

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of SUNGOLD CAPITAL LIMITED will be held on Thursday, September 21, 2023 at 09:30 am at the registered office of the company at Ground Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada – 393145, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company along with the Board and Auditor's Report thereon, for the financial year ended March 31, 2023 and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements of the company for the financial year ending on 31st March, 2023 and the reports of Board of Directors and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Rajesh Pillai, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajesh Pillai, (DIN: 07585805), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

3. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY:

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 139, 142 and other applicable provisions, if any, of the companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), M/s. J Singh & Associates, Chartered Accountant (FRN: 110266W) and (Membership No. 100748) be and is hereby appointed as the Statutory Auditor of the company for a tenure 5(Five) consecutive years from the conclusion of this Annual General Meeting till the Conclusion of the 36th Annual General Meeting of the company on such terms and remuneration as agreed upon between the Audit Committee, Board of Directors and the Auditors."

"RESOLVED FURTHER THAT, any of the Board of Directors, be and is hereby empowered and authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-forms with Registrar of Companies"

Special Business:

4. REMUNERATION PAYABLE TO MR. RAJIV KOTIA (DIN : 00135912) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE REMAINING PERIOD OF 2 YEARS FROM JULY 01, 2023 TO JUNE 30, 2025.

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 23, and other applicable regulation and amendments of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Articles of Association of the Company, and all other applicable laws and provisions and pursuant to Resolution passed by the Company at the 28th Annual General Meeting held on 29th September, 2020 and Agreement entered between the Company and Mr. Rajiv Kotia, and, subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded for payment of remuneration to Mr. Rajiv Kotia (DIN: 00135912) amounting to Rs. 3,00,000/- (Rupees Three Lakhs Only) per month with an annual increment as the Board, after considering the recommendation of Nomination and remuneration or such other committee may deem fit in compliance of the Companies Act or such other law for the time being in force, for a period of two years w.e.f. July 01, 2023 to June 30, 2025 including perquisites, if any, set out in the Explanatory Statement annexed to the Notice convening this meeting and to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Rajiv Kotia, subject to the condition that it shall comply with the provisions of Companies Act and Schedule V (in loss or inadequacy of profit in any financial year) during the currency of tenure of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.



RESOLVED FURTHER THAT this resolution, being passed as Special Resolution shall also be deemed to comply the provision of Schedule V of the Companies Act 2013 during the currency of the reappointment and with respect to the terms of remuneration.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may required or necessary in this matter for sending the Notice to the shareholders, making submissions at Stock Exchanges, Registrar of Companies and all such authorities in this regard”

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



Rajiv Kotia
Chairman & Managing Director
DIN:00135912



Place: Rajpipla
Date: 11.08.2023

Registered Office Address:

Ground Floor, 36, Shri Rang Residency,
Vadia, Rajpipla, Narmada - 393145

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

CIN: L65910GJ1993PLC018956

Website: www.sungoldcapitallimited.com

Tel No: +91 – 8108756812

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIM/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.

4. Pursuant to the provision of Section 91 of the Companies Act, 2013 the register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 15, 2023 to Thursday, September 21, 2023 (Both Days Inclusive).

5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered office of the Company during the office hours on all working days except Saturdays, between 11:00 A.M. to 3:00 P.M. up to the date of conclusion of AGM.

6. 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.

7. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.

8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

9. 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.

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 at info@sungoldcapitallimited.com.

11. 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 January 05, 2023, the Notice of AGM and the Annual Report for the Financial Year 2022-2023 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.

12. 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.



13. 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.

14. 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.

15. 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 Pvt Ltd., situated at Office no: A.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka- Mumbai-400072 through mail at service@satellitecorporate.com.

16. 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 closure of the AGM at the venue.

17. 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.

18. The company has appointed **M/s.Amruta Giradkar & Associates**, Practicing Company Secretaries (Membership No. 48693, CP. No. 19381) as the scrutinizer for scrutinizing the entire voting process, i.e. remote e-voting to ensure that the process is carried out in a fair and transparent manner.

19. Voting rights shall be reckoned on the paid-up capital value of the shares registered in the name of the members/ list of Beneficial Owners maintained by National Securities Depository Limited ("NSDL") and CDSL as on cut-off date i.e. September 14, 2023.

20. Additional information of Directos seeking appointment/re-appointment at the ensuing AGM, as required under Regulation 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the SS-2, is annexed to the Notice.

21. E-VOTING PROCESS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, September 16, 2023, 9:00 a.m. and ends on Wednesday, September 20, 2023, 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 14, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



The Instructions of Shareholders For Remote e-Voting Are As Under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



(x) 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.

(xi) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address sungold2006@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

iv. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

v. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFutorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

vi. 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. Thursday, September 14, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.



vii. 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 Thursday, September 14, 2023.

viii. M/s. Amruta Giradkar, Practicing Company Secretary (Membership No. 48693, COP No. 19381), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

22. 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.

23. 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.

24. 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



Rajiv Kotia
Chairman & Managing Director
DIN:00135912



Place: Rajpipla
Date: 11.08.2023

Registered office address:
Ground Floor, 36, Shri Rang Residency,
Vadia, Rajpipla, Narmada - 393145

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

CIN: L65910GJ1993PLC018956

Website: www.sungoldcapitallimited.com

Tel No: +91 – 8108756812

ANNEXURE TO NOTICE

Details of Directors retiring by rotation at the forthcoming Annual General Meeting

Names of Director	Mr. Rajesh Narayan Pillai
Date of Birth	20-Oct-1973
Date of Appointment	04-Sept-2016
DIN	07585805
Nationality	Indian
Qualifications	B.Com – Gujarat university MBA (Specialization in Marketing) – Pune University
Experience (including expertise in specific functional area)	Expertise in Sales, Risk Management, Policy and trainings
Terms and Conditions of Appointment/ Re-appointment	As per resolution set out in this notice.
Disclosure of relationships between directors inter-se;	NA
Deatils of Remuneration sought to be paid	As per Nomination and Reuneration Policy of Company
Details of remuneration last drawn	For remuneration details, please refer to the Directors' Report
No. of Board meetings attended	07 out of 07
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	SI Capital & Financial Services Limited
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders' Relationship Committee)	Chairman of Audit Committee and Nomination and Remuneration Committee in SI Capital & Financial Services Limited
Number of Shares held in the Company	NIL



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. J Singh & Associates, Chartered Accountant (FRN: 110266W) and (Membership No. 100748) be and is hereby appointed as the Statutory Auditor of the company for a tenure 5(Five) consecutive years from the conclusion of this Annual General Meeting till the Conclusion of the 36th Annual General Meeting of the company on such terms and remuneration as agreed upon between the Audit Committee, Board of Directors and the Auditors subject to approval of the members.

The approval of the members for the said appointment is proposed in this meeting M/s. J Singh & Associates have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act including under Section 141 of the Act, the Chartered Accountant Act, 1949 and the rules and regulations made thereunder.

Brief Profile M/s J Singh & Associates:

M/s J Singh & Associates is a Chartered Accountant firm (FRN-110266W) and (Membership No. 100748), established in 1978 is an Indian Partnership Firm with the Institute of Chartered Accountant of India (ICAI). M/s J Singh & Associates consist 22 partners and have 23 branches in all over India having strong presence in major cities of the country like Ahmedabad, New Delhi, Chennai, Hyderabad etc. J Singh & Associates is engaged in statutory audits of many Government Companies and also have carried out Internal Audit in Government Sector. The scope of M/s J Singh & Associates includes Centra Audits of Banks and various branches of banks, Forensic Audit, Concurrent Audit etc.

The details required to be Disclosed under Regulation 36 (5) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fee payable to the Statutory Auditor: Rs. 63000/- P.A (plus taxes) which includes annual certification charges but excludes tax audit fees. Fees will be generally billed in a manner consistent with the progress of audit/engagements.

B. Terms of appointment: For a period of 5 consecutive financial years i.e upto the conclusion of the Annual General Meeting to be held for the financial year ended on 31st March, 2028.

C. Basis of recommendation for appointment: The Board of Directors and the Audit Committee, at their respective meetings, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s J Singh & Associates (FRN-110266W) and (Membership No. 100748), suitable for this appointment and accordingly, recommended the same.

Item No. 4:

Pursuant to the provisions of section 197 of the Companies Act, 2013 read with Schedule V, Part -II to the said Act and rules made there under, the Company is required to obtain prior approval of members by the way of special resolution passed at the general meeting in the case the amount of remuneration payable to the Managing Director shall exceed 5% of the Net profit of the Company.

Thus the approval of the members is accorded for payment of remuneration of Rs. 3,00,000/- per month for a period of 2 year and other perquisites as per MD Agreement executed between to Mr. Rajiv Kotia and the Company with effect from 01.07.2023 to 30.06.2025.

The Directors recommend the resolution for member's approval. Except Mr. Rajiv Kotia, none of the Directors, Key Managerial Personnel are in any way concerned or interested, in this Resolution.

The Board of Directors commend Item No. 4 as a special resolution for approval by the Members of the Company.

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



Rajiv Kotia
Chairman & Managing Director
DIN:00135912



Place: Rajpipla
Date: 11.08.2023

Registered office address:

Ground Floor, 36, Shri Rang Residency,
Vadia, Rajpipla, Narmada - 393145

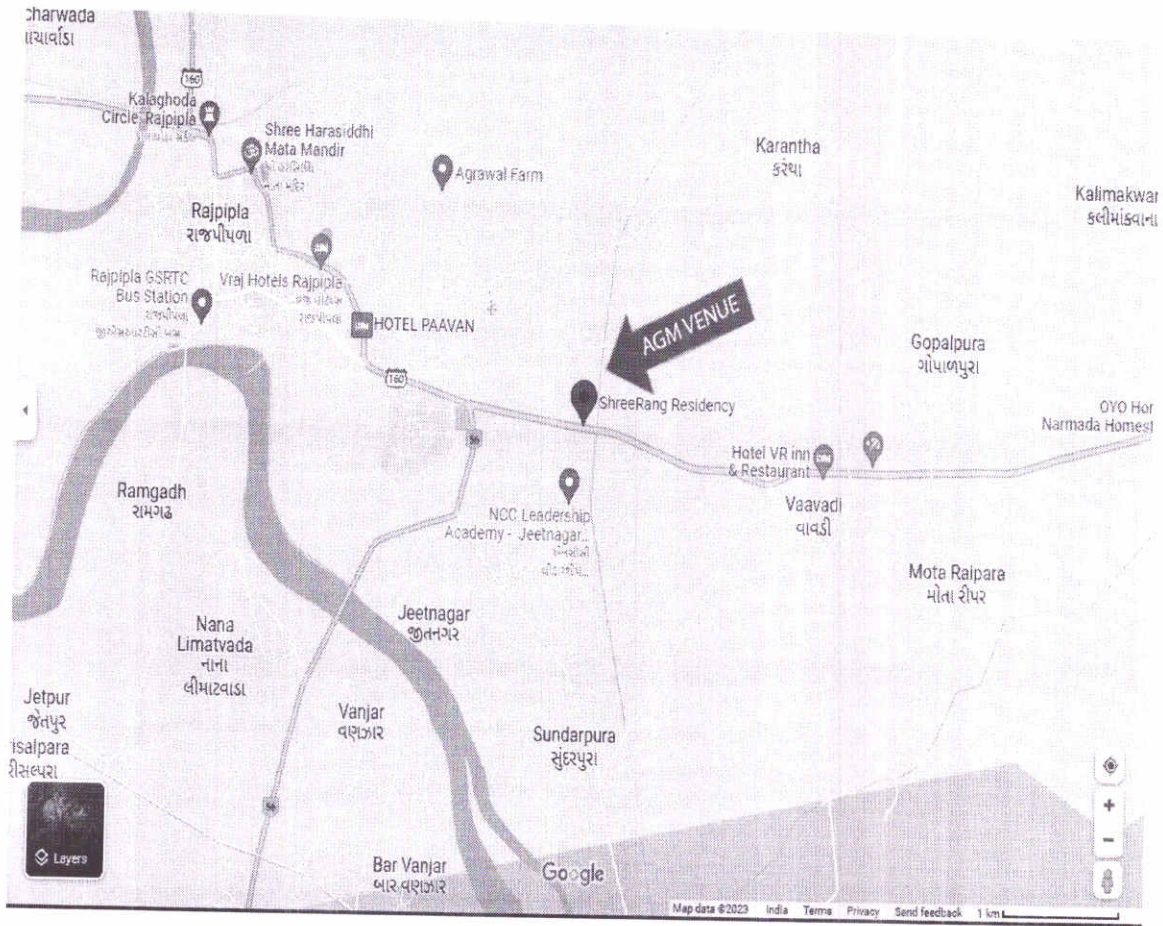
Email: info@sungoldcapitallimited.com/sungold2006@gmail.com

CIN: L65910GJ1993PLC018956

Website: www.sungoldcapitallimited.com

Tel No: +91 - 8108756812

Route map of the venue of 31st Annual General Meeting



SUNGOLD CAPITAL LIMITED
(CIN: L65910GJ2093PLC018956)

Regd. off: Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145
Contact No. 8108756812, E-mail id: info@sungoldcapitallimited.com Website: www.sungoldcapitallimited.com

ATTENDANCE SLIP (to be presented at the entrance)
31st Annual General Meeting – Thursday, September 21, 2023 at 09:30 am at
Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145

Folio No. _____ DPID. _____ 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: L65910GJ2093PLC018956)

Regd. off: Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145
Contact No. 8108756812, 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 20(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 31st Annual General Meeting of the Company to be held on –
Thursday, September 21, 2023 at Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-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 along with the Board and Auditor's Report thereon, for the financial year ended March 31, 2023.
2.	To appoint Mr. Rajesh Pillai, (DIN: 07585805), as a Director who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3	To appoint M/s. J Singh & Associates, Chartered Accountant (FRN: 110266W) the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 31st Annual General Meeting of the Company until the conclusion of the 36th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
SPECIAL BUSINESS	
1.	Remuneration Payable To Mr. Rajiv Kotia (Din : 00135912) As Chairman & Managing Director Of The Company For The Remaining Period Of 2 Years From July 01, 2023 To June 30, 2025

Signed this _____ day of _____ 2023

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.

