



To,
The Manager,
BSE Limited,
P.J.Tower, Dalal Street Fort,
Mumbai-400001

Date: 16.08.2024

SCRIP CODE: 531433

SUB: INTIMATION REGARDING ANNUAL GENERAL MEETING, BOOK CLOSURE AND CUT-OFF DATE

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 **32nd Annual General Meeting of the Company** to be held on **Tuesday, September 10, 2024** as under;

Book Closure Date: Wednesday, September 04, 2024 to Tuesday, September 10, 2024 (Both days inclusive)

Cut-off date: Tuesday, September 03, 2024

Further Annual General Meeting of the Company for the Financial Year ended 31st March, 2024 will be held as under:

Annual general meeting:

Day and date	Tuesday, September 10, 2024
Time	10:00 A.M
Venue	Ground Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada -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
For Sungold Capital Limited



Shruti Asati
Company Secretary and Compliance Officer
Membership No. A63929

Encl: Copy of Notice of 32th Annual General Meeting

CC:-

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

National Securities Depositories Ltd- Trade World, A Wing, 4th Floor, Kamala Mills Compound Lower Parel (W), Mumbai-400013

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

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of SUNGOLD CAPITAL LIMITED will be held on Tuesday, September 10, 2024 at 10:00 A.M. at the registered office of the company at Ground Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat - 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, 2024 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, 2024 and the reports of Board of Directors and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted."

Special Business:

2. To Appoint **Mr. Bakulesh Mafatlal Oza (DIN: 01697105)** as an Non Executive Non- Independent Director and he is also liable to retire by rotation 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 **Mr. Bakulesh Mafatlal Oza (DIN: 01697105)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 05, 2024 and who holds office up to the date of Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), and in respect of whom the Company has received a notice from him under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of Non - Executive Director of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of **Mr. Bakulesh Mafatlal Oza (DIN: 01697105)** as a Non Executive Non- Independent Director of the Company, liable to retire by rotation.

"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."

3. To Appoint **Mr. Avinash Nolkha (DIN: 08463871)** as an Non Executive 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, 150 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 **Mr. Avinash Nolkha (DIN: 08463871)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 05, 2024 and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, the approval of the members of the Company be and is hereby accorded to the appointment as an Non Executive Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a first term of five consecutive years commencing from 5th July, 2024 up to 4th July, 2029, and not liable to retire by rotation."

"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."

4. To appoint **Ms. Moksha Shah (DIN: 10671318)** as an **Non Executive Women 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, 150 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 **Ms. Moksha Shah (DIN: 10671318)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. July 05, 2024 and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, the approval of the members of the Company be and is hereby accorded to the appointment as an Non Executive Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a first term of five consecutive years commencing from 5th July, 2024 up to 4th July, 2029, and not liable to retire by rotation."



"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."



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

A handwritten signature in blue ink, appearing to read "S. Asati", written over a faint star-shaped watermark.

CS Shruti Asati
Company Secretary and Compliance Officer
Membership No: A63929

Place: Rajpipla
Date: 13.08.2024

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

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 **Wednesday, September 04, 2024 to Tuesday, September 10, 2024** (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. At the ensuing Annual General Meeting, **Mr. Bakulesh Mafatlal Oza (DIN: 01697105)** seeks appointment as a Non Executive Non- Independent Director, **Mr. Avinash Nolkha (DIN: 08463871)** as a Non Executive Independent Director and **Ms. Moksha Shah (DIN: 10671318)** as a Non Executive Women Independent Director.
9. 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.
10. 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.
11. 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.
12. 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 2023-2024 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 BSE Limited 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.
13. Members holding Shares in physical form are requested to convert their holding in dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.
14. Members are requested to bring their copy of Annual Report to the AGM. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
15. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant(s). Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar Share Transfer Agent M/s. Satellite Corporate Services 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.



17. 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.

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

19. 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.

20. 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. Tuesday, September 03 2024.

21. 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.

22. E-VOTING PROCESS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

The remote e-voting period begins on Thursday, 05.09.2024 at 09.00 A.M. and ends on Monday, 09.09.2024 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03.09.2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03.09.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on

 **App Store**  **Google Play**



Individual Shareholders holding securities in demat mode with CDSL

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password
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. 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) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycles in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@csamrutagiradkar.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 sungold2006@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sungold2006@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

CS Shruti Asati
Company Secretary and Compliance Officer
Membership No: A63929

Place: Rajpipla
Date: 13.08.2024

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

ANNEXURE TO NOTICE

Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings details of the Directors seeking appointment/re-appointment are given below:

Names of Director	Mr. Bakulesh Mafatlal Oza	Mr. Avinash Nolkha	Ms. Moksha Shah
Designation/Category of Director	Non Executive Non - Independent Director	Non Executive Independent Director	Non Executive Independent Director
DIN	01697105	08463871	10671318
Date of Birth	09/12/1965	13/01/1990	29/03/1999
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	05/07/2024	05/07/2024	05/07/2024
Qualifications	Bachelors in Civil Engineering from the Sardar Patel University, Vallabh, Vidyanagar	Qualified Company Secretary, Masters degree in commerce and law	Degree of Bachelor of Commerce Master of Commerce from Gujarat University and Diploma in Banking and Stock Market
Experience (including expertise in specific functional area)	He is having 35 years of experience in Building construction, finance and administration.	CS Avinash Nolkha, a fellow member of the Institute of Company Secretaries of India and also holds masters degree in commerce and law. He possesses over 12 years of experience in the fields of audit, finance, taxation and handling compliance under secretarial, legal, securities law, and corporate governance matters. He is certified CSR professional and also did certificate course on Forensic Audit. Presently he is a practicing company secretary providing regulatory compliance and consultancy services to renowned groups. He is also working as designated partner since 2019 in Finivia Consultancy LLP one of the leading finance, taxation, RERA, IPR and auditing advisory firm. He is also working as designated partner since 2021 in Shaurya Aviation Services LLP, a start up providing heli tourism and aviation services.	She has rich and wide knowledge of Finance, Taxation, Auditing, Accounting and Legal aspects.
Directorship held in other public companies (excluding foreign Companies)	NIL	NIL	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Not related to any director/ KMP of the company.	Not related to any director/ KMP of the company.	Not related to any director/ KMP of the company.
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board;	NIL	NIL	NIL
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL
Shareholding of Director [including shareholding as beneficial owner]	100 shares	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
No. of Board meetings attended during the Financial Year 2023-2024	NIL	NIL	NIL
Terms and conditions of appointment or re-appointment	Mr. Bakulesh Oza is proposed to be appointed as Non Executive Director of the Company and he is liable to retire by rotation.	Mr. Avinash Nolkha, is proposed to be appointed as Independent Director of the Company for a term of five years commencing from July 05, 2024, to July 04, 2024.	Ms. Moksha Shah, is proposed to be appointed as Independent Director of the Company for a term of five years commencing from July 05, 2024, to July 04, 2024.
Details of Remuneration sought to be paid	As per Nomination and Remuneration Policy of the Company.	He shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits	She shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits
Remuneration last drawn (including sitting fees, if any) for financial year 2023-24	NIL	NIL	NIL



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

IN CONFORMITY WITH THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE ITEMS OF ORDINARY BUSINESS AT ITEM NO. 2, 3 & 4 OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE

Item No. 2:

Appointment of Mr. Bakulesh Mafatal Oza (DIN: 01697105) as a Non Executive Non Independent Director.

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company, the Board of Directors at their meeting held on July 05, 2024 appointed Mr. Bakulesh Mafatal Oza (DIN: 01697105) as an additional Non Executive Non Independent Director of the Company who holds office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013. Nomination And Remuneration Committee has recommended and the Board approved the appointment of Mr. Bakulesh Mafatal Oza (DIN: 01697105) The Company has received from Mr. Bakulesh Mafatal Oza (DIN: 01697105) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Bakulesh Mafatal Oza (DIN: 01697105) Non Executive Non Independent Director is now being placed before the Members for their approval.

The profile and specific areas of expertise of Mr. Avinash Nolkha are provided in the annexure to Notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Bakulesh Mafatal Oza (DIN: 01697105) (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. Bakulesh Mafatal Oza (DIN: 01697105) as a Non Executive Non Independent Director.

The Board of Directors recommend passing of the resolution set out in item No. 2 of the Notice for the approval of the shareholders

Item No. 3:

Appointment of Mr. Avinash Nolkha (DIN: 08463871) as a Non Executive Independent Director.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Avinash Nolkha (DIN: 08463871) was appointed as an Independent Director of the Company, not liable to retire by rotation, by the Board of Directors at their Meeting held on July 05, 2024 for a term of 5 (five) consecutive years with effect from July 05, 2024 to July 04, 2029, subject to the approval of the Members by way of Special Resolution.

Mr. Avinash Nolkha fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

The Company has received from Mr. Avinash Nolkha (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Avinash Nolkha as an Independent Director of the Company a term of 5 (five) consecutive years with effect from July 05, 2024 to July 04, 2029, is being placed before the Members for their approval by way of a Special Resolution. Mr. Avinash Nolkha, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Avinash Nolkha is a person of integrity, fulfills the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The profile and specific areas of expertise of Mr. Avinash Nolkha are provided in the annexure to Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution.

The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the Members.



Item No. 4:

Appointment of Ms. Moksha Shah (DIN: 10671318) as an Non Executive Independent Director.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Moksha Shah (DIN: 10671318) was appointed as an Independent Director of the Company, not liable to retire by rotation, by the Board of Directors at their Meeting held on July 05, 2024 for a term of 5 (five) consecutive years with effect from July 05, 2024 to July 04, 2029, subject to the approval of the Members by way of Special Resolution.

Ms. Moksha Shah fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

The Company has received from Ms. Moksha Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Ms. Moksha Shah as an Independent Director of the Company a term of 5 (five) consecutive years with effect from July 05, 2024 to July 04, 2029, is being placed before the Members for their approval by way of a Special Resolution. Ms. Moksha Shah, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Ms. Moksha Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The profile and specific areas of expertise of Ms. Moksha Shah are provided in the annexure to Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution.

The Board recommends the Special Resolution set forth in Item No. 4 for the approval of the Members.



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

CS Shrutu Asati

CS Shrutu Asati
Company Secretary and Compliance Officer
Membership No: A63929

Place: Rajpipla
Date: 13.08.2024

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

SUNGOLD CAPITAL LIMITED
(CIN: L65910GJ1993PLC018956)

Regd. off: Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145
E-mail id: info@sungoldcapitallimited.com Website: www.sungoldcapitallimited.com

ATTENDANCE SLIP (to be presented at the entrance)

**32nd Annual General Meeting – Tuesday, September 10, 2024 at 10:00 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: L65910GJ1993PLC018956)

Regd. off: Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145
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 on my /our behalf at the 32nd Annual General Meeting of the Company to be held on –
Tuesday, September 10, 2024 at 10:00 am at Ground Floor,36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Nandod-393145

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, 2024.
SPECIAL BUSINESS	
2.	To Appoint Mr. Bakulesh Mafatlal Oza (DIN: 01697105) as an Non Executive Non-Independent Director and liable to retire by rotation
3.	To appoint Mr. Avinash Nolkha (DIN: 08463871) as an Non Executive Independent Director
4.	To appoint Ms. Moksha Shah (DIN: 10671318) as an Non Executive Women Independent Director

Signed this _____ day of _____ 2024

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder (s)

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of meeting.
Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.

