

[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. Dhiresb 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. Dhiresb Munver	- Member and present chairman
Ms. Ami Jigar Motta	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

NOMINATION&REMUNERATION COMMITTEE

Mr. Dhiresb Munvar	-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 **19th 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 23rd 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: 31st 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 29th September, 2015 to 30th 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 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
- 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, 3rd 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 so as to reach him on or before Thursday, 29th 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, 3rd Street, B. N. Road, T. Nagar, Chennai, Tamil Nadu - 600017 or they may also address their request through E-mail to: 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 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 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.
- (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 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"> 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. 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.
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"> 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).

- (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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Sanguine Media Limited

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

By Order of the Board
For Sanguine Media Limited

Sd/-
Dhiresht Uttamchand Munver
Director
DIN:- 02782239



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DIRECTOR'S REPORT

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 31st March, 2015.

Financial Results :

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

<u>Particulars</u>	<u>2014-2015</u>	<u>2013-2014</u>
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 29th 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 30th October, 2014 & Record Date was 21st November for it. The trading in the equity shares of the Company was revoked on 18th 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.