

[CIN:- L74210TN1995PLC032921]

19th Annual Report

# Sanguine Media Limited



Annual Report 2014 - 2015

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**CORPO RATE INFORMATION****BOARD OF DIRECTOR**

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

**BOARD COMMITTEE****AUDIT COMMITTEE**

Mr. Vanraj Kahor(resigned on 29/12/2014)	- Chairman
Mr. Kumar Raichand Madan	- Member
Mr. Dhiresht Munver	- Member and present chairman
Ms. Ami Jigar Motta	- Member

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Ms. Ami Motta	-Chairman
Mr. Devendra Otavkar	-Member
Mr. Dinesh Munver	-Member

**NOMINATION&REMUNERATION COMMITTEE**

Mr. Dhiresht Munver	-Chairman
Mr. Devendra Otavkar	-Member
Ms. Ami Motta	-Member

**BANKERS:**

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

**AUDITORS:**

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

**COMPLIANCE OFFICER:**

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

**LISTED AT:**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**REGISTERED OFFICE:**

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



**NOTICE**

Notice is hereby given that the **19<sup>th</sup> Annual General Meeting of Sanguine Media Limited** will be held at Registered Office of the Company situated at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017, on Wednesday **30th September, 2015** at 10.00 a.m., to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Devendra P Otavkar (DIN 02831318), who retire by rotation and being eligible, offers himself for rotation.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. A.K. Rajgopalan & Co., Chartered Accountant, Chennai, bearing Membership No. 26133 as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 27th September, 2014 for a term of Five Years, i.e. from the conclusion of 18th Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual general meeting of the Company to be held in the Year 2019, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239

**Notes:**

- 1) A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
- 2) Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- 3) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
- 4) Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
- 5) Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- 6) The Register of Members and the Share Transfer Books of the Company will remain closed from 29<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (Both Days Inclusive) for the purpose of the Annual General Meeting.
- 7) Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DPIN in all correspondence, so as to enable the Company to address any future communication at their correct address.
- 8) Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
- 9) Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
- 10) Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Purva Sharegistry India Private Limited, for assistance in this regard.
- 11) In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
- 12) Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
- 13) Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
- 14) The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
- 16) Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
- 17) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode



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to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be effected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

- 18) Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.sanguinemediaLtd.com](http://www.sanguinemediaLtd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [smedialtd@gmail.com](mailto:smedialtd@gmail.com)
- 19) Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent.
- 20) Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
- 21) In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to CS Rakesh Kapur, Scrutinizer, C/o. 305, 3<sup>rd</sup> Floor, Tower - 1/B, Dhiraj Enclave Co-op. Hsg. Society Ltd., Khatau Mill Complex, Opp. Bhor, Mumbai - 400066. Tel.: 022 28855295; 022 22188983, E-mail: [rakeshkapur15@gmail.com](mailto:rakeshkapur15@gmail.com) so as to reach him on or before Thursday, 29<sup>th</sup> September, 2015 by 5.30 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
- 22) Members can request for a Ballot Form at Sanguine Media Limited, 3C, Sagas Manor, 1A, 3<sup>rd</sup> Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017 or they may also address their request through E-mail to: [smedialtd@gmail.com](mailto:smedialtd@gmail.com), Contact No. 044-28150595, 044-42048324.
- 23) The E-voting period for all items of business contained in this Notice shall commence from Sunday the 27<sup>th</sup> September, 2015 at 9.00 a.m. and will end on Tuesday, the 29<sup>th</sup> September, 2015 at 5.30 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- 24) The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on September 26, 2014.
- 25) CS Rakesh Kapur, Practicing Company Secretaries (Membership No. FCS3863) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- 26) The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
- 27) The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be



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communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

- 28) Voting through electronic means;  
a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday the **27th September, 2015 at 9.00 a.m.** and will end on Tuesday, the **29th September, 2015 at 5.30 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 23, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239





Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2015.

**Financial Results :**

The financial performance of your Company for the year ended March 31, 2015 is summarized below:  
(Rs Lacs)

<b><u>Particulars</u></b>	<b><u>2014-2015</u></b>	<b><u>2013-2014</u></b>
Sales	764.36	1378.62
Other Income	28.53	71.46
Total Income	792.89	1450.08
Total Expenses	769.63	1439.62
Profit/(Loss)	23.26	10.46
(-) Finance Cost	0.29	0.12
Profit/(Loss)Before Tax	22.97	10.34
Tax	---	---
(-) Current Tax	3.00	3.00
(+) Deferred Tax	---	---
Net Profit After Tax	19.97	7.34

**Review of Operations:**

During the year under review, the Company achieved a lower turnover of Rs.764.36 Lacs (previous year Rs. 1378.62 Lacs), but the Company has made a higher profit of Rs. 19.97 Lacs (previous there was profit of Rs. 7.34), on account of better product-mix & tremendous cost control.

**Future Outlook:**

The Company is essentially an investment Company, with main focus in trading in the business segments of Shares & Securities. The Company exploring various product mix to achieve higher profit within the same portfolio of investments.

**Reserves**

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 19.97 lacs has been carried forward to profit & loss account.

**Dividend:**

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

**Subsidiaries, Joint Ventures and Associates Companies:**

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

**Directors:**

During the year under review, Mr. Vanraj Kahor has resigned on 29<sup>th</sup> December, 2014. The Board of Directors of the Company places on record his valuable contribution given to the Company during his tenure. Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has formulated a policy on director appointment & remuneration including criteria for determining qualifications, positive attributes independence of director & other matters as provided under section 178(3) of the Companies Act, 2013 & such policy is annexed with the Director Report.

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

Pursuant to the provisions of the Companies act 2013 and Clause 49 of the Listing Agreement evaluation of every Directors performance was done by the Nomination and Remuneration Committee. The performance evaluation of the Non - Independent Directors and the Board as a whole, committees thereof and the chair person of the company was carried out by the Independent Directors. Evaluation of the Independent Directors



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was carried out by the entire Board of Directors, excluding the Directors being evaluated. A structured questionnaire was prepared after circulating the draft norms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the directors to discharge their duties, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2A and Annexure 2B.

Policy on appointment of Directors and Senior Management (Annexure 1)

Policy on Remuneration to Directors' (Annexure 2A)

Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 2B)

**Other Corporate Information:**

The Company has sub-divided the face value of equity shares of the Company from Rs. 10/- to Re. 1/- per share after receipt of Shareholders meeting held on 30<sup>th</sup> October, 2014 & Record Date was 21<sup>st</sup> November for it. The trading in the equity shares of the Company was revoked on 18<sup>th</sup> September, 2014 by BSE Limited after the Company has complied with various compliances & paid fines for regularizing it.

**Acceptance of Fixed Deposits:**

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

**Particulars of contract or arrangement with related party**

There is no transaction with Related Party which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website.

**Loans, Investment and Guarantees by the Company**

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

**Internal Financial Controls**

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

**Disclosures under Section 134(3)(I) of the Companies Act, 2013**

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

**CONSOLIDATED FINANCIAL STATEMENT**

The audited consolidated financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

**Number of Meeting of Board of Directors**

The Board of Directors have met 6 times and Independent Directors once during the year ended 31st March, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

**Declarations by Independent Director:**

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013, an independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

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

**Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. A.K.Rajgopalan & Co., Chartered Accountants, Chennai, hold office up to the conclusion of 37<sup>th</sup> Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

**Auditors Report:**

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

**Secretarial Audit Report**

A Secretarial Audit Report for the year ended 31st March, 2015 in prescribed form duly audited by the Practising Company Secretary CS Rakesh Kapoor, Mumbai. is annexed herewith and forming part of the report.

**Extract of Annual Return**

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

**Directors Responsibility Statement:**

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

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2015 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2015.
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. The Directors have prepared the Annual Accounts on a going concern basis.
- v. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

**Annual Evaluation by the Board of its own performance, its Committees and Individual Directors**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its

committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

**Details of Committee of Directors**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report. The recommendation by the Audit Committee as and when made to Board has been accepted by it.

**Risk Management**

During the year, Management of the Company, evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board.

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

**Whistle Blower Mechanism**

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

**Corporate Governance:**

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

**Managing Director's Certificate:**

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

**Management Discussion and Analysis Report:**

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

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

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 134(3)(m) of the Companies Act, 2013 is not applicable to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

**Particulars of Employees:**

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

**Corporate Social Responsibility**

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

**Significant and Material Orders passed by the Regulators or Courts**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future, except that BSE Limited has revoked the suspension in the trading of equity shares of the Company from 18<sup>th</sup> September, 2014.



**Presentation of Financial Statements**

The financial statements of the Company for the year ended 31st March, 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

**Statutory Disclosures**

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2014-2015 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

**Acknowledgement:**

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

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

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239



**POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT**

**I. APPOINTMENT OF DIRECTORS**

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligation as Director for informed and balanced decision making
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

**REMOVAL OF DIRECTORS**

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions

**SENIOR MANAGEMENT PERSONNEL**

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239



**POLICY FOR REMUNERATION OF THE DIRECTORS**

**PURPOSE**

This Policy sets out the approach to Compensation of Directors, in Sanguine Media Limited

**Policy Statement**

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in Finance & Capital Markets, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

**NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS**

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

**Managing Director and Chief Executive Officer (MD & CEO) and Executive Director**

Remuneration of the MD & CEO and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD & CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD & CEO.

The term of office and remuneration of MD & CEO is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD & CEO in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD & CEO draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company.



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Remuneration for MD & CEO is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD & CEO comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended / approved by the NRC / Board. The MD & CEO is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

**Directors**

The MD & CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

**Disclosures**

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239



**ANNEXURE 2B TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015:****POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES**

This policy shall be effective from the financial year 2014-15.

**Objective**

To establish guidelines for remunerating employees fairly and in keeping with Statutes.

**Standards**

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of October, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
  - (i) The increment that needs to be paid for different performance ratings as well as grades.
  - (ii) The increment for promotions and the total maximum increment.
  - (iii) The maximum increase in compensation cost in % and absolute.
  - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239

**ANNEXURE TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(i)	CIN	L74210TN1995PLC032921
(ii)	Registration Date	14/09/1995
(iii)	Name of the Company	SANGUINE MEDIA LIMITED
(iv)	Category / Sub-Category of the Company	Company limited by Shares/ Indian Non-Government Company
(v)	Address of the Registered Office and Contact Details	3C, Sagas Manor, 1A, 3 <sup>rd</sup> Street, B.N.Road, T.Nagar, Chennai, Tamil Nadu – 600017.
(vii)	Whether listed company Yes / No	YES
(viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Share Registry (India) Pvt. Ltd ,Unit No. 9 Shiv Shakti Industrial Estate, J. R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400011 Tel No:- 022- 23016761/8261 Email ID:- busicomp@vsnl.com

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

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Investment activity	6430	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

Sr. No.	Name and address of the Company	CIN/ GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
	NIL				

**SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
		I			t				



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	Shares				Shares			
<b>A. Promoters</b>								
<b>(1) Indian</b>								
(a) Individual/HUF	1000	0.00	1000	0.00	10000	0.00	10000	0.00
(b) Central Govt.	---	---	---	---	---	---	---	---
(c) State Govt. (s)	---	---	---	---	---	---	---	---
(d) Bodies Corp.	---	---	---	---	---	---	---	---
(e) Banks/FI	---	---	---	---	---	---	---	---
(f) Any Other	---	---	---	---	---	---	---	---
<i>Sub-Total(A)(1):</i>	1000	0.00	1000	0.00	10000	0.00	10000	0.00
<b>(2) Foreign</b>								
(a) NRIs/ Individuals	---	---	---	---	---	---	---	---
(b) Other- Individuals	---	---	---	---	---	---	---	---
(c) Bodies Corp.	---	---	---	---	---	---	---	---
(d) Banks / FI	---	---	---	---	---	---	---	---
(e) Any Other	---	---	---	---	---	---	---	---
<i>Sub-Total(A)(2):</i>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Shareholding of Promoter</b>	1000	0.00	1000	0.00	10000	0.00	10000	0.00
(A)=(A)(1)+(A)(2)								
<b>B. Public Shareholding</b>								
(1) Institutions	---	---	---	---	---	---	---	---
(a) Mutual Funds	---	---	---	---	---	---	---	---
(b) Banks/FI	---	---	---	---	---	---	---	---
(c) Central Govt.	4,100	0.00	4,100	0.00	---	---	---	---
(d) State Govt. (s)	---	---	---	---	---	---	---	---
(e) Venture Capital Funds	---	---	---	---	---	---	---	---
(f) Insurance Companies	---	---	---	---	---	---	---	---
(g) FIs	---	---	---	---	---	---	---	---
(h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---
(i) Others (specify)	---	---	---	---	---	---	---	---
<b>Sub-Total(B)(1):</b>	4100	0.00	4100	0.00	0.00	0.00	0.00	0.00

**SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]**



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Category of Shareholders	No. of shares held at the beginning of the year 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	90153783	0.00	90153783	79.01	821848602	0.00	821848602	72.03	7.00
(ii) Overseas	---	---	---	---	---	---	---	---	---
(b) Individuals									
(i) Individual Shareholders holding nominal share capital up to Rs. 1 lakh	4242600	4170	4246770	3.72	51577201	41700	51618901	4.52	0.80
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	17092065	58600	17150665	15.03	242800368	586000	243386368	21.33	6.30
(c) Others Clearing Members	---	---	---	---	---	---	---	---	---
(d) Any Other (Specify)	---	---	---	---	---	---	---	---	---
(a) N.R.I. (Repat & Non-Repat.)	397270	---	397270	0.35	6090354	0.00	6090354	0.53	0.18
(b) Foreign Corporate Bodies	100	---	100	0.00	---	---	---	---	---
(c) Trust	---	---	---	---	---	---	---	---	---
(d) Hindu Undivided Family	2146312	---	2146312	1.88	15672328	---	15672328	1.37	0.51
(f) Employee	---	---	---	---	---	---	---	---	---
(h) Clearing Members	---	---	---	---	2373447	---	2373447	---	---
Sub-Total(B)(2):	114032130	62770	114094900	100.00	1140362300	627700	1140990000	100.00	14.79
Total Public Shareholding									
(B)=(B)(1)+(B)(2)	114036230	62770	114099000	100.00	1140362300	627700	1140990000		14.79
C. Shares held by custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
<b>Grand Total (A+B+C)</b>	<b>114037230</b>	<b>62770</b>	<b>114100000</b>	<b>100.00</b>	<b>1140372300</b>	<b>627700</b>	<b>1141000000</b>	<b>100.00</b>	<b>14.79</b>

\* Note :- The Number of shares have been increased as there was split of share from Rupees 10/- to Rupees 1/- during the year.



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## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	
1	KUMAR RAICHAND MADAN	1000	0.00	0.00	10000	0.00	0.00	0.00
	Total	1000	0.00	0.00	10000	0.00	0.00	0.00

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

Sr. No.		Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	KUMAR RAICHAND MADAN	1000	0.00	*10000	0.00

\* Note :- The Number of shares have been increased as there was split of share from Rupees 10/- to Rupees 1/- during the year.

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

Sr. No.	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1	Shriram Credit Company Limited	8120000	7.12	01/04/2014				
				22/09/2014	(-) 100000	Sale	8020000	0.70
				21/11/2014		Stock Split	80200000	7.03
				19/12/2014	259150	Purchase	80459150	7.05
				23/12/2014	1882663	Purchase	82341813	7.22
				24/12/2014	6713620	Purchase	89055433	7.81
				30/12/2014	29649	Purchase	89085082	7.81
				05/01/2015	202631	Purchase	89287713	7.83
				6/01/2015	203325	Purchase	89491038	7.84
2	Adamina Traders Pvt Ltd			12/01/2010	696	Purchase	89491734	7.84
		89491734	7.84	31/03/2015				
3	Adila Traders Pvt Ltd	3268837	2.86	01/04/2014				
				21/11/2014		Stock Split	32688370	2.86
		32688370	2.86	31/03/2015				
4	Amazing Suppliers Pvt Ltd	2325000	2.04	01/04/2014				
				21/11/2014		Stock Split	23250000	2.04
				25/11/2014	5926841	Purchase	29176841	2.56
		29176841	2.56	31/03/2015				
4	Amazing Suppliers Pvt Ltd	4500000	3.94	01/04/2014				
				17/10/2014	(-) 1892510	Sale	2607490	0.23
				7/11/2014	(-) 2607490	Sale	0	0
		----	----	31/03/2015				

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5	Amritabagwati Tradwing Pvt Ltd	4300000	3.77	01/04/2014				
				21/11/2014		Stock Split	43000000	3.77
		43000000	3.77	31/03/2015				
6	Aristo Media & Entertainment Pvt	3836481	3.36	01/04/2014				
				01/08/2014	3345593	Purchase	7182074	0.63
				12/09/2014	(-) 4613038	Sale	2569036	0.23
				21/11/2014		Stock Split	25690360	2.25
				20/03/2015	(-) 5000000	Sale	20690360	1.81
		20690360	1.81	31/03/2015				
7	CPR Capital Services Ltd	---	---	01/04/2014				
				25/11/2014	4282805	Purchase	4282805	0.38
				26/11/2014	20598904	Purchase	24881709	2.18
				27/11/2014	16258657	Purchase	41140366	3.61
				02/12/2014	13553443	Purchase	54693809	4.79
				03/12/2014	14390923	Purchase	69084732	6.05
		69084732	6.05	31/03/2015				
8	Dhanlaxmi Cotex Ltd	5914629	5.18	01/04/2014				
				23/09/2014	(-) 3734511	Sale	2180118	0.19
				30/09/2014	(-) 2180118	Sale	0	0
9	IFCI Financial Services Ltd	---	---	31/03/2015				
		3733235	3.27	01/04/2014				
				30/09/2014	(-) 3733235	Sale	0	0
10	Religare Finvest Ltd	---	---	31/03/2015				
		7334285	6.43	01/04/2014				
				25/09/2014	(-) 2000000	Sale	5334285	0.47
11	Silvercade Trading Pvt Ltd			21/11/2014		Stock Split	53342850	4.68
		53342850	4.68	31/03/2015				
		---	---	01/04/2014				
				23/09/2014	1486105	Purchase	1486105	0.13
				16/10/2014	1611695	Purchase	3097800	0.27
				17/10/2014	1892510	Purchase	4990310	0.44
				28/10/2014	907613	Purchase	5897923	0.52
				31/10/2014	2866761	Purchase	8764684	0.77
				21/11/2014		Stock Split	87646840	7.68
12	Viaggio Entertainment Pvt Ltd	87646840	7.68	31/03/2015				
		5160000	4.52	01/04/2014				
				21/11/2014		Stock Split	51600000	4.52
13	Wellman Tradelink Pvt Ltd	51600000	4.52	31/03/2015				
		4700000	4.12	01/04/2014				
				21/11/2014		Stock Split	47000000	4.12
14	Westlite Infraprojects Pvt Ltd	47000000	4.12	31/03/2015				
		3250000	2.85	01/04/2014				
				21/11/2014		Stock Split	32500000	2.85
15	Yantra Natural Resources Ltd	32500000	2.85	31/03/2015				
		5400000	4.73	01/04/2014				
				13/10/2014	(-)	Sale	3952505	0.35



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					1447495			
				31/10/2014	(-) 3952505	Sale	0	0
				31/03/2015				

## Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	KUMAR RAICHAND MADAN	1000	0.00	0.00	*10000	0.00	0.00	0.00

\* Note :- The Number of shares have been increased as there was split of share from Rupees 10/- to Rupees 1/- during the year.

## I) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment (Rs.Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	1153.75	1153.75
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>1153.75</b>	<b>1153.75</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>	<b>NIL</b>	<b>NIL</b>	<b>1153.75</b>	<b>1153.75</b>
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>1153.75</b>	<b>1153.75</b>

## II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER Mr. Kumar Raichand Madan (Managing Director)	Total Amt.
1	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option related perquisites	NIL	NIL
3	Sweat Equity	NIL	NIL



**SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]**



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4	Commission	NIL	NIL
	- as % of profit		
	- Others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	<b>Total (A)</b>	NIL	NIL
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.	

b) Remuneration to other directors:

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	<b>Independent Directors</b>	Dhires Munver	Ami Jigar Mohta	Vanraj Kahor (Cessation of Director w.e.f 29th December, 2014)	Devendra Prabhakar Otavkar	
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	<b>Total (1)</b>	NIL	NIL	NIL	NIL	NIL
2	<b>Other Non-Executive Directors</b>	N.A	N.A	N.A	N.A	N.A
	• Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total (A)</b>	NIL	NIL	NIL	NIL	NIL
	<b>Total Managerial Remuneration</b>	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.				

Remuneration to Key Managerial Personnel other than MD/Manager/WTd

(Rs. Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option related perquisites	NIL	NIL	NIL



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3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**III) Penalties / Punishment / Compounding of Offences:**

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

**Other Officers in Default**

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



Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2015

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

To,  
The Members,  
**Sanguine Media Limited**  
3C, Sagas Manor,  
1A, 3rd Street, B. N. Road,  
T. Nagar, Chennai, Tamil Nadu – 600017  
CIN L74210TN1995PLC032921

I, Rakesh Kapur , Company Secretary, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Sanguine Media Limited [CIN: L74210TN1995PLC032921]** (hereinafter called the company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the M/s. Sanguine Media Limited'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Sanguine Media Limited ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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. The Company has not received any disclosure under Regulation 29 and 30.
  - (b) The Company has complied with The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. However, the Company has adopted the prescribed code of conduct under the Regulations.
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) As informed to me the following other Law specifically applicable to the Company as under:
  - 1. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not constituted an internal complaints Committee.

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

- (i) Secretarial Standards relating to General and Board Meeting Minutes issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Mumbai.



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During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation. In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. 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 decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

**I further report that** there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the Financial Year 2014-15, The Company has also not appointed Company Secretary in whole time employment of the Company as required to be appointed as per Section 203 of the Companies Act, 2013 and rules made there under.

I further report that during the audit period there were 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

Sd/-  
CS Rakesh Kapur  
FCS No. 3863  
C P No.: 12085

Place: Mumbai  
Date: 30/05/2015



## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2015.

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

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

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

### Overview

The financial year 2014-15 (FY2015) began on a positive note. There was a clear mandate for political stability. Despite the easing of liquidity and reduction in policy rates, FY2015 was a difficult one for the banking sector. Credit growth at 9.5% was the lowest in the last 18 years. Low credit growth coupled with high non-performing assets (NPAs) resulted in banks being reluctant to pass on the benefits of the eased liquidity and rate cuts. It was only in March 2015 that a few banks reduced their lending rates. However, unseasonal rains in February and March 2015 have badly affected the winter (rabi) crop; and a prediction of a poor monsoon could dampen optimism regarding the economy. It remains to be seen whether the slew of initiatives announced by the Central Government like 'Make in India' programme, coal and telecom auctions, increased FDI limits in certain sectors, a financial inclusion effort through its Pradhan Mantri Jan Dhan Yojana and India's improved rating outlook gives a fillip to the performance of the banking and financial sector in the coming year

### Industry Structure and Development:

The operation of the company during majority of the year was mainly centered in Finance Business and Share Trading. The company was dealing in Lending, Advancing and Depositing Money in Industrial and other Undertakings and Businesses and to deal in acquiring, selling, subscribing, transferring, holding, disposing, and otherwise dealing and investing in shares, securities, movables, etc. The Company, being into finance and investment activity, the impact of movement of stock markets affects its volatility.

### Opportunities And Threats:

The year FY 2015 started on a note of optimism. However, stubborn inflation, high fiscal and current account deficit, slow pace of reforms, sluggish recovery of US economy and continued Euro zone crisis soon led to the sliding of Indian GDP growth to around 5%. Despite various adverse factors we firmly believe that Indian economic will grow and hence the growth of financial services sector presents us with exciting opportunities like India's long-term growth story remains intact notwithstanding declining growth in the past year or two. This presents vast opportunities for us to grow our businesses in the medium to long term, though short-term pain remains a possibility. Broadly, financial services markets are expected to grow four to five folds by 2020 as per leading financial sector houses research report. With nearly 70% of Indian household savings currently finding banks as the most favored destination, scope for diversification of savings through other channels like mutual funds or insurance and through diversification in other asset classes like equities, bonds and commodities are immense. We further believe the policy liberalization and forward-looking regulatory changes will help markets grow in size.

At the same time, we perceive some threats for growth of financial services sector like macroeconomic environment including high inflation, high interest rates, liquidity issues, global commodities prices, fiscal and current account deficit and Euro zone crisis can play spoilsport with the India growth story. While positive Government policies and regulatory changes do enlarge the scope of opportunities for financial sector companies, lack of or delay in reforms or certain regulatory changes can significantly impact the performance or make an existing business model

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unviable. A thorough Due Diligence is conducted through market enquiries and other de dupes before agreeing “in-principle” to take up the deal. The Company conduct field investigation, collect and verify KYC and other documents, and carry out due diligence; when satisfied about the reputation and credentials of the potential borrower, the deal is proposed. Antecedents of all the prospective borrowers are verified through CIBIL, RBI Defaulters List and enquiries with their existing bankers. The investment portfolio of the Company is managed by Investment Committee comprising members from the management and approved by the board. The execution of investment transactions is monitored on regular basis with reference to target price. The Committee also lays down benchmarking and other operating guidelines.

*Risk & Concerns:*

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

*Internal Control Systems and Their Adequacy*

The Company has employed appropriate and adequate internal controls system to ensure that it covers all areas of operations. The transactions entered into by the Company are duly authorized and recorded correctly. A regular review is done in respect of the financial and operating controls of the Company. It has also implemented suitable controls to ensure all the resources are utilized optimally, that financial transactions are reported with accuracy and that there is strict compliance with applicable laws and regulations.

*Human Resources / Industry Relations:*

The Company believes that its success depends on the high level of skills and professionalism of its people and makes continuous endeavor to improve their efficiency. The Company recruits and retains personnel who possess the competencies and skills required for effective implementation of its strategies and plans. The Industrial Relations during the year continued to be cordial and peaceful.

*Compliance*

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

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

*Cautionary Statement*

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



### CORPORATE GOVERNANCE REPORT

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

#### Company's Philosophy on Corporate Governance:

Good Corporate Governance practices have always been an integral part of the Company's philosophy. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders.

#### Board of Directors

The Company is managed by well-qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Hospitality, Real Estate, Banking, Investment Banking, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors.

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

The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: [www.sanguinemediaLtd.com](http://www.sanguinemediaLtd.com)

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors. The Board has four members with a Managing Director. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

#### Familiarization of Independent Directors

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

#### Codes of Conduct

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and another for Senior Management and Employees. It has also adopted Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review.

#### Composition of Board

As on the date of this report, the Board Strength consists of in all 4 directors. Out of them, 2 are non-executive Independent directors, 1 is Executive Director & 1 is Managing Director.

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

Meetings of the Board of Director during the Financial Year 2014-15, Seven Board Meetings were held on the following dates:

- 30<sup>th</sup> May, 2014
- 6<sup>th</sup> August, 2014
- 27<sup>th</sup> August, 2014
- 25<sup>th</sup> September, 2014
- 29<sup>th</sup> October, 2014
- 10<sup>th</sup> February, 2015



#### Directors' Interest in the Company

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

#### Details of the Board of Directors and External Directorships

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

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships (*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Kumar Raichand Madan	6	Yes	3	None	None
2	Dhiresh Munver	6	Yes	2	None	4
3	Ami Motta	6	Yes	1	None	2
4	Devendra Otavkar	6	Yes	-	None	None
5	Vanraj Kahor (resigned on 29/12/2014)	5	Yes	3	None	None

#### Notes:

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

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

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

#### COMMITTEES OF THE BOARD

The Board has constituted following Committees of Directors:

- ⇒ Audit Committee,
- ⇒ Nomination & Remuneration Committee, and
- ⇒ Stakeholder's Relationship Committee.

#### (A) Audit Committee

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

(a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,

(b) the Company's compliances with legal and regulatory requirements,



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(c) the Company's independent auditors' qualification and independence,

(d) the audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement (as amended from time to time) and requirements of section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

- To select and establish accounting policies.
- To recommend the Appointment and Removal of External Auditors/fixation of their fees.
- To review the adequacy of the Internal Control System.
- To review financial statements and Auditor Report thereon.
- To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
- To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
- To review the Company's financial and risk management policies.
- To review and monitor Auditors independence and performance and effectiveness of audit process.
- To approve or any subsequent modification of transactions of the Company with related parties.
- To scrutinize inter-corporate loans & investments.
- To do the valuation of undertakings or assets of the Company, wherever it is necessary.
- To evaluate internal financial controls & risk management systems.
- To monitor the end use of funds raised through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met Four times during the financial year 2014-15 on i.e. 30<sup>th</sup> May, 2014, 6<sup>th</sup> August, 2014, 29<sup>th</sup> October, 2014 & 10<sup>th</sup> February, 2015.

Constitution of the Committee:

The Composition of the Committee, together with the details of the attendance of each member as at 31<sup>st</sup> March, 2015 is given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Vanraj Kahor (resigned on 29/12/2014)	Chairman	3	Non- Executive Independent Director
2.	Kumar Raichand Madan	Member	4	Managing Director
3.	Dhires Munver	Member – present Chairman	4	Non – Executive Independent Director
4.	Ami Jigar Motta	Member	1	Non – Executive Independent Director

(B) Stakeholders Relationship CommitteeTerms of the Committee:

- To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
- The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.



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- To exercise all power conferred on the Board of Directors under Articles of Association.
- Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

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

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

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

Composition:

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

(C) Nomination & Remuneration Committee:Terms of the Committee

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and revised clause 49 of Listing Agreement as amended from time to time. However, none of the Directors has been given any remuneration during the year under review.

No Stock option has been allotted to any of the Directors during the financial year 2014-2015. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under clause 49 of the Listing Agreement and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees.

Composition

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

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

**4. Disclosures:**i. **Materially significant Related Party Transactions:**

The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transactions between the Company and the related parties are given under Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2015. The Board has approved a policy for related party transactions which has been uploaded on the Company website.

ii. **The Company has followed the Accounting Standards issued by the Institute of Chartered**



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- Accountants of India to the extent applicable.
- iii. The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
  - iv. The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
  - v. The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement.
  - vi. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
  - vii. The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges/SEBI or any other statutory authority on any matter related to Capital market.

Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

5. Details of General Meetings:Annual General Meetings:

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

Year	Day, Date and Time	Venue	Special Resolutions Passed
2013-2014	Saturday, 27 <sup>th</sup> September, 2014 at 10.00 a.m.	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	-
2012-2013	Saturday, 28 <sup>th</sup> September, 2013 at 10.00 a.m.	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	-
2011-2012	Saturday, 29 <sup>th</sup> September, 2012 at 10.00 a.m.	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	

Extra- Ordinary General Meetings:

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

Financial Year	Date	Venue	Special Resolutions passed
31 <sup>st</sup> March, 2015	30 <sup>th</sup> October, 2014	3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai - 600017, Tamil Nadu.	Special Resolution was passed for issue of stock-split of equity shares of the Company from Rs. 10/- to Re. 1/- per share & accordingly change in the authorized capital of the Company.

No Special Resolutions has been passed through Postal Ballot during the year. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.



#### 6. Means of Communication:

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

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

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

#### 7. General Shareholders' Information:

Date, Time & venue of Annual General Meeting	Saturday, 26 <sup>th</sup> September, 2015 at 10.00 a.m. at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu – 600017.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited.

No Dividend has been recommended for the year under review. The Company has paid Listing fees for the year 2015-16 to the Stock Exchange.

#### i) Market Share Price Data:

The trading in the securities of the Company has resumed at BSE Limited from September, 2014 onwards.

Month	High	Low	No. of Shares
Sept. 14	0.59	0.41	6227995
Oct. 14	0.89	0.61	11479931
Nov. 14	0.96	0.11	63206454
Dec. 14	0.26	0.16	124998092
Jan. 15	0.19	0.08	20469032
Feb. 15	0.15	0.07	17508276
March 15	0.09	0.05	132445006

#### ii) Share Transfer System:

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

#### iii) SEBI Complaints Redress System (SCORES)

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

The Company is registered with SEBI under the SCORES system.

#### iv) ISIN No.:

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

#### v) Distribution of Shareholding as on March 31, 2015, Are As Follows;

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Up To 5,000	1464	39.06	3198245	0.28
5,001 to 10,000	605	16.14	5490345	0.48
10,001 to 20,000	422	11.26	7137521	0.63
20,000 to 30,000	214	5.71	5768132	0.51
30,000 to 40,000	123	3.28	4519011	0.40
40,000 to 50,000	185	4.94	9069015	0.79
50,000 to 1,00,000	262	6.99	21170459	1.86
1,00,001 & Above	473	12.62	1084647272	95.06
Total	3748	100.00	1141000000	100.00

**vi) Shareholding Pattern as on 31<sup>st</sup> March, 2015**

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters	10000	0.00
1.	Individuals/HUF		
	TOTAL (A)	10000	0.00
B	Public Shareholding		
	Institutions		
	Non-Institutions		
1.	Bodies Corporate	821848602	72.03
2. (a)	Individual Shareholders holding up to Rs.1 Lac	51618901	4.52
(b)	Individual Shareholders holding above Rs.1 Lac	243386368	21.33
3.	NRIs/ HUF's / Foreign Corporate Bodies	24136129	2.12
	TOTAL (B)	1140990000	100.00
	TOTAL (A+B)	1141000000	100.00

**Vii) Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ADRs.

**viii) Dematerialization of Shares and Liquidity:**

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

As on 31st March, 2015, 1140372300 equity shares, constituting 99.94% of the paid-up equity capital of the Company, stood dematerialized.

Total Number of shares dematerialized as on 31.03.2015

Depository	No. of Shares	% of Paid up Capital
NSDL	283663210	24.86%
CDSL	856709090	75.08%
Physical	627700	0.06%
Total	1141000000	100.00

**ix) Financial Calendar (Tentative):**

Financial Year :	01 April, 2015- 31 <sup>st</sup> March, 2016
First quarter result :	14 <sup>th</sup> August, 2015
Half-yearly results :	14 <sup>th</sup> November, 2015
Third quarter results :	14 <sup>th</sup> February, 2016
Annual results :	End of May, 2016
Annual General Meeting :	September, 2016

**ANNUAL REPORT 2014-15**

Address for Correspondence :

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

Tel No.: 044-28150595, 044-42048324

Fax: 044-42048326.

Email ID: smedialtd@gmail.com

**i) Reconciliation of Share Capital Audit**

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

**ii) Audit Qualifications**

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

Whistle Blower Policy

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any compliant(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

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

Non Mandatory Requirements**i) The Board**

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

**ii) Shareholders Rights**

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

**iii) Audit Qualifications**

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

**iv) Separate posts of Chairman and Chief Executive Officer**

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

**v) Reporting of Internal Auditors**

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

**Nomination Facility:**

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

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

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

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239



To,  
The Members,  
Sanguine Media Limited

We have examined the compliance of conditions of Corporate Governance by Sanguine Media Limited for the year ended on 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

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

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

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

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

Place: Chennai  
Date: 13<sup>th</sup> August, 2015





To,  
The Members,  
Sanguine Media Limited

We have hereby certified that:

1. We have reviewed the financial statements and the cash flow statements of Sanguine Media Limited for the financial year 2014-15 and to the best of our knowledge and belief, we state that:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and
  - c. fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes in internal control over financing reporting during the year;
  - b. significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - c. that there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239

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

I, Kumar Raichand Madan, Managing Director of the M/s. Sanguine Media Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March 2015.

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Kumar Raichand Madan  
Managing Director  
DIN:- 01179422  
Place: Chennai  
Date: 31<sup>st</sup> August, 2015

By Order of the Board  
For Sanguine Media Limited

Sd/-  
Dhiresht Uttamchand Munver  
Director  
DIN:- 02782239



**ANNUAL REPORT 2014-15**  
**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF**

**SANGUINE MEDIA LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **SANGUINE MEDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. But not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**



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1. As required by the Companies (Auditor's Report) Order, 2015, ('the Order') issued by the Central Government of India in exercise of power conferred by sub section 11 of section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 and Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For A. K. RAJAGOPALAN & Co.  
Chartered Accountants  
Firm Regd. No. 003405S**

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

**Place: Chennai  
Dated: 29.05.2015**



The Annexure referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2015, we report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(b) The Company has a regular programme of physical verification of its fixed assets and have been physically verified by the management at reasonable intervals during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) As per the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year.  
  
(b) In our opinion and as per the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.  
  
(c) The Company is maintaining proper records of inventories. In our opinion, discrepancies noticed on physical verification of inventory were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act')
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of inventory, goods and services. During the course of our audit, we have not observed any major weakness in the internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of section 73 of the Act and the rules framed there under.
- (vi) In our opinion, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, are not applicable to the Company.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Wealth tax, Sales tax, Service tax, Excise duty, Value added tax, cess, Professional tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Excise duty, Value added tax, Wealth tax, Cess, Professional tax were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no material dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company, accordingly the provisions of clause 3(vii c) of the Order are not applicable to the Company.



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- (viii) The Company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company does not have any borrowings from any financial institution or bank and does not issued any debentures as at the balance sheet date, accordingly the provisions of clause 3(9) of the order are not applicable to the company.
- (x) In our opinion and according to the information and the explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion and according to the information and the explanations given to us, the Company has not raised any term loans, according the provision of clause 3(11) are not applicable.
- (xii) According to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

**For A. K. RAJAGOPALAN & Co.**  
**Chartered Accountants**  
**Firm Regd. No. 003405S**

Sd/-

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

**Place: Chennai**  
**Dated: 29.05.2015**

**SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]**



**ANNUAL REPORT 2014-15**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in Rs`)

Particulars	Note	As at 31st March, 2015	As at 31st March, 2014
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
Share Capital	3	1,141,000,000	1,141,000,000
Reserves and Surplus	4	110,342,690	108,345,786
		<b>1,251,342,690</b>	<b>1,249,345,786</b>
<b>(2) Non-current liabilities</b>			
Long term borrowings		0	0
Deferred tax liabilities (net)	5	25,522,646	25,522,646
Other Long term Liabilities		0	0
Long term provisions		0	0
		<b>25,522,646</b>	<b>25,522,646</b>
<b>(3) Current liabilities</b>			
Short term borrowings	6	115,375,000	115,375,000
Trade payables	7	77,654,505	32,421,801
other current liabilities	8	4,292,331	3,997,501
Short term provisions		0	0
		<b>197,321,836</b>	<b>151,794,302</b>
<b>TOTAL</b>		<b>1,474,187,172</b>	<b>1,426,662,734</b>
<b>II ASSETS</b>			
<b>(1) Non-current assets</b>			
Fixed Assets			
Tangible assets	9	133,864,767	140,135,903
Intangible Assets	9	0	0
Non current investments	10	107,475,000	82,500,000
Long term loans and advances	11	943,573,463	937,041,677
Other non current assets	12	18,650,000	18,650,000
		<b>1,203,563,230</b>	<b>1,178,327,580</b>
<b>(2) Current assets</b>			
Inventories	13	40,000,000	40,000,000
Trade receivables	14	193,723,289	179,172,587
Cash and cash equivalents	15	217,735	348,924
Short term loans and advances	16	36,682,918	28,813,643
		<b>270,623,942</b>	<b>248,335,154</b>
<b>TOTAL</b>		<b>1,474,187,172</b>	<b>1,426,662,734</b>
<b>III Notes forming part of Financial Statements</b>			
As per our attached report of even date For A. K. RAJAGOPALAN & Co., Chartered Accountants Firm Regd. No. 003405S Sd/- CA. T. R. ASHOK Partner Membership No : 026133 Place : Chennai Date : 29.05.2015		For and on behalf of Board of Directors of FOR SANGUINE MEDIA LIMITED  Sd/- KUMAR R MADAN Managing Director (DIN No: 01179422)  Sd/- DHIRESH U MUNVER Director (DIN No: 02782239)	



## ANNUAL REPORT 2014-15

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015						
						(Amount in Rs`)
Particulars	Note	Year Ended		Year Ended		
		31st March, 2015		31st March, 2014		
I	Revenue from operations	17		76,436,000		137,861,500
II	Other Income	18		2,852,646		7,146,488
III	<b>Total Revenue (I + II)</b>			<b>79,288,646</b>		<b>145,007,988</b>
IV	<b>Expenses</b>					
	Cost of materials consumed/Sales	19		66,834,251		135,232,500
	Employee benefits expense	20		618,953		922,480
	Finance costs	21		28,714		11,824
	Depreciation/ Amortisation of Expenses	9		6,271,136		6,271,136
	Other expenses	22		3,238,688		1,536,076
	<b>Total expenses</b>			<b>76,991,742</b>		<b>143,974,016</b>
V	<b>Profit Before exceptional and extraordinary items and Tax (III - IV)</b>			<b>2,296,904</b>		<b>1,033,972</b>
VI	<b>Exceptional items</b>			0		0
VII	<b>Profit Before Tax (V - VI)</b>			<b>2,296,904</b>		<b>1,033,972</b>
VIII	<b>Tax expense:</b>					
	Current tax			300,000		300,000
	Deferred Tax Liability/(Asset)			0		0
	Income Tax paid for earlier years			0		0
IX	<b>Profit/ (Loss) for the period (VII - VIII)</b>			<b>1,996,904</b>		<b>733,972</b>
X	<b>Earning per equity share:</b>	23				
	Basic			0.00		0.01
	Diluted			0.00		0.01
	<b>Notes forming part of Financial Statements</b>					
As per our attached report of even date			For and on behalf of Board of Directors of			
For A. K. RAJAGOPALAN & Co.,			FOR SANGUINE MEDIA LIMITED			
Chartered Accountants						
Firm Regd. No. 003405S						
Sd/-			Sd/-			
CA. T. R. ASHOK			KUMAR R MADAN			
Partner			Managing Director			
Membership No : 026133			(DIN No: 01179422)			
Place : Chennai			DHIRESH U MUNVER			
Date : 29.05.2015			Director			
			(DIN No: 02782239)			





## ANNUAL REPORT 2014-15

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015				
Particulars		Year Ended 31st March, 2015	(Amount in Rs`)	
			Year Ended 31st March, 2014	
(A)	Cash Flow Opening Activities (Indirect Method)			
	Profit Before Tax	2,296,904		1,033,972
Add	Non-cash Item	0		0
	Depreciation/ Amortisation of expenses	6,271,136		6,271,136
	Deferred Tax / Provision	0		0
	Interest Income	(2,542,896)		(7,096,488)
	Finance Cost	28,714		11,824
	Dividend Income	(309,750)		0
	Profit / Loss on sale of Assets	0		(50,000)
	Cash Flow Before Working Capital Changes	5,744,108		170,444
	Working Capital / Adjustments			
Add	Change in Inventory	0		0
Add	Change in Debtor	(14,550,702)		(98,643,000)
Add	Change in Loan & Advances	(6,531,786)		77,848,870
Add	Change in Current Liabilities (excluding Provision for Tax)	45,227,534		32,377,878
Add	Short term Loan & Advances	(7,869,275)		(24,841,799)
	Cash Flow From Operating Activities Before tax	16,275,771		(13,258,051)
Less	Tax Paid	0		0
	Cash Flow From Operating Activities	22,019,879		(13,087,607)
(B)	Cash Flow From Investing Activities			
	Interest Income	2,542,896		7,096,488
	Dividend Income	309,750		0
	Profit / Loss on sale of Assets	0		50,000
	Change in Deferred Revenue Expenditure	0		0
	Changes in Investment	(24,975,000)		5,000,000
	Net Cash Flow from Investing Activity	(22,122,354)		12,146,488
(c)	Cash Flow From Financial Activities			
	Change in Share Capital	0		0
	Finance cost	(28,714)		(11,824)
	Net Cash Flow from Financing Activity	(28,714)		(11,824)
	Net Increase in Cash And Cash Equivalents (A+B+C)	(131,189)		(952,943)
i	Cash And Cash Equivalents As At The Closing	217,735		348,924
ii	Cash And Cash Equivalents As At The Opening	348,924		1,301,867
	Net Increase in Cash And Cash Equivalents (i-ii)	(131,189)		(952,943)
Previous year figures have been regrouped/reclassified/rearranged whenever necessary to make them comparable to those for the current year.				
As per our attached report of even date		For and on behalf of Board of Directors of		
For A. K. RAJAGOPALAN & Co.,		FOR SANGUINE MEDIA LIMITED		
Chartered Accountants				
Firm Regd. No. 003405S				
Sd/-		Sd/-		Sd/-
CA. T. R. ASHOK		KUMAR R MADAN		DHIRESH U MUNVER
Partner		Managing Director		Director
Membership No : 026133		(DIN No: 01179422)		(DIN No: 02782239)
Place : Chennai				
Date : 29.05.2015				

**1 Corporate Information**

Sanguine Media Limited (bearing CIN No. L74210TN1995PLC032921) operates as a media Company in India. It manages various events, including entertainment shows, product launches, customer/consumer meets, employee's motivational programs, training and development programs, international/Indian artist program, concerts, and television events. The company also provides rural marketing services, such as rural van operation/video on wheels, market promotion, consumer contact/promotion, promotional selling, promotional distribution, market research and Trading & Investment Activity in Shares & Securities & related instruments etc.

**2 Significant Accounting Policies****a) Basis of Accounting**

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

**b) Revenue Recognition**

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

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

**c) Fixed Assets**

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

**d) Depreciation/Amortization**

Depreciation is provided on pro-rata basis on Straight Line Method at the rate prescribed under schedule II to the Companies Act, 2013 with the exeption of the following:

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

**e) Inventories**

Inventories are valued as follows:

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

**f) Investments**

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

**g) Assets & Liabilities**

The Assets and Liabilities are taken at the book value certified by the Management.

**h) Foreign Currency Transactions**

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

**i) Taxes on Income**

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

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

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

**j) Miscellaneous Expenditure**

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

**3. Share Capital**

(Amount in Rs`)

Particulars		As at 31st March, 2015		As at 31st March, 2014
<b>Authorised</b>				
1200000000 Equity Shares of ` 1/- each		1,200,000,000		1,200,000,000
(P.Y. 1200000000 Equity Shares of ` 10/- each)				
		<b>1,200,000,000</b>		<b>1,200,000,000</b>
<b>Issued, Subscribed &amp; Paid Up</b>				
1141000000 Equity Shares of ` 1/- each, fully paid up		1,141,000,000		1,141,000,000
(P. Y. 1141000000 Equity Shares of ` 10/- each, fully paid up)				
		<b>1,141,000,000</b>		<b>1,141,000,000</b>

**a) Reconciliation of Number of Shares**

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of Shares	(Amount in Rs`)	Number of Shares	(Amount in Rs`)
Equity Shares at the beginning of the year	114,100,000	<b>1,141,000,000</b>	114,100,000	<b>1,141,000,000</b>
Add: allotment during the year	0	0	0	0
Equity Shares at the end of the year (During the year, shares subdivided from ` 10/- to ` 1/-)	1,141,000,000	<b>1,141,000,000</b>	114,100,000	<b>1,141,000,000</b>

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

The Company has only one class of Equity Shares having a par value of Re 1/- each. Each Shareholder is eligible one vote per share. Any Shareholder whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



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

**No shareholders is holding more than 5 % shares in the company**

Particulars	2015		2014	
	No.	%	No.	%
Religare Finvest Ltd	0	0.00%	7,334,285	6.43%
Shriram Credit Company Ltd	87,646,846	7.68%	8,120,000	7.12%
Silvercade Trading Pvt Ltd	89,491,734	7.84%	0	0.00%
CPR Capital Services Ltd	69,084,732	6.05%	0	0.00%
Dhanalxmi Cotex Ltd	0	0.00%	5,914,629	5.18%

Note: The company's equity share had been subdivided and face value per share had been split from Rs`10/- per share to Re` 1/- as approved by share holders meeting held on 30th October, 2014.

- d) Shares allotted as fully paid up by way of bonus shares (during 5 years preceding 31st March, 2015)

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

4. Reserves & Surplus

(Amount in Rs`)

Particulars		As at		As at
		31st March, 2015		31st March, 2014
<b>Securities Premium Account</b>				
Balance as per last financial statements		119,455,500		119,455,500
Add: Premium on fresh issue of Equity Shares		0		0
		<b>119,455,500</b>		<b>119,455,500</b>
<b>Profit and Loss Account</b>				
Balance as per last financial statements		(11,109,714)		(11,843,686)
Add: Current Year's Profit		1,996,904		733,972
		<b>(9,112,810)</b>		<b>(11,109,714)</b>
<b>Total</b>		<b>110,342,690</b>		<b>108,345,786</b>

5. Deferred Tax Liabilities (net)

(Amount in Rs`)

Particulars		As at		As at
		31st March, 2015		31st March, 2014
<b>Deferred Tax Liabilities</b>				
on account of difference in depreciation on fixed Assets		25,522,646		25,522,646
<b>Less: Deferred Tax Assets</b>		0		0
<b>Total</b>		<b>25,522,646</b>		<b>25,522,646</b>

6. Short Term Borrowings

(Amount in Rs`)

Particulars	As at		As at	
		31st March, 2015		31st March, 2014
<b>Unsecured Loans</b>				
Inter Corporate Deposits		115,375,000		115,375,000
Other Deposits		0		0
<b>Total</b>		<b>115,375,000</b>		<b>115,375,000</b>

7. Trade Payables:

(Amount in Rs`)

Particulars	As at		As at	
		31st March, 2015		31st March, 2014
Current Payable for Goods & Expenses/advances		77,654,505		32,421,801
<b>Total</b>		<b>77,654,505</b>		<b>32,421,801</b>

8. Other Current Liabilities

(Amount in Rs`)

Particulars	As at		As at	
		31st March, 2015		31st March, 2014
Other Payables				
Other Duties & Taxes Payable		8,830		14,000
Other Payables		3,423,501		3,423,501
Provision For Taxation		860,000		560,000
<b>Total</b>		<b>4,292,331</b>		<b>3,997,501</b>

9 Fixed Assets:

(Amount in Rs`)

Sr. No.	DESCRIPTION	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As at 01.04.2014	Additions	Deduct.	As at 31.03.2015	As at 01.04.2014	For the Period	As at 31.03.2015	As on 31.03.2015	As on 31.03.2014
	<b>Tangible Assets</b>									
1	Furniture & Fittings	19,474	0	0	19,474	8,774	1,233	10,007	9,467	10,700
2	Contants	167,197,400	0	0	167,197,400	27,072,197	6,269,903	33,342,100	133,855,300	140,125,203
	<b>Total</b>	<b>167,216,874</b>	<b>0</b>	<b>0</b>	<b>167,216,874</b>	<b>27,080,971</b>	<b>6,271,136</b>	<b>33,352,107</b>	<b>133,864,767</b>	<b>140,135,903</b>
	Previous Year	258,965,044	0	0	258,965,044	112,558,005	6,271,136	118,829,141	140,135,903	146,407,039

10. Non Current Investments:

(Amount in Rs`)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Trade Investments</b>		
<b>Investment in Equity Instruments (at Cost)</b>		
<b>Quoted</b>		
10200000 Equity Shares of ` 10/- each of Dhanus Technologies Limited (Market Value ` 714000/-)	60,000,000	60,000,000
<b>Unquoted investments</b>		
Un-quoted shares	47,475,000	22,500,000
<b>Total</b>	<b>107,475,000</b>	<b>82,500,000</b>

11. Long Term Loans and Advances

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Sundry Advancess &amp; Loans</b>		
<b>(Unsecured and Considered Good)</b>		
Sundry Advances/ loans, recoverable in cash or kind	943,573,463	937,041,677
<b>Total</b>	<b>943,573,463</b>	<b>937,041,677</b>

12. Other Non Current Assets

Particulars	As at 31st March, 2015	As at 31st March, 2014
Miscellaneous Expenditures	5,788,932	5,788,932
Deferred Revenue Expenditures	12,861,068	12,861,068
	<b>18,650,000</b>	<b>18,650,000</b>
Less :- Written off during the Year	0	0
<b>Total</b>	<b>18,650,000</b>	<b>18,650,000</b>

13. Inventories

Particulars	As at 31st March, 2015	As at 31st March, 2014
Inventory (Unutilised Commercial Time)	40,000,000	40,000,000
<b>Total</b>	<b>40,000,000</b>	<b>40,000,000</b>

14. Trade Receivable

(Amount in Rs`)

Particulars		As at 31st March, 2015		As at 31st March, 2014
<b>Due for period exceeding six months</b>				
(Unsecured Considered Good)		127,984,789		179,172,587
<b>Others</b>				
(Unsecured, Considered Good)		65,738,500		0
<b>Total</b>		<b>193,723,289</b>		<b>179,172,587</b>

15. Cash and Cash Equivalents

Particulars		As at 31st March, 2015		As at 31st March, 2014
Cash in hand		159,844		120,267
<b>Balances with Banks</b>				
Current Accounts		57,891		228,657
<b>Total</b>		<b>217,735</b>		<b>348,924</b>

16. Short Term Loans and advances

Particulars		As at 31st March, 2015		As at 31st March, 2014
<b>Balances with Government Authority</b>				
<b>Unsecured and Considered Good</b>				
Advance Tax and Tax Deductible at Source		4,946,815		4,692,402
Sundry Advances/ loans, recoverable in cash or kind		31,736,103		24,121,241
<b>Total</b>		<b>36,682,918</b>		<b>28,813,643</b>

17. Revenue from operations

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Sale of shares & Securities		76,436,000		137,861,500
<b>Total</b>		<b>76,436,000</b>		<b>137,861,500</b>

18. Other Income

(Amount in Rs`)

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Profit (Loss) on sale of Investments		0		50,000



**SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]**



**ANNUAL REPORT 2014-15**

Interest Income		2,542,896		7,096,488
Dividend Income		309,750		0
<b>Total</b>		<b>2,852,646</b>		<b>7,146,488</b>

**19. Cost of Sales / Material Consumed**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
<b>Cost of Sales / Material Consumed</b>				
Inventory at the beginning of the year		40,000,000		40,000,000
Add: Net Purchases		66,834,251		135,232,500
		106,834,251		175,232,500
Less: Inventory at the end of the year		40,000,000		40,000,000
		66,834,251		135,232,500
Add :- Direct Expenses		0		0
<b>Total</b>		<b>66,834,251</b>		<b>135,232,500</b>

**20. Employees Benefit Expenses**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Salaries, Wages, Bonus & Other Allowances		615,000		920,000
Staff Welfare Expenses		3,953		2,480
<b>Total</b>		<b>618,953</b>		<b>922,480</b>

**21. Finance Costs**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Bank Charges/ Processing Fees etc		28,714		11,824
<b>Total</b>		<b>28,714</b>		<b>11,824</b>

**22. Other Expenses**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Advertisement Expenses/ Sales Promotion		21,877		23,460
Consultancy / Legal & Professional Charges		286,910		140,000
Electricity Expenses		9,764		6,871
Office Expenses		340,225		25,112
Postage / Courier		3,433		1,273
Printing & Stationery		33,862		4,539
Registration/Filing , Listing Fees & R&T Fees		684,795		356,949
Rent Rates & Taxes		195,000		220,000



## ANNUAL REPORT 2014-15

Penalty & Fine		9,800		650,000
Telephone Expenses		54,198		6,879
Travelling & Conveyance exp.		104,632		6,827
Auditors Remuneration		50,000		94,166
Discount/ written off		1,444,192		0
<b>Total</b>		<b>3,238,688</b>		<b>1,536,076</b>

23. Earning Per Share (EPS)

(Amount in Rs`)

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Net Profit After taxation		1,996,904		733,972
Weighted Average number of Equity Shares		1,141,000,000		114,100,000
Add: Dilutive Potential Equity Shares		0		0
Number of Equity Shares for Dilutive EPS		1,141,000,000		114,100,000
Nominal Value of Shares		1		10
Basic Earning Per Share		0.00		0.01
Diluted Earning Per Share		0.00		0.01

24. Research & Development Expenses

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

25. Managerial Remuneration:

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Directors' Remuneration		Nil		Nil
		Nil		Nil

26. Details of Payment to Auditors

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
<b>As Auditor</b>				
Statutory , Tax Audit Fees & other Matters		50,000		94,166
<b>Total</b>		<b>50,000</b>		<b>94,166</b>

27. Segment Reporting:

The Company has only one segment of activity of dealing in share & securities during the period, hence segment wise reporting as defined in accounting standard 17 is not applicable.

28. Related Party Disclosurea) Related Parties and their relationship

**Key Managerial Personnel****Mr. Kumar Raichand Madan****Managing Director****Mr. Vanraj dadbhai Kahor****Director (resigned on 26/12/2014)****Mr. Dhiresh Uttamchand Munver****Director****Mr. Ami Jigar Motta****Director****Mr. Devendra Prabhakar Otavakar****Director****29. Expenditure in Foreign Currency**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Import of Services / Sales		Nil		Nil
<b>Total</b>		<b>Nil</b>		<b>Nil</b>

**30. Earning in Foreign Exchanges**

Particulars		Year Ended 31st March, 2015		Year Ended 31st March, 2014
Export of Services / Sales		Nil		Nil
<b>Total</b>		<b>Nil</b>		<b>Nil</b>

**31. Contingent Liabilities / Assets**

*A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence on non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existences in the financial statements.*

*Contingent assets are not recognized in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, assets and related income are recognized in the period in which the change occurs.*

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

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

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

**Significant Accounting Policies**

Notes are integral part of financial Statement as per our report of even date

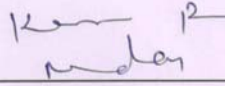
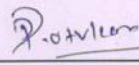
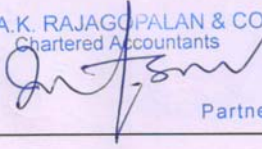
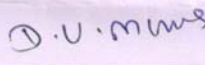
**FOR A. K. RAJAGOPALAN & Co.,**  
FIRMS REGISTRATION NO. 0034055  
**CHARTERED ACCOUNTANTS**

**Sd/-****CA. T. R. ASHOK****Partner****Membership No. 026133****Place: Chennai****Date: 29<sup>th</sup> May, 2015****FOR SANGUINE MEDIA LIMITED****Sd/-****Kumar R Madan****Managing Director****Din: 01179422****Place: Chennai****Date: 29<sup>th</sup> May, 2015****Sd/-****Dhiresh Munver****Director****Din: 02782239**



### Form A

Format of covering letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	SANGUINE MEDIA LIMITED
2	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be Signed by	<div style="display: flex; flex-direction: column; align-items: flex-start;"> <div style="margin-bottom: 10px;">   Kumar Raichand Madan ❖ (Managing Director) </div> <div style="margin-bottom: 10px;">   Devendra Otavkar ❖ (Chief Financial Officer) </div> <div style="margin-bottom: 10px;">   For A.K. RAJGOPALAN &amp; CO. Chartered Accountants Partner </div> <div style="margin-bottom: 10px;">   Dhiresh Munver ❖ (Audit Committee Chairman) </div> </div>



**ATTENDANCE SLIP**

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

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

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Wednesday 30<sup>th</sup> September, 2015 at 10.00 a.m. 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017.

Signature of the Member or the Proxy Attending the Meeting

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

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



## FORM NO MGT-11

## PROXY FORM

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

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

Regd. Office: 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu – 600017.

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday 30<sup>th</sup> September, 2015 at 10.00 a.m. at the Registered Office of the Company situated at 3C, Sagas Manor, 1A, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu – 600017 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.		For (Assent)	Against (Dissent)
<b>Ordinary Business</b>			
ITEM NO. 1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2014-15		
ITEM NO. 2.	Appointment of Devendra P Otavkar as an Director, liable to retire by rotation..		
ITEM NO 3.	Appointment of M/s. A.K. Rajgopalan & Co, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of the Shareholder .....

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

Affix  
Revenue  
Stamp Re  
1/-

**SANGUINE MEDIA LIMITED [CIN L74210TN1995PLC032921]****ANNUAL REPORT 2014-15**

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

**Form No. MGT-12  
Ballot Form**

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

Name of Company: **Sanguine Media Limited**

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

- 1 Name of the First Named Shareholder :  
(In block letters)
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named :  
Shareholder
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
<b>Ordinary Business</b>				
1.	To Adoption of Financial Statement for the year ended 31 <sup>st</sup> March, 2015			
2.	Appointment of Devendra P Otavkar as an Director, liable to retire by rotation...			
3.	Appointment of M/s. A.K. Rajgopalan & Co, Chartered Accountant as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration			

Place:

Date:

**Signature of the Shareholder**

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 29<sup>th</sup> September, 2015.



**1. General Instructions:**

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

**2. Instructions for voting physically by Postal Ballot Form:**

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, C.S. Rakesh Kapur, Scrutinizer, 305, 3<sup>rd</sup> Floor, Tower - 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali (East), Mumbai - 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.30 p.m. on Tuesday, 29<sup>th</sup> September, 2015. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

**3. Process for Members opting for E-Voting:**

- l. If you are already registered with CDSL for e-voting then you can use existing user ID and password for Login to cast your vote.
- m. In case of any queries, e-voting user manual for shareholders available at the Downloads section on CDSL E-voting website: [www.evotingindia.com](http://www.evotingindia.com). you can also send your queries/ grievances relating to e-voting to the e-mail ID:- [aadhaarviltid@gmail.com](mailto:aadhaarviltid@gmail.com).
- n. The period for e-voting starts on Sunday, 27th September, 2015 at 9.00 a.m. and ends on Tuesday 29th September, 2015 at 5.30 p.m.

**If Undelivered please return to:**

3C, Sagas Manor, 1A, 3rd Street,  
B. N. Road, T. Nagar,  
Chennai - 600017, Tamil Nadu.  
Tel No.: 044-28150595, 044-42048324  
Fax: 044-42048326  
Email Id: [smedialtd@gmail.com](mailto:smedialtd@gmail.com)  
Website: [www.sanguinemedialtd.com](http://www.sanguinemedialtd.com)