

# **28<sup>th</sup> ANNUAL REPORT**

## **2019 – 2020**



**SUNGOLD**  
CAPITAL LIMITED

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Mr. Rajiv Kotia  
Mr. Rajesh Pillai  
Mr. Uma Maheswara Rao Sihinam  
Ms. Karishma Kaku

Chairman & Managing Director  
Non- Executive Director  
Independent Director  
Independent Women Director

### CHIEF FINANCIAL OFFICER (CFO)

Pradipkumar Vaghela

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Versha Chaturani

### STATUTORY AUDITOR

M/s. Bhatner & Company  
Chartered Accountants, Mumbai

### INTERNAL AUDITOR

M/s. Ravjani Jemani & Company.  
Chartered Accountants, Ahmedabad

### SECRETARIAL AUDITOR

M/s. SG & Associates,  
Company Secretaries, Mumbai

### REGISTRAR AND SHARE TRANSFER AGENT

M/s. Satellite Corporate Services Pvt. Ltd.  
**Registered Office Address:**  
Office no. 106 & 107, Dattani Plaza,  
East West Compound,  
Andheri Kurla Road,  
Sakinaka- Mumbai-400072.

### BANKERS

HDFC Bank Limited  
Bandhan Bank Limited

### 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](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)

Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

Tel No: +91 – 8108756812/022-28891692

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### INFORMATION FOR SHAREHOLDER:

#### 28<sup>th</sup> Annual General Meeting of Sungold Capital Limited

**Day:** Tuesday

**Date:** September 29, 2020

**Time:** 10.00 am

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

**Book closure**

**Wednesday, September 23, 2020 to  
Tuesday September 29, 2020**

## NOTICE

**NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of SUNGOLD CAPITAL LIMITED will be held on Tuesday, September 29, 2020 at 10:00 am at House No. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada - 393145, to transact the following business:**

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended March 31, 2020 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: 07585805), 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 re-appoint Mr. Rajiv Kotia (DIN: 00135912) as a Managing Director 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 sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Articles 83 of the Articles of Association of the Company and as approved by the Board of Directors of the Company (on the recommendation by the Nomination and Remuneration Committee), the approval of Members of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Kotia (DIN: 00135912), as the Managing Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> July, 2020, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**"RESOLVED FURTHER THAT** in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government."

**RESOLVED FURTHER THAT** such terms and conditions, including the alteration(s) there under for appointment and remuneration shall be with the discretion of the Board, subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable if any, payable to Mr. Rajiv Kotia shall be within the limits prescribed under the Companies Act, 2013 and rules and schedules there under including any amendment thereto from time to time.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

4. To re-appoint Mrs. Karishma Kaku (DIN: 07214961) 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), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on the recommendation by Nomination and Remuneration committee, the approval of the members of the Company be and is hereby accorded to the reappointment of Mrs. Karishma Kaku (DIN: 07214961) Independent Director of the Company and who holds office of Independent Director for a term upto 13<sup>th</sup> August, 2020, who has submitted a declaration that she meets the criteria of independence and who is eligible for reappointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 14<sup>th</sup> August, 2020 to 13<sup>th</sup> August, 2025.

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification or re-enactment thereof for the time being in force and rules made there under and such other requisite approvals, if any, in this regard from appropriate authorities including RBI and terms(s), condition(s), amendment(s), modification(s), as may be required and the consent of the Members be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors) insert in **Clause III (A) of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION following new paragraph shall be added as Main object clause no (8):**

To acquire, sell and/or deal in any financial assets, both performing and non performing from any person including without limitation Financial Institutions, Banks, Non-Banking Financial Institutions, Funds, Asset Management Company, Mutual Fund, Asset Reconstruction Company and any other agencies, regulated or non regulated, and to acquire any right or interest in the financial assets of such person or persons, Financial Institutions, Banks, Non-Banking Financial Institutions, Funds, Asset Management Company, Mutual Fund, Asset Reconstruction Company and any other agencies, regulated or not regulated either in cash or by way of a loan or by way of assignment of loan or under a scheme of one time settlement or by issuing a debenture or bond or security receipts or any other security acceptable to such person or persons, as may be permitted under the applicable laws and to enforce security interest underlying such financial assets and any other permissible business and/or activity. Financial assets for this purpose shall mean a debt or receivable and shall include amongst others i) a claim to any debt or receivables or part thereof, whether secured or unsecured, ii) any debt or receivables secured by, mortgage of, or charge on immovable property, iii) a mortgage, charge, hypothecation or pledge of movable property, iv) any right or interest in the security, whether full or part underlying such debt or receivables, v) any beneficial interest in property, whether movable or immovable, or in such debt, receivables, whether such interest is existing, future, accruing, conditional or contingent, vi) any loan or advance granted or any debentures or bonds subscribed or any guarantee given or any other credit facility provided, and vii) any and all claims filed or can be filed in any court of law whether civil or criminal for these financial assets.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Director of the Company and the Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form as return of appointment with the Registrar of Companies.”

By the order of the Board of Director  
**For Sungold Capital Limited**

Sd/-  
**CS Versha Chaturani**  
**Company Secretary & Compliance Officer**  
**Membership No. A59225**

**Place: Mumbai**  
**Date: 03.09.2020**

**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](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)

**Website:** [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

**Tel No:** +91 – 8108756812/022-28891692

## NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. 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.
3. 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.
4. 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.
5. 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, 23<sup>rd</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020 (Both Days Inclusive).
6. 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.
7. 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.
8. At the ensuing Annual General Meeting, Mr. Rajesh Pillai, (DIN: 07585805) retires by rotation and seeks re-appointment.
9. 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.
10. 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.
11. 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.
12. 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, September 22, 2020. 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](http://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 regard.
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., Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, 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. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com) and on the website of Bombay Stock Exchange (BSE) [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.
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 28<sup>th</sup> 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, September 25, 2020, 9:00 a.m.	Monday, September 28, 2020, 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, September 22, 2020 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](http://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](http://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:**

<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> 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. <input type="checkbox"/> 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.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <input type="checkbox"/> 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).

- (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 <200903016> 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, September 22, 2020.
- (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](http://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 Versha Chaturani  
Company Secretary & Compliance Officer  
Membership No. A59225**

**Place: Mumbai  
Date: September 03, 2020**

**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](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)

**Website:** [www.sungoldcapitallimited.com](http://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	Mr. Rajiv Kotia	Mrs. Karishma Kaku
Date of Birth	20-Oct-73	21-04-1961	22-December-1991
Date of Appointment	04-Sept-2016	01-July-2015	14-August-2015
DIN	7585805	00135912	07214961
Qualifications	B.Com – Gujarat university MBA (Specialization in Marketing) – Pune University	B.Com – Gujarat university	B.Com – Mumbai university
Expertise in specific functional area	Expertise in Sales, Risk Management, Policy and trainings	Having rich experience of more than 40 years in the areas of Management Consultancy, Financial Management, well-known Industry expert, rich experience in Banking Industry, Administration, Capital Markets, Turnaround Strategies, Corporate Governance. He has been recognized by various prestigious bodies and institutions for his Business Leadership, Entrepreneurship and Innovation.	Finance, Accounting and taxation
Disclosure of relationships between directors inter-se;	NA	NA	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	NA	NA	NA
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders' Relationship Committee)	NA	NA	NA
Number of Shares held in the Company	NIL	21,42,000	NIL

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

### Item No. 3: Re-appointment of Mr. Rajiv Kotia (DIN: 00135912) as a Managing Director

Mr. Rajiv Kotia at the 23rd Annual General Meeting held on September 29, 2015 the Members had approved re-appointment of Mr. Rajiv Kotia as Managing Director of the Company for the period of five-year w.e.f. 01.07.2015.

Considering the immense contribution of Mr. Rajiv Kotia, Managing Director to the day to day functioning, his experience and guidance towards the progress of the Company. The Nomination and Remuneration Committee proposed re-appointment of Mr. Rajiv Kotia to the Board of Directors at the meeting held on June 26, 2020. Further they decided to keep the same salary scale applicable to Mr. Rajiv Kotia i.e. Rs. 36, 00,000 /- per annum for the period of three years. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

The Board of Directors of the Company at its meeting held on June 26, 2020 had approved re-appointment of Mr. Rajiv Kotia as Managing Director of the Company for a period of five years with effect from July 1, 2020 subject to members' approval.

The additional information with respect to the Company and the Appointee are as under:

### PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013

#### I. GENERAL INFORMATION

##### A. Nature of Industry

The Company being a registered Non-Banking Finance Company with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies, initial funding requirements of a project, mezzanine financing, project financing, bridge financing, short term and long-term working capital requirements. Your company is diversified across various sectors such as financial services, entertainment, Estate development, Supermarket operation, Business Service centre, lease and hire purchase, Investment and Bill Discounting, security related asset, etc.

##### B. Date of Commencement of Activities: 10.02.1993

##### C. Financial Performance of the Company:

(Rs. In Lakhs)

Particulars	FY 2019-2020	FY 2018-2019	FY 2017-2018
Operational and other Income	1,84,03,841	1,85,19,996	1,38,65,097
Profit before Depreciation and Tax	3,94,859	5,33,561	6,86,308
Less: Depreciation	2,974	57,813	2,63,176
Profit before Tax	3,91,885	4,75,748	4,23,132
Less: Tax expenses (includes provision for deferred tax asset/liability)	1,01,890	1,18,397	3,85,426
Profit after tax	2,89,995	3,57,351	37,706

##### D. Foreign Earnings, investments or collaborations: There was No Foreign Investment or Collaboration during the year.

#### II. Information about the appointee:

1	Background details, Recognition or awards	Mr. Rajiv Kotia, a commerce graduate having rich experience of more than 40 years in the areas of Management Consultancy, Financial Management, well-known Industry expert, rich experience in Banking Industry, Administration, Capital Markets, Turnaround Strategies, Corporate Governance. He has been recognized by various prestigious bodies and institutions for his Business Leadership, Entrepreneurship and Innovation.
2	Past Remuneration	Received Rs. 3,00,000/- against Rs. 36,00,000/-
3	Job Profile & his Suitability	Managing Director
4	Remuneration Proposed	Remuneration upto 36,00,000/- p.a. excluding perquisites with powers to Board to vary from time to time within the limits of Schedule V of the Companies Act, 2013
5	Comparative remuneration profile with	The present job responsibility of the appointee is to manage the

	respects to industry, size of the Company, profile of the position and person	whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel, if any	Except being Promoter, Chairman and Managing Director of the Company, Mr. Rajiv Kotia does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

### III. DISCLOSURE:

Details of remuneration paid to Mr. Rajiv Kotia during the Financial Year 2019-20 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

A written Memorandum setting out the terms of appointment of Mr. Rajiv Kotia under Section 190 of the Companies Act, 2013.

Brief Profile of Mr. Rajiv Kotia is annexed to this notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Rajiv Kotia (whose appointment is proposed in this resolution) is in any way concerned or interested in the resolution.

The resolution seeks the approval of shareholders for the appointment of Mr. Rajiv Kotia as a Managing Director. He shall not be liable to retire by rotation. The Board of Directors commend passing of the resolution set out in the Notice for the approval of the shareholders.

#### **Item No. 4:** Re-appointment of Mrs. Karishma Kaku (DIN: 07214961) as an Independent Non-Executive Director.

Mrs. Karishma Kaku (DIN: 06492679) is a Non-Executive (Independent) Director of the Company. She joined the Board of Directors of the Company on August 14, 2015 as an Independent Director. Pursuant to the provisions of Sections 149, 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013 an independent director can hold office for a term up to five consecutive years on the board of a company and he/she is eligible for re-appointment on passing of a Special Resolution by the Company subject to maximum of two consecutive terms. Accordingly, the Members of the Company at their 23<sup>rd</sup> Annual General Meeting held on September 29, 2015 appointed Mrs. Karishma Kaku as an Independent Director of the Company for a period of 5 years i.e. up to August 13, 2020 (first term).

In the opinion of the Board, Mrs. Karishma Kaku fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. Her background and experience and contributions made by her during her tenure, the association of Mrs. Karishma Kaku would be beneficial to the Company and it is desirable to Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. August 14, 2020.

The Board of Directors on August 13, 2020, on the recommendation of the Nomination and Remuneration / Compensation Committee and based on the performance evaluation, her background, experience and contribution made by her during her tenure with the Company, re-appointed subject to the approval of the Members at the ensuing AGM, Mrs. Karishma Kaku as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from August 14, 2020 to August 13, 2025.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Karishma Kaku for the office of Director of the Company.

Copy of the draft letter of appointment of Mrs. Karishma Kaku setting out the terms and conditions of appointment and the names of companies and the committees if any in which Mrs. Karishma Kaku is a director / member are available for inspection without any fee by the members at the Corporate Office of the Company.

The details of Mrs. Karishma Kaku as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure to this Notice. No Director, Key Managerial Personnel or their relatives except Mrs. Karishma Kaku, is interested or concerned in the Resolution.

**Item No. 5:**

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to include other activities to be undertaken by Company i.e. To acquire, sell and/or deal in any financial assets it is proposed to include additional objects in the main object clause of the Memorandum of Association of the Company. The principal business of the Company at present is of finance company and to finance industrial enterprise give short/long term loans with/without security and interest and now the Board feels that Company should widen its business by undertaking activities of dealing in any financial assets, both performing and non performing from any person including without limitation as stated in the above resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend and addition to be done in the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Shareholders and Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on 3<sup>rd</sup> September, 2020 has approved addition of the object clause of MOA of the Company and the Board now seeks Members' approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the amended MOA of the Company would be available for inspection for the Members at the Corporate Office of the Company on any working day till 24 hours before the date of AGM.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

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

**Sd/-  
CS Versha Chaturani  
Company Secretary & Compliance Officer  
Membership No. A59225**

**Place: Mumbai  
Date: September 03, 2020**

**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](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)  
**Website:** [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)  
**Tel No:** +91 – 8108756812/022-28891692



## BOARD'S REPORT SUNGOLD CAPITAL LIMITED

To,  
The Members,

Your Directors have pleasure in presenting **28<sup>th</sup> Annual Report** together with the Audited Annual Accounts for the Financial Year ended March 31, 2020.

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE):

The Board's Report shall be prepared based on the standalone financial statements of the company.

(Rs. In lakhs)		
Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operation	183.74	185.15
Other Income	0.30	0.04
Total Expense (Excluding Depreciation)	180.09	179.86
Gross Profit before depreciation and tax	3.95	5.33
Depreciation	0.03	0.58
Net Profit before tax	3.92	4.75
Tax Expense	1.02	1.18
Net Profit After Tax	2.90	3.57
Balance of Profit brought forward	92.32	89.46
Balance available for appropriation	2.99	3.57
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	0.58	0.71
Surplus carried to Balance Sheet	94.64	92.32
Earning Per Shares (EPS)		
Basic	0.016	0.02
Diluted	0.016	0.02

### 2. MANAGEMENT DISCUSSION AND ANALYSIS:

In terms of provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is provided as a separate section forming part of the Annual Report.

### 3. DIVIDEND:

In order to conserve the resources and for further growth, the Company does not propose to pay any dividend.

### 4. DEPOSITS:

The Company has not accepted any fixed deposits during the year to which the provisions of Section 73 of the Companies Act, 2013 are applicable.

### 5. AMOUNT TRANSFER TO RESERVE:

During the FY 2019 -2020, the Company has transferred an amount of Rs. 57,999/- (P.Y. of Rs. 71,470/-) equivalent to 20% of profit after tax of the Company to special reserve account in compliance with Section 45 IC of the RBI Act.

### 6. SHARE CAPITAL:

The Share capital of the Company as on March 31, 2020 was Rs. 18,40,34,850/-. During the year under review, the Company neither issued any shares with differential voting rights nor granted stock options and sweat equity. As on March 31, 2020 none of the Directors of the Company holds instrument convertible into equity shares of the Company.

## **7. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return is available on the website of the company MGT-9  
**Web address:** <https://sungoldcapitallimited.com>

## **8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

As company is an NBFC and engaged in business of loan and advance, Section 186 is not applicable to the Company by virtue of exemption given in subsection (11) of section 186.

## **9. RELATED PARTY TRANSACTIONS:**

There were no materially significant related party transactions which could have had a potential conflict with the interests of the Company. Transactions with related parties are in the ordinary course of business on arm's length and are periodically placed before the Audit Committee and Board for its approvals and the particulars of contracts entered during the year 2019-20, in Form AOC-2 is enclosed as **Annexure - I**.

The policy on related party transactions and dealing with related party transactions is available on the website of the Company at the below link: <http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/policy-on-related-party-transactions.pdf>

## **10. CORPORATE SOCIAL RESPONSIBILITY:**

The present financial position of the Company does not mandate the implementation of CSR activities pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013. The Company will constitute CSR Committee, develop CSR policy and implement the CSR initiatives whenever it is applicable to the Company.

## **11. MATERIAL CHANGES**

During the FY 2019-2020 there has been change in the Company secretary & Compliance officer of the Company, As Ms. Nishi Dhirawat resigned from the post of Company secretary & Compliance officer w.e.f. 30.09.2019 and Ms. Versha Chaturani was appointed in her place as a Company secretary & Compliance officer w.e.f. 30.09.2019.

## **12. MATERIAL EVENTS**

During the period under the review there has been no material events taken place in the company.

## **13. DETAILS OF JOINT VENTURE/SUBSIDIARY /ASSOCIATE COMPANIES DURING THE YEAR:**

The Company does not have joint venture/subsidiary/associate companies during the year 2019-2020

## **14. PARTICULARS OF EMPLOYEES:**

There was no employee drawing remuneration in excess of limits prescribed under section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Remuneration Managerial Personnel) Rules, 2014.

## **15. DIRECTORS & KEY MANAGERIAL PERSONNEL:**

- Ms. Nishi Dhirawat resigned as the Company Secretary and Compliance Officer w.e.f. 30.09.2019 due to pre-occupied schedule and Ms. Versha Chaturani was appointed as the Company Secretary and Compliance Office w.e.f. 30.09.2019
- At the ensuing Annual General Meeting, Mr. Rajesh Pillai, (DIN: 07585805) retires by rotation and seeks re-appointment.
- Reappointment of Mr. Rajiv Kotia as managing Director of the company for the term of 5 years w.e.f. 1<sup>st</sup> July 2020.
- Reappointment of Ms. Karishma Kaku as Independent Director for the term of 5 years w.e.f. 14.08.2020

## **16. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other



matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on the website of the Company at the below link:

<http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/nomination-and-remuneration-policy.pdf>

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

**17. DECLARATION BY AN INDEPENDENT DIRECTOR:**

All the Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

**18. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of Independent Directors, Board, Committees and other individual Directors, process of performance evaluation has been carried out as per Nomination and Remuneration Policy.

**19. MEETINGS:**

During the year 9 (Nine) Board Meetings, 4 (four) Audit Committee Meetings, 3(Three) Stakeholder Relationship Committee Meetings and 2 (two) Nomination & Remuneration Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

An Independent Directors Meeting was held on December 12, 2019.

**20. COMMITTEES OF THE BOARD:**

Currently there are three committees:

Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee.

The detailed note and composition of the Committee is provided under Corporate Governance Report which is the part of Annual report of the Company.

**21. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has adopted the whistleblower mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the year.

The details of the policy are available on the website of the Company at the below link:

<http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/Whistle-Blower-Policy.pdf>

**22. CORPORATE GOVERNANCE REPORT:**

The Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance Practices as prevalent globally.

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, a Report on Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this Report.

**23. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has updated the same on the website of the company. During the year Company has not received any complaint of harassment.

**24. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Act.

That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2020 and of the profit or loss of the Company for the financial year ended March 31, 2020.

That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the Annual Financial Statements have been prepared on a going concern basis.

That proper internal financial control was in place and that the financial controls were adequate and were operating effectively.

That system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **25. AUDITORS AND AUDIT REPORT:**

At the twenty-sixth AGM held on July 10, 2018 the Members approved appointment of M/s. Bhatner & Company, Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the Conclusion of 26th Annual General Meeting till the Conclusion of 31st AGM of the Company, on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

The Auditors' Report for FY 2019-20 does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

## **26. SECRETARIAL AUDIT REPORT:**

The secretarial audit report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, SEBI (LODR) etc. as stipulated by the provisions of Section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure - II**.

## **27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **28. DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014**

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 in respect of employees of the Company and Directors is attached as '**Annexure III**'. There were no employees receiving remuneration above the prescribed limit in terms of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014

## **29. SIGNIFICANT OR MATERIAL ORDERS:**

An Adjudication Order No.EAD-5/SVKM/AO/49-57/2017-18 dated June 30, 2017 from Securities and Exchange Board of India against the Company and its Directors has been received by the Company. The order is passed in violation of provisions of Section 21 of Securities Contracts (Regulation) Act, 1956 read with Clause 35 of Listing Agreement and Regulation 3 (a) to (d), 4 (1), 4(2) (f) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating Securities Market) Regulations, 2003. An appeal for Order No.EAD-5/SVKM/AO/49-57/2017-18 has been filed by the Company dated 31.08.2017. During the period under the review The Management of the Company has filed appeal Before the Securities Appellate Tribunal, Mumbai and the matter is pending before the Tribunal.

Further another Adjudication Order No. EAD-5/SVKM/AO/82-86/2017-18 dated July 19, 2017 for the violation of Section 11C (3) read with Section 11 (2) (i) of SEBI Act, 1992 from Securities and Exchange Board of India was received by the Company. An appeal for Order No. EAD-5/SVKM/AO/82-86/2017-18 was filed by the Company dated 20.09.2017 with

Securities Appellant Tribunal. and as a result of which quantum of penalty was reduced by SAT in case of the appellant company i.e Sungold Capital Limited from Rs 5,00,000/- to Rs. 2,00,000/- and the said order was received by the company on August 06, 2019. In regards to the same, the amount of penalty of Rs. 2,00,000/- has been paid by the Company on 19<sup>th</sup> August, 2019.

Securities and Exchange Board of India (SEBI), has issued Adjudication Order No. Order/MC/DS/2020-21/ 7699-7704, dated on 18th May 2020 in favor of the Company on May 18, 2020 where the charge of violation of SAST Regulations, 1997 imposed on the Company for the year 2007-2008 is not established. Hence there was no violation of SAST Regulations, 1997 by the Company. Further SEBI has passed an Adjudication Order No. Order/MC/DS/2020-21/ 7699-7704, dated 18th May 2020 against Promoter for not making public announcement about acquisition of shares in Sungold Capital Limited in the year 2007-2008 under Section 15A(a), 15A(b) and 15H(ii) of SEBI Act, 1992 and imposed penalty of Rs. 11,00,000/-.

**30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**(A) Conservation of energy and technology absorption.**

The operation of the company, being financial services related, requires normal consumption of electricity. The company is taking every necessary step for reducing consumption of energy.

**(B) Foreign Exchange Earnings And Outgo:**

There was no foreign exchange outgo for the year ended as on March 31, 2020.

**31. RESERVE BANK OF INDIA DIRECTIONS:**

Company is categorized as a non-deposit taking, non-banking finance company (NBFC). Company has complied with the directives issued by the Reserve Bank of India under the Non-Banking Financial Companies (Reserve Bank of India) Directions, 2007, as amended from time to time.

**32. CHANGE OF REGISTERED OFFICE OF THE COMPANY:**

During the year 2019-2020 there was no change in the registered office of the Company.

**33. ACKNOWLEDGEMENTS:**

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Reserve Bank of India, SEBI & Bombay Stock Exchange Limited and all other statutory and/or regulatory bodies.

**For and on behalf of the Board of Directors**

**Place: Rajpipla**  
**Date: 13.08.2020**

**Sd/-**  
**Rajiv Kotia**  
**Chairman and Managing Director**  
**DIN: 00135912**

**ANNEXURE - I**  
**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

**Transaction with Related Parties**

Name of the Party	Nature of relation	Nature of Transaction	Amount During the Year ended 31.03.2020
Rajiv Kotia	Chairman & Managing Director	Salary paid	19,07,000
Pradeep Vaghela	CFO	Salary paid	3,00,000
Nishi Dhirawat	Company Secretary & Compliance Officer (resigned w.e.f. 30.09.2019)	Salary paid	1,25,950
Versha Chaturani	Company Secretary & Compliance Officer (appointed w.e.f. 30.09.2019)	Salary paid	1,50,000

Place: Rajpipla  
Date: 13.08.2020

For and on behalf of the Board of Directors

Sd/-  
Rajiv Kotia  
Chairman and Managing Director  
DIN: 00135912

**ANNEXURE II**  
**Form No. MR-3**  
**Secretarial Audit Report**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

For the Financial Year ended 31st March, 2020

**To,**  
**The Members,**  
**Sungold Capital Limited**

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by Sungold Capital Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, Papers, Minutes books, forms and return filed and others record maintained by the company for the financial year ended 31<sup>st</sup> March, 2020 according to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the Rules made thereunder;
- II. The Securities Contract (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign direct investments;
- V. The following Regulations and Guidelines Prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and share Transfer Agents) Regulations, 1993 regarding the Act and dealing with Client;
  - (d) The Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation, 2015.
- VI Non-Banking Financial (Non-Deposit Accepting or holding) companies prudential norms (Reserve Bank) Directions, 2007 and others relevant guidelines and circulars issued by the reserve bank of India from time to time.
- VII. We further state that there were no events/ actions in pursuance of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act).
  - (1) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (2) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (3) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (4) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (5) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of The Companies Act, 2013 (the Act) and the rules made there under;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

**We further report that** during the Audit period the Company had not gone through any specific events having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc.

**We further report that** Securities and Exchange Board of India (SEBI), has issued Adjudication Order No. Order/MC/DS/2020-21/7699-7704, Which is dated on 18th May 2020 under Section 15A(a), 15A(b) and 15H(ii) of SEBI Act, 1992 and imposed penalty of Rs. 11,00,000/- against Promoter for not making public announcement about acquisition of shares in Sungold Capital Limited in the year 2007-2008.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- i. Public / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations.

**For SG and Associates,**

**Sd/-**  
**Suhas Ganpule,**  
**Practicing Company Secretary**  
**Proprietor**  
**Membership No: 12122**  
**C. P No: 5722**  
**UDIN: A012122B000388135**

**Date: 26<sup>th</sup> June, 2020**  
**Place: Mumbai**

## **Annexure A**

**To,  
The Members,  
Sungold Capital Limited.**

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. In view of the restrictions imposed by the Government of India on movement of people across India to contain the spread of Covid-19 pandemic, which led to the complete lockdown across the nation, we have relied on electronic data for verification of certain records as the physical verification was not possible.

**For SG & Associates**

**Sd/-  
Suhas S. Ganpule  
Practicing Company Secretary  
Proprietor  
Membership No. 12122  
CP No. 5722  
UDIN: A012122B000388135**

**Date: 26<sup>th</sup> June, 2020  
Place: Mumbai**



**ANNEXURE-III**  
**DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION**  
**Information as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Particulars	Details				
1*	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	<p>Mr. Rajiv Kotia (DIN: 00135912) is the Chairman&amp; Managing Director of the Company as on date of this Report. Further he is paid a remuneration of Rs.1,58,917 every month. The median remuneration of the employees is Rs. 199800/- per month which is more than salary of the Director.</p> <table><tr><th>Name of the Director</th><th>Ratio of the remuneration to the median remuneration of the employees</th></tr><tr><td>Mr. Rajiv Kotia (Chairman &amp; Managing Director)</td><td>0.8</td></tr></table>	Name of the Director	Ratio of the remuneration to the median remuneration of the employees	Mr. Rajiv Kotia (Chairman & Managing Director)	0.8
Name of the Director	Ratio of the remuneration to the median remuneration of the employees					
Mr. Rajiv Kotia (Chairman & Managing Director)	0.8					
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<p>There was an increase in the salary of Mr. Rajiv Kotia, as Chairman and Managing Director of the Company of 0.33%. There was decrease in the salary of Mr. Pradeep Vaghela, as Chief Financial officer of the Company of 15%. Also Ms. Nishi Dhirawat was the Company Secretary of the Company till 30.09.2019 Ms. Versha Chaturani has been appointed as the Company Secretary on 30.09.2019.Due to change in the said post in the Financial Year 2019-2020, the percentage increase in remuneration of Company Secretary is not calculated</p>				
3	The percentage increase in the median remuneration of employees in the financial year	The percentage increase in the median remuneration of employees in the financial year 2019-2020 is 100%.				
4	The number of permanent employees on the rolls of company	There are 4 permanent employees on the rolls of the company				
5	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration	There is no increase in the remuneration of managerial personnel and in the salaries of employees except for the increase in percent of 0.33% in the remuneration of CMD.				
6	If remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.				

\*The Non- Executive directors are entitled for sitting fees as per the statutory provisions. The details of remuneration paid to non-executive directors are disclosed in the Corporate Governance Report. Hence, the ratio of remuneration and percentage increase for non-executive director's remuneration is therefore not considered for the above purpose.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2020.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by the Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward-looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward-looking statements expressed in this report consequent to new information or developments, events or otherwise.

### **ECONOMY OVERVIEW OF INDUSTRY STRUCTURE AND DEVELOPMENT**

#### **INTRODUCTION**

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payments banks to be created recently thereby adding to the types of entities operating in the sector. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64 per cent of the total assets held by the financial system.

#### **Investments/Developments**

- In 2019, FPI investments in Indian equities touched a five-year high of Rs 101,122 crore (US\$ 14.47 billion).
- Total Merger and Acquisition (M&A) worth US\$ 25.162 billion was recorded in first ten months of 2019.
- Total value of Private Equity (PE)/Venture Capital (VC) investments grew 44 per cent over past three years in value terms to reach US\$ 48 billion in 2019.
- Mutual Funds asset base stood at Rs 27,22,937 crore (US\$ 389.60 billion) at end of February 2020.
- In November 2019, the government will invest Rs 10,000 crore (US\$ 1.43 billion) in the Rs 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- In October 2019, ICICI Lombard General Insurance Company acquired Unbox Technologies for an aggregate cash consideration of Rs 225 crore (US\$ 32.19 million).
- In 2018, Rs 30,959 crore (US\$ 4.43 billion) were raised from initial public offerings (IPOs) whereas in financial year 2019, total funds raised stood at Rs 19,900 crore (US\$ 2.85 billion).
- The equity mutual funds registered a net inflow of Rs 6,489 crore in September 2019.
- There were 9,659 non-banking financial companies (NBFCs) registered with the Reserve Bank as on March 31, 2019.
- In FY19, over 3,133 core digital transactions were registered and reached 1,527 crore in FY20 (till September 2019).

#### **Government Initiatives**

- In November 2019, government allocated Rs 10,000 crore to set up AIFs for revival of stalled housing projects.
- Under the Interest Subvention Scheme for MSMEs, Rs 350 crore (US\$ 50.07 million) has been allocated under Union Budget 2019-20 for 2 per cent interest subvention for all GST registered MSMEs, on fresh or incremental loans.
- In December 2018, Securities and Exchange Board of India (SEBI) proposed direct overseas listing of Indian companies and other regulatory changes.
- Bombay Stock Exchange (BSE) introduced weekly futures and options contracts on Sensex 50 index from October 26, 2018.
- In September 2018, SEBI asked for recommendations to strengthen rules which will enhance the overall governance standards for issuers, intermediaries or infrastructure providers in the financial market.
- The Government of India launched India Post Payments Bank (IPPB), to provide every district with one branch which will help increase rural penetration. As of August 2018, two branches out of 650 branches are already operational.

#### **Road Ahead**

- India is expected to be fourth largest private wealth market globally by 2028.
- India is today one of the most vibrant global economies, on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters there could be a series of joint venture deals between global insurance giants and local players.
- The Association of Mutual Funds in India (AMFI) is targeting nearly five-fold growth in assets under management (AUM) to Rs 95 lakh crore (US\$ 1.47 trillion) and a more than three times growth in investor accounts to 130 million by 2025.
- India's mobile wallet industry is estimated to grow at a Compound Annual Growth Rate (CAGR) of 150 per cent to reach US\$ 4.4 billion by 2022 while mobile wallet transactions to touch Rs 32 trillion (USD \$ 492.6 billion) by 2022.

## **THE FINANCIAL AND OPERATIONAL PERFORMANCE**

The financial statement is in confirmation with provisions of the Companies Act, 1956 and applicable accounting standard recommended by the Institute of Chartered Accountants of India. The financial statement reflects the genuine desire for the transparency and best judgment for the estimates made on prudent and reasonable basis to correctly reflect the true and fair affairs of the company.

## **FUTURE PROSPECT / BUSINESS PLANS OF THE COMPANY**

As we all are aware about pandemic COVID -19 and about its long lasting impact on the economy as a whole and this will impact the all businesses in coming future to overcome the loss economy has faced RBI has made following policies for helping the NBFC companies. The government announced liquidity schemes worth Rs 75,000 crore for NBFCs which include Rs 30,000 liquidity scheme backed by government security. The remaining Rs 45,000 is through a partial credit guarantee scheme. The Reserve Bank of India (RBI) had announced a few schemes to make liquidity available for NBFCs, including targeted long-term repo operations. The RBI also announced a temporary increase in group exposure limits to 30 percent from 25 percent to enable larger business groups to seek additional funding from the banking system. The government is doing its part and company will do its for the growth of the company.

## **ADEQUACY OF INTERNAL CONTROL**

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **HUMAN RESOURCE DEVELOPMENT**

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

## **SEGMENT-WISE PERFORMANCE**

The Company has done good in all segments as we can see from the financial statements above.

## **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.

## **COMPLIANCE**

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

## **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other countries within which the Company conducts business and other factors such as litigation and

labour negotiations. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Sustained strong performance by any company is directly linked to an organization's philosophy and levels of Corporate Governance. Keeping this important reality in view, your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability.

**Disclaimer:** *All the data used in the initial sections of this report has been taken from publicly available resources and discrepancies, if, any, are incidental and unintentional*

## REPORT ON CORPORATE GOVERNANCE

Your Company's Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organization and here, we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business.

The detailed report on Corporate Governance for the financial year ended March 31, 2020, as per the disclosure requirements prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below:

### 1. COMPANY PHILOSOPHY:

Company's Philosophy on Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to delegation of operational powers to experienced staff members, effective control, oversight mechanism, strategies and policies which are constantly reviewed and strengthened to be in alignment with market realities and overall management of the organization.

In ensuring that the desired levels of Corporate Governance practices are imbibed in the organization and with a focus on its own fiduciary & trusteeship role, the Board of Directors of the Company seeks to evolve, strengthen and adopt structures and policies which would align and direct the actions of the organization towards creating wealth and shareholder value.

### 2. BOARD OF DIRECTORS:

An active, informed and independent Board is necessary to ensure highest standard of corporate governance. The Board lays down business strategy, sets strategic goals and seeks accountability for their fulfillment.

#### a. COMPOSITION OF BOARD OF DIRECTORS

The Company has maintained an optimum Combination of Executive and Non-executive Directors including one woman directors. The Chairman of the Board is the Managing Director (Executive Category). As of March 31, 2020, the Board of Directors (the 'Board') consisted of four directors of which two are Independent Directors.

The Board considers the recommendations of the Nomination & Remuneration Committee and takes appropriate decisions in regard to continuance of and induction of new skill-sets at the Board level to ensure the availability of these experienced professionals to guide the Company in an ever-evolving business environment.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies. Further, none of the Director is a Member of more than ten Committees and Chairman of more than five Committees across all the Companies in which he acts as Director.

#### b. NUMBER OF BOARD MEETINGS AND DATES ON WHICH HELD:

During the year the Board of Directors met (9) times. The following are the dates of Board meeting:

**April 11, 2019, May 28, 2019, June 07, 2019, August 07, 2019, August 13, 2019, September 30, 2019, November 12, 2019, January 14, 2020 and February 13, 2020**

Maximum time gap between any two consecutive meetings did not exceed 120 days.

#### c. The compositions of the Board, attendance at the Board meetings held during the FY 2019 – 2020 under review and at the last Annual General Meeting, number of directorship in other companies, Memberships/Chairmanships of the Committees and their shareholding as on March 31, 2020 in the Company are as follows: -

Name of Director	DIN	Category	No. of Board Meetings held during the year	No. of Board Meetings attended during the year	Attendance at last AGM (09.07.2019)	*Directors hips (including this entity)	**Committee Position(including this entity)		Shareholding (Equity Shares of FV of Rs. 10/- each)
							Chairperson	Member	
Mr. Rajiv Kotia	00135912	P&C&MD	9	8	√	1	---	1	2142000
Mr. Rajesh Pillai	07585805	NED	9	9	√	1	1	2	---
Mr. Uma Maheswara Rao SIKHINAM	02914295	NED & ID	9	9	√	1	---	3	---
Ms. Karishma Kaku	07214961	NED & ID	9	8	√	1	2	---	---

P- Promoter; C- Chairman; NED – Non – Executive Director; ID – Independent Director; MD- Managing Director; ED – Executive Director)

**Note:**

\*Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\*Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee in all Indian Public Limited Companies have been considered for the Committee positions.

\*\*\*There is no inter- se relationship between the directors.

### MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met once on December 12, 2019 inter alia, to:

- Evaluate the performance of non-independent directors and the Board as a whole;
- Evaluate performance of the Executive Director of the Company; and
- Evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

The suggestions made at the meetings of the Independent Directors were communicated to the Chairman and the Executive Director for taking appropriate steps. All Independent Directors were present at the meeting.

### 3. AUDIT COMMITTEE:

Board has constituted a set of committees with specific terms of reference/mandate, as to effectively focus on the issues falling under their jurisdiction. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before the Board meeting for noting.

#### Composition, name of members and Chairperson as on March 31, 2020.

Name of the Members	Category of Directorship	Designation
Ms. Karishma Kaku	Non- Executive Independent Director	Chairman
Mr. Uma Maheswara Rao SIKHINAM	Non- Executive Independent Director	Member
Mr. Rajesh Pillai	Non- Executive Director	Member

#### The Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on July 9, 2019.

#### Terms of Reference

The terms of reference of Audit Committee are wide enough, covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, which inter alia includes the following:

- oversee the Company's financial reporting process and disclosure of its financial information;

- b. recommend appointment, remuneration and terms of appointment of auditors of the Company;
- c. approve payment to statutory auditors for any other services rendered by them;
- d. review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:
  - 1) matters to be included in Directors Responsibility Statements to be included in Board's report ;
  - 2) any changes in accounting policies and practices;
  - 3) major accounting entries involving estimates based on the exercise of judgment by management;
  - 4) significant adjustments resulting from the audit findings;
  - 5) compliance with listing and other legal requirements relating to financial statement;
  - 6) disclosure of related party transactions;
  - 7) Qualification in draft audit report.
- e. review with the management, the quarterly financial statement before submission to the board for their approval;
- f. recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- g. discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- h. review the internal audit program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- i. consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- j. consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- k. discuss significant findings with internal auditors and initiate follow-up action thereon;
- l. look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- m. review performance of statutory and internal auditors and adequacy of internal control systems;
- n. approve transaction with related parties and subsequent modification to terms of contract/transaction;
- o. scrutinize inter-corporate loans and investments;
- p. valuation of any of the undertakings or assets as and when necessary;
- q. evaluate adequacy of internal financial control and risk management system;
- r. review with management , the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue , and making recommendation to the Board for taking steps in relation thereto;
- s. approve appointment of CFO (i.e. the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;



t. review functioning of the Whistle Blower Policy;

u. carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

The composition and terms of reference of the Audit Committee are in accordance with section 177 of the Companies Act, 2013, requirements prescribed in Non- Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Meetings and Attendance**

During the year under review, four (4) meetings of the Audit Committee were held on **May 28, 2019, August 13, 2019, November 12, 2019 and February 13, 2020**

The attendances of the members at the meeting of the Committee are as under:

<b>Name</b>	<b>No. of Meetings held during the tenure</b>	<b>No. of Meetings attended during the tenure</b>
Ms. Karishma Kaku	3	3
Mr. Uma Maheswara Rao Sikhinam	3	3
Mr. Rajesh Pillai	3	3

#### **4. NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee is constituted in compliance with the requirements of SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

As on March 31, 2020, the Nomination and Remuneration Committee comprised of the following:

##### **Composition, name of members and Chairperson**

<b>Name of the Members</b>	<b>Category</b>	<b>Designation</b>
Ms. Karishma Kaku	Non- Executive Independent Director	Chairman
Mr. Uma Maheswara Rao Sikhinam	Non- Executive Independent Director	Member
Mr. Rajesh Pillai	Non- Executive Director	Member

##### **The Board terms of reference and functions of the Nomination and Remuneration Committee are as follows:**

- i. review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- ii. formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, remuneration of directors, key managerial personnel and other employees of the Company;
- iii. formulation of the criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of Board of directors;
- v. formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;
- vi. review and implement succession and development plans for Managing Director, Executive Directors and Senior Management;
- vii. to supervise and monitor the process of issuance/ grant/vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

### Meetings and Attendance

During the financial year 2019-2020, two (2) meetings of Nomination and Remuneration Committee were held on May 28, 2019 and November 12, 2019,

During the year 2019-2020, the details of attendance by committee members are as follows:

Name	No. of Meetings Held during the tenure	No. of Meetings attended during the tenure
Ms. Karishma Kaku	2	2
Mr. Uma Maheswara Rao Sikhinam	2	2
Mr. Rajesh Pillai	2	2

### 5. REMUNERATION OF DIRECTORS:

- There is no pecuniary relationship or transaction of Non – Executive Director with the Company for the FY 2019-2020.
- The details of remuneration/sitting fee paid to Directors during the financial year are given in Form MGT 9, the Extract of Annual Return, as available on the website of the company.
- The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company. The remuneration policy has been disclosed on the website of the Company.

#### Shareholding of the Non-Executive Directors (As on March 31, 2020)

Name of the Non-Executive Directors	Number of Equity Shares of Face Value – Rs. 10/- each
Mr. Rajesh Pillai	NIL

### 6. Stakeholder Relationship Committee

Stakeholder Relationship Committee ensures quick redressal of security holder and investors' complaints/grievances pertaining to transfers, no receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of securities and other miscellaneous complaints;

In addition, the Committee also monitors other issues including status of Dematerialization/ Rematerialisation of shares issued by the Company. Oversee the performance and service standards of the Registrar and Share Transfer Agent, and recommends measures to improve level of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web-based redress system and online redressal of all the shareholders complaints.

The composition and terms of reference of the SR Committee are in accordance with section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2020, the Committee comprises of:

Name of the Members	Category	Designation
Mr. Rajesh Pillai	Non- Executive Director	Chairman
Mr. Rajiv Kotia	Executive Director	Member
Mr. Uma Maheswara Rao Sikhinam	Independent Director	Member

#### a.Name and designation of compliance officer:

Ms. Nishi Dhirawat was the Company Secretary was the Compliance officer of the Company upto September 30, 2019.However thereafter Ms. Versha Chaturani, Company Secretary is the Compliance Officer w.e.f. September 30, 2019 for complying with the requirements of Securities Law and SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

During the year under review no complaint was received. There were no instruments for transfer pending as on 31 March, 2020.

**b. Meetings and Attendance:**

During the year under review, 3 (Three) meeting of the SR Committee was held on: **May 28, 2019, August 13, 2019, November 12, 2019.**

The attendance of members at the SR Committee meeting is as follows:

<b>Name</b>	<b>No. of Meetings Held</b>	<b>No. of Meetings attended</b>
Mr. Rajiv Kotia	3	3
Mr. Rajesh Pillai	3	3
Mr. Uma Maheswara Rao	3	2

**1. GENERAL BODY MEETINGS:**

**a. During the preceding three years annual general meeting were held:**

<b>Annual General Meeting</b>	<b>Financial year</b>	<b>Date, Time and Place</b>
25 <sup>th</sup> Annual General Meeting	2016 - 2017	August 17, 2017, 11.00a.m., Dasha Khadayta Wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada- 393145
One Special resolution: Regularization of Mr. Rajesh Pillai (07585805) as Non-Executive Director of the Company.		
26 <sup>th</sup> Annual General Meeting	2017-18	July 10, 2018, 11.00a.m. Dasha Khadayta Wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada- 393145
No special resolution was passed in Annual General Meeting held for FY 2017-18.		
27 <sup>th</sup> Annual General Meeting	2018-19	July 9, 2019, 10.30a.m. Dasha Khadayta Wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada- 393145
One special resolution: Re-appointment of Uma Maheswara Rao Sikhinam as an Independent Director of the company.was passed in Annual General Meeting held for FY 2018-19.		

**b. resolution passed last year through postal ballot:**

During the year Company has not conducted any postal ballot for passing any resolutions.

**2. MEANS OF COMMUNICATION:**

- 1) The Company's corporate website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com) provides comprehensive Information to the Shareholders.
- 2) The quarterly and yearly financial results are submitted to the Stock Exchange in accordance with the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and are also made available on the Company's website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com). The Unaudited/Audited Financial results for the quarter and year end are published in free press Gujarati, English edition & Lokmitra, Gujarati edition.
- 3) The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the Company's website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com).

### 3. GENERAL SHAREHOLDER INFORMATION:

#### a. Company Registration Details

The Corporate Identity Number (CIN):L65910GJ1993PLC018956.

#### b. Annual General Meeting for the FY 2019-2020

**Day, Date and Time:** Tuesday, September 29, 2020 at 10:00 a.m.

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

**Book Closure Date:** Wednesday, September 23, 2020 to Tuesday, September 28, 2020 (Both days inclusive)

#### c. Financial year and calendar (tentative)

Financial Year - April 1, 2019 to March 31, 2020

##### Results for the quarter ending:

June 30, 2019 - on or before August 14, 2019  
September 30, 2019 - on or before November 14, 2019  
December 31, 2019 - on or before February 14, 2020  
\*March 31, 2020 - on or before May 30, 2020 (after extension it shall be on or before July 31, 2020)

*\* SEBI, vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020, had extended the timeline for submission of financial results by listed entities for the quarter / half-year / financial year ended 31st March 2020 to July 31, 2020 due to the impact of the CoVID-19 pandemic.*

#### d. Dividend Payment: No Dividend has been declared.

#### e. Listing on stock exchanges & Scrip Code:

Bombay Stock Exchange Limited (BSE)  
P.J. Tower, Dalal Street, Mumbai – 400 001  
**Scrip Code:** 531433

Listing Fees is paid up to financial year 2019 -2020 as per the norms of Bombay Stock Exchange Ltd.

The ISIN in NSDL and CDSL: INE271D01013

NBFC Registration No. 01-00174

IMPPA Membership No. 8368

IMMPDA Membership No. 14/22032011/O/SGETM/21-1093/R4

#### f. Market Price Data:

High Low during each month in Financial Year i.e. April, 2019 to March, 2020

Months	BSE	
	High	Low
April 2019	-	-
May 2019	1.17	1.17
June 2019	1.22	1.17
July 2019	-	-
August 2019	-	-
September 2019	1.18	1.18
October 2019	-	-
November 2019	1.18	1.13
December 2019	1.13	1.08
January 2020	1.08	1.08
February 2020	-	-
March 2020	1.08	1.08

g. **Performance of the Company's Share Price on BSE vis-à-vis BSE SENSEX:**

High Low price of the Company's shares on BSE with corresponding BSE SENSEX Financial Year 2019-2020.

(In Rs.)				
Months	High		Low	
	Share price	BSE SENSEX	Share price	BSE SENSEX
19-Apr	-	39487.45	-	38460.25
19-May	1.17	40124.96	1.17	36956.1
19-Jun	1.22	40312.07	1.17	38870.96
19-Jul	-	40032.41	-	37128.26
19-Aug	-	37807.55	-	36102.35
19-Sep	1.18	39441.12	1.18	35987.8
19-Oct	-	40392.22	-	37415.83
19-Nov	1.18	41163.79	1.13	40014.23
19-Dec	1.13	41809.96	1.08	40135.37
20-Jan	1.08	42273.87	1.08	40476.55
20-Feb	-	41709.3	-	38219.97
20-Mar	1.08	39083.17	1.08	25638.9

h. **REGISTRAR AND TRANSFER AGENT:**

Members/ shareholders are requested to correspond with the Company's Registrars and Transfer Agents quoting their FolioNo. / DP ID & Client ID at the following address:

**Registered Address:** Office no. 106 & 107, Dattani Plaza,  
East West Compound, Andheri Kurla Road,  
Sakinaka- Mumbai-400072.

**Tele.** : +91-22-2852 0461 / 2852 0462  
**Fax** : +91-22-2851 1809  
**E-mail** : [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

i. **SHARE TRANSFERS SYSTEM:**

Securities lodged for transfers are processed and security certificates are returned within a period of fifteen days from the date of receipt, subject to all documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Executive Director and the Company Secretary of the Company. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities, as required under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with Stock Exchanges.

j. Distribution of shareholding as on March 31, 2020

Category of Equity Shares		No. of Shareholders	% to total	No. of Shares	Percentage of Shareholding
Less than 2,500	2,500	3293	86.48	1096798	0.60
2501	5000	205	5.38	783225	0.43
5,001	10,000	126	3.31	921125	0.50
10001	20000	80	2.10	1184534	0.64
20,001	30,000	24	0.63	573606	0.31
30001	40000	16	0.42	554771	0.30
40,001	50,000	19	0.50	880880	0.48
50001	100000	21	0.55	1538328	0.84
100,001	Above	24	0.63	10870218	5.91
<b>TOTAL</b>		<b>3808</b>	<b>100</b>	<b>18403485</b>	<b>10</b>

	Category	No. of Shares	% of Holding
<b>A)</b>	<b>Promoter Holding</b>		
	Individual	4478200	24.33
	Body Corporate	0.00	0.00
	<b>Sub - Total (A)</b>	<b>4478200</b>	<b>24.33</b>
<b>B)</b>	<b>Non- Promoters Holding</b>		
	1) Foreign Institutional Investors	0.00	0.00
	2) Non- Institutions		
	Bodies Corporate	3382462	18.38
	Individuals	10196634	55.41
	Clearing Members	130	0.00
	Non-Resident Indians	3720	0.02
	HUF	342339	1.86
	Directors	0	0.00
	<b>Sub- Total(B)(2)</b>	<b>13925285</b>	<b>75.67</b>
	<b>Grand Total(A+B)</b>	<b>18403485</b>	<b>100.00</b>

k. Dematerialization of shares and liquidity

The Company's shares are currently traded only in dematerialized form over BSE. To facilitate trading in dematerialized form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on March 31, 2020, 90.54% of our shares are in dematerialized form and the rest in physical form. Shares held in demat and physical modes as on March 31, 2020 are as follows:

Mode of Holding	Number of shares	% to total Equity
<b>Demat Mode:</b>		
<b>CDSL</b>	9349677	50.80
<b>NSDL</b>	7313108	39.74
<b>Total</b>	<b>16662785</b>	<b>90.54</b>
<b>Physical Mode</b>	1740700	9.46
<b>Grand Total</b>	<b>18403485</b>	<b>100.00</b>

To enable us to serve our investors better, we request the shareholders whose shares are in physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

l. The Company has not issued any GDRs/ADRs and there are no warrants or any convertible instruments pending for conversion, which would likely impact the capital of the company.

m. Plant Location:

Since the Company is in the business of NBFC – Non-Deposit taking and other non-fund based activities, the information about Plant Location is not applicable.

**n. Address for Correspondence**

For any assistance regarding share transfer and transmission, change of address, non-receipt of dividend, duplicate/missing share certificates, demat and other matters, please write to or contact Registrar & Share Transfer Agent of the Company at address mentioned at (h) above. For any query on the Annual Report and for any complaints or suggestions, please write to or contact:

**Contact Person& Designation:**

**CS Versha Chaturani**

**Company Secretary & Compliance officer**

**SUNGOLD CAPITAL LIMITED**

**[CIN: L65910GJ1993PLC018956]**

**Regd office Address:**

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

**Corporate office address:**

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

Email: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)/sungold2006@gmail.com

Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

Tel No: +91 – 8108756812/022-28891692



## DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I Rajiv Kotia, Chairman & Managing Director of the Company hereby declare that, Members of the Board and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2020.

**Mumbai, June 26, 2020**

**SD/-  
Rajiv Kotia  
Chairman & Managing Director  
DIN: 00135912**

### **CEO/CFO certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Board of Directors,  
Sungold capital Limited,  
House no. 7/13 Opp White Tower,  
Station Road, Nandod, Rajpipla  
Narmada-393145

We, Rajiv Kotia, Chairman & Managing Director, and Pradipkumar Vaghela, Chief Financial Officer of Sungold capital Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement of Sungold Capital Limited for the year ended March 31, 2020 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no significant changes in accounting policies during the year;
  - iii. That there are no instances of significant fraud of which we have become aware.

**Place: Mumbai,  
Date: June 26, 2020**

**SD/-  
Rajiv Kotia  
(Chairman & Managing Director)**

**SD/-  
Pradipkumar  
Vaghela  
(Chief Financial Officer)**

**Auditors' Certificate on Corporate Governance**

To,  
The Members of Sungold Capital Limited

We have examined the compliance of conditions of Corporate Governance by Sungold Capital Limited (the Company) for the year ended March 31, 2020 as per Regulation 15(2) and any other relevant provisions of Securities exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Bhatler & Co.**  
**Chartered Accountants**  
**FRN: 131092W**

**Sd/-**  
**Daulal H Bhatler**  
**Proprietor**  
**Membership No: - 016937**  
**UDIN: 20016937AAAADI1678**

**Place: Mumbai**  
**Date: June 26, 2020**

### **Continuation Certificate on NBFC business**

**To,  
The Board of Directors,  
Sungold Capital Limited**

As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 1998" vide notification No. DFC.117/DG (SPT)-98 dated January 2, 1998 issued by Reserve Bank of India (RBI), and based on the books and record verified by us and according to the information and explanation given to us during the course of our audit, we give hereunder our report on matters specified in paragraph 3 of the said directions.

The Board of Directors in their meeting held on June 26, 2020 has passed a resolution for Non-acceptance of any public deposit without prior approval of Reserve Bank of India in writing.

As per the information and explanation given to us and as appears from the books of account of the Company, Company has not accepted any deposit from the public during the year ended on 31st March, 2020.

In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition, accounting standard, asset classification, and provisioning of bad and doubtful debt as applicable to it for the year ended on 31st March, 2020.

**For Bhatler & Co.  
Chartered Accountants  
FRN: 131092W**

**Sd/-  
Daulal H Bhatler  
Proprietor  
Membership No: - 016937  
UDIN: 20016937AAAADJ2044**

**Place: Mumbai  
Date: June 26, 2020**

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(As per clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations).

To  
The Members,  
**Sungold Capital Limited**  
House no.7/13 Opp. White Tower,  
Station Road, Nandod, Rajpipla  
Narmada-393145

Pursuant to Regulation 34 read with Schedule V of SEBI(Listing Obligation and Disclosure requirements)Regulation 2015 and on the basis of the declaration received from the Directors of the Sungold Capital Limited (the'Company'), I Mr. Suhas Sadanand Ganpule, Company Secretary in Practice hereby declare that the under stated Directors of the Company are not debarred or disqualified from being appointed or to continue as Director of the Company by SEBI/ Ministry of Corporate Affairs or any another Statutory Authority for the year ended March 31, 2020.

<b>Name of the Director</b>	<b>DIN</b>
Mr. Rajiv Rameshchandra Kotia	00135912
Mr. Uma Maheswara Rao Sikhnam	02914295
Ms. Karishma Raturaj Kaku	07214961
Mr. Rajesh Narayan Pillai	07585805

**For SG & Associates**

Sd/-  
**Suhas S. Ganpule**  
**Practicing Company Secretary**  
**Proprietor**  
**Membership No. 12122**  
**CP No. 5722**  
**UDIN: A012122B000405427**

**Date: 01.07.2020**  
**Place: Mumbai**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF SUNGOLD CAPITAL LIMITED**

#### **Report on the Audit of the Ind AS Financial Statements**

##### **Opinion**

We have audited the accompanying Ind AS financial statements of **SUNGOLD CAPITAL LIMITED** ("the Company"), which comprise the Balance sheet as at March 31, 2020, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

##### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

##### **Responsibilities of Management for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing

and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2018;

(e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- The Company does not have pending litigations on its financial position in its Ind AS financial statements
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For Bhatler & Company**  
**Chartered Accountants**  
**Firm Registration No: 131092 W**

**Sd/-**  
**Daulal H.Bhatler**  
**Proprietor**  
**Membership No. 016937**  
**UDIN: 20016937AAAADI1678**

**Place: Mumbai**  
**Date: 26<sup>th</sup> June, 2020**



**ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SUNGOLD CAPITAL LIMITED**

- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of all fixed assets.  
(b) The Management has conducted physical verification of fixed assets during the year. We have been informed that no major discrepancies were noticed on such verification.
- ii) Since there is no inventory at year end, physical verification has not been conducted as at balance sheet date.
- iii) The Company has not granted unsecured loans to party covered in the register maintained u/s 189 of the Company act 2013. Accordingly this clause is not applicable to the company.
- iv) According to the information and explanations given to us, the Company has not given any loan, guarantee, made investment, nor provided any security under the provisions of Section 185 and 186 of the Act.
- v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013.
- vi) We have been informed that the maintenance of cost records has not been prescribed by the Central government under section 148(1) of the Companies Act 2013.
- vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) As at the year-end, according to the records of the Company and information and explanations given to us, there were no disputed statutory dues payable in respect of provident fund, income tax, sales tax, service tax, value added tax.
- viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to banks. The Company has not issued debentures nor borrowed any funds from financial institutions or Government.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) The company has paid managerial remuneration during the year in accordance with the requisite approvals mandate by the provisions of Section 197 read with Schedule V to the act.
- xii) In our opinion and according to information and explanation given to us, the company is not the Nidhi company, accordingly para 3(xii) of the order is not applicable to the company.
- xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance section 177 and 188 of Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us and documents produced before us the company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Bhatler & Company**  
**Chartered Accountants**  
**Firm Registration No: 131092 W**

**Sd/-**  
**Daulal H.Bhatler**  
**Proprietor**  
**Membership No. 016937**  
**UDIN: 20016937AAAADI1678**

**Place: Mumbai**  
**Date: 26<sup>th</sup> June 2020**

## **ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF SUNGOLD CAPITAL LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SUNGOLD CAPITAL LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Ind AS financial statements.

#### **Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

A company's internal financial control over financial reporting with reference to these IND AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Ind AS financial statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these Ind AS financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Bhatler & Company**  
**Chartered Accountants**  
**Firm Registration No: 131092 W**

**Sd/-**  
**Daulal H.Bhatler**  
**Proprietor**  
**Membership No. 016937**  
**UDIN: 20016937AAAADI1678**

**Place: Mumbai**  
**Date: 26<sup>th</sup> June 2020**

## Accompanying Notes to the Financial Statement for the year ended March 31, 2020

### 1 **Corporate Information:**

Sungold Capital Limited ("the Company"), incorporated in 1993, is a non deposit taking Non-Banking Financial Company ("NBFC") as defined under section 45-IA of the Reserve Bank of India ("RBI") Act, 1934 and is engaged in the business of financing and is listed on both the Bombay Stock Exchange (BSE).

### 2 **Significant Accounting Policies:**

#### a. **Basis of Preparation of Financial Statement:**

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are prepared under historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (GAAP) and comply in all material aspects, with mandatory accounting standards as prescribed under section 133 of the act read with rule 7 of the companies (Accounts) Rules, 2014. The significant accounting policies followed by the Company are set out below.

Current assets do not include elements which are not expected to be realized within one year and current liabilities do not include items which are due after one year.

#### b. **Use of Estimates:**

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods. Example of such estimates includes provision for non – performing loans, provision for employee benefit plans and provision for income taxes. Differences in actual and estimated results are recognized in the period in which the result is materialized.

#### c. **Revenue Recognition:**

- i) Income from Entertainment division, distribution and exhibition of drama and film is recognized on accrual basis.
- ii) Interest is recognized on the time of proportion basis taking in to accounts the amount outstanding and the date applicable. In case of Non-Performing Assets (NPA) interest income is recognized upon realization as per the RBI Guidelines. Interest accrued and not realized before the classification of the asset as an NPA is reversed and credited to the interest suspense account.
- iii) Income from dividend on shares of corporate bodies and units of mutual funds is accounted on accrual basis when the Company's right to receive dividend is established.
- iv) In respect of other heads of Income, the company follows the practice of accounting on accrual basis.

#### d. **Fixed Assets & Depreciation:**

##### **Tangible Assets:**

Fixed assets are stated at cost less accumulated depreciation and impairment, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future benefit / functioning capability from / of such assets.

##### **Intangible Assets:**

Intangible assets are stated at cost of acquisition less accumulated amortization/depletion. The costs and expenses attributable to the intangible assets are capitalized.

The useful life estimates prescribed in Part C of Schedule II to the Companies Act, 2013 are generally adhered to, except in respect of asset classes where, based on technical evaluation, a different estimate of useful life is

considered suitable. Items costing less than Rs 5,000/- are fully depreciated in the year of purchase. The company has estimated nil residual value at the end of the useful life for all block of assets.

The Management estimates the useful lives for the other fixed assets as follows:

Sr No	Fixed Assets	Estimate useful life
1	Computer	3
2	Furniture	5
3	Mobile	3
4	Office Equipment's	5
5	Projector	5

**e. Depreciation:**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortization and Depletion. Accordingly, the unamortized carrying value is being depreciated / amortized over the revised/remaining useful lives.

**f. Investments:**

All investments are held as long-term Investments, unless otherwise mentioned and are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

**g. Provision for Current Tax and deferred Tax:**

Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period.

Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization. Deferred Tax Asset and Liability are netted off and disclosed in the balance sheet under the Head "Deferred Tax Asset / Liability".

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

**h. Provisions & Contingent Liabilities:**

The Company recognized provision when the company has a legal and constructive present obligation as a result of a past event, for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to reflect the current management estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements.

**i. Prior Period Items:**

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

**j. Employee Benefits:**

The Company has been advised that the payment of bonus act, 1965 and the payment of gratuity act, 1972 are not applicable.

**k. Earnings per Share:**

The Company reports basic and diluted earnings per equity share in accordance with AS 20, Earnings Per Share issued, by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

**l. Business segment**

The Company's reportable segments consist of "Financing Activity", and "Others". The "Financing Activity" segment consists of asset financing, term loans (corporate and retail), channel financing and bill discounting.

"Others" segment primarily includes advisory services, wealth management, distribution of financial products and leasing. Revenue and expense directly attributable to segments are reported under each reportable segment. Expenses not directly identifiable to each of the segments have been allocated to each segment based on associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**m. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**n. Leases (Accounting Standard - 19)**

The company has not entered into any operating leases during the year.

**o. Special Reserve**

Company has transferred an amount of Rs. 57,999 (P.Y. of Rs 71,470) equivalent to 20% of the profit after tax of the company to a Special Reserve Account in compliance with section 45IC of the Reserve Bank of India Act.

**p. Segment Reporting**

**1. Basis of Preparation**

In accordance with the requirements of accounting standard -17 "Segment reporting", the company's business activity can be classified into three segments namely Entertainment, Software Development and NBFC Activities. The Information about the entire segment is given below.

**2. Information about Primary Segment- Business segment**

<b>(In Lakhs)</b>		
<b>Particulars</b>	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
<b>Segment Revenue</b>		
(a) segment - NBFC	181.04	181.26
(b) segment-Entertainment	2.21	3.20
(c)segment-Software Development	0.78	0.73
<b>Total</b>	<b>184.03</b>	<b>185.19</b>
<b>Segment Result</b>		
(a) segment - NBFC	6.14	1.73
(b) segment-Entertainment	(2.68)	2.73
(c)segment-Software Development	0.46	0.30
<b>Total</b>	<b>3.92</b>	<b>4.75</b>
Less: Unallocated corporate expenses	NIL	NIL
<b>Profit before tax</b>	<b>3.92</b>	<b>4.75</b>

Less: Tax expenses	0.87	1.23
Less: Previous year's tax		
(Add)/Less: -Deferred Tax	0.15	(0.05)
<b>Net Profit</b>	<b>2.90</b>	<b>3.57</b>

**Note:**

Fixed Assets and Other Assets used in the Company's Operations or Liabilities contracted have not been identified to any of the Reportable Segments, as the Assets are used interchangeably between Segments. Hence, it is not practicable to provide Segment Disclosures relating to total Assets and Liabilities.

**q. Other Information**

(Rs. in Lakhs)		
Particulars	2019-20	2018-19
a) Gross Non-Performing Assets		
1) Related Parties	-	-
2) Other than Related Parties	-	-
b) Net Non-Performing Assets		
1) Related Parties	-	-
2) Other than Related Parties	-	-
c) Assets acquired in satisfaction of debt	-	-

r. As per RBI Notification No. DNBR. 019/CGM (CDS)-2015 dated April 10, 2015, Additional Disclosures required in the Annual Financial Statements are as follows:

- Registration**

Issuing Authority	Registration No.	Date of Registration	Valid Upto	Registered as
Reserve Bank of India	01-00174	24.03.1998	-	Non Deposit taking Loan Company

- Penalties levied by RBI**

RBI has not levied any penalties on the company during the year

- Provisions & Contingencies**

Breakup of provision and contingencies shown under the head expenditure in statement of Profit & Loss	2019-20	2018-19
Provision for depreciation on investment	0.00	0.00
Provision towards NPA	0.00	0.00
Provision towards restructure standards assets	0.00	0.00
Provision made towards Income Tax	0.87	1.24
Provision for standard assets	8.77	8.66

- Concentration of Advance & Exposures**

(Rs. in Lakhs)		
Particulars	2019-20	2018-19
Total advance to twenty largest borrowers	2035.71	1926.32
Percentage of advances to twenty largest borrowers to total advance of the NBFC	92.89%	88.95%



- The Company does not have any Joint Ventures and Subsidiaries abroad. The Company has not sponsored any SPVs. Accordingly, there is no disclosure applicable.
  - The Company had Nil Complaints at the beginning of the year. No Complaints were received during the year.
  - The Company has not done any Securitization during the financial year. (Previous Year: Nil).
  - The Exposure to a single borrower and the group of borrowers does not exceed the limit stipulated by the RBI Concentration norms applicable to NBFC.
  - No exposure to unsecured advances during the year. (Previous year Nil)
  - Company has not made any drawdown of reserves during the year (Previous year: Nil)
  - The disclosure of the Concentration of Deposits taken is not applicable since the Company is not in the business of accepting deposits being a Systemically Important Non Deposit Accepting NBFC.
  - No exposure to Capital market during the year. (Previous year Nil)
- s. For the year ended March 31, 2020 the Company has, in the ordinary course of business not purchased loan by way of assignment from a fellow subsidiary (Previous year: Rs. Nil)
- t. During the current year, the Company has made standard asset provision of Rs.8.77 Lakhs being 0.40% of Standard Assets as of March 31, 2020, as specified by RBI Notification No.DNBR.009/ CGM (CDS)-2015 dated March 27, 2015.
- u. The Company has not reported frauds during the year (Previous year: Rs. Nil) based on management reporting to risk committee and to the RBI through prescribed returns.

**For Bhatler & Co.**  
**Chartered Accountant**  
**Firm Registration No.131092W**

**Sd/-**  
**CA Daulal Bhatler**  
 Proprietor  
 Membership No.016937  
 UDIN: 20016937AAAADI1678

**Place: Mumbai**  
**Date: 26<sup>th</sup> June, 2020**

**For and on behalf of the Board of the Company**

**Sd/-**  
**Rajiv Kotia**  
 Chairman & Managing Director  
 (DIN: 00135912)

**Sd/-**  
**Versha Chaturani**  
 Company Secretary

**Sd/-**  
**Karishma Kaku**  
 Director  
 (DIN:07214961)

**Sd/-**  
**Pradipkumar Vaghela**  
 Chief Financial Officer

**SUNGOLD CAPITAL LIMITED**  
**Balance Sheet as at March 31, 2020**  
**CIN: L65910GJ1993PLC018956**

Particulars	Notes	As at 31.03.2020	As at 31.03.2019
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
Property, Plant and Equipment	2	741	3,714
<u>Financial Assets</u>			
Investments	3	25,00,000	25,00,000
Other non-current assets	4	21,91,60,679	21,65,56,717
Deferred Tax Assets (Net)	18	1,046	15,895
		<b>22,16,62,466</b>	<b>21,90,76,326</b>
<b>(2) Current assets</b>			
<u>Financial Assets</u>			
Cash and Cash equivalents	5	3,82,592	3,86,661
Other current assets	6	5,77,074	22,05,508
		<b>9,59,666</b>	<b>25,92,169</b>
		<b>22,26,22,133</b>	<b>22,16,68,495</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
Equity Share capital	7	18,40,34,850	18,40,34,850
Other Equity	8	3,57,77,965	3,54,87,970
		<b>21,98,12,815</b>	<b>21,95,22,820</b>
<b>(2) Liabilities</b>			
<b>Current liabilities</b>			
<u>Financial Liabilities</u>			
Trade payables	9	13,54,224	8,87,017
Other current liabilities	10	13,68,053	9,77,217
Current tax liabilities (Net)		87,041	2,81,441
		<b>28,09,318</b>	<b>21,45,675</b>
		<b>22,26,22,133</b>	<b>22,16,68,495</b>

*The accompanying notes form an integral part of the financial statements*

As per our report of even date attached

**Bhatter & Co.**  
**Chartered Accountant**  
**Firm Registration No-131092W**

**Sd/-**  
**Daulal H. Bhatter**  
Proprietor  
Membership No. 016937  
UDIN: 20016937AAAADI1678

**Place: Mumbai**  
**Date: 26.06.2020**

**For and on behalf of the Board of the Company**

**Sd/-**  
**Rajiv Kotia**  
Chairman & Managing Director  
(DIN: 00135912)

**Sd/-**  
**Versha Chaturani**  
Company Secretary

**Sd/-**  
**Karishma Kaku**  
Director  
(DIN:07214961)

**Sd/-**  
**Pradipkumar Vaghela**  
Chief Financial Officer

SUNGOLD CAPITAL LIMITED			
Statement of Profit and Loss for the period ended March 31, 2020			
CIN: L65910GJ1993PLC018956			
Particulars	Notes	As at 31.03.2020	As at 31.03.2019
<b>INCOME</b>			
Revenue from operations	11	1,83,73,510	1,85,15,297
Other Income	12	30,331	4,699
<b>Total Income</b>		<b>1,84,03,841</b>	<b>1,85,19,996</b>
<b>EXPENSES:</b>			
Employee Benefits Expense	13	83,95,585	1,21,84,411
Depreciation and Amortization Expense	14	2,974	57,813
Other Expenses	15	96,13,398	58,02,024
<b>Total Expenses</b>		<b>1,80,11,956</b>	<b>1,80,44,248</b>
<b>Profit /(Loss) before tax</b>		<b>3,91,885</b>	<b>4,75,748</b>
<b>Less: Tax Expense:</b>			
(1) Current tax	17	87,041	1,23,695
(2) Deferred tax		14,849	(5,298)
<b>Total Tax Expenses</b>		<b>1,01,890</b>	<b>1,18,397</b>
Profit/(Loss) for the year		<b>2,89,995</b>	<b>3,57,351</b>
<b>Other Comprehensive Income</b>			
<u>Items that will not be reclassified subsequently to profit or loss</u>		-	-
<b>Total comprehensive income for the year</b>		<b>2,89,995</b>	<b>3,57,351</b>
<b>Earning per equity share:</b>			
(1) Basic		0.016	0.02
(2) Diluted		0.016	0.02

The accompanying notes form an integral part of financial Statements  
As per our report of even date attached

**Bhatter & Co.**  
**Chartered Accountant**  
**Firm Registration No-131092W**

**For and on behalf of the Board of the Company**

**Sd/-**  
**Daulal H. Bhatter**  
Proprietor  
Membership No.016937  
UDIN: 20016937AAAADI1678

**Sd/-**  
**Rajiv Kotia**  
Chairman & Managing Director  
(DIN: 00135912)

**Sd/-**  
**Karishma Kaku**  
Director  
(DIN:07214961)

**Place: Mumbai**  
**Date: 26.06.2020**

**Sd/-**  
**Versha Chaturani**  
Company Secretary

**Sd/-**  
**Pradipkumar Vaghela**  
Chief Financial Officer

SUNGOLD CAPITAL LIMITED				
Cash Flow Statement for the Year Ended on 31st March, 2020				
CIN: L65910GJ1993PLC018956				
Particulars	As at 31.03.2020		As at 31.03.2019	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash Flow From Operating Activities</b>				
Net Profit Before Tax & Extraordinary Item:		3,91,885		4,75,748
<b>Adjustments for:</b>				
Depreciation	2,974		57,813	
Interest Received	(30,331)		(4,699)	
		<b>(27,358)</b>		<b>53,114</b>
		<b>3,64,528</b>		<b>5,28,862</b>
<b>Operating Profit Before Working Capital Changes</b>				
<b>Adjustments for:</b>				
(Increase) / Decrease in Other Current Assets	16,28,434		(3,88,315)	
Increase / (Decrease) in Trade Payables	4,67,207		7,43,436	
Increase / (Decrease) in Other Current Liabilities	3,90,836		(7,31,068)	
Receipt & Repayment of Loan & Advances	(26,03,962)		(8,13,885)	
		<b>(1,17,485)</b>		<b>(11,89,832)</b>
<b>Cash Generated for Operations</b>		<b>2,47,042</b>		<b>(6,60,970)</b>
<b>Cash Flow before Extraordinary items</b>		<b>2,47,042</b>		<b>(6,60,970)</b>
Taxes Paid	(2,81,441)	(2,81,441)	(1,23,695)	(1,23,695)
<b>Net Cash flow from Operating Activities</b>		<b>(34,339)</b>		<b>(7,84,664)</b>
<b>B. Cash Flow From Investing Activities</b>				
Interest Income	30,331		4,699	-
<b>Net Cash Used in Investing Activities</b>		<b>30,331</b>		<b>4,699</b>
<b>C. Cash Flow from Financing Activities</b>				
Issuance/(Repayment) of Long Term Borrowings		-	-	-
<b>Net cash Flow from Financing Activities</b>		<b>-</b>		<b>-</b>
<b>Net Increase/(Decrease) In Cash &amp; other Equivalents (A+B+C)</b>		<b>(4,069)</b>		<b>(7,79,965)</b>
<b>Cash and cash equivalents</b>		-	-	-
<b>Opening Balance</b>		3,86,661		11,66,626
<b>Cash and cash equivalents</b>		-		-
<b>Closing Balance</b>		3,82,592		3,86,661
<b>Increase/(Decrease) in Cash Equivalent</b>		<b>(4,069)</b>		<b>(7,79,965)</b>

Note: Previous year's figures have been regrouped/rearranged to confirm to the current year's presentation, wherever necessary.

**Bhatter & Co.**  
Chartered Accountant  
Firm Registration No. 131092W

**For and on behalf of the Board of the Company**

Sd/-  
CA Daulal Bhatter  
Proprietor  
Membership No.016937  
UDIN: 20016937AAAAD11678

Sd/-  
Rajiv Kotia  
Chairman & Managing Director  
(DIN: 00135912)

Sd/-  
Karishma Kaku  
Director  
(DIN:07214961)

Place: Mumbai  
Date: 26.06.2020

Sd/-  
Versha Chaturani  
Company Secretary

Sd/-  
Pradipkumar Vaghela  
Chief Financial Officer

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 FORMING PART OF BALANCE SHEET: -

Note 2: Property, Plant and Equipment

SUNGOLD CAPITAL LIMITED									
Fixed Asset Schedule for the year 2019-20									
Description	Gross Block				Depreciations			Net Block	
	As at 01.04.2019	Addition	Deductio ns	As at 31.03.2020	As at 01.04.2019	For the Period	Deletio ns	As at 31.03.2020	As at 31.03.2020
<b>Computer &amp; Printer</b>									
Computer	4,22,462	-	-	4,22,462	4,18,750	2,974	-	4,21,724	741
<b>Total</b>	<b>4,22,462</b>	<b>-</b>	<b>-</b>	<b>4,22,462</b>	<b>4,18,750</b>	<b>2,974</b>	<b>-</b>	<b>4,21,724</b>	<b>741</b>

SUNGOLD CAPITAL LIMITED									
Fixed Asset Schedule for the year 2018-19									
Description	Gross Block				Depreciations			Net Block	
	As at 01.04.2018	Addition	Deducti ons	As at 31.03.2019	As at 01.04.2018	For the Period	Deleti ons	As at 31.03.2019	As at 31.03.2019
<b>Computer &amp; Printer</b>									
Computer	4,17,512	4,950	-	4,22,462	4,02,796	15,954	-	4,18,750	3,714
<b>Furniture &amp; Fixtures</b>									
Furniture & Fixtures	5,11,734	-	-	5,11,734	4,69,873	41,861	-	5,11,734	-
<b>Total</b>	<b>9,29,246</b>	<b>4,950</b>	<b>-</b>	<b>9,34,196</b>	<b>8,72,669</b>	<b>57,815</b>	<b>-</b>	<b>9,30,484</b>	<b>3,714</b>

Note 3: Investment

Particulars	As at 31.03.2020	As at 31.03.2019
<b><u>Non-Current Investments</u></b>		
Teflas Commodity Interface Pvt. Ltd	25,00,000	25,00,000
	<b>25,00,000</b>	<b>25,00,000</b>

Note 4: Other Non – current Assets

Particulars	As at 31.03.2020	As at 31.03.2019
<b><u>Unsecured, Considered Good</u></b>		
Long term loans & advances	21,91,60,679	21,65,56,717
	<b>21,91,60,679</b>	<b>21,65,56,717</b>

Note 5: Cash and Cash Equivalents

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Balance with Banks</b>		
-Current Accounts	1,91,274	1,90,422
-Cash on Hand	1,91,318	1,96,239
	<b>3,82,592</b>	<b>3,86,661</b>

**Note 6: Other Current Assets**

Particulars	As at 31.03.2020	As at 31.03.2019
Deposits	50,910	50,910
Balance with Govt authorities	5,26,164	21,54,598
	<b>5,77,074</b>	<b>22,05,508</b>

**Note 7: Equity Share Capital**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Authorized Share Capital</b>		
2, 00, 00,000 Equity Shares of Rs. 10/- each.	20,00,00,000	20,00,00,000
	<b>20,00,00,000</b>	<b>20,00,00,000</b>
<b>Issued, Subscribed &amp; Paid Up Capital</b>		
1,84,03,485 Equity Shares of Rs. 10/- each, Fully Paid	18,40,34,850	18,40,34,850
	<b>18,40,34,850</b>	<b>18,40,34,850</b>

**1.1) Details of the rights, preference and restrictions attached to each class of shares:**

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the shareholders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**1.2) Reconciliation of shares outstanding at the beginning and at the end of the year**

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
At the beginning of the year	1,84,03,485	18,40,34,850	1,84,03,485	18,40,34,850
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>1,84,03,485</b>	<b>18,40,34,850</b>	<b>1,84,03,485</b>	<b>18,40,34,850</b>

**1.3) Details of Shareholders holding more than 5% shares in the company:**

Particulars	As at 31.03.2020		As at 31.03.2019	
	No.	% holding	No.	% holding
Ashok G Mody	13,36,200	7.26%	13,36,200	7.26%
Rajiv Kotia	21,42,000	11.64%	21,42,000	11.64%
Raj Kotia	10,00,000	5.43%	10,00,000	5.43%

**1.4) Other Information**

Particular	Balance as at 1st April,2019	Changes in equity share capital during the year	Balance as at 1st April,2020	Changes in equity share capital during the year
	Qty	Qty	Qty	Qty
Equity Share Capital	1,84,03,485	-	1,84,03,485	-

**Note 8: Other Equity**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>1 Security Premium Account</b>		
Balance at the Beginning of the period	1,98,80,475	1,98,80,475
Changes during the period	-	-
<b>Balance at the End of the period</b>	<b>1,98,80,475</b>	<b>1,98,80,475</b>
<b>2 General Reserve</b>		
Balance at the Beginning of the period	40,99,148	40,99,148
Changes during the period	-	-
<b>Balance at the End of the period</b>	<b>40,99,148</b>	<b>40,99,148</b>
<b>3 Special Reserve</b> (As per Section 45 IC of Reserve Bank of India Act, 1934)		
Balance at the Beginning of the period	22,75,933	22,04,463
Add: Surplus transferred from Statement of Profit & Loss	57,999	71,470
<b>Balance at the end of the year</b>	<b>23,33,932</b>	<b>22,75,933</b>
<b>4 Surplus /(Deficit) in the Statement of Profit and Loss</b>		
Balance at the Beginning of the period	92,32,414	89,46,532
Add: Profit/(Loss) for the year	2,89,995	3,57,352
Less: Amount Transfer to Reserve Fund	57,999	71,470
Net Surplus in Profit and Loss Account	<b>94,64,410</b>	<b>92,32,414</b>
<b>Closing Balance</b>	<b>3,57,77,965</b>	<b>3,54,87,970</b>

**Note 9: Trade Payables**

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Payables	13,54,224	8,87,017
	<b>13,54,224</b>	<b>8,87,017</b>

**Note10: Other Current Liabilities**

Particulars	As at 31.03.2020	As at 31.03.2019
Salary Payable	1,49,800	-
Audit Fees Payable	32,730	27,730
Professional Fees Payable	57,900	5,000
Secretarial Audit Fees Payable	24,780	24,780
Payable towards statutory liabilities	2,26,200	53,480
Contingent Provision against Standard Assets	8,76,643	8,66,227
	<b>13,68,053</b>	<b>9,77,217</b>

**Note 11: Revenue from operation**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest - NBFC Income	1,80,73,944	1,81,21,887
Entertainment Division	2,21,415	3,20,260
Software Development Division	78,151	73,150
	<b>1,83,73,510</b>	<b>1,85,15,297</b>



**Note: 12 Other Income**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest on FDR's	30,331	4,699
	<b>30,331</b>	<b>4,699</b>

**Note 13: Employee Benefit Expense**

Particulars	As at 31.03.2020	As at 31.03.2019
Salary and wages	81,00,356	1,21,03,040
Staff Welfare Expenses	2,95,229	81,371
	<b>83,95,585</b>	<b>1,21,84,411</b>

**Note14: Depreciation and Amortization Expense**

Particulars	As at 31.03.2020	As at 31.03.2019
Depreciation on Tangible Asset	2,974	57,813
	<b>2,974</b>	<b>57,813</b>

**Note 15: Other Administrative Expenses**

Particulars	As at 31.03.2020	As at 31.03.2019
Advertisement and Digital Branding Expenses	8,00,300	1,14,000
Business Promotion	2,22,378	1,02,798
Bank Charges	9,582	5,911
Commission	1,25,000	2,50,000
Expenses for Operations	10,16,558	90,711
Postage and Courier	67,249	1,79,922
ROC Filling Fee	13,600	7,800
Legal and Professional Fees	4,47,800	1,66,280
Rent	15,58,740	14,78,030
Printing and Stationery	1,03,117	1,55,615
Travelling expenses	3,34,434	2,12,460
Office Expenses	2,88,822	3,10,391
Rates & Taxes	17,37,390	1,550
Telephone Expenses	31,636	30,814
Website Expenses	7,913	43,500
Sitting Fees	49,000	1,06,000
Books & Periodicals	5,300	5,160
Power and Fuel	30,314	52,656
Repairs & Maintenance	2,37,925	48,371
Provision for Standard Assets	10,416	3,230
Directors Remuneration	19,09,400	19,00,600
Membership Fees	10,352	25,358
CDSL / NSDL Annual Fees	1,19,180	1,07,660
BSE Annual Fees	3,54,000	2,95,000
RTA Charges	50,000	47,116
Domain Registration Expenses	9,000	8,000
Demat Fees Expenses	581	581
<u>Payment to Auditors:</u>		
Audit Fees [Refer Note (a) below]	38,630	27,730
Secretarial Audit Fees	24,780	24,780
	<b>96,13,398</b>	<b>58,02,024</b>

<b>(a) Payments to Auditor:</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
<b>As Auditor:</b>		
<b>- Statutory Audit</b>	<b>38,630</b>	<b>27,730</b>

**Note 16:**

i.

<b>Name of the related party</b>	<b>Relationship</b>
Rajiv Kotia	Chairman & Managing Director
Versha Chaturani	Company Secretary & Compliance Officer (w.e.f. 30.09.2019)
Pradipkumar Vaghela	Chief Financial Officer
Nishi Dhirawat	Company Secretary & Compliance Officer (upto 30.09.2019)

ii. **Transactions with Related Party**

	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
<b>Directors Remuneration</b>		
Rajiv Kotia	19,07,000	19,00,600
<b>Salary Paid</b>		
Nishi Dhirawat (upto 30.09.2019)	1,25,950	91,800
Versha Chaturani (w.e.f. 30.09.2019)	1,50,000	-
Pradipkumar Vaghela	3,00,000	3,50,000

**Note 17:**

In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, the Company's business operations were disrupted for the short term. The Company has resumed operations in a phased manner as per government directives. Based on the evaluation of impact of the pandemic on Company's business operation, liquidity and financial position, there is no significant impact on its financial results as at March 31, 2020. Given the uncertainties associated with pandemic's nature and duration, the actuals may differ from the estimates considered in these financial results. The Company continues to closely monitor the rapidly changing situation.

**Note 18:**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**BALANCE SHEET OF A NON DEPOSIT NON-BANKING FINANCIAL COMPANY AS ON MARCH 31, 2020**

**Disclosure of details as required by para 13 of Non Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007**

		(Rs. in lakhs)	
Particulars			
		2019-20	
Liabilities:			
		Amount Outstanding	Amount Overdue
(1)	<b>Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:</b>		
(a)	Debtentures: Secured	NIL	NIL
	Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b)	Deferred Credits	NIL	NIL
(c)	Term Loans	NIL	NIL
(d)	Inter-corporate loans and borrowing	NIL	NIL
(e)	Commercial Paper	NIL	NIL
(f)	Other Loans		
<b>Assets:</b>		<b>Amount outstanding</b>	
(2)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a)	Secured	NIL	
(b)	Unsecured	2191.61	
(3)	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i)	Lease assets including lease rentals under sundry debtors:		
(a)	Financial lease	NIL	
(b)	Operating lease	NIL	
(ii)	Stock on hire including hire charges under sundry debtors		
(a)	Assets on hire	NIL	
(b)	Repossessed Assets	NIL	
(iii)	Other loans counting towards AFC activities		
(a)	Loans where assets have been repossessed	NIL	
(b)	Loans other than (a) above	NIL	
(4)	<b>Break-up of Investments:</b>		
	Current Investments:		
1.	Quote :		
(i)	Shares:		
(a)	Equity	NIL	
(b)	Preference	NIL	
(ii)	Debtentures and Bonds	NIL	
(iii)	Units of mutual funds	NIL	
(iv)	Government Securities	NIL	
(v)	Others	NIL	
2.	Unquoted:		
(i)	Shares:		
(a)	Equity	NIL	
(b)	Preference	NIL	
(ii)	Debtentures and Bonds	NIL	
(iii)	Units of mutual funds	NIL	
(iv)	Government Securities	NIL	

		(v)	Others	NIL		
	Long Term investments:					
	1.	Quoted:				
		(i)	Shares:			
			(a) Equity	NIL		
			(b) Preference	NIL		
		(ii)	Debentures and Bonds	NIL		
		(iii)	Units of mutual funds	NIL		
		(iv)	Government Securities	NIL		
		(v)	Others	NIL		
	2.	Unquoted:				
		(i)	Shares:			
			(a) Equity	25.00		
			(b) Preference	NIL		
		(ii)	Debentures and Bonds	NIL		
		(iii)	Units of mutual funds	NIL		
		(iv)	Government Securities	NIL		
		(v)	Others	NIL		
(5)	Borrower group-wise classification of assets financed as in (2)and (3) above:					
	Category			Amount net of provisions		
				2019-2020		
				Secured	Unsecured	Total
	1.	Related Parties				
		(a)	Subsidiaries	-	-	NIL
		(b)	Companies in the sameGroup	-	-	NIL
		(c)	Other related parties	-	-	NIL
	2.	Other than related parties			-	NIL
	Total				2191.61	2191.61
	(6)	Investor group-wise classification of all investments (currentand long term) in shares and securities (both quoted andunquoted):				
Category			Market Value / Break		Book Value (Net of	
			upor fair value or NAV		Provision)	
1.		Related Parties				
		(a)	Subsidiaries	-	-	-
		(b)	Companies in the same group	-	-	-
		(c)	Other related parties	-	-	-
2.		Other than related parties		-	25.00	25.00
Total			-	25.00	25.00	
(7)		Other information				
	Particulars			Amount		
	(i)	Gross Non-Performing Assets				
		(a)	Related parties	NIL		
		(b)	Other than related parties	NIL		
	(ii)	Net Non-Performing Assets				
		(a)	Related parties	NIL		
		(b)	Other than related parties	NIL		
	(iii)	Assets acquired in satisfaction of debt		NIL		

**Notes:**

1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits ( Reserve bank ) Directions 1998.
2. Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above

**For Bhatte & Co.**  
**Chartered Accountant**  
**Firm Registration No.131092W**

**Sd/-**  
**CA Daulal Bhatte**  
Proprietor  
Membership No.016937  
UDIN: 20016937AAAADK7333

**Place: Mumbai**  
**Date: 26.06.2020**

**For and on behalf of the Board of the Company**

**Sd/-**  
**Rajiv Kotia**  
Chairman & Managing Director  
(DIN: 00135912)

**Sd/-**  
**Versha Chaturani**  
Company Secretary

**Sd/-**  
**Karishma Kaku**  
Director  
(DIN:07214961)

**Sd/-**  
**Pradipkumar Vaghela**  
Chief Financial Officer

**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 – 400064Contact No. 8108756812/022- 28891692, E-mail id: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com) Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)**ATTENDANCE SLIP (to be presented at the entrance)****28<sup>th</sup> Annual General Meeting – Tuesday, September 29, 2020 at 10:00 am at****House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, 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 – 400064Contact No. 8108756812/022- 28891692, E-mail id: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com) Website: [www.sungoldcapitallimited.com](http://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 an on my /our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held on **Tuesday, September 29, 2020** at House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada – 393145 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended March 31, 2020 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
<b>SPECIAL BUSINESS</b>	
3.	To re-appoint Mr. Rajiv Kotia as a Managing Director of the company and hold the office for the term of 5 years.
4.	To re-appoint Karishma Kaku as an independent Director of the Company for the term of 5 years.
5.	To Insert Additional Business Activity in Main Object Clause of the Memorandum of Association

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Affix  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

**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.**

If undelivered, please return to:

**SUNGOLD CAPITAL LIMITED**  
(CIN: L65910GJ1993PLC018956)

At the Registered office:

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

Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

E-mail id: [sungold2006@gmail.com](mailto:sungold2006@gmail.com), [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)