

**SANGUINE MEDIA LIMITED**  
**ANNUAL REPORT**  
**2011-2012**

# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS**

Kumar Raichand Madan	Managing Director
Devendra Otavkar	Executive Director
Dhiresb Munver	Independent Director
Vanraj Kahor	Independent Director
Ami Motta	Independent Director

## **BANKERS**

South Indian Bank  
Mount Road, Chennai- 600 002

## **REGISTERED OFFICE ADDRESS**

3 C, Sagas Manor, 1A, 3<sup>rd</sup> Street, B.N.Road, T. Nagar, Chennai-600 017

Tel No.: 044-28150595, 044-42048324  
Fax : 044-42048326

## **AUDITORS**

M/S A. K. Rajgopalan & Co.  
New No. 18, Old No. 84, Luz Avenue,  
Mylapore, Chennai – 600 004

## **REGISTRAR AND SHARE TRANSFER AGENTS**

Purva Share Registry India Pvt. Ltd.  
No. 9, Shiv Shakti Industrial Estate,  
Ground Floor, JR Boricha Marg,  
Opp. Kasturba Hospital,  
Lower Parel,  
Mumbai - 400011

## **CONTENTS**

- ❖ NOTICE
- ❖ DIRECTOR'S REPORT
- ❖ REPORT ON CORPORATE GOVERNANCE
- ❖ AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE
- ❖ MANAGEMENT DISCUSSION AND ANALYSIS REPORT
- ❖ CERTIFICATE ON FINANCIAL STATEMENT OF THE COMPANY
- ❖ AUDITOR REPORT
- ❖ BALANCE SHEET
- ❖ PROFIT AND LOSS ACCOUNT
- ❖ SCHEDULES FORMING PART OF THE ACCOUNT
- ❖ CASH FLOW STATEMENT
- ❖ NOTES TO ACCOUNT
- ❖ BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS  
PROFILE
- ❖ ATTENDANCE SLIP
- ❖ PROXY FORM

## NOTICE

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of Sanguine Media Limited, will be held at the Registered Office of the Company situated at 3 C, Sagas Manor, 1A, 3<sup>rd</sup> Street, B.N.Road, T. Nagar, Chennai-600 017 on 29<sup>th</sup> September, 2012, 2012, at 10.00 a.m., to transact the following:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, 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 Mr. Devendra Prabhakar Otavkar, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Ami Motta, who retires by rotation, and being eligible offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224A of the Companies Act, 1956 and as per the applicable provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to re-appoint Messrs. A. K. Rajagopalan and Co., Chartered Accountants, Chennai, bearing Membership no.26133 as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

Place: Chennai

Date: 01<sup>st</sup> September, 2012

By Order of the Board  
sd/-  
Kumar Raichand Madan  
Managing Director

## 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.

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.

2. Members/Proxies attending the meeting should bring their copy of Annual Report to the meeting along with the duly filled in Attendance sheet.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
4. 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.
5. Additional information, pursuant to Clause 49 of the Listing Agreement(s) with Stock Exchanges, on Directors recommended by the Board for re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
6. Relevant Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 10.00 a.m. to 1.00 p.m. up to the date of the Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September, 2012 to 28<sup>th</sup> September, 2012 (Both Days Inclusive).
8. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, **Purva Share Registry India Pvt. Ltd. No. 9, Shiv Shakti Industrial Estate, Ground Floor, JR Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011** for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
9. Members/beneficial Owners are requested to quote their full name as per the Company's record, Folio No. /DP and Client ID Nos. as the case may be, in all their correspondences with the Company.
10. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.

11. Queries on accounts and operations of the Company, if any, may be sent to the Company seven days in advance of the meeting so as to enable the management to keep the information ready at the Meeting.

Place: Chennai

Date: 01<sup>st</sup> September, 2012.

**By Order of the Board**

sd/-

**Kumar Raichand Madan**

*Managing Director*

## DIRECTORS REPORT

To,  
The Members,  
**SANGUINE MEDIA LIMITED**  
Chennai.

Your Directors are pleased to present their Sixteen 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, 2012.

### **FINANCIAL RESULTS**

The financial performance of your Company for the year ended March 31, 2012 is summarized below:

(Rupees in Lacs)		
Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Sales	7443.00	869.94
Expenses	7171.28	827.02
Operating Profit	271.72	42.92
Less Finance Charges	0.73	8.94
Profit/(Loss)Before Depreciation & Tax	270.99	33.98
Less: Depreciation	259.22	261.66
Profit/(Loss) before Tax	11.77	(227.68)
Less: Deferred Tax	0	154.39
Profit/(Loss) after Tax	11.77	(382.08)

### **YEAR IN RETROSPECT**

During the year, your Company has focused on Shares & Securities activities, whereby there has been substantial increase in revenue, though it still deals in media products.

A range of initiatives were undertaken by the Company to maximize revenue generation in the sluggish economy.

During the year under review, the Company achieved a turnover of Rs. 7441.47 lacs from Share trading & Interest Income and Rs.1.53 lacs from sale of media products. However, by having a tight control on expenses and cost, the Company has made a modest profit of Rs. 11.77 lacs (previous there was loss of Rs. 382.07).



Your Directors are hopeful that in the current year there will be substantial growth in its business operations.

#### **DIVIDEND**

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

#### **DISCLOSURE OF COMPOSITION OF THE AUDIT COMMITTEE**

Adequate disclosures in respect of the composition of the Audit Committee, its composition and the Chairmanship have been made in the Corporate Governance Report which forms an essential part of this report.

Further all the recommendations of the Audit Committee in respect of the any matter relating to accounts and finance are accepted by the Board.

#### **PUBLIC DEPOSITS**

During the year, your Company has not accepted any Deposits under Section 58A and Section 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

#### **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the provisions in respect of submission of consolidated financial results are not applicable to the Company.

#### **AUDITORS AND COMMENTS ON AUDITORS REPORT**

The Statutory Auditors M/s A.K. Rajagopalan & Co, Chartered Accountants, Mumbai, having Membership No 26133 holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

The Company has received letters from all of them to the effect that their reappointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

Your Directors request you to appoint Auditors for the current financial year and fix their remuneration.

Further the observations furnished by the Auditors in their report are self-explanatory and do not call for any further comments.



## **DISCLOSURES IN RESPECT OF THE CORPORATE GOVERNANCE NORMS**

Your Company has been reassessing and benchmarking itself with well- established Corporate Governance practices besides strictly complying with the requirements of Clause 49 of the Listing Agreement. Your Company has documented internal governance policies and put in place a formalized system of Corporate Governance which sets out the structure, processes and practices of governance within the Company and its subsidiaries. Given the emerging pivotal role of Independent Directors in bringing about good governance, your Company continues its efforts in seeking optimum utilization of their expertise and involving them in all critical decision making processes.

A separate detailed report on Corporate Governance together with the Statutory Auditors' Certificate on compliance 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.

## **DIRECTORS**

Mr. Devendra Prabhakar Otavkar and Ms. Ami Motta, Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself/herself for re- appointment.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of section 217 (2AA) of the Companies Act, 1956, in relation to the Annual Financial Statements for the Financial year 2011-2012, your Directors confirm the following:

- a In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2012 applicable accounting standards have been followed along with proper explanation relating to material departures.
- b That the Directors, in consultation with the auditors, 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 that period.
- c That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- d That the Directors have prepared the Annual Accounts on a going concern basis.

## **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information required under Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 with respect to Conservation of Energy and Technology Absorption is not furnished as the Company does not fall under the category mentioned in the abovementioned rules.

## **PARTICULARS OF EMPLOYEES**

During the year under review, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975.

## **LISTING**

The Shares of your Company are presently listed on

- A Madras Stock Exchange Limited and
- B Bombay Stock Exchange Limited.

The Company has paid the listing fees for the current financial year to Bombay Stock Exchange.

## **ACKNOWLEDGEMENTS**

Employees are our vital and most valuable assets. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's success and remain in the forefront of media and entertainment business. Your Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments authorities and other stakeholders including viewers, producers, vendors, Financial Institutions, Banks, investors and service providers.

Place: Chennai

Date: 01<sup>st</sup> September, 2012.

**By Order of the Board**

**sd/-**

**Kumar Raichand Madan**

*Managing Director*