5,58,50,153
(2) LIABILITIES			
Non-current liabilities			
Long-Term Borrowings	9	4,20,605	7,56,753
Deferred tax liabilities (net)		-	-
		4,20,605	7,56,753
(3) Current liabilities			
Other current liabilities	10	96,760	2,10,044
Current Tax Liabilities (Net)	18	39,059	-
		1,35,819	2,10,044
		5,64,95,016	5,68,16,950

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

Bhatter & Co
Chartered Accountants
Firm Registration No: 131092 W

Sd/-
CA Daulal Bhatter
Proprietor
Membership No. 016937
UDIN: 20016937AAAADF7130
Place: Mumbai
Date: 23.06.2020

For and on behalf of the Board

Sd/
Raj Kotia
Chairman & Managing Director
DIN: 06360347

Sd/-
Keyur Gandhi
Director
DIN:03494183

Sd/-
Jayesh Patni
Chief Financial Officer

Sd/-
Madhuri Mistry
Company Secretary

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED			
Statement of Profit and Loss for the period ended March 31, 2020			
(CIN: L22100GJ1995PLC024944)			
Particulars	Notes	Year ended 31.03.2020 Amount (in Rs.)	Year ended 31.03.2019 Amount (in Rs.)
INCOME			
Revenue from operations	11	66,81,950	51,42,759
Other income	12	22,901	872
Total income		67,04,851	51,43,631
EXPENSES			
Cost of materials consumed			
Employee benefits expense	13	38,55,947	32,13,062
Finance costs	14	91,688	-
Depreciation and amortization expense	15	4,81,284	30,360
Other expenses	16	21,56,419	17,54,755
Total expenses		65,85,338	49,98,177
Profit / (Loss) before tax		1,19,512	1,45,454
Less: Tax expenses			
- Current tax		39,059	37,818
- Deferred tax		(7,986)	(4,679)
Total tax expense		31,073	33,139
Profit / (loss) for the year		88,439	1,12,315
Other Comprehensive Income			
<u>Items that will not be reclassified subsequently to profit or loss</u>		-	-
Total comprehensive income for the year		88,439	1,12,315
Earnings per equity share			
Nominal value of share Rs.1/-Basic		0.02	0.02
Diluted		0.02	0.02
<i>The accompanying notes form an integral part of the financial statements</i>			
As per our report of even date attached			
Bhatter & Co	For and on behalf of the Board		
Chartered Accountants			
Firm Registration No: 131092 W			
Sd/-	Sd/-	Sd/-	
CA Daulal H. Bhatter	Raj Kotia	Keyur Gandhi	
Proprietor	Chairman & Managing Director	Director	
Membership No. 016937	DIN: 06360347	DIN: 03494183	
UDIN:20016937AAAADF7130			
Place: Mumbai	Sd/-	Sd/-	
Date:23.06.2020	Jayesh Patni	Madhuri Mistry	
	Chief Financial Officer	Company Secretary	

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST March, 2020
(CIN: L22100GJ1995PLC024944)

Particulars	2019-20 Amount (in Rs.)		2018-19 Amount (in Rs.)	
A. Cash Flow From Operating Activities				
Net Profit Before Tax and Extraordinary item: -		1,19,512		1,45,454
Adjustment for:				
Depreciation	37,459		30,360	
Interest Received	(5,465)		(872)	
		31,994		29,488
		1,51,506		1,74,942
Operating Profit before Working Capital Charges				
Adjustment for:				
(Increase) / Decrease in Trade Receivables	53,09,512		18,46,300	
(Increase) / Decrease in Other Current Assets	(10,23,011)		(7,45,106)	
(Increase) / Decrease in Other Current Liabilities	(15,843)		7,90,089	
		42,70,658		18,91,283
Cash generated from Operations		44,22,164		20,66,225
Cash Flow before Extraordinary items		44,22,164		20,66,225
Taxes Paid	(97,441)	(97,441)	(37,818)	(37,818)
Net Cash Flow from operating activity		43,24,723		20,28,407
B. Cash Flow from Investing Activities				
Receipt & Repayment of Loans & Advances	(10,74,220)		(20,66,603)	
Purchase of fixed Assets	-			
Interest Income	5,465		872	
		(10,68,755)		(35,17,831)
Net Cash used in investing activities		(10,68,755)		(35,17,831)
C. Cash Flow From Financing Activities				
Issuance/Repayment of Long-Term Borrowing	(3,36,149)		2,43,247	
		(3,36,149)		2,43,247
Net cash flow from financing activities		(3,36,149)		2,43,247
Net Increase/ (Decrease) in cash and other equivalents (A+B+C)		29,19,819		(12,46,177)
Cash and cash equivalents				
Opening Balance		6,49,627		18,95,804
Cash and cash equivalents				
Closing Balance		35,69,446		6,49,627
Increase / (Decrease) in Cash equivalents		29,19,819		(12,46,177)

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

Bhatter & Co
Chartered Accountants
Firm Registration No: 131092 W

For and on behalf of the Board

Sd/-
CA Daulal Bhatler
Proprietor
Membership No. 016937
UDIN:20016937AAAADF130

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

Sd/-
Keyur Gandhi
Director
DIN: 03494183

Place: Mumbai
Date: 23.06.2020

Sd/-
Jayesh Patni
Chief Financial Officer

Sd/-
Madhuri Mistry
Company Secretary

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
Notes forming part of Financial Statement for the year ended March 31, 2020
(All amounts are in Rs, unless otherwise stated)

Note No. 2 Property, Plant and Equipment

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
Fixed Assets Schedule for the year 2019-20

Description	Gross Block				Depreciations				Net Block As at 31.03.2020
	As at 01.04.2019	Addition	Deductio ns	As at 31.03.2020	As at 01.04.2019	For the Period	Deletio ns	As at 31.03.2020	
Computer & Printer									
Computer	61,000	-	-	61,000	48,800	12,200	-	61,000	-
Website	46,000	-	-	46,000	36,800	9,200	-	46,000	-
Furniture & Fixtures									
Furniture	89,600	-	-	89,600	35,840	16,059	-	51,899	37,701
Total	196,600	-	-	196,600	1,21,440	37,459	-	1,58,899	37,701

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
Fixed Assets Schedule for the year 2018-19

Description	Gross Block				Depreciations				Net Block As at 31.03.2019
	As at 01.04.2018	Addition	Deductio ns	As at 31.03.2019	As at 01.04.2018	For the Period	Deletio ns	As at 31.03.2019	
Computer & Printer									
Computer	61,000	-	-	61,000	36,600	12,200	-	48,800	12,200
Website	46,000	-	-	46,000	27,600	9,200	-	36,800	9,200
Furniture & Fixtures									
Furniture	89,600	-	-	89,600	26,880	8,960	-	35,840	53,760
Total	196,600	-	-	196,600	91,080	30,360	-	121,440	75,160

Note 3: Other Non-Current Asset

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, Consider Goods		
Long Term Loans & Advances	4,19,20,804	4,08,46,584
	4,19,20,804	4,08,46,584

Note 4: Trade Receivable

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, Consider Goods		
Trade Receivable	90,46,728	1,43,56,240
	90,46,728	1,43,56,240

Note 5: Cash & Cash Equivalents

Particulars	As at 31.03.2020	As at 31.03.2019
Balances with Banks		
-Current Accounts	27,76,452	4,84,213
Cash on Hand	7,92,995	1,65,414
	35,69,446	6,49,627

Note 6: Other current assets

Particulars	As at 31.03.2020	As at 31.03.2019
Deposits	25,000	1,75,000
Stamp Duty	-	20,000
Business Development [Refer Note (a) below]	13,31,475	-
Balance with Govt Authorities	5,46,752	3,58,802
Sundry Receivables	-	326,414
	19,03,227	8,80,216

Note (a): The business development asset comprises of expenditures incurred without revenue being recognised on account of film production signed but not yet commenced. Additionally, the company has entered into a MoU with the Government of Gujarat for setting up of GMSA academy and rehabilitation centre, allotment of which is delayed to 2020-21.

Note 7: Equity Share Capital

Particulars	As at 31.03.2020	As at 31.03.2019
Authorised Share Capital		
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000
Issued, Subscribed and Fully Paid Up		
Issued and Subscribed		
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000

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 shares outstanding at the beginning and at the end of the period

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the year	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	50,00,000	5,00,00,000	50,00,000	5,00,00,000

1.3) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	% holding	No. of Shares	% holding
Rajiv Kotia	3,03,550	6.07%	3,03,550	6.07%
Raj Kotia	16,11,132	32.22%	16,11,132	32.22%
Magic Touch Securities Private Ltd	6,20,000	12.40%	6,20,000	12.40%
Shree Manibhadra Broking Private Ltd	6,50,000	13.00%	6,50,000	13.00%
Shree Krishna Infrastructure Ltd	6,01,090	12.02%	6,01,090	12.02%

1.4) Other Information

	Balance as at 1st April,2019	Changes in equity share capital during the year	Balance as at 1st April,2020	Changes in equity share capital during the year
	Qty	Qty	Qty	Qty
EQUITY SHARE CAPITAL:	5,000,000	-	5,000,000	-

Note 8: Other Equity

Particulars	As at 31.03.2020	As at 31.03.2019
Securities Premium		
Balance at the beginning of the period	33,95,400	33,95,400
Changes during the period	-	-
Balance at the beginning and end of the period	33,95,400	3,395,400
Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the period	24,54,753	23,42,438
Add: Profit / (loss) for the year	88,439	1,12,315
Net Surplus in P& L Account	25,43,192	24,54,753
Closing Balance	59,38,592	58,50,153

Note 9: Long Term Borrowings

Particulars	As at 31.03.2020	As at 31.03.2019
HDFC Business Loan	4,20,605	7,56,753
	4,20,605	756,753

Note 10: Other Current Liabilities

Particulars	As at 31.03.2020	As at 31.03.2019
TDS Payable	61,000	84,963
Audit Fees Payable	14,160	27,140
Secretarial Audit Fees Payable	10,000	-
Income Tax Liability	-	97,441
PT Payable	11,600	500
	96,760	2,10,045

Note 11: Revenue From Operation

Particulars	As at 31.03.2020	As at 31.03.2019
Revenue From Operation	66,81,950	51,42,759
	66,81,950	51,42,759

Note 12: Other Income

Particulars	As at 31.03.2020	As at 31.03.2019
Interest Income	5,465	872
Excess Income Tax Provision	15,640	-
Interest on Income Tax Refund	1,340	-
Miscellaneous Income	456	-
	22,901	872

Notes 13: Employees Benefit expenses

Particular	As at 31.03.2020	As at 31.03.2019
Salaries and Wages [Refer note 20]	38,38,049	31,72,122
Staff welfare Expenses	17,898	40,940
	38,55,947	32,13,062

Note 14: Finance Cost

Particulars	As at 31.03.2020	As at 31.03.2019
Interest on Bank Loan	91,688	-
	91,688	-

Note 15: Depreciation And Amortization Expense

Particulars	As at 31.03.2020	As at 31.03.2019
Depreciation on Tangible Asset	37,459	30,360
Amortization of Business Development Asset	4,43,825	-
	4,81,284	30,360

Note 16: Other Expenses

Particulars	As at 31.03.2020	As at 31.03.2019
Advertisement Expenses	3,55,547	85,248
Business Promotion	38,135	62,945
Bank Charges	2,742	18,102
Expenses for Operation	5,47,190	1,00,364
Postage and Courier	1,170	1,860
Roc Filling Fee	8,200	14,700
Legal and Professional Fees	19,078	1,75,750
Rent	8,74,000	6,00,000
Printing and Stationery	36,167	48,764
Travelling expenses	42,702	2,03,733
Office Expenses	70,905	53,573
Rates & Taxes	5,738	26,900
Telephone Expenses	9,954	8,588
Website Expenses	20,000	38,500
Interest paid	-	1,48,936
Sitting Fees	31,000	14,000
Power & Fuel	14,673	27,040
Repairs & Maintenance	3,150	6,850
<u>Payment to Auditors:</u>		
Audit Fees[Refer Note(a) below]	14,160	14,160
Secretarial Audit Fees	10,000	12,980
Membership Fees	51,909	91,763
TOTAL	21,56,419	17,54,755

(a) Payment to Auditor	As at 31.03.2020	As at 31.03.2019
As Auditor:		
-Statutory	14,160	14,160

Note 17:

1. Name of the related party	Relationship
Raj Kotia	Chairman & Managing Director
Madhuri Mistry	Company Secretary & Compliance Officer
Dhaval Kotia	Relative of Key Managerial Personnel

2. Transactions with Related Party

	Year ended 31.03.2020	Year ended 31.03.2019
Directors Remuneration		
Raj Kotia	11,97,600	5,98,800
Salary Paid		
Madhuri Mistry	1,44,000	96,000
Dhaval Kotia	5,00,400	4,97,600

Note 18: In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were disrupted for the short term. The Company has resumed operations in a phased manner as per government directives. Based on the evaluation of impact of the pandemic on Company's business operation, liquidity and financial position, there is no significant impact on its financial results as at March 31, 2020. Given the uncertainties associated with pandemic's nature and duration, the actuals may differ from the estimates considered in these financial results. The Company continues to closely monitor the rapidly changing situation.

Note 19: Previous year figure has been rearranged/ regrouped wherever necessary, to correspond with those of the current period's classification.

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (CIN: L22100GJ1995PLC024944)
Regd. off: 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145
Contact No. +90-9099018633, E-mail id: Sungoldmediaent@gmail.com Website: www.sungoldmediaent.com

ATTENDANCE SLIP (to be presented at the entrance)

**25th Annual General Meeting – Monday, September 28, 2020 at 11:00 am at
Regd. off: 13, Radhakrushna Mandir Compound, Rajpipla, 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, Rajpipla, Narmada-393145
Contact No. +90-9099018633, E-mail id: Sungoldmediaent@gmail.com Website: 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 Ltd, 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 25th Annual General Meeting of the Company to be held on Monday, September 28, 2020 at 11:00 am at **Regd. off:** 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
ORDINARY BUSINESS	
1.	To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, 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.
SPECIAL BUSINESS	
3.	Regularisation of Mrs. Amruta Giradkar (DIN:08698062) as an Independent Director of the Company.
4.	Regularisation of Ms. Aasthi Singh (DIN: 08709814) as an Independent Director of the Company.

**Affix
Revenue
Stamp**

Signed this _____ day of _____ 2020.

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.

If undelivered, please return to:

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED
(CIN: L22100GJ1995PLC024944)

At the Registered office:

13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145

Website: www.sungoldmediaent.com

E-mail id: sungoldmediaent@gmail.com.