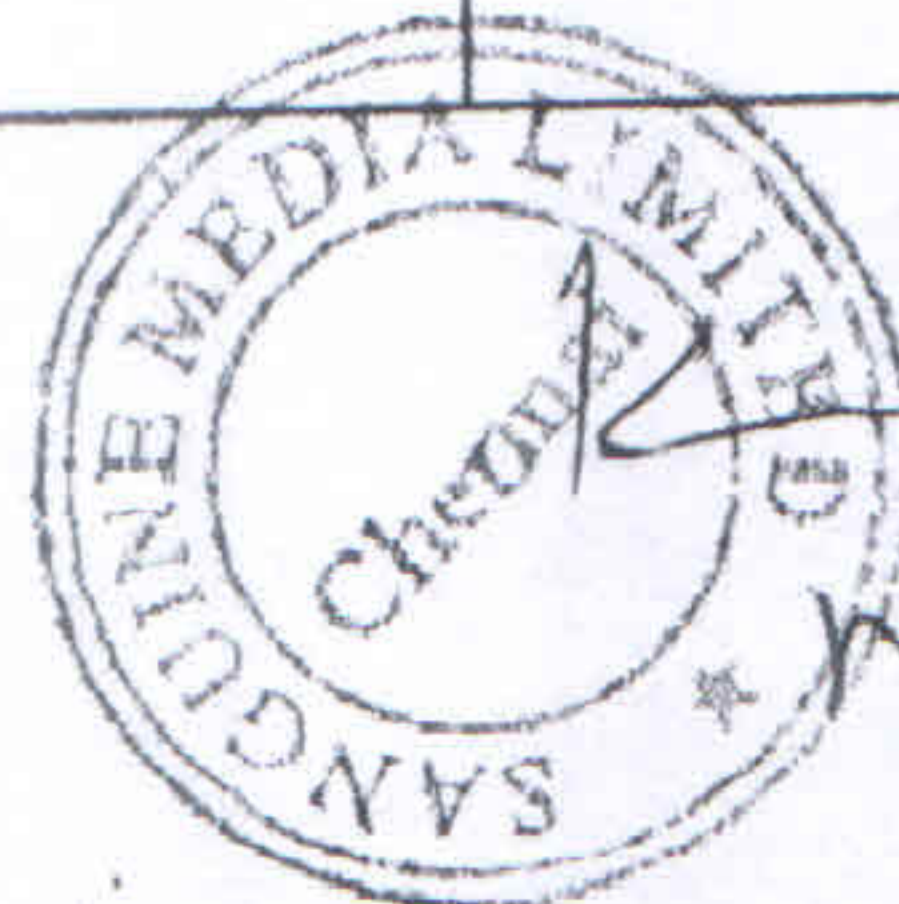


Annexure - XI to the Listing Agreement
Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: **31st December, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Composition of the Board is as per the provisions of Clause 49 (IIA) of Listing Agreement.
(B) Independent Directors	49 (IIB)	Yes	We has complied the Same as per Clause 49(IIB).
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	We has complied the Same as per Clause 49(IIC).
(D) Other provisions as to Board and Committees	49 (IID)	Yes	We has complied the Same as per Clause 49(IID).
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct has been laid down by the Board and a declaration to this effect has been given by the CEO in the Annual Report as per the provision of Clause 49 (IIE) of the Listing Agreement.
(F) Whistle Blower Policy	49 (IIF)	Yes	We has complied the Same as per Clause 49(IIF).
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	We has complied the Same as per Clause 49(IIIA).
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Meetings of the Audit Committee are conducted as per the provisions of Clause 49 (IIIB) read with the provisions of Section 177 of the Companies Act, 2013.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The powers exercised by the Audit Committee are as per the provisions prescribed under Clause 49 (IIIC) read with the provisions of Section 177 of the Companies Act, 2013.
(D) Role of Audit Committee	49 (IIID)	Yes	The Audit Committee has fulfilled their role successfully in respect to the provisions prescribed in this clause.





(E) Review of Information by Audit Committee	49 (III E)	Yes	The Audit Committee has reviewed all the information which is supposed to be reviewed mandatorily as per provisions of this clause.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Nomination and Remuneration Committee are as per the provisions prescribed under Clause 49 (IV) read with the provisions of Section 178 of the Companies Act, 2013.
V. Subsidiary Companies	49 (V)	N.A	The Company does not have any Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	The Company has a Risk Management Policy which has been adopted by the Board of Directors as per Clause 49 (VI) of Listing Agreement.
VII. Related Party Transactions	49 (VII)	Yes	There is no Related Party Transaction.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There is no Related Party Transaction.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	The Company is following the same Accounting Treatment as prescribed by the Accounting Standards in the preparation of its financial statements.
(C) Remuneration of Directors	49 (VIII C)	Yes	No remuneration was paid to any Director.
(D) Management	49 (VIII D)	Yes	The same has been complied in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Quarterly Shareholding Pattern has been updated on the BSE website regularly and hard copy of the same also been sent to BSE.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	There have not been any proceeds from the said issues during the quarter under review.
IX. CEO/CFO Certification	49 (IX)	Yes	The same has been complied in the Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	The same has been complied in the Annual Report.
XI. Compliance	49 (XI)	Yes	The same has been complied in the Annual Report.

For Sanguine Media Limited


Kumar Raichand Madan
(Managing Director)

DIN: 01179422

Date: 07/01/2015

Place: Chennai

