

SOWBHAGYA MEDIA LIMITED

ANNUAL GENERAL MEETING:

24th Annual General Meeting

M/s. Sowbhagya Media Limited

Day : 14th December, 2019

Time : 4:00PM

Venue : The Purple Leaf Hotel, 3-7-218, Kharkhana Road, VikaramPuri, Secunderbad ,
Telangana 500015

BOARD OF DIRECTORS:

Sri Madikonda Madhusudhana Rao (Whole Time Director)

Tirumala Rao Kunderu (Director)

Anjaneyulu Perla (Director)

Spandana Javvaji (Director)

Padmasri Turlapati (Director)

Seetha Balu (Women Independent Director)

ANNUAL GENERAL MEETING

CIN & REGISTERED OFFICE:

L51109TG1994PLC018800

4th Floor, Block-A, My Home Tycoon, Green Lands,

Begumpet Hyderabad, Telangana-500016IN

Ph. 040-23422222

Fax: 040-23745566

E-mail: krk@sowbhagya.in

Website: www.sowbhagya.in

REGISTRARS & SHARE TRANSFER

AGENTS:

XL Softech Systems Limited

PlotNo.3,SagarSociety, RoadNo.2,

Banjara Hills, Hyderabad-500033

Ph. 040-23545913

Fax: 040-23553214

E-mail: xlfield@gmail.com

LISTING:

The Bombay Stock Exchange Ltd

BANKERS:

Vijaya Bank

Bank of India

UCO Bank

Corporation Bank

STATUTORY AUDITORS:

M/s. KVSRY & ASSOCIATES,

Chartered Accountants

FRN: 08169S

(Kari Venkateswarlu-Partner)

(Membership no. 207068)

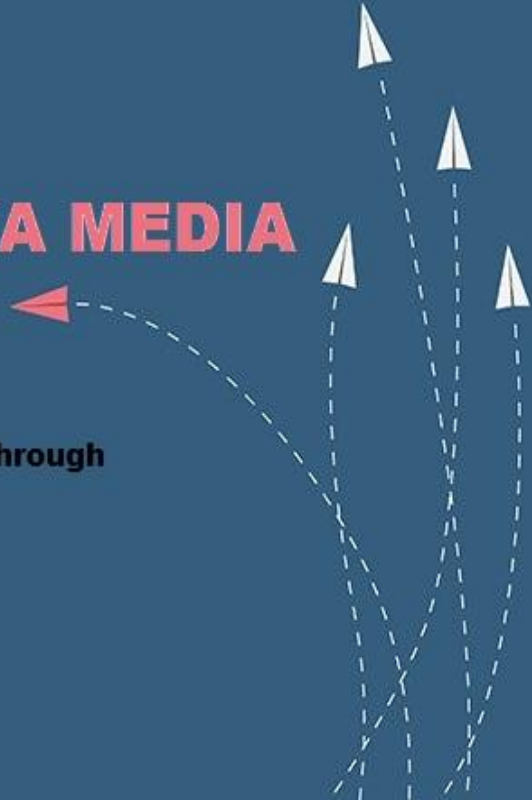
CHIEF FINANCIAL OFFICER:

Sri. Pasupuleti Pakeeriah

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SOWBHAGYA MEDIA

**In continuous pursuit of excellence through
Change Management.**



NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF M/S. SOWBHAGYA MEDIA LIMITED WILL BE HELD ON SATURDAY, 14th DECEMBER, 2019, AT 4:00 P.M AT The Purple Leaf Hotel, 3-7-218, Kharkhana Road, Vikaram Puri, Secunderabad, Telangana 500015 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2019 and the Balance Sheet as on that date and the cash flow statement for the year ended together with the schedules and Reports of the Board of Directors and the Auditors thereon.

2. To appoint Mr. Madhusudan Rao Madikonda (DIN: 01638593), who retires by rotation being eligible offers himself for reappointment.

RESOLVED THAT pursuant to the provisions of Section-152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of **Mr. Madhusudan Rao Madikonda (DIN: 01638593)** to the extent that he is required to retire by rotation.

3. To consider appointment of M/s. KVSRY & Associates, Chartered Accountants, Hyderabad as Statutory Auditors of the Company for the period of 5 years and fixing their remuneration:

To consider and if thought fit to pass with or without modifications(s) the following resolution as an 'Ordinary Resolution'

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the companies Act, 2013 and the rules made there under, and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and I hereby accorded to appoint KVSRY & Associates,, Chartered Accountants, Firm Registration No. 08169S, as statutory auditors of the Company, for a period of 5 (Five) years i.e. for the FY 2018-19 to 2022-2023, in place of M/s Amar & Raju, Chartered Accountants, Firm Registration No. 000092S, who were appointed for a period of 5 (Five) years at 22nd Annual General Meeting who expresses their unwillingness to continue."

4. To consider and if thought fit to pass with or without modifications(s) the following resolution as a '**Special Resolution**':

Appointment of Mr. Surendra Prasad Narla under Section 152(4), 160 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Sections-152(4), 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr. Surendra Prasad Narla proposes himself to be appointed as a director by the company in the forthcoming Annual General Meeting.

RESOLVED FURTHER THAT Mr. Surendra Prasad Narla has furnished his declaration to the company that he is not disqualified to become a director with the company.

FURTHER RESOLVED THAT, the candidature for directorship of Mr. Surendra Prasad Narla shall be presented to the members of the company in the forthcoming Annual General Meeting and the board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals- statutory, contractual or otherwise, for giving effect to this Resolution."

5. To consider and if thought fit to pass with or without modifications(s) the following resolution as a '**Special Resolution**':

Appointment of Mr. Narla Koti Krishna under Section 152(4), 160 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Sections-152(4), 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (Listing Obligations and Disclosure Requirements), Regulations,

2015, Mr. Narla Koti Krishna proposes himself to be appointed as a director with the company in the forthcoming Annual General Meeting.

RESOLVED FURTHER THAT Mr. Narla Koti Krishna has furnished his declaration to the company that he is not disqualified to become a director with the company.

FURTHER RESOLVED THAT, the candidature for directorship of Mr. Narla Koti Krishna shall be presented to the members of the company in the forthcoming Annual General Meeting and the board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals- statutory, contractual or otherwise, for giving effect to this Resolution."

6. To consider and if thought fit to pass with or without modifications(s) the following resolution as a '**Special Resolution**':

Appointment of Mr. Dasari Taraka Hari Hara Prabhu under Section 152(4), 160 of the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of Sections-152(4),160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (Listing Obligations and Disclosure Requirements), Regulations, 2015, **Mr. Dasari Taraka Hari Hara Prabhu** proposes himself to be appointed as a director with the company in the forthcoming Annual General Meeting.

RESOLVED FURTHER THAT Mr. **Dasari Taraka Hari Hara Prabhu** has furnished his declaration to the company that he is not disqualified to become a director with the company.

FURTHER RESOLVED THAT, the candidature for directorship of **Mr. Dasari Taraka Hari Hara Prabhu** shall be presented to the members of the company in the forthcoming Annual General Meeting and the board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals- statutory, contractual or otherwise, for giving effect to this Resolution."

SPECIAL BUSINESS:

7. To consider and if thought fit to pass with or without modifications the following resolution as '**Special Resolution**':

"RESOLVED THAT pursuant to the provisions of Sections-196, 197,203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act 2013, and Articles of Association of the Company, the consent of the Members of the company be and is hereby accorded to appoint **Mr. Dasari Taraka Hari Hara Prabhu** as Managing Director of the Company for a period of 5 years with effect from 14th December, 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid), with liberty to the board of directors of the company to exercise its powers, including the powers conferred by this resolution.

RESOLVED FURTHER THAT the board be and is hereby authorized to take such steps as may be required for obtaining necessary approvals- statutory, contractual or otherwise, for giving effect to this Resolution."

NOTES:

1. Explanatory Statement as required under Section-102(1) of the Companies Act, 2013, is annexed to this notice.
2. Brief Profile of Director seeking re-appointment at the Annual General Meeting is attached to this Notice as **Annexure-A**.
3. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5. The Register of Members and Share Transfer Books will remain closed from Friday, 6th December 2019 to Saturday, 14th December 2019 (Both days are inclusive).
6. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
7. **Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):** Pursuant to Sections-123, 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2019, nor shall any payment be made in respect of such claim.
8. The Notice of the AGM along with the Annual Report 2018-19 is being sent by physical copies through the permitted mode to all shareholders.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories.
10. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf, at the meeting.
11. The notice of the 24th Annual General Meeting is available on the website of the Company www.sowbhagya.in and website of Agency i.e. www.evotingindia.com.
12. In compliance with provisions of Section-108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation-44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th AGM 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 AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
13. The facility for voting through ballot paper shall be made available at the AGM 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.
14. Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or polling paper. If they are opting for e-voting, then they cannot vote physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.
15. The Board of Directors has appointed Ms. Madhavalatha .M, a Practicing Company Secretary as a Scrutinizer to process the e-voting and submit the report to the Chairman.
16. Compliance Officer of the Company shall be responsible for addressing all the grievances of Shareholders in relation to this Annual General Meeting including e-voting. Her contact details are **Email: info@sowbhagya.in, Phone No: 040-2342222.**
17. **E-VOTING:**
The remote e-voting period commences on **Wednesday, 11th December 2019 (9:00 am) and ends on Friday, 13th December 2019 (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 i.e. 6th December 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for members for voting electronically are as under:-

- I. **In case of members receiving e-mail:**
Log on to the e-voting website
Click on “Shareholders” tab.
- II. Now ,select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
 - o Now Enter your User ID
 - o For CDSL : 16 digits beneficiary ID,
 - o For NSDL :8 Character DP ID followed by 8 Digits Client ID,
 - o Members holding shares in physical Form should enter Folio Number registered with the Company.
- III. Next enter the Image Verification as displayed and Click on Login.
- IV. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- V. If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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 Siva Sankar with sequence number 1 then enter SI00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company. Please enter the member id/folio number in the Dividend Bank details field.</p>

- VI. After entering these details appropriately, click on “SUBMIT” tab.
- VII. Members holding shares in physical form will then reach directly 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 a loused 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.
- VIII. For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for the relevant <CompanyName> on which you choose to vote.
- X. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same

- XI. The option “YES/NO” for voting .Select the option YES or NO as desired.
- XII. The option YES implies that you as sent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you “CONFIRM” your vote on their solution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Institutional shareholders (i.e. Other than Individuals, HUF, NRI etc.) are required to logon to <https://www.evotingindia.co.in> and register themselves as Corporates.
- XIX. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- XX. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- XXI. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on
- XXII. Approval of the accounts they would be able to cast their vote.
- XXIII. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl.no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>.
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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION-102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 3, 4 & 5:

Mr. Surendra Prasad Narla , Mr. Narla Koti Krishna & Dasari Taraka Hari Hara Prabhu being persons with knowledge and great experience in the Television and Film Industry. Introduces them to the board to be considered for appointment as a Director by the members of the company. The company has received a deposit of Rs. 100000/- from each one Mr. Surendra Prasad Narla , Mr. Narla Koti Krishna & Dasari Taraka Hari Hara Prabhu as per section 152(4) of the Companies Act, 2013.

Mr. Surendra Prasad Narla , Mr. Narla Koti Krishna & Dasari Taraka Hari Hara Prabhu have given declaration to the Board and are not disqualified from being appointed as a Director in terms of Section 152(4) and Section 160 of the Companies Act, 2013.

Except these Directors, being appointees or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos.3 and 4.

Item No.3

Company appoints Mr. Surendra Prasad Narla as a Director of the company, aged 72 years, having experience in the field of, Films and Television for more than two decades and presided as the director in M/s DCP Media Pvt Ltd, M/s Taraka Prabhu Publishers Pvt Ltd and proprietor of Surendra Enterprises.

Item No.4

Company appoints Mr. Narla Koti Krishna as a Director of the company. Mr. Narla Koti Krishna, aged 45 years, having experience in the field of whole sale and retail industry for more than 15 years and played a key role in nurturing Weave Hebral Concepts and its subsidiaries and pioneered and popularized Weave Global Sciences and other FMCG products from weave Group.

Item No. 6

Company appoints Mr. Dasari Taraka Hari Hara Prabhu as a Managing Director of the company for a period of 5 years from 14th December 2019 till 13th December 2024. Mr. Dasari Taraka Hari Hara Prabhu, aged 44 years, Masters in 3D Animation, SFX.illusion, 2D Animation, Maya and having experience in the field of content making, Films and Television for more than a decade and presided as the director in M/s DCP Media Pvt Ltd,

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee and the board of directors have decided on the main terms and conditions for the appointment of Mr. Dasari Taraka Hari Hara Prabhu, which are as follows:

1. Period – From 14th December, 2019 to 13th December 2024.
2. Remuneration, Salary 18,00,000 per annum.

The Board recommends the resolutions set forth in Item Nos.3,4 and 5 for approval of the members.

By Order of the Board

Sowbhagya Media Limited

Sd/-

Madhusudan Rao Madikonda

(Whole Time Director)

(DIN-01638593)

16th November, 2019

Hyderabad

ANNEXURE - A TO THE NOTICE

Details of Directors as on March 31, 2019 seeking retirement by rotation at the Annual General Meeting.

Name of the Director	Mr. Madhusudan Rao Madikonda
Date of Birth	05/11/1961
Date of Appointment	21/03/2006
Relationship with Directors	NA
Expertise in specific functional area	Production and Distribution of Films
Qualification	LL.b and Masters Degree in Business Administration
Board Membership of other companies as on 31 st March, 2019	NIL
Chairman/ Member of the Committee of the Board of Directors as on 31 st March, 2019	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on 31 st March, 2019	Nil
a) Audit Committee	Nil
b) Stakeholders' Relationship Committee	Nil
c) Nomination and Remunerations Committee	Nil
Number of shares held in the Company as on 31 st March, 2019	Nil