



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

Date: 01.08.2025

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 **33rd Annual General Meeting of the Company** to be held on **Tuesday, August 26, 2025** as under;

Book Closure Date: Wednesday, August 20, 2025 to Tuesday, August 26, 2025 (Both days inclusive)

Cut-off date: Tuesday, August 19, 2025

Further Annual General Meeting of the Company for the Financial Year ended 31st March, 2025 will be held as under:

Annual general meeting:

Day and date	Tuesday, August 26, 2025
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 33rd 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 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of SUNGOLD CAPITAL LIMITED will be held on Tuesday, August 26, 2025 at 10:00 A.M. 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, 2025 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, 2025 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 a Director in place of Mr. Bakulesh Mafatlal Oza (DIN: 01697105), who retires by rotation and being eligible, offers himself for re-appointment 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. Bakulesh Mafatlal Oza, (DIN: 01697105), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor:

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. Amruta Giradkar & Associates, Practicing Company Secretaries, (Membership No. 48693) & (Certificate of Practice No. 19381) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, till March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report and to avail any other services, certificates, or reports as may be permissible under applicable laws..

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof) be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

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

4. Re-Appointment of Managing Director:

To re-appoint Mr. Rajiv Kotia (DIN: 00135912) as a Managing Director in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and pursuant to Articles 83 of the Articles of Association of the Company and as approved by the Board of Directors of the Company (on the recommendation by the Nomination and Remuneration Committee), the approval of Members of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Kotia (DIN: 00135912), as the Managing Director of the Company for a period of 5 (five) years with effect from 1st July, 2025 to 30.06.2030, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.



"RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government."

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

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

5. To Appoint Dr. Subodh Singh (DIN: 11147999) as a 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 **Dr. Subodh Singh (DIN: 11147999)** who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 17, 2025 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 a 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 17th June, 2025 up to 16th June, 2030, 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

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

Place: Rajpipla
Date: 29.07.2025

Registered Office Address:
at 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 20.08.2025 to Tuesday 26.08.2025** (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 re-appointment as a Non Executive Non- Independent Director who retires by rotation, Appointment of Secretarial Auditor, re-appoint Mr. Rajiv Kotia(DIN: 00135912) as a Managing Director and Dr. Subodh Singh (DIN: 11147999) as a Non Executive 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 2024-2025 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, 19.08.2025**.

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 FOR SHAREHOLDERS/MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, 22.08.2025 at 09.00 A.M. and ends on Monday, 25.08.2025 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 cut-off date i.e. Tuesday, 19.08.2025 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 Tuesday, 19.08.2025.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. NSDL and 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.jsp>

3. Visit 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. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. 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



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 cycle is 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 Senior Manager at NSDL 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.

Place: Rajpipla
Date: 29.07.2025



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

A handwritten signature in blue ink, appearing to read 'Shruti Asati'.

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

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

Email: info@sungoldcapitallimited.com / sungold2006@gmail.com
CIN: L65910GJ1993PLC018956
Website: www.sungoldcapitallimited.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Item No. 3:

Appointment of Secretarial Auditor

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Amruta Giradkar & Associates, Practicing Company Secretaries, (Membership No. 48693) & (Certificate of Practice No. 19381), as the Secretarial Auditors of the Company for a period of five years, commencing from April 01, 2025 to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

The proposed remuneration to be paid to M/s. Amruta Giradkar & Associates for secretarial audit services for the financial year ending March 31, 2026, is Rs. 15,000/- (Rupees Fifteen Thousand only) plus applicable taxes and out-of-pocket expenses.

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:

Re-appointment of Mr. Rajiv Kotia (DIN: 00135912) as a Managing Director.

At the 28th Annual General Meeting held on September 29, 2020 the Members had approved re-appointment of Mr. Rajiv Kotia (DIN: 00135912) as Managing Director of the Company for the period of five-year w.e.f. 01.07.2020.

Considering the immense contribution of Mr. Rajiv Kotia (DIN: 00135912), 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 (DIN: 00135912) to the Board of Directors at the meeting held on June 17, 2025. 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 break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

The Board of Directors of the Company at its meeting held on June 17, 2025 had approved re-appointment of Mr. Rajiv Kotia (DIN: 00135912) as Managing Director of the Company for a period of five years with effect from 01.07.2025 to 30.06.2030 subject to members' approval.

Details of Mr. Rajiv Kotia (DIN: 00135912) as per Companies Act, 2013 pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given 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 profile and specific areas of expertise of Mr. Rajiv Kotia (DIN: 00135912) are provided in the annexure to Notice.

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



Item No. 5:

Appointment of Dr. Subodh Singh (DIN: 1114799) as an Non Executive Independent Director.

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Dr. Subodh Singh (DIN:11147999) 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 June 17, 2025 for the first term of 5 (five) consecutive years with effect from June 17, 2025 to June 16, 2030, subject to the approval of the Members by way of Special Resolution.

Dr. Subodh Singh 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 Dr. Subodh Singh (DIN:11147999) (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 Dr. Subodh Singh (DIN:11147999) as an Independent Director of the Company a first term of 5 (five) consecutive years with effect from June 17, 2025 to June 16, 2030, is being placed before the Members for their approval by way of a Special Resolution. Dr. Subodh Singh (DIN:11147999), once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Dr. Subodh Singh (DIN:11147999) 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 Dr. Subodh Singh (DIN:11147999) 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. 5 for the approval of the Members.



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

A handwritten signature in blue ink, appearing to read 'S. Asati'.

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

Place: Rajpipla
Date: 29.07.2025

Registered office address:
at 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. Rajiv Kotia	Dr. Subodh Kumar Singh
Designation/Category of Director	Non Executive Non - Independent Director	Chairman & Managing Director	Non Executive Non - Independent Director
DIN	01697105	00135912	11147999
Date of Birth	09/12/1965	21/04/1961	21/07/1967
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	05/07/2024	01/07/2015	17/06/2025
Qualifications	Bachelors in Civil Engineering from the Sardar Patel University, Vallabh, Vidyanagar	B.Com – Gujarat university	He has done Mechanical Engineering, LLB, LLM and Ph. D specialization in LAW
Experience (including expertise in specific functional area)	He is having 36 years of experience in Building construction, finance and administration.	Having rich experience of more than 45 years in the areas of Management Consultancy, Financial Management, well-known Industry expert, rich experience in Banking Industry, Administration, Capital Markets, Turnaround Strategies, Corporate Governance. He has been recognized by various prestigious bodies and institutions for his Business Leadership, Entrepreneurship and Innovation.	He has rich and wide knowledge of Corporate Affairs, Regulatory Operations, Compliance and business relations Specialist having over 32 years of experience handling key issues related corporate affairs, regulatory operations, government approvals & compliances, legal/law of courts matters for large business organizations
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]	NIL	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 2024-2025.	Details of Board/ Committee Meetings attended during the year are mentioned in Board's Report.	Details of Board/Committee Meetings attended during the year are mentioned in Board's Report.	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.	NIL	NIL
Details of Remuneration sought to be paid	As per Nomination and Remuneration Policy of the Company.	As per Nomination and Remuneration Policy of the Company.	As per Nomination and Remuneration Policy of the Company
Remuneration last drawn (including sitting fees, if any) for financial year 2024-25	Rs. 9,000/-	Rs. 17,97,000/-	NIL



ROUTE MAP OF THE VENUE OF 33RD ANNUAL GENERAL MEETING

AGM Venue: Ground Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada – 393145

