

# SANGUINE MEDIA LTD

CIN: L74210TN1995PLC032921

Reg. Office: 4th Floor, Suit No. 349, No. 129, G.N Chetty Road, Chennai, Tamil Nadu – 600006

Tel No.: 044 – 28231258

Email ID: smedialtd@gmail.com, Website: www.sanguinemedia.com

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## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting** (EGM) of the Members of **M/s. Sanguine Media Limited** will be held at 10:00 a.m on Friday, the 30<sup>th</sup> day of December, 2016 at registered office Plaza Center, 4th Floor, Suit No. 349, No. 129, G.N Chetty Road Chennai Chennai TN 600006 to transact the following business:

### SPECIAL BUSINESS:

Item No. 1: To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and any other Statutory provisions and Regulation, if any, and in accordance with the provisions of the Articles of Association of the Company, and subject to such approvals, sanction, consent and permissions, as may be necessary from appropriate authorities or bodies, 10 (Ten) Equity Share of the company of the face value of Re. 1/- (Rupee One) each in the capital of the company fully paid-up, be consolidated into 1(one) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up.”

**“RESOLVED FURTHER THAT** pursuant to the consolidation of the Equity Shares of the Company, the 10(Ten) paid up Equity Shares of the Company of the face value of Re. 1/- (Rupees One) each, as existing on the Record Date shall stand consolidated into 1(one) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each fully paid up, with effect from the Record Date to be fixed by the Board of Directors for this purpose.”

**“RESOLVED FURTHER THAT** no letter for consolidation of shares shall be issued but the share certificates for the consolidated new equity shares of Rs. 10/- each to be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the old share certificate of Re. 1/- each stand cancelled from the date of issue of new share certificate of Rs. 10/- each. The respective beneficiary accounts be credited with the consolidated new equity shares of Rs. 10/- each for such shareholders who hold the existing shares in dematerialized form.”

**“RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:-

The Authorised Share Capital of the company is Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crore only) divided into 12,00,00,000 (Twelve crore) Equity Shares of Rs. 10/- (Rupees Ten) each with rights, conditions and privileges attaching thereto as are provided by the regulations of the Company for the time being, with the power to increase and reduce the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

Item No. 2: To consider and pass with or without modification(s), the following resolution, as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals or consents as may be required under applicable law or from concerned Statutory Authority(is), the existing Articles of Association of the company be altered in the following manner:

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In Article 4 (a), the first sentence be replaced with the following:

“The Authorized Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores only) divided into 12,00,00,000 (Twelve Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**By order of the Board  
For Sanguine Media Limited  
SD/-**

**Place:** Chennai  
**Dated:** 28/11/2016

**Devendra Prabhakar Otavkar  
Executive Director  
DIN: 02831318**

## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 16

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. Members are requested to bring their attendance slip along with their copy of Notice of EGM to the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

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5. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.
6. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, [smedialtd@gmail.com](mailto:smedialtd@gmail.com) for quick redressal of member/investor grievances.
7. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the company's website [www.sanguinemedia.com](http://www.sanguinemedia.com) for their download.
8. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can 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 details to the Company or its Registrar & Share Transfer Agent M/s. Purva Share Registry (India) Pvt. Ltd.
10. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
11. E-voting facility to all members has been provided through the e-voting platform of NDSL and the Company has appointed Mr. S.K. Pandey, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

## 16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th December, 2016 (9:00 am) and ends on 29th December, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> December, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Sanguine Media Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pandeyk2004@gmail.com](mailto:pandeyk2004@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

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(i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM) :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> December, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> December, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RTA.purvashr@gmail.com](mailto:RTA.purvashr@gmail.com).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Mr. S.K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) 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.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.v-ind.com](http://www.v-ind.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By order of the Board  
For Sanguine Media Limited  
SD/-**

**Place:** Chennai  
**Dated:** 28/11/2016

**Devendra Prabhakar Otavkar  
Executive Director  
DIN: 02831318**

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## Explanatory Statement

Under Section 102 of the Companies Act, 2013 [Forming Part of the Notice to the Members]

Item No. 1 & 2

The Authorized Share Capital of the Company as reflected in the Memorandum and Articles of Association as on date is Rs.120,00,00,000/- (Rupees One Hundred Twenty Crore only) divided into 120,00,00,000/ -( One Hundred Twenty Crore only) equity shares of Re. 1/-(Rupee one) each. Subject to the requisite approval and consent of the shareholders the Board of Director propose to consolidate 10(Ten) Equity Shares of the Company of the face value of Re. 1/-each fully paid up into 1(one) Equity Share of the face value of Rs. 10/-each fully paid up and consequently alter the Clause V of the Memorandum of Association & Article of Association Clause 4(a) of the Company.

The Board of Directors proposed to consolidate the shares as the market value of the existing shares of Re. 1/-each fully paid up has fallen a lot and members are facing difficulty in trading. In order to bring the market value of the paid up shares to a reasonable level the Board Proposes to consolidate the shares.

The approval of the members is sought by the Board of Directors of the Company to fix record date and issue fresh Equity share certificates of the denomination of Rs 10/-each fully paid up to the members in place of existing Equity Shares of Re. 1/-each fully paid up to those members holding shares in physical form. No action will be requested to be taken by the members holding shares in Demat form. All fractional entitlement will be consolidated and sold off in the market. The Sale proceeds of the same will be distributed to the members in the ratio of their fractional entitlements after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to give effect to the resolution to consolidate the shares of the company.

Considering the above, The Board of directors of the Company recommends the Resolution for your approval. None of the Directors and Key Managerial Person and their relatives is considered to be concerned or interested in the aforesaid ordinary resolution.

**By order of the Board  
For Sanguine Media Limited  
SD/-**

**Place:** Chennai  
**Dated:** 28/11/2016

**Devendra Prabhakar Otavkar  
Executive Director  
DIN: 02831318**

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## ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extraordinary General Meeting of Sanguine Media Limited held at 4th Floor, Suit No. 349, No. 129, G.N Chetty Road, Chennai, Tamil Nadu – 600006, on Friday, the 30<sup>th</sup> December, 2016 at 10.00 A.M.

Name of the Shareholder :

Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Member/s/Proxy :

Signature of the Representative :



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## 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]

CIN :	L74210TN1995PLC032921		
Name of the Company :	<b>SANGUINE MEDIA LIMITED</b>		
Registered Office :	4th Floor, Suit No. 349, No. 129, G.N Chetty Road, Chennai, Tamil Nadu – 600006 <b>Phone No.:</b> 044-28231258 <b>Email address:</b> <a href="mailto:smedialtd@gmail.com">smedialtd@gmail.com</a> <b>Website:</b> <a href="http://www.sanguinemedia.com">www.sanguinemedia.com</a>		
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			
	E-mail Id			
	Signature	or failing him		
2.	Name			
	Address			
	E-mail Id			
	Signature	or failing him		
3.	Name			
	Address			
	E-mail Id	Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 30<sup>th</sup> day of December, 2016 at 10.00 A.M. at 4th Floor, Suit No. 349, No. 129, G.N Chetty Road, Chennai, Tamil Nadu – 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	Consolidation of Equity Shares.
2.	Alteration in Articles of Association

Signed this ..... day of ..... 2016.

Signature of shareholder : \_\_\_\_\_

Signature of proxy holder (s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

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

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FORM NO. SH-13

## NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To

Name of the Company : \_\_\_\_\_

Address of the Company : \_\_\_\_\_

I/We \_\_\_\_\_, the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S

- (a) Name :  
(b) Date of Birth :  
(c) Father's/Mother's/Spouse's name :  
(d) Occupation :  
(e) Nationality :  
(f) Address :  
(g) E-mail ID :  
(h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR

- (a) Date of Birth :  
(b) Date of attaining majority :  
(c) Name of guardian :  
(d) Address of guardian :

Name:

Address:

Name of the Security Holder(s):

Signature :

Witness with Name  
and Address