

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Sungold Capital Limited will be held on Tuesday, July 09, 2019 at 10:30 am at Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada – 393145, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended March 31, 2019 along with the Board and Auditor's Report thereon.
2. To appoint Mr. Rajesh Pillai, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, 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 152 of the Companies Act, 2013, Mr. Rajesh Pillai, (DIN: J7585805), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To reappoint Mr. Uma Maheshwara Rao Sikhinam as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

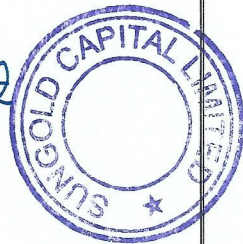
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Uma Maheshwara Rao Sikhinam (DIN: 02914295) who was appointed as an Independent Director and who holds office of Independent Director upto the conclusion of this Annual General Meeting, and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from conclusion of this AGM to the conclusion of Thirty Second AGM of the Company.”

By the order of the Board of Directors
For Sungold Capital Limited

Nishi Dhirawat

Sd/-

CS Nishi Dhirawat
Company Secretary & Compliance Officer



Place: Mumbai
Date: June 07, 2019

REGISTERED OFFICE ADDRESS:

House No. 7/13, Opp White Tower, Station Road, Rajpipla,
Nandod, Narmada – 393145

Corporate office address:

B/618, Jaswanti Allied Business Centre,
Off Ramchandra Lane Extn;
Kachpada, Malad (west), Mumbai – 400064

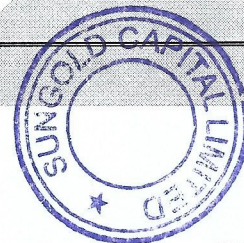
Email: info@sungoldcapitallimited.com/sungold2006@gmail.com

Website: www.sungoldcapitallimited.com

Tel No: +91 – 8108756812/022-28891692

NOTES:

1. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 3rd July, 2019 to Tuesday, 9th July, 2019(Both Days Inclusive).
5. All documents referred to in accompanying notice and statement pursuant to section 102 shall be open for inspection at the Corporate office of the Company during the office hours on all working days except Saturdays, between 10:00A.M.to 3:00 P.M. up to the date of conclusion of AGM.
6. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be appointed is annexed to this Notice.
7. At the ensuing Annual General Meeting, Mr. Rajesh Pillai, (DIN: 07585805) retires by rotation and seeks re-appointment.
8. 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 account. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
9. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
10. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agents, in case of shares held in physical form, on or before Tuesday, July 02, 2019. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
12. Pursuant to Section 72 of the Companies Act, 2013 members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company www.sungoldcapitallimited.com) with the Company's share transfer agents. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
13. Members holding Shares in physical form are requested to convert their holding in dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regards.
14. Members are requested to bring their copy of Annual Report to the AGM. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
15. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant(s). Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar Share Transfer Agent M/s. Satellite Corporate Services (P) Ltd., Unit No. 49, Building No. 13 AB, 2nd Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400072.
17. In terms of Section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with



their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. The Notice of AGM and the copies of audited financial statements, Boards' Report, Auditors' Report etc. will also be displayed on the website www.sungoldcapitallimited.com of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants.

18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company for consolidation in one folio.

19. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the E- voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

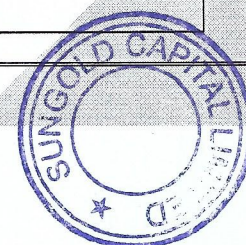
The remote e- voting facility will be available during the following voting period:

Commencement of remote e- voting	End of remote e- voting
Friday, July 05, 2019, 9:00 a.m.	Monday, July 08, 2019, 5:00 p.m.

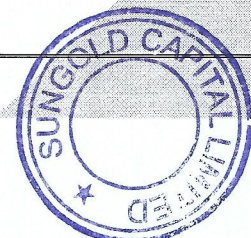
- (i) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, July 02, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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> <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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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> <p>•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).</p>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant <190607007> on which you choose to vote.
- (xii) 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.
- (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 the resolution, 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 same 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) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 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 favour 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.
- (xxi) The voting rights of the shareholders shall be proportionate to their shares of the paid up capital of the Company as on the cut-off date of Tuesday, July 02, 2019.
- (xxii) Mr. Suhas Ganpule, Practicing Company Secretary (Membership No. 12122, COP No. 5722), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
20. The Chairman shall, at the AGM, 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 poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours of the conclusion of the AGM, 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.



22. The results declared along with the report of the scrutinizer's shall be placed on the website of the Company www.sungoldcapitallimited.com and on the website of CDSL 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 the order of the Board of Directors
For Sungold Capital Limited

Sd/-

CS Nishi Dhirawat
Company Secretary & Compliance Officer



Place: Mumbai
Date: June 07, 2019

REGISTERED OFFICE ADDRESS:

House No. 7/13, Opp White Tower, Station Road, Rajpipla,
Nandod, Narmada – 393145

Corporate office address:

B/618, Jaswanti Allied Business Centre,
Off Ramchandra Lane Extn;
Kachpada, Malad (west), Mumbai – 400064

Email: info@sungoldcapitallimited.com/sungold2006@gmail.com

Website: www.sungoldcapitallimited.com

Tel No: +91 – 8108756812/022-28891692

ANNEXURE TO NOTICE
Details of Directors seeking Appointment/Re- appointment at the Annual General Meeting

Names of Director	Mr. Rajesh Narayan Pillai	Uma Maheshwara Rao Sikhinam
Date of Birth	20-Oct-73	17-July-1964
Date of Appointment	04-Sep-16	21-August-2014
DIN	7585805	02914295
Qualifications	B.com – Gujarat university MBA(Specialization in Marketing) – Pune University	M L W from Gujarat University and BSC from Nagarjuna University
Expertise in specific functional area	Expertise in Sales, Risk Management, Policy and trainings	Human Resource Management
Disclosure of relationships between directors inter-se;	NA	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	NA	NA
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders' Relationship Committee)	NA	NA
Number of Shares held in the Company	NIL	NIL

Explanatory Statement [Pursuant to Section 102(1) of the Companies Act, 2013]

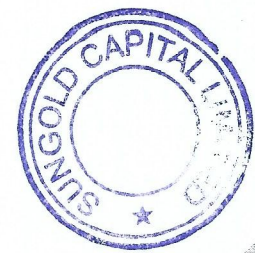
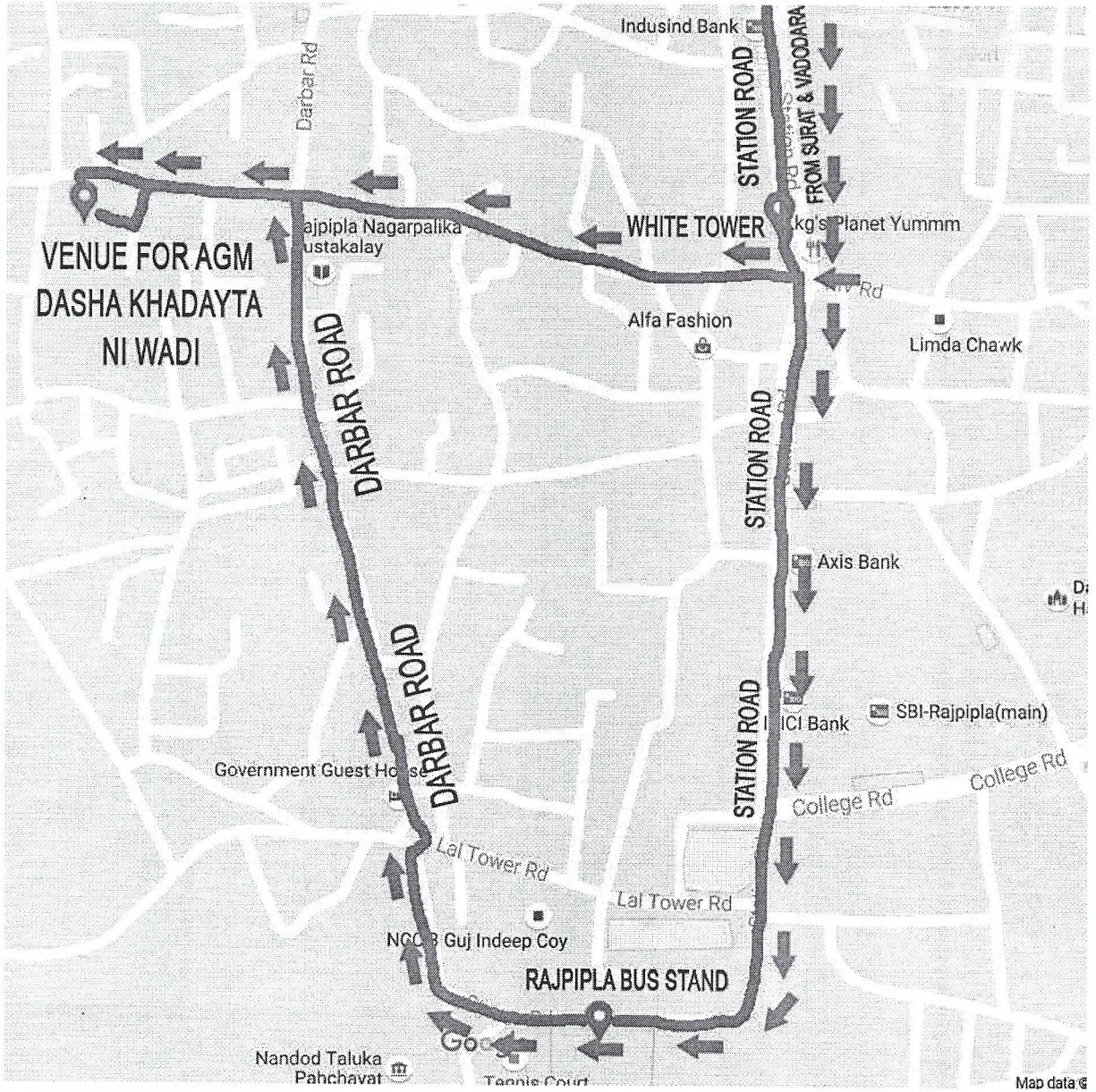
Item No. 3: Re-appointment of Mr. Uma Maheshwara Rao Sikhinam as an Independent Non-Executive Director.

Mr. Uma Maheshwara Rao Sikhinam was appointed as an Independent Non Executive Director of the Company by the members at the 22nd AGM of the Company for a period of five consecutive years commencing from conclusion of this AGM to the conclusion of Twenty Seventh AGM of the company. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Uma Maheshwara Rao Sikhinam, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from conclusion of this AGM to the conclusion of thirty second AGM of the company.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Uma Maheshwara Rao Sikhinam fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sikhinam as an Independent Director. Copy of the draft letter for appointment of Mr. Sikhinam as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Sikhinam as an Independent Director for another term of five consecutive years with effect from conclusion of this AGM to the conclusion of thirty second AGM of the company. for the approval by the shareholders of the Company. Except Mr. Uma Maheshwara Rao Sikhinam, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mr. Sikhinam is not related to any Director of the Company.



Route map of the venue of 27th Annual General Meeting



SUNGOLD CAPITAL LIMITED (CIN: L65910GJ1993PLC018956)

Regd. off: House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada - 393145

Corp off: B/618, Jaswanti Allied Business Centre, off Ramchandra Lane extn; Kachpada, Malad (west), Mumbai - 400064

Contact No. 8108756812/022-28891692, E-mail id: info@sungoldcapitallimited.com Website: www.sungoldcapitallimited.com

ATTENDANCE SLIP (to be presented at the entrance)

27th Annual General Meeting - Tuesday, July 09, 2019 at 10:30 am at

Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada - 393145

Folio No. _____ DP ID. _____ Client ID No. _____ No. of Shares: _____

Name of the Member _____

Signature _____

Name of the Proxy Holder _____

Signature _____

Only Member/Proxy holder can attend the meeting.

Member/proxy holder should bring his/her copy of Annual Report for reference at the Meeting.

SUNGOLD CAPITAL LIMITED (CIN: L65910GJ1993PLC018956)

Regd. off: House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada - 393145

Corp off: B/618, Jaswanti Allied Business Centre, off Ramchandra Lane extn; Kachpada, Malad (west), Mumbai - 400064

Contact No. 8108756812/022-28891692, E-mail id: info@sungoldcapitallimited.com Website: www.sungoldcapitallimited.com

PROXY FORM (Form MGT - 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s) : _____

Registered address : _____

Email Id : _____

Folio No. /Client ID No : _____ DP ID No: _____

I/We, being the member(s) of _____ shares of Sungold Capital Ltd, hereby appoint:

Name: _____ Email ID: _____

Address: _____ Signature: _____

or failing him

Name: _____ Email ID: _____

Address: _____ Signature: _____

or failing him

Name: _____ Email ID: _____

Address: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us on my /our behalf at the 27th Annual General Meeting of the Company to be held on Tuesday, July 09, 2019 at 10:30 am at Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada - 393145 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended March 31, 2019 along with the Board and Auditor's Report thereon.
2.	To appoint Director in place of Mr. Rajesh Pillai, (DIN: 07585805), who retire by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offer himself for reappointment
SPECIAL BUSINESS	
3.	To re-appoint Mr. Uma Maheshwara Rao Sikhinam as an Independent Director of the company.

Signed this _____ day of _____ 2019

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 meeting.

Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.