

## NOTICE

Notice is hereby given that the TWENTY THIRD Annual General Meeting of the Members of SUNGOLD CAPITAL LIMITED will be held at 190-C, Joy n Joy Amusement Park, Nr. Kamrej Char Rasta, Surat- 394185 on Tuesday, September 29, 2015 at 11.00 a.m to transact the following business.

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### ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Financial Statement of the Company – on standalone and consolidated basis, for the financial year ended March 31, 2015 including Balance Sheet as at March 31, 2015, Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ashok Modi (DIN: 00948944), who retires by rotation and being eligible, seeks re-appointment.
3. To ratify appoint of the auditor of the Company and to fix the remuneration and to pass the following resolution as an ordinary resolution thereof:

**"RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on September 26, 2014, the appointment of M/s. Rakesh Parmar & Co., (FRN No. 134967W), Chartered Accountant as the Auditor of the Company to hold the office till the conclusion of the AGM to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorize to fix the remuneration payable to them for the financial year ending March 2016 as may be determined by the audit committee in consulting with the auditors, and that such remuneration may be paid on progressive billing basis as may be agreed upon between the auditor and the Board of Directors."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** the profit of the Company being inadequate, pursuant to Section 196, 197, 203 read with Schedule V, and other applicable provisions, if any, of Companies Act, 2013, the Company hereby accords its approval for re-appointment of Mr. Rajiv Kotia as Managing Director & CEO of the Company for a period of 5 (five) years with effect from July 1, 2015, on the terms and conditions including remuneration as set out in the Explanatory statement annexed to the Notice convening this Annual General Meeting.

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

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

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

**"RESOLVED THAT** Mr. Kamlesh Hirapara (DIN: 00157806), who was appointed as an Additional Director of the Company by the Board of Directors on May 15, 2015 and who holds office up to the date of the 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 in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Kamlesh Hirapara as a candidate for the office of a Director of the Company, be and is hereby appointed as 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.”

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Ms. Karishma Kaku (DIN: 07214961), who was appointed as an additional director on August 14, 2015 pursuant to the provision of section 161 of the Companies Act, 2013 and the Article of Association of the Company, who holds office upto the date of this Annual General Meeting and Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 specifying his intension to propose Karishma Kaku as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for 5(five) Consecutive years from the conclusion of this AGM to the conclusion of twenty-eighth AGM, 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**

Place: Surat  
Date: 14<sup>th</sup> August, 2015

Bhumika Sidhpura  
**(Company Secretary) (ACS: 37321)**

Regd office: 7/2, office No. 2, 1st Floor,  
Diwali Baug Society, Nr. Diary Corner,  
Athwagate, Surat- 395001

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF 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 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 close from Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (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 11:00A.M.to 3:00 P.M. up to the date of conclusion of AGM.
6. As per clause 49 of the listing agreement, the brief profile of the Directors including those proposed to be appointed/re- appointed, annexed to this Notice.
7. 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 accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Satellite Corporate Services Pvt Ltd.
8. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
9. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
10. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Satellite Corporate Services Pvt Ltd. In case of shares held in physical form on or before Monday, September 21, 2015.The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
11. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)) with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
12. Members holding Shares in physical form are requested to consider converting their holding to 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 regards.
13. As a measure of economy, 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 (P) Ltd. B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Andheri (East) Mumbai-400 072.
16. 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. The Notice of AGM and the copies of audited financial statements, Boards' Report, Auditors' Report etc. will also be displayed on the website [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com) of the Company. All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants.
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 is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e- voting facility to the members to cast their votes electronically on all resolutions set forth in the notice conveying 23<sup>rd</sup> Annual General Meeting to be held on Tuesday, September 29, 2015 at 11: 00 a.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e- voting facility. The instructions for E-Voting are as under:

The remote e- voting facility will be available during the following voting period:

<b>Commencement of remote e- voting</b>	<b>End of remote e- voting</b>
September 26, 2015 , 9:00 a.m.	September 28, 2015, 5:00 p.m.

- (i) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 22, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <150903051> (SUNGOLD) on which you choose to vote.
  - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xx) 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 September 22, 2015.
  - (xxi) Mr. Suhas Ganpule, Practicing Company Secretary (Membership No. 12122, COP No. 5722), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. 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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. 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 three days 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.

21. The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and ASE Limited, Ahmedabad.

**EXPLANATORY STATEMENT:**

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 SPECIAL BUSINESS AT ITEM NO. 4, 5 & 6 OF THE NOTICE DATED AUGUST 14, 2015 AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

**Item No. 4:**

At the 20<sup>th</sup> Annual General Meeting held on August 11, 2012 the Members had approved re-appointment of Mr. Rajiv Kotia as Managing Director of the period of three year w.e.f. 30.06.2012.

Considering the immense contribution of Mr. Rajiv Kotia, Managing Director to the day to day functioning, his experience and guidance towards the progress of the Company. The Nomination and Remuneration Committee, proposed re-appointment of Mr. Rajiv Kotia to the Board of Directors at the meeting held on May 28, 2015. Further they decided to keep the same salary scale applicable to Mr. Rajiv Kotia i.e. Rs. 36, 00,000 /- per annum for the period of three years. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

The Board of Directors of the Company at its meeting held on May 28, 2015 had approved re-appointment of Mr. Rajiv Kotia as Managing Director & CEO of the Company for a period of five years with effect from July 1, 2015 subject to members' approval.

**Pursuant to Schedule-V of the Companies Act, 2013**

**I. GENERAL INFORMATION**

**A. Nature of Industry**

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

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

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

**(Rs. In Lacs)**

Particulars	FY 2014-2015	FY 2013-2014	FY 2012-2013
Operational and other Income	96.73	89.53	73.47
Profit before Depreciation and Tax	32.23	7.99	7.15
Less: Depreciation	2.24	0.66	1.05
<b>Profit before Tax</b>	<b>34.47</b>	<b>8.65</b>	<b>8.20</b>
Less: Tax expenses (includes provision for deferred tax asset/liability)	3.54	2.69	2.77
<b>Profit after tax</b>	<b>30.93</b>	<b>5.96</b>	<b>5.43</b>

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

## II. Information about the appointee:

1	Background details, Recognition or awards	Mr. Rajiv Kotia, a Commerce Graduate having rich experience of more than 35 years in the areas of Management Consultancy, Private Equity, Financial Management, Administration, Capital Markets, Turnaround Strategies, Corporate Governance.
2	Past Remuneration	Received Rs.3,60,000/- against Rs. 30,00,000/-
3	Job Profile & his Suitability	Managing Director
4	Remuneration Proposed	Remuneration upto 36,00,000/- p.a. excluding perquisites with powers to Board to vary from time to time within the limits of Schedule V of the Companies Act, 2013
5	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The present job responsibility of the appointee is to manage the whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc.
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel, if any:	Except being Promoter and Managing Director of the Company and Director in Shree Krishna Holiday Home and farms Ltd and Shree Krishna Infrastructure Ltd (ceased to be Subsidiary w.e.f. 31.03.2015), Mr. Rajiv Kotia does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

## III. DISCLOSURE:

Details of remuneration paid to Mr. Rajiv Kotia during the Financial Year 2014-15 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

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

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

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

The resolution seeks the approval of shareholders for the appointment of Mr. Rajiv Kotia as a Managing Director & CEO. He shall not be liable to retire by rotation. The Board of Directors commend passing of the resolution set out in item No. 4 of the Notice for the approval of the shareholders.

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

### Item No. 5:

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 May 15, 2015 appointed Mr. Kamlesh Hirapara as an Additional Director of the Company.

Mr. Kamlesh Hirapara holds office up to the date of this Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Act, from a Member along with a deposit of requisite amount proposing the candidature of Mr. Kamlesh Hirapara for the office of Director. The Company has received from Mr. Kamlesh Hirapara (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 the opinion of the Nomination and Remuneration Committee of the Board of the Directors, Mr. Kamlesh Hirapara has a vast experience in multiple functional areas will be of tremendous benefit to the Company.

Mr. Kamlesh Hirapara has done BE Civil from Gujarat University, and has an immense experience in agriculture, construction business, financial planning and designing. He was the Past of Trustee of Vadodara Design Academy, School of Architect at Vadodara and presently Member of Vishwa Gujarati Samaj, India. He has a Good Knowledge of cultivation, export and has undertaken various green house projects.

Brief Profile of Mr. Kamlesh Hirapara is annexed to this notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Kamlesh Hirapara (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. Kamlesh Hirapara as a Director. He shall liable to retire by rotation. The Board of Directors commend passing of the resolution set out in item No. 5 of the Notice for the approval of the shareholders.

**Item No. 6:**

Based on recommendation of the Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Ms. Karishma Kaku as an Additional Director of the Company, in the category of Independent Directors on August 14, 2015. Pursuant to Section 161(1) of the Companies Act 2013, Ms. Karishma Kaku holds office till the date of this Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Act, from a Member along with a deposit of requisite amount proposing the candidature of Ms. Karishma Kaku, for the office of Director. The Company has received from Ms. Karishma Kaku (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 she is not disqualified under sub-section (2) of Section 164 of the Act.

In the opinion of the Board, Ms. Karishma Kaku who is proposed to be appointed as an Independent Director of the Company for a period of five years up to March 31, 2020 fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

Ms. Karishma Kaku is a Commerce Graduate from Narsee Monjee College of Commerce & Economics, Mumbai. She has a remarkable work experience in the field of accountancy, taxation planning and finance management.

Brief Profile of Ms. Karishma Kaku is annexed to this notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Karishma Kaku (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 Ms. Karishma Kaku as a Director. She will not being liable to retire by rotation. The Board of Directors commend passing of the resolution set out in item No. 6 of the Notice for the approval of the shareholders.

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

Place: Surat  
Date: 14<sup>th</sup> August, 2015

Bhumika Sidhpura  
**(Company Secretary) (ACS: 37321)**

Regd office: 7/2, office No. 2, 1st Floor,  
Diwali Baug Society, Nr. Diary Corner,  
Athwagate, Surat- 395001



**ANNEXURE TO NOTICE****APPOINTMENT AND REAPPOINTMENT OF DIRECTORS**

The details pertaining to appointment or reappointment of the Directors as required to be provided pursuant to Clause 49 of the Listing Agreement entered with the BSE are as follows:

<b>Names of Directors</b>	<b>Mr. Ashok Modi</b>	<b>Mr. Rajiv Kotia</b>	<b>Mr. Kamlesh Hirapara</b>	<b>Ms. Karishma Kaku</b>
Date of Birth	12/01/1959	21/04/1961	20/11/1969	22/12/1991
Date of Appointment	10/02/1993	10/02/1993	15/05/2015	14/08/2015
DIN	00948944	00135912	00157806	07214961
Qualifications	SSC	B.COM	BE CIVIL	B.COM & INTER CA
Expertise in specific functional area	Administration	Strategic planning and management of Business including Finance	Financial planning, Agriculture and construction activities	Finance, Accounting and taxation
Directorship held in other public companies (excluding foreign Company and Section 8 Companies)	Shree Krishna Holiday Home and Farms Ltd  Shree Krishna Infrastructure Ltd	Shree Krishna Holiday Home and Farms Ltd  Shree Krishna Infrastructure Ltd	Shree Krishna Holiday Home and Farms Ltd  Shree Krishna Infrastructure Ltd  Talasari Holiday Homes & Resorts Private Limited.  Gujarat Cotex Finlease Limited	NIL
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL	NIL	NIL
Number of Shares held in the Company	13,36,200	21,42,000	NIL	NIL

**SUNGOLD CAPITAL LIMITED (CIN No: L65910GJ1993PLC018956)**

Regd. Office: 7/2, office no. 2, 1st Floor, Diwali Baug Society, Dairy Corner Street, Athwagate, Surat – 395001

Tel: +91 – 8108756812/0261-2461975E-mail id: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com) Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)**ATTENDANCE SLIP (to be presented at the entrance)  
23<sup>rd</sup> Annual General Meeting – Tuesday, September 29, 2015 at 11.00 am  
At 190-C, Joy n Joy Amusement Park, Nr. Kamrej Char Rasta, Surat- 394185**

Folio No. \_\_\_\_\_ DP ID. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy Holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the meeting.
2. Member/proxy holder should bring his/her copy of Annual Report for reference at the Meeting.

**SUNGOLD CAPITAL LIMITED (CIN No: L65910GJ1993PLC018956)**

Regd. Office: 7/2, office no. 2, 1st Floor, Diwali Baug Society, Dairy Corner Street, Athwagate, Surat – 395001

Tel: +91 – 8108756812/0261-2461975E-mail id: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com) Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)**PROXY FORM (Form MGT – 11)****(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014)**

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. /Client ID No : \_\_\_\_\_ DP ID No: \_\_\_\_\_

**I/We, being the member(s) of \_\_\_\_\_ shares of Sungold Capital Ltd , hereby appoint:****1. Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_  
or failing him**2. Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_  
or failing him**3. Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_  
or failing him

as my/our proxy to attend and vote (on poll) for me/us an on my /our behalf at the 23rd Annual General Meeting of the Company to be held on 190-C, Joy n Joy Amusement Park, Nr. Kamrej Char Rasta, Surat- 394185 on Tuesday, September 29, 2015 at 11.00 a.m at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote (Optional, see Note 2)		
		For	Against	Abstain
	<b>ORDINARY BUSINESS</b>			
1.	Adoption of Balance Sheet, Statement Profit & Loss , Report of Board of Directors and Auditors for the financial year ended March 31, 2015 (Ordinary Resolution)			
2.	Appointment of Director in place of Mr. Ashok Modi who retire by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)			
3.	Appointment of Mr. Rakesh Parmar as the Statutory Auditor of the Company (Ordinary Resolution)			
	<b>SPECIAL BUSINESS</b>			
4.	Re- Appointment of Mr. Rajiv Kotia as Managing Director & CEO of the Company (Special Resolution)			
5.	Appointment of Mr. Kamlesh Hirapara as the Director of the Company (Ordinary Resolution)			
6.	Appointment of Ms. Karishma Kaku as an Independent Director (Ordinary Resolution)			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature of Shareholder\_\_\_\_\_  
Signature of Proxy holder (s)Affix  
Revenue  
Stamp

## NOTE:

1. 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.
2. Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.