

SUNGOLD CAPITAL LIMITED
CIN: L65910GJ1993PLC018956

Registered Office: House no. 7/13, Opp White Tower, Station Road, Nandod, Rajpipla Narmada – 393145
Corporate Office: B/ 618, 6thFloor, Jaswanti Allied Business Centre, off: Ramchandra Lane, extrn, Malad (West),
Mumbai – 400064
Email: sungold2006@gmail.com Website: www.sungoldcapitallimited.com Contact No: + 91 8108756812

Date: 03.09.2020

To,
The Manager,
Bombay Stock Exchange Limited,
P.J.Tower, Dalal Street
Fort, Mumbai-400001

Scrip Code: 531433

Sub: Intimation regarding the date of Annual General meeting and Book Closure

Dear Sir/Madam,

Pursuant to regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Register of members and Share transfer Books of **Sungold Capital Limited** ('the Company') will remain close for the purpose of Annual General Meeting of the Company to be held on **Tuesday, September, 29, 2020** as under;

Book Closure Date:

Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020
(Both days inclusive)

Further Annual General Meeting of the Company for the Financial Year ended 31st March, 2020 will be held as under:

Annual general meeting:

Day and date	Tuesday, September 29, 2020
Time	10.00 am
Venue	House No 7/13 opp White House Tower, Station Road, Nandod Rajpipla-393145

A copy of Notice of Annual General Meeting is attached herewith.

The above is for your information and dissemination to the members.

Thanking you

Yours Faithfully

For Sungold Capital Limited

CS Versha Chaturani

Company Secretary & Compliance Officer

Membership No. – A59225



CC:-

Central Depository Services (India) Ltd-25thfloor, A Wing, Marathon Futurex N.M. Joshi Marg, Lower Parel (e), Mumbai-400013

National Securities Depositories Ltd- Trade World, A Wing, 4th& 5th Floors, Kamala Mills Compound Lower Parel (e), Mumbai-400013

Satellite Corporate Services Pvt. Ltd.- Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka- Mumbai-400072.

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:

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 1st 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 11 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 13th 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 14th August, 2020 to 13th 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 Directors
For Sungold Capital Limited



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/sungold2006@gmail.com

Website: 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, 23rd September, 2020 to Tuesday, 29th 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.
13. Pursuant to Section 72 of the Companies Act, 2013 members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company www.sungoldcapitallimited.com) with the Company's share transfer agents. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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 and on the website of Bombay Stock Exchange (BSE) 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.
19. 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.



20. 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 28th 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form:

<p>PAN*</p>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><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.</p> <p><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.</p>
<p>Dividend Bank Details</p> <p>OR</p> <p>Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p><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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.



- (xi) Click on the EVSN for the relevant <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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in pdf format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of the shareholders shall be proportionate to their shares of the paid up capital of the Company as on the cut-off date of Tuesday, 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 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

Chaturani

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 / sungold2006@gmail.com

Website: www.sungoldcapitallimited.com

Tel No: +91 - 8108756812/022-28891692

ANNEXURE TO NOTICE

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

Names of Director	Mr. Rajesh Narayan Pillai	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 respects to industry, size of the Company, profile of the position and person	The present job responsibility of the appointee is to manage the 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 23rd 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 3rd 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

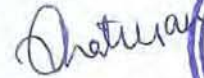


the Companies Act, 2013. A copy of the amended MOA of the Company would be available for inspection for the Members at the Corporate Office of the Company on any working day till 24 hours before the date of AGM.

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



CS Versha Chaturvedi
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/sungold2006@gmail.com

Website: www.sungoldcapitallimited.com

Tel No: +91 - 8108756812/022-28891692

SUNGOLD CAPITAL LIMITED (CIN: L65910GJ1993PLC018956)

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

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

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

ATTENDANCE SLIP (to be presented at the entrance)

28th 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 - 400064

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

PROXY FORM (Form MGT - 11)

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

Name of the Member(s) : _____

Registered address : _____

Email Id : _____

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

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

Name: _____ Email ID: _____

Address: _____ Signature: _____

or failing him

Name: _____ Email ID: _____

Address: _____ Signature: _____

or failing him

Name: _____ Email ID: _____

Address: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us an on my /our behalf at the 28th 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
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 Director in place of Mr. Rajesh Pillai, (DIN: 07585805), who retire by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offer himself for reappointment
SPECIAL BUSINESS	
3.	To re-appoint Mr. 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

Signature of Shareholder

Signature of Proxy holder (s)

Affix
Revenue
Stamp

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of meeting.

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

