



SUNGOLD
CAPITAL LIMITED

CIN: L65910GJ1993PLCO18956

Date: 15th June, 2021

To,
The General Manager,
Corporate Relation Department,
Bombay Stock Exchange Limited,
Phiroze Jejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Scrip Code: 531433

Sub: Annual Secretarial Compliance Report of Sungold Capital Limited for the
Financial Year Ended March 31, 2021

Dear Sir/ Madam,

In pursuance of Circular issued by the Securities and Exchange Board of India vide Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed here with the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2021 issued by the Secretarial Auditor of the Company, M/S. SG & Associates, Practicing Company Secretaries for your reference.

Kindly acknowledge the receipt of same.

Thanking you.

For Sungold Capital Limited

Versha Chaturani
Company Secretary & Compliance Officer
Membership No: A59225



Encl: As above

**Secretarial Compliance Report
Sungold Capital Ltd
for the year ended 31.03.2021**

I, Mr. Suhas Sadanand Ganpule, Proprietor of S G and Associates, Practicing Company Secretary have examined:

- (a) All the documents and records made available to me and explanation provided by **M/s. Sungold Capital Limited ("the Listed Entity")**,
- (b) The filings/ submissions made by the Listed entity to the Stock Exchanges have been duly complied with,
- (c) Website of the listed entity is properly updated,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2021 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 : **Not Applicable**

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013:- **Not Applicable.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable.**
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.- **Not Applicable.**
- (l) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996:- **Not Applicable.**

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

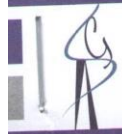
Sr. No	Year	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	20-21	NIL	NIL	NIL

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	SEBI Order no: Order/M C/DS/20 20-21/ 7699- 7704	Violation of Reg 8(3) of Notice no:1 Notice no: 2 violation of reg 3(4), 7 and 10 Notice no: 3 to 6 Violation of regulation 11(1), 21(1) and 35(2) of SAST regulations , 2011	Change in Shareholding of Promoters and others under SAST regulations	<p>The SEBI has passed an adjudication order in favor/respect of the Company on May 18, 2020. However the charge of violation of SAST Regulations, 1997 imposed on the Company for the year 2007-2008 could not be established. Hence there was no violation of SAST Regulations, 1997 by the Company.</p> <p>The SEBI has passed an adjudication order against the Promoter on May 18, 2020 and imposed a total Penalty of Rs. 11,00,000/- for violation of SAST Regulation. Further, the promoter has filed appeal Before the Securities Appellate Tribunal, Mumbai and the matter is pending before the Tribunal.</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



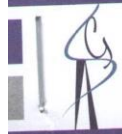
SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House,
Gram Panchayat Road, Above Kajal
Jewellers, Goregaon (West), Mumbai - 62.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	We observed that Penalty imposed by SEBI for wrong classification of Shareholding by Promoter and Promoter Group.	17-18	The Management of the Company has filed appeal Before the Securities Appellate Tribunal, Mumbai and The matter got rejected in SAT and against which the company has filed a petition before the Hon'ble Supreme Court of India.	The company has filed a petition before the Hon'ble Supreme Court of India and the matter is still pending.
2.	We observed that Penalty imposed by the SEBI for Irregularities in the trading of shares of the company.	17-18	The Management of the Company jointly with Promoter have filed appeal before the Securities Appellate Tribunal, Mumbai. Against that appeal, SAT has issued final order on 24.06.2019, wherein amount of penalty imposed toward the company was reduced from Rs. 5,00,000/- to Rs. 2,00,000 Which was	The Company has made payment of reduced penalty imposed by SEBI on 19 th August 2019 vide demand draft. The Company has filed a petition before the Hon'ble Supreme Court of India to recover the penalty paid by the company.



SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com

Room No.1, 1st Floor, New Vora House,
Gram Panchayat Road, Above Kajal
Jewellers, Goregaon (West), Mumbai - 62.

			<p>subsequently paid by the company on 19th August 2019 vide demand draft.</p> <p>The Company has filed a petition before the Hon'ble Supreme Court of India to recover the penalty paid by the company.</p>	
3.	<p>We observed that Penalty imposed by the SEBI for Change in Shareholding of Promoters and others under SAST regulations.</p>	19-20	<p>The Promoter has filed appeal Before the Securities Appellate Tribunal, Mumbai and the matter is pending before the Tribunal. Hence there was no violation of SAST Regulations, 1997 by the Company.</p>	<p>The Promoter had filed appeal before the Securities Appellate Tribunal and matter is still pending before Tribunal.</p> <p>The detailed clarification was given in the Directors Report.</p>

S G and Associates
Practicing Company Secretary

Suhas S. Ganpule
Proprietor
ACS/ FCS No.:12122
C P No.:5722
UDIN: A012122C000464948

Place: Mumbai
Date: 15th June 2021