



SUNGOLD CAPITAL LIMITED

CIN: L65910GJ1993PLC018956

Registered office: 513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat - 395001
Corporate office: B/618, Jaswanti Allied Business Centre, off: Ramchandra Lane Extn, Malad - West,
Mumbai - 400064, Phone no. 022-28891692/8108756812
Web site: www.sungoldcapitallimited.com E- mail Id: sungold2006@gmail.com

**NOTICE OF POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)**

Notice pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Companies (Management and Administration) Amendment Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and clause 35B of the equity listing agreement by the company with Bombay Stock Exchange Limited.

Dear Members (s),

The Board of Directors of the Company, had in its meeting held on **27th July, 2016**, resolved to obtain the approval of members of the Company through postal Ballot and e-voting for the proposal of change of registered office of the Company from Surat to Rajpipla i.e outside the local limits of the city, town and village but under the same State of Gujarat, ROC - Ahmedabad.

Accordingly, the following are being sent to you along with the Postal Ballot Form for your consideration:

- (a) Proposed Resolution and
- (b) Explanatory Statement pursuant to section 102 of the Companies Act, 2013.

The Company has appointed **Mr. Suhas Ganpule, Practicing Company Secretary** (ACS No. 12122 & CP No. 5722), Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Company seeks your assent/approval for the said resolution by way of special resolution in compliance with Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under.

You are requested to peruse the proposed Resolution along with Explanatory Statement, read the instruction printed in the accompanying postal ballot form and written on the postal ballot form duly filled and signed (at the marked place in the postal ballot form) along with Assent (for) or Dissent (against) for the said resolution, in the self addressed postage pre-paid Business Reply Envelope, enclosed with this notice, so as to reach the Scrutinizer **on or before 5 p.m. on Thursday, September 1, 2016**. Please note that any postal ballot form (s) received after the said date and time will be treated as not having been received. No other form is permitted.

Electronic voting (e-voting)

In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through the mode specified. The Company has engaged the services of Central Depository Services (India) Ltd (CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. **In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.**

The e-voting facility is available at the link www.evotingindia.com from **Wednesday, August 3, 2016, 9.00 a.m. till Thursday, September 1, 2016, 5.00 p.m.** Please refer to the Instructions given for e-voting this Notice for the purpose and manner in which e-voting has to be carried out.

1. Change of Registered Office of the Company from One City to another City but within the same State under the same ROC

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, the Registered Office of the Company be shifted from "513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat - 395001, Gujarat." to "House No. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod - Narmada - 393145." The registered office of the Company will be shifted outside the city but, within the State of Gujarat, ROC - Ahmedabad."

"RESOLVED FURTHER THAT Any director or Company Secretary of the Company, be and is hereby authorized to file the e-forms with the Registrar of Companies, Ahmedabad at Gujarat, being the notice for change in situation of the Registered Office of the Company from Surat to Rajpipla and to take all such actions and do all such things as may be deemed prudent in this regard from time to time."

**By Order of the Board,
For Sungold Capital Limited**

**Sd/-
Bhumika Sidhpura
Company Secretary**

**Place: Surat
Date: 27.07.2016**

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed to this Notice.
2. Notice is being sent to all the Equity Shareholders, whose name appear on the Register of Members/List of Beneficial Owners as received from National Securities Depositor Limited (NSDL)/Central Depository (India) Limited (CDSL) as on Friday, July 29, 2016.
3. Members, who wish to cast their votes physically through postal ballot form, may do so by filling up the details required herein. The postal ballot form for casting vote physically can also be obtained from Company's Registrar and Transfer Agent M/s. **Satellite Corporate Service (P) Ltd, B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Andheri (East) Mumbai-400072 Ph: 022 28520461/62. Fax: 022 28511809, E- Mail Id: service@satellitecorporate.com.**
4. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot Forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other Director, on or before Saturday, September 3, 2016 at the Corporate Office of the Company. After above declaration, the results of postal ballot and e-voting along with the Scrutinizer's Report will be posted on the website of the Company www.sungoldcapitallimited.com.
5. The result of the Postal Ballot shall be communicated to the BSE Ltd and will also be published in the newspapers.
6. All relevant documents referred in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company between 3.00 pm to 5.00 p.m on any working days except Saturday, Sunday and Public holidays.
7. Resolution passed by the members through Postal Ballot and e-voting is deemed to have been passed at a General Meeting of the members.

VOTING PROCESS AND OTHER INSTRUCTIONS REGARDING E- VOTING

A. Voting Process:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. 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 OR Date of Birth (DOB)	<p>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.</p> <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 (iv).

- vii. After entering these details appropriately, click on "Submit" tab.
- viii. 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
- ix. For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- x. Click on the EVSN of the Company i.e. **160728013** to vote.

- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. Other instructions regarding e- voting.

The voting period begins on **Wednesday, August 3, 2016 from 9.00 a.m. and ends on Thursday, September 1, 2016 till 5.00 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 Friday, July 29, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

i. 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 emailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - iii. Members holding shares in multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - iv. 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.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Surat, Gujarat. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to Rajpipla, Gujarat. The proposed location is outside the local limits of city and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved from "513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat - 395001, Gujarat." to "House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod - Narmada - 393145, Gujarat." The registered office of the Company will be shifted outside the local limits of the city, but within the State of Gujarat ROC - Ahmedabad, with effect from 4th September, 2016.

The Directors recommend the approval of the special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out.

**By Order of the Board,
For Sungold Capital Limited**

**Sd/-
Bhumika Sidhpura
Company Secretary**

**Place: Surat
Date: 27.07.2016**



SUNGOLD CAPITAL LIMITED
CIN: L65910GJ1993PLC018956

Registered office: 513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat – 395001
Corporate office: B/618, Jaswanti Allied Business Centre, off: Ramchandra Lane Extn, Malad – West,
Mumbai – 400064, phone no. 022-28891692/8108756812
Web site: www.sungoldcapitallimited.com E-mail Id: sungold2006@gmail.com

POSTAL BALLOT FORM

Sequence No.:

{Pursuant to Section 110 of the Companies Act, 2013 and Companies (Management & Administration) Amendment Rule 2014}

1. Name & Registered Address of the Sole/first named Member :
2. Name(s) of Joint-Holder(s), if any (in block letters) :
3. Folio No. /DP Id & Client ID :
4. Number of Shares Held :

I/we hereby express my/our vote in respect of the following Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated July 27, 2016 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	Number of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (Against)
1.	Change of Registered Office of the Company from One City to another City but within the same State under the same ROC			

Place: Surat

Date: 27.07.2016

Signature of Member/ Authorized representative

Particulars of E - voting

E-Voting Sequence No (EVSN)	User ID	PAN/ DOB/Dividend Bank Details
160728013	Refer to instructions A- (vi) of the notice	Refer to instructions A- (vi) of the notice

Notes:-

- (i) Please read the instructions printed overleaf carefully before exercising your vote.
- (ii) Please return duly filled and signed postal ballot form in the envelope enclosed herewith.
- (iii) Last date for receipt of Postal Ballot Form is Thursday, September 1, 2016 (before 5.00 p.m.)

INSTRUCTIONS REGARDING VOTING BY PHYSICAL MODE:

1. Members holding shares as on cutoff date i.e. Friday, July 29, 2016 can only exercise their right to cast their vote by physical Ballot Form.
2. Member(s) desirous to vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar & Transfer Agent in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if deposited in person or sent by courier or registered/speed post at the expense of the member(s) will be accepted.
3. The self-addressed envelope bears the name and address of the Registrar & Transfer Agent appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholders, in case of joint holding; this form should be completed and signed (as per the specimen signature(s) registered with the Company/NSDL/CDSL) as per mode of holding of joint shareholder the first named shareholder and in his/her absence, by the next named Shareholder.
5. Unsigned/Incomplete/Incorrect Postal Ballot Form(s) will be rejected.
6. Duly completed forms should reach the Registrar & Transfer Agent not later than the close of working hours on or before 5.00 p.m. on Thursday, September 1, 2016. Postal Ballot forms received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received. Results of the Postal Ballot will be declared by the Chairman or any Director authorized by him on or before September 3, 2016.
7. A member may request for a Duplicate Postal Ballot, if so required. The Postal Ballot Form can also be downloaded from the website of the company www.sungoldcapitallimited.com. However it should reach the Scrutinizer not later than 5.00 p.m. on Thursday, September 1, 2016.
8. In the case of shares held by companies, the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution/Power of Attorney (POA) in favour of authorized representative, together with attached specimen signature(s) of the duly authorized signatories.
9. Members are requested to fill Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders on the date of the dispatch of the Notice.
11. The Postal ballot shall not be exercised by a proxy.
12. Shareholders are requested to send only the postal ballot form in the enclosed self-addressed envelope and in case of companies with appropriate board resolution.