



**SUNGOLD**  
CAPITAL LIMITED

**CIN: L65910GJ1993PLCO18956**

**August 19, 2017**

To,  
Bombay Stock Exchange Limited  
P.J. Tower, Dalal Street,  
Fort, Mumbai -400001

Dear Sir/Madam,

**Scrip Code: 531433**

**Subject: Annual Report for Year 2016-17.**

With reference to above captioned subject matter, please find attached herewith **Annual Report** for Year 2016-17.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

**For Sungold Capital Limited**

**Ms. Bhumika Sidhpura**  
(CS, Compliance Officer & CFO)



**ENCL: as mentioned above**

**Registered Office :** House no. 7/13 opp White Tower, Station Road, Nandod, Rajpipla Narmada - 393145

**Corporate Office :** B/ 618, 6<sup>th</sup> Floor, Jaswanti Allied Business Centre, off: Ramchandra Lane extn, Malad (west), Mumbai - 400064

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

**Contact Details :** 8108756812 / 022-28891692

**25<sup>th</sup> ANNUAL REPORT**  
**2016 – 2017**



**SUNGOLD**  
CAPITAL LIMITED

## COMPANY INFORMATION (As on March 31, 2017)

### BOARD OF DIRECTORS

Mr. Rajiv Kotia	Chairman & Managing Director
Mr. Rakesh Kumar Kumawat	Director
Mr. Rajesh Pillai	Additional Director
Mr. Uma Maheswararao Sikhinam	Independent Director
Ms. Karishma Kaku	Independent Director
Ms. Neha Shah	Independent Director
Mr. Abhay Deo	Independent Director

**CHIEF FINANCIAL OFFICER (CFO)** Mr. Ushik Gala

**COMPANY SECRETARY** Ms. Bhumika Sidhpura

**STATUTORY AUDITOR** M/s. Motilal & Associates  
Chartered Accountants, Mumbai

**INTERNAL AUDITOR** M/s. M A Ravjani & Co.,  
Chartered Accountants, Ahmedabad

**SECRETARIAL AUDITOR** M/s. SG & Associates,  
Company Secretaries, Mumbai

**REGISTRAR AND SHARE TRANSFER AGENT** M/s. Satellite Corporate Services Pvt. Ltd.  
B – 302, Sony Apartment,  
Opp. St. Jude's High School,  
Off Andheri-Kurla Road,  
Jarimari, Sakinaka, Mumbai – 400072

**BANKERS** Bank of Baroda  
HDFC Bank Limited  
Union Bank of India

### REGISTERED OFFICE ADDRESS:

House No. 7/13, Opp White Tower, Station Road, Rajpipla,  
Nandod, Narmada – 393145

### Corporate office address:

B/618, Jaswanti Allied Business Centre,  
Off Ramchandra Lane Extn,  
Kachpada, Malad (west), Mumbai – 400064

Email: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)

Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

Tel No: +91 – 8108756812/022-28891692

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### INFORMATION FOR SHAREHOLDER:

#### 25<sup>th</sup> Annual General Meeting

**Day:** Thursday

**Date:** August 17, 2017

**Time:** 11:00 a.m.

**Venue:** Dasha Khadayta wadi,  
Nr. Ranchhodji Temple, Darbar Road, Rajpipla,  
Narmada – 393145

#### Book closure:

Friday, August 11, 2017 to Thursday, August 17, 2017

## NOTICE

Notice is hereby given that the twenty fifth Annual General Meeting of the Members of Sungold Capital Limited will be held on Thursday, August 17, 2017 at 11:00 am at Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada – 393145, to transact the following business:

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company, for the financial year ended March 31, 2017 along with the Board and Auditor's Report thereon.
2. To appoint a Director in place of Mr. Rakesh Kumawat, (DIN: 07434817), who retire by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offer himself for reappointment.
3. To ratify the appointment of the Statutory Auditors 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 (including any statutory modifications or re-enactments thereof, for the time being in force), M/s Motilal & Associates, Chartered Accountants (FRN No. 106584W) be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Shah Parmar & Mehta (FRN: 141689W), due to merger of the latter and to hold the office from the conclusion of 25<sup>th</sup> AGM of the Company until the conclusion of the 27<sup>th</sup> AGM of the Company to be held in year 2019 for period of 2 Years subject to ratification at every AGM of the Company, at such a remuneration as may be fixed by the Board plus reimbursement of travelling and out of pocket expenses which shall be incurred by them for the purpose of audit.”

### SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Rajesh Narayan Pillai (DIN: 07585805) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. September 04, 2016 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, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary forms to the appropriate authorities and to perform all such acts, deeds and things as he or she 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**

Sd/-

**Bhumika Sidhpura**  
Company Secretary & Chief Financial Officer

Place: Mumbai  
Date: July 9, 2017

Regd office: House no. 7/13, Opp White Tower,  
Station Road, Rajpipla, Nandod, Narmada – 393145  
Corporate Office: B/618, 6th Floor, Jaswanti Allied Business  
off Ramchandra lane ext; Malad (west) Mumbai-400064

CIN: L65910GJ1993PLC018956  
Tel No: 9122 28891692  
E-mail: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)  
Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

**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 closed from Friday, August 11, 2017 to Thursday, August 17, 2017 (Both Days Inclusive).
5. All documents referred to in accompanying notice and statement pursuant to section 102 shall be open for inspection at the Corporate office of the Company during the office hours on all working days except Saturdays, between 10:00A.M.to 3:00 P.M. up to the date of conclusion of AGM.
6. 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 appoint is annexed to this Notice.
7. At the ensuing Annual General Meeting, Mr. Rakesh Kumawat, (DIN: 07434817) retires by rotation and seek re-appointment.
8. 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.
9. 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.
10. 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.
11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agents, in case of shares held in physical form, on or before Thursday, August 10, 2017. 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.
12. 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 agents. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
13. 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.
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 (P) Ltd. B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Andheri (East) Mumbai-400 072.

17. 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.
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. E- VOTING PROCESS:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the E- voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. 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:

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

Commencement of remote e- voting	End of remote e- voting
Sunday, August 13, 2017, 9:00 a.m.	Wednesday, August 16, 2017, 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. Thursday, August 10, 2017 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>	
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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 < 170717016 > 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) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. iPhone and windows phone users can download the app from the app store and the windows phone store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
- (xx) 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).
- (xxi) The voting rights of the shareholders shall be proportionate to their shares of the paid up capital of the Company as on the cut-off date of Thursday, August 10, 2017.
- (xxii) 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.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The results declared along with the report of the scrutinizer’s 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.

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

Sd/-

**Bhumika Sidhpura**  
**Company Secretary & Chief Financial Officer**

Place: Mumbai  
Date: July 9, 2017

Regd office: House no. 7/13, Opp White Tower,  
Station Road, Rajpipla, Nandod, Narmada – 393145  
Corporate Office: B/618, 6th Floor, Jaswanti Allied Business  
off Ramchandra lane ext; Malad (west) Mumbai-400064

CIN: L65910GJ1993PLC018956  
Tel No: 9122 28891692  
E-mail: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)  
Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)



## **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 OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

### **Item No. 4:**

Pursuant to the provisions of the Section 161 of the Companies Act, 2013(hereinafter referred to as the Act), the Board of Directors appointed Mr. Rajesh Narayan Pillai (DIN: 07585805) as an Additional Director of the Company on September 04, 2016.

Mr. Rajesh Narayan Pillai holds office up to the date of this Annual General Meeting. The Company has received a notice in writing pursuant to Section 160 of the Act, from him along with a deposit of requisite amount proposing his candidature for the office of Director. The Company has received from Mr. Rajesh Narayan Pillai (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. Rajesh Narayan Pillai has a vast experience in multi functional areas will be of tremendous benefit to the Company.

Mr. Rajesh Narayan Pillai is a Post Graduate in Management with an experience of over 18 yrs in the field of consumer durables, office automation and financial Services with expertise in Sales, Risk Management, Policy and trainings.

Brief Profile of Mr. Rajesh Narayan Pillai is annexed to this notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Rajesh Narayan Pillai (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. Rajesh Narayan Pillai as a Director. He shall be liable to retire by rotation. The Board of Directors commenced passing of the resolution set out in item No. 4 of the Notice for the approval of the shareholders.

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

Sd/-

**Bhumika Sidhpura**  
**(Company Secretary & Chief Financial Officer)**

Place: Mumbai  
Date: July 9, 2017

Regd office: House no. 7/13, Opp White Tower,  
Station Road, Rajpipla, Nandod, Narmada – 393145  
Corporate Office: B/618, 6th Floor, Jaswanti Allied Business  
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CIN: L65910GJ1993PLC018956  
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E-mail: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)  
Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

**ANNEXURE TO NOTICE**

**Details of Directors seeking Appointment/Re- appointment at the Annual General Meeting**

<b>Names of Directors</b>	<b>Mr. Rakesh Kumar Kumawat</b>	<b>Mr. Rajesh Narayan Pillai</b>
Date of Birth	May 10, 1990	October 20, 1973
Date of Appointment	February 12, 2016	September 4, 2016
DIN	07434817	07585805
Qualifications	B.COM & M.COM - Rajasthan University, Jaipur  CS from Institute of Company Secretaries of India (ICSI)	Bcom – Gujarat university  MBA(Specialization in Marketing) – Pune University
Expertise in specific functional area	Expertise in Company Law, Corporate Law, Administration & financial planning	Expertise in Sales, Risk Management, Policy and trainings
disclosure of relationships between directors inter-se;	NA	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	NA	Marg Techno-Projects Limited
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders' Relationship Committee)	NA	NA
Number of Shares held in the Company	1490	NIL

Route map of the venue of 25<sup>th</sup> Annual General Meeting



## Board's Report

To,  
The Members,

Your Directors have pleasure in presenting 25<sup>th</sup> Annual Report together with the Audited Annual Accounts for the Financial Year ended March 31, 2017.

### 1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE):

The Board's Report shall be prepared based on the stand alone financial statements of the company.

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue from operation	180.99	127.12
Other Income	0.02	0.09
Total Expense	173.27	113.77
Gross Profit before depreciation and tax	172.01	112.37
Depreciation	1.27	1.41
Net Profit before tax	7.75	13.44
Tax Expense	0.13	13.045
Net Profit After Tax	7.61	0.39
Balance of Profit brought forward	87.83	87.51
Balance available for appropriation	7.61	0.39
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to General Reserve	1.52	0.08
Surplus carried to Balance Sheet	89.16	87.82
Earning Per Shares (EPS)		
Basic	0.041	0.002
Diluted	0.041	0.002

### 2. MANAGEMENT DISCUSSION AND ANALYSIS:

In terms of provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is provided as a separate section forming part of the Annual Report.

### 3. DIVIDEND:

In order to conserve the resources and for further growth, the Company does not propose to pay any dividend.

### 4. DEPOSITS:

The Company has not accepted any fixed deposits during the year to which the provisions of Section 73 of the Companies Act, 2013 are applicable.

### 5. AMOUNT TRANSFER TO RESERVE:

During the FY 2016 – 2017, the Company has transferred an amount of Rs. 152,270/- (P.Y. of Rs. 7,828/-) equivalent to 20 % of profit after tax of the Company to special reserve account in compliance with Section 45 IC of the RBI Act.

### 6. SHARE CAPITAL:

The Share capital of the Company as on March 31, 2017 was Rs. 184,034,850/-. During the year under review, the Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2017 none of the Directors of the Company holds instrument convertible into equity shares of the Company.

**7. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT-9** as a part of this Board's Report is attached as **Annexure- I**.

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

As company is an NBFC and engaged in business of loan and advance, Section 186 is not applicable to the Company by virtue of exemption given in subsection (11) of section 186.

**9. RELATED PARTY TRANSACTIONS:**

There were no materially significant related party transactions which could have had a potential conflict with the interests of the Company. Transactions with related parties are in the ordinary course of business on arm's length and are periodically placed before the Audit Committee and Board for its approvals and the particulars of contracts entered during the year 2016-17, in Form AOC-2 is enclosed as **Annexure - II**.

The policy on related party transactions and dealing with related party transactions is available on the website of the Company at the below link:

<http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/policy-on-related-party-transactions.pdf>

**10. CORPORATE SOCIAL RESPONSIBILITY:**

The present financial position of the Company does not mandate the implementation of CSR activities pursuant to the provisions of Section 135 and Schedule VII of the Companies Act, 2013. The Company will constitute CSR Committee, develop CSR policy and implement the CSR initiatives whenever it is applicable to the Company.

**11. MATERIAL CHANGES:**

During the FY 2016-2017 there are no material changes affecting the financial position of the Company and affecting the Financial Statements.

**12. DETAILS OF JOINT VENTURE/SUBSIDIARY /ASSOCIATE COMPANIES DURING THE YEAR:**

The company does not have joint venture/subsidiary/associate companies during the year 2016- 2017.

**13. PARTICULARS OF EMPLOYEES:**

There was no employee drawing remuneration in excess of limits prescribed under section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Remuneration Managerial Personnel) Rules, 2014.

**14. DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Ms. Neha Shah was appointed Additional Director w.e.f May 29, 2016 and was regularized as an Independent Director of the Company, with the approval of the members at the Annual General Meeting held on September 29, 2016.

Mr. Abhay Deo, was appointed as an Additional Director w.e.f August 11, 2016 and was regularized as an Independent Director of the Company, with the approval of the members at the Annual General Meeting held on September 29, 2016.

Mr. Rajesh Pillai, was appointed as an Additional Director w.e.f September 4, 2016.

Mr. Kamlesh Hirpara vacated the office as Director u/s 168 of Companies Act, 2013 w.e.f 04.09.2016.

Mr. Rakesh Kumar Kumawat was regularized as a Non –Executive Director of the Company with the approval of the members at the Annual General Meeting held on September 29, 2016.

At the ensuing Annual General Meeting, Mr. Rakesh Kumawat, (DIN: 07434817) retires by rotation and seeks re-appointment.

There was no change in the Key Managerial Personnel during the financial year 2016 -2017.

## **15. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on the website of the Company at the below link:

<http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/nomination-and-remuneration-policy.pdf>

There has been no change in the policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

## **16. DECLARATION BY AN INDEPENDENT DIRECTOR:**

All the Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

## **17. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of Independent Directors, Board, Committees and other individual Directors, process of performance evaluation has been carried out as per Nomination and Remuneration Policy.

## **18. MEETINGS:**

During the year 6 (six) Board Meetings, 4 (four) Audit Committee Meetings, 1 (one) Stakeholder Relationship Committee and 2 (two) Nomination & Remuneration Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

An Independent Directors Meeting was held on October 25, 2016. The details are given in the Corporate Governance Report.

## **19. COMMITTEES OF THE BOARD:**

Currently there are three committees:  
Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee.

The detailed note and composition of the Committee is provided under Corporate Governance Report which is the part of Annual report of the Company.

## **20. VIGIL MECHANISM/WHISTLE BLOWER POLICY :**

The Company has adopted the whistleblower mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the year.

The detail of the policy is available on the website of the Company at the below link:

<http://www.sungoldcapitallimited.com/wp-content/uploads/2015/08/Whistle-Blower-Policy.pdf>

## **21. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

## **22. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(5) of the Act.

- a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit or loss of the Company for the financial year ended March 31, 2017.
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the Annual Financial Statements have been prepared on a going concern basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) That system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 23. CORPORATE GOVERNANCE REPORT :

The Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance Practices as prevalent globally.

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, a Report on Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this Report.

### 24. AUDITORS AND AUDIT REPORT:

At the Annual General Meeting held on September 26, 2014, M/s. Shah, Parmar & Mehta (FRN:141689W), Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 27<sup>th</sup> Annual General Meeting to be held in the year 2019.

The Company have received a letter dated March 25, 2017 from M/s. Shah, Parmar & Mehta (FRN:141689W), Chartered Accountants stating that M/s. Shah Parmar & Mehta has been merged with M/s. Motilal & Associates (FRN:106584W) w.e.f March 24, 2017 so all the audit related assignments under M/s. Shah Parmar & Mehta stands transfer to M/s. Motilal & Associates.

The Company has also received declaration dated May 18, 2017 from M/s Motilal & Associates (FRN:106584W) stating that it has merged with M/s. Shah, Parmar & Mehta (FRN: 141689W), Chartered Accountants, Mumbai.

The Board considered and noted the same at its Board Meeting dated May 28, 2017 and the Board has recommended ratifying the appointment of M/s. Motilal & Associates (FRN: 106584W), Chartered Accountants, as the Statutory Auditors to hold office from the conclusion of the ensuing 25<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the next AGM.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

### 25. SECRETARIAL AUDIT REPORT:

The secretarial audit report on the compliance of the applicable Acts, Laws, Rules, Regulations, Guidelines, SEBI(LODR) etc. as stipulated by the provisions of Section 204 of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 forms part of this report as **Annexure - III**.

Qualification in MR-3 include *“The Company has Appointed Mr. Rajesh Pillai as Additional director w.e.f 04<sup>th</sup> September, 2016 and was eligible for regularization in Annual general Meeting held on 29<sup>th</sup> September, 2016 pursuant to section 152 of Companies Act, 2013, but he was not regularized in the said AGM of the company and due to which his office stands vacated.*

*The company is in process to file the necessary forms towards appointment of new audit firm as Statutory Auditors of the company.”*

*With reference to this qualification Mr. Rajesh Pillai shall be regularized in this 25<sup>th</sup> AGM of the Company and necessary e-forms for Auditors Appointment shall be filed.*



## 26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal controls commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Auditors report to the Chairman of the Audit Committee of the Board. Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## 27. SIGNIFICANT OR MATERIAL ORDERS:

There are no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

### (A) Conservation of energy and technology absorption.

The operation of the company, being financial services related, requires normal consumption of electricity. The company is taking every necessary step for reducing consumption of energy.

### (B) Foreign Exchange Earnings And Outgo:

There was no foreign exchange outgo for the year ended as on March 31, 2017.

## 29. RESERVE BANK OF INDIA DIRECTIONS:

Company is categorized as a non deposit taking, non-banking finance company (NBFC). Company has complied with the directives issued by the Reserve Bank of India under the Non Banking Financial Companies (Reserve Bank of India) Directions, 2007, as amended from time to time.

## 30. CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the year the registered office of the Company was shifted from 7/2, 1<sup>st</sup> Floor, office no. 2 Diwali Baug Society, Dairy Corner Street, Athwagate, Surat – 395001 to 513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat- 395002 vide board resolution dated May 29, 2016.

Further, during the year the registered office of the Company was shifted from 513, Ajanta Shopping Centre, Nr. Kinnery Cinema, Ring Road, Surat- 395002 to House no. 7/13, Opp White Tower, Station Road, Nandod, Rajpipla, Narmada-393145 w.e.f September 4, 2016, this resolution was passed through postal Ballot vide resolution dated July 27, 2016.

The Company opened a corporate office at JASWANTI ALLIED BUSINESS CENTRE, Malad (west), Mumbai-400 064 with effect from May 29, 2016.

## 31. ACKNOWLEDGEMENTS:

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company for their continued co-operation and support.

The Board of Directors would also like to place on record their sincere appreciation for the co-operation received from the Reserve Bank of India, SEBI & Bombay Stock Exchange Limited and all other statutory and/or regulatory bodies.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: May 28, 2017**

**Rajiv Kotia**  
**Chairman**  
**DIN: 00135912**



**ANNEXURE I**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on Financial ended March 31, 2017**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65910GJ1993PLC018956
2.	Registration Date	10/02/1993
3.	Name of the Company	SUNGOLD CAPITAL LIMITED
4.	Category/Sub-category of the Company	Company Limited by shares/Indian Non-Government Company.
5.	Address of Registered/ Corporate office & contact details	<b>Regd Office:</b> House no. 7/13, Opp White Tower, Station Road, Nandod, Rajpipla, Narmada-393145. <b>Corporate Office :</b> B/618, 6th Floor, Jaswanti Allied Business off Ramchandra lane ext; Malad (west) Mumbai-400064. Tel No: 022-28891692/8108756812
6.	Whether listed company	YES Listed on Bombay Stock Exchange and Ahmedabad Stock Exchange
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Satellite Corporate Services Pvt. Ltd B / 302, Sony Apartment, Opp St Judes High School, Opp Andheri Kurla Road, Jarimari, Sakinaka, Mumbai, Maharashtra- 400072 Tele. : +91-22-2852 0461 / 2852 0462 Fax : +91-22-2851 1809

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other Financial Services activities except insurance and pension	64990	98.90

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATES COMPANIES:**

SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held as on March 31, 2017	Applicable Section
	NA	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN(Equity Share Capital Breakup as percentage of Total Equity)**

**a) Category-wise share holding as on March 31, 2017**

Category of shareholders	No of shares held at the beginning of the year (As on April 1, 2016)				No of shares held at the end of the year (As on March 31, 2017)				% Change during the year
	Demat	physical	Total	% of total shares	Demat	physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
Individuals / Hindu Undivided Family	4478200	0	4478200	24.33	4478200	0	4478200	24.33	0
Central Government	0	0	0	0	0	0	0	0	0
State Governments(s)	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
Any other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (1)</b>	<b>4478200</b>	<b>0</b>	<b>4478200</b>	<b>24.33</b>	<b>4478200</b>	<b>0</b>	<b>4478200</b>	<b>24.33</b>	<b>0</b>
<b>2. Foreign</b>									
Non-Resident Individuals	0	0	0	0	0	0	0	0	0
Other Individuals	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)(1)+(A)(2)</b>	<b>4478200</b>	<b>0</b>	<b>4478200</b>	<b>24.33</b>	<b>4478200</b>	<b>0</b>	<b>4478200</b>	<b>24.33</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds	0	0	0	0	0	0	0	0	0
Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
Central Government	0	0	0	0	0	0	0	0	0
State Governments(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Any Other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Category of shareholders	No of shares held at the beginning of the year (As on April 1, 2016)				No of shares held at the end of the year (As on March 31, 2017)				% Change during the year
	Demat	physical	Total	% of total shares	Demat	physical	Total	% of total shares	
<b>2. Non-Institutions</b>	0	0	0	0	0	0	0	0	0
a. Bodies Corporate	0	0	0	0	0	0	0	0	0
i) Indian	438849	380725	819574	4.45	360875	383825	744700	4.05	-0.41
ii) Overseas	0	0	0	0	0	0	0	0	0
b. Individuals	0	0	0	0	0	0	0	0	0
Individual Shareholders holding nominal Share Capital upto Rs.1 Lakh	2071788	503900	2575688	14.00	3139491	568100	3707591	20.15	6.15
Individual Shareholders holding nominal Share Capital in excess of Rs.1 Lakh	7673191	2510100	10183291	55.33	6707884	2440900	9148784	49.71	-5.62
c. Qualified Institutional investors	0	0	0	0	0	0	0	0	0
d. Any Other (Specify)	0	0	0	0	0	0	0	0	0
d- i. Clearing Member	0	0	0	0	0	0	0	0	0
d-ii. Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
d- iii. NRI repatriable	10320	0	10320	0.06	2800	0	2800	0.02	-0.04
d-iv. NRI-NON repatriable	600	0	600	0	600	0	600	0	0
d- v. HUF	335812	0	335812	1.82	319320	0	319320	1.74	-0.09
d- vi. Directors & their relatives	0	0	0	0	1490	0	1490	0.01	0.01
<b>Sub-total (B) (2)</b>	<b>10530560</b>	<b>3394725</b>	<b>13925285</b>	<b>75.67</b>	<b>10532460</b>	<b>3392825</b>	<b>13925285</b>	<b>75.67</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>10530560</b>	<b>3394725</b>	<b>13925285</b>	<b>75.67</b>	<b>10532460</b>	<b>3392825</b>	<b>13925285</b>	<b>75.67</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>15008760</b>	<b>3394725</b>	<b>18403485</b>	<b>100.00</b>	<b>15010660</b>	<b>3392825</b>	<b>18403485</b>	<b>100.00</b>	<b>0.00</b>
Shares held by Custodians/Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>15008760</b>	<b>3394725</b>	<b>18403485</b>	<b>100.00</b>	<b>15010660</b>	<b>3392825</b>	<b>18403485</b>	<b>100.00</b>	<b>0.00</b>

b) SHAREHOLDING OF PROMOTERS

Sl No	Shareholders Name	No of shares held at the beginning of the year (As on April 1, 2016)			No of shares held at the end of the year (As on March 31, 2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares pledged/ Encumbered to total shares	
1	Ashok Govindlal Modi	1336200	7.26	0	1336200	7.26	0	0.00
2	Rajiv Rameshchandra Kotia	1142000	6.21	0	1142000	6.21	0	0.00
3	Rajiv R Kotia	1000000	5.43	0	1000000	5.43	0	0.00
4	Raj Rajiv Kotia	1000000	5.43	0	1000000	5.43	0	0.00
	<b>TOTAL</b>	<b>4478200</b>	<b>24.33</b>	<b>0.00</b>	<b>4478200</b>	<b>24.33</b>	<b>0.00</b>	<b>0.00</b>

c) CHANGE IN PROMOTERS' SHAREHOLDING (Please specify, if there is no change) :

Sr No		Shareholding at the beginning of the year April 1, 2016		Cumulative Shareholding During the Year 2016-17	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the beginning of the year	<b>There is no change in promoter's shareholding during the year.</b>			
2.	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/ decrease (e.g. allotment/transfer/bonus /sweat equity etc):				
3.	At the end of the year				

d) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:(OTHER THEN DIRECTORS,PROMOTERS AND HOLDERS OF GDRs AND ADRs):

Sr. No.	Name of Shareholders	Shareholding at the		DATE	(+)/INCREASE/(-) DECREASE IN SHARE HOLDING	REASON	Shareholding at the end	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	DAYMA MATIN SIKANDARKHAN	686000	3.73	01.04.2016			686000	3.73
				31.03.2017	0		686000	3.73
2	HEMANT SHANTILAL SHAH	459000	2.49	01.04.2016			459000	2.49
				31.03.2017	0		459000	2.49
3	JITENDRA SINGH	225500	1.23	01.04.2016			225500	1.23
				06.05.2016	1244		226744	1.23
				13.05.2016	2696		229440	1.25
				20.05.2016	7000		236440	1.28
				30.06.2016	3000		239440	1.30
				22.07.2016	4215		243655	1.32
				29.07.2016	18810		262465	1.43
				05.08.2016	109665		372130	2.02
				12.08.2016	9096		381226	2.07
				19.08.2016	4000		385226	2.09
				09.09.2016	5800		391026	2.12
				16.09.2016	2000		393026	2.14
				30.09.2016	1900		394926	2.15
				07.10.2016	1300		396226	2.15
				28.10.2016	4774		401000	2.18
				04.11.2016	3000		404000	2.20
11.11.2016	2300		406300	2.21				
18.11.2016	1000		407300	2.21				
02.12.2016	4000		411300	2.23				
09.12.2016	5000		416300	2.26				
16.12.2016	2000		418300	2.27				
31.12.2016	2500		420800	2.29				
06.01.2017	2000		422800	2.30				
27.01.2017	3670		426470	2.32				
10.02.2017	708		427178	2.32				
17.02.2017	100		427278	2.32				
03.03.2017	1500		428778	2.33				
10.03.2017	500		429278	2.33				
17.03.2017	2475		431753	2.35				
31.03.2017	2000		433753	2.36				
4	JIGNESH ASHWINBHAI SHAH	221500	1.20	01.04.2016			221500	1.20
				<b>26.08.2016</b>	158500		<b>380000</b>	2.06
31.03.2017	0		380000	2.06				
5	VISHAL VINODCHANDRA GANDHI	351000	1.91	01.04.2016			351000	1.91
				31.03.2017	0		351000	1.91
6	VASANTBHAI SHIVLAL SHAH	328350	1.78	01.04.2016			328350	1.78
				31.03.2017	0		328350	1.78
7	GOLAKIYA KALPESHBHAI GANESHBHAI	200000	1.09	01.04.2016			200000	1.09
				31.03.2017	0		200000	1.09
8	DIWAN VASIMBHAI YUSUFSHA	197000	1.07	01.04.2016			197000	1.07
				31.03.2017	0		197000	1.07
9	ISMAILKHANJI DAYMA	195000	1.06	01.04.2016			195000	1.06
				31.03.2017	0		195000	1.06
10	DIVAN IMRAN YUSUF	193800	1.05	01.04.2016			193800	1.05
				31.03.2017	0		193800	1.05

e) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name	Shareholding				Reason	Cumulative shareholding during the year	
		No. of shares at the Beginning April 1, 2016 & at end of the year March 31, 2017	% of total shares of the Company	Date	(+) Increase / (-) Decrease in Share Holding		No of Shares	% of Total Shares of the Company
1	Rajiv Kotia	2142000	11.64	01.04.2016	0	Nil movement during the year	2142000	11.64
		2142000	11.64	31.03.2017				
2	Rakesh Kumar Kumawat	1490	0.01	01.04.2016	0	Purchase of Shares	1490	0.01
				14.10.2016	700			
				21.10.2016	300			
				18.11.2016	250			
				02.12.2016	40			
				10.02.2017	200			
				31.03.2017	1490			
3	Neha Shah	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017				
4	Abhay Deo	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017				
5	Rajesh Pillai Appointed on Sep 4, 2016	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017	0			
6	Uma Maheshwara Rao SIKHINAM	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017	0			
7	Karishma Kaku	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017	0			
8	Kamlesh Hirapara Ceased to be director on Sep 4, 2016	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017	0			
9	Bhumika Sidhpura (KMP)	16000	0.09	01.04.2016	0	Nil movement during the year	16000	0.09
		16000	0.09	31.03.2017				
10	Ushik Gala (KMP)	0	0	01.04.2016	0	Nil movement during the year	0	0
		0	0	31.03.2017	0			

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. **Remuneration to Managing Director, Whole-time Directors and/or Manager:**

<b>SN.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD</b>	<b>Total Amount (inRs.)</b>
		<b>Rajiv Kotia</b>	
1	<b>Gross salary</b>	18,00,000	18,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	<b>Stock Option</b>	-	-
3	<b>Sweat Equity</b>	-	-
4	<b>Commission</b>	-	-
	- as % of profit	-	-
	- Others, specify...	-	-
5	<b>Others, please specify</b>	-	-
	<b>Total (A)</b>	18,00,000	18,00,000

\*Ceiling limit as prescribed by SCH V of the Companies Act, 2013

<b>B. Remuneration to other directors</b>									
<b>S N.</b>	<b>Particulars of Remuneration</b>	<b>Name of Directors</b>							<b>Total Amount</b>
		Rakesh Kumawat	Karishma Kaku	Kamlesh Hirapara	Neha Shah	Uma Maheshwara Rao Sikhinam	Abhay Deo	Rajesh Pillai	
	NOTE NO.			1	2		3	4	
<b>1</b>	<b>Independent Directors</b>								
	Fee for attending board committee meetings	-	24,000	-	8,000	12,000	14,000	-	<b>58,000</b>
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	-	24,000	-	8,000	12,000	14,000	-	<b>58,000</b>
<b>2</b>	<b>Other Non-Executive Directors</b>								
	Fee for attending board committee meetings	20,000	-	-	-	-	-	-	<b>20,000</b>
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	20,000	-	-	-	-	-	-	<b>20,000</b>
	<b>Total (B)=(1+2)</b>	20,000	24,000	-	8,000	12,000	14,000	-	<b>78,000</b>

NOTE:

1. Mr. Kamlesh Hirapara ceased to be director w.e.f September 04, 2016
2. Ms. Neha Shah was appointed as a Director on May 29, 2016
3. Mr. Abhay Deo, was appointed as a Director on August 11, 2016
4. Mr. Rajesh Pillai was appointed as a Director on September 04, 2016

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS -Bhumika Sidhpura	CFO- Ushik Gala	Total
<b>1</b>	<b>Gross salary</b>	<b>5,64,000</b>	<b>3,00,000</b>	<b>8,64,000</b>
	a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	-	-	-
	c) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	d) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-
<b>4</b>	<b>Commission</b>	-	-	-
	- as % of profit	-	-	-
	Others specify	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-
	<b>Total</b>	<b>5,64,000</b>	<b>3,00,000</b>	<b>8,64,000</b>

#### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties/punishment/ compounding of offences against SUNGOLD CAPITAL LTD and its Directors and officers for the year ended March 31, 2017.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: May 28, 2017

Rajiv Kotia  
Chairman  
DIN: 00135912



**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: May 28, 2017**

**Rajiv Kotia**  
**Chairman**  
**DIN: 00135912**

**Form No. MR-3**  
**Secretarial Audit Report**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**Secretarial Audit Report**  
**For the Financial Year ended 31<sup>st</sup> March, 2017**

**To,**  
**The Members,**  
**Sungold Capital Limited,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sungold Capital Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, Papers, Minutes books, forms and return filed and others record maintain by the company for the financial year ended 31<sup>st</sup> March, 2017 according to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the Rules made thereunder,
- II. The Securities Contract (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign direct investments:
- V. The following Regulations and Guidelines Prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and share Transfer Agents) Regulations, 1993 regarding the Act and dealing with Client;
  - (d) The Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation, 2015.
- VI. Non Banking Financial (Non-Deposit Accepting or holding) companies prudential norms (Reserve Bank) Directions, 2007 and others relevant guidelines and circulars issued by the reserve bank of India from time to time.
- VII. We further state that there were no events/ actions in pursuance of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act).
  - (1) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (2) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (3) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (4) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (5) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of The Companies Act, 2013 (the Act) and the rules made thereunder;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

*“During the year M/s Shah Parmar & Mehta, Chartered Accountants Firm being the Statutory Auditors of the company merged with M/s Motilal & Associates w.e.f 24th March, 2017 and the board took on record the letter received from the new firm in its board meeting held on 28<sup>th</sup> May, 2017 and appointed accordingly the new firm of Auditors M/s Motilal & Associates as Statutory Auditors of the company for the casual vacancy caused by above merger.”*

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- i. Public / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations

**OBSERVATION:**

*“The Company has Appointed Mr. Rajesh Pillai as Additional director w.e.f 04<sup>th</sup> September, 2016 and was eligible for regularisation in Annual general Meeting held on 29<sup>th</sup> September, 2016 pursuant to section 152 of Companies Act, 2013, but he was not regularised in the said AGM of the Company and due to which his office stands vacated.*

*The Company is in process to file the necessary forms towards appointment of new audit firm as Statutory Auditors of the Company.”*

For SG and Associates,

Suhas Ganpule,  
Proprietor,  
Membership No: 12122  
C. P No: 5722

Place: Mumbai  
Date: May 28, 2017

## **Annexure A**

**To,  
The Members,  
Sungold Capital Limited,**

Our report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We have reported, in our audit report, only that non compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

**For SG and Associates,**

**Suhas Ganpule,  
Proprietor,  
Membership No: 12122  
C. P No: 5722**

**Place: Mumbai  
Date: May 28, 2017**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Company's main object is Non-banking Finance activities. The market for this activity offers high potential for growth. Our Company provides solutions for situations like initial funding requirements of a project, mezzanine financing, project financing, bridge financing, short term and long term working capital requirements, etc. Our prudent business policies and selective approach has helped us to maximize value for our shareholders. Non-Banking Finance Companies (NBFCs) are an integral part of the country's financial system because of their complementary as well as competitive role.

### **❖ ECONOMIC & INDUSTRY OVERVIEW:**

FY 2016-17 was a year of sweeping changes in the Indian economy, dominated by the demonetization initiative. The Indian economy advanced 7 percent year-on-year in the last three months of 2016, slowing from an upwardly revised 7.4 percent rise in the third quarter but beating expectations of a 6.4 percent growth. According to official statistics, demonetization hardly dented economic momentum. India's GDP growth slowed only marginally to 7% in Q4 from 7.4% in Q3

With the high-profile demonetization drive preceding it and a series of State legislature elections to follow, made 2017-2018 Union Budget an extremely critical financial event that the country has witnessed in the last decade or so

Some amendments in the existing Income Tax Act especially for the NBFCs could have helped in enhancing the efficiency of functioning of the sector.

NBFCs are vital cogs in India's institutional lending machinery that substantially support the Government's financial inclusion mission. However, the sector still needs freedom in terms of having diversified funding options that will also help in bringing down the final borrowing rates for customers.

Indian NBFCs have been effective in serving the unbanked customers by spearheading into retail asset –backed lending, lending against securities and microfinance. Primarily, they offer small business loans, financing of two wheelers and cars, loans for purchasing used commercial vehicles/Machinery. According to ICRA, NBFCs will account for 17.1% of total credit by FY 2018-2019 compared with 13.1% in FY 2014-2015 and 9.4% in FY 2005-2006

### **❖ NBFCs AND REGULATORY ENVIRONMENT**

As a part of initiative taken by the Government NBFCs with the asset size of over Rs. 5000 million would be eligible as a financial institution under SARFAESI Act, which would significantly enable their ability to enforce collateral towards recovery dues from defaulting borrowers. Also from FY 2016-17 NBFCs are eligible for deduction to the extent of 5% of their income in respect of provision of bad and doubtful debts (NPAs) under Income Tax Act

On the regulatory front, NBFCs are regulated by the Reserve Bank of India (RBI) almost at par with banks. All the prudential norms for asset classification, income recognition, provisioning etc., are applicable to NBFCs in India. Given the continuously high levels of inflation through FY 13, the Reserve Bank of India (RBI) has no option but tighten monetary policies. This has resulted in an increase in domestic interest rates. The environment of high interest rates has a negative impact on sentiments of industries.

### **❖ SECTOR OVERVIEW -NBFCs – PERFORMANCE AND REGULATORY ENVIRONMENT**

NBFCs are emerging as an alternative to mainstream banking. Besides, they are also emerging as an integral part of Indian Financial System and have commendable contributions towards Government's agenda of financial Inclusion. They have been to some extent successful in filling the gap in offering credit to retail customers in underserved and unbanked areas. Though India has a bank dominated financial system but recently Non Banking Financial Companies are competing with the banks in providing financial services and has been playing a complementary role with other financial institutions in the Indian Economy. In terms of financial assets, NBFCs have registered a robust growth, i.e. a compound annual growth rate (CAGR) of 19% over the past few years, consisting of 13% of the total credit and estimated to reach nearly 18% by 2018-19.

### **❖ OPPORTUNITIES**

The sentiment in the Indian financial market has changed considerably over the past few years; the economic growth, though subdued for last couple of years, is likely to show positive momentum over the coming years. This has presented ongoing opportunities for financial intermediaries to spread and benefit from the investment culture across the country.

Following factors present specific opportunities across our businesses:

- Low penetration of financial services and products in India;
- Globalization - corporate are looking at expanding in domestic/overseas markets through merger & acquisitions;
- Growing midsize segment of corporate activity where the need for customized solution is particularly high;
- Regulatory reforms would aid greater participation by all class of investors;
- Emerging technology to enable best practices and processes;
- Size of the Indian capital market and favorable demographics like huge middle class, relatively large younger population with disposable income and investible surplus and risk taking abilities of the youth.
- many professionals from the domestic banking sector are now attracted to organisations like NBFCs, microfinance institutions and payment banks.
- With the growing magnitude assigned to financial inclusion, NBFCs have come to be regarded as significant financial intermediaries particularly for the small-scale and retail sectors
- NBFC have turned out to be engines of growth and is an integral part of the Indian financial system thereby increasing competition and diversification in the financial sector
- While mainstream banks have been crippled by the weight of their Non Performing Assets, NBFCS have responded positively to regulatory norms by addressing such risks through regulations

In this backdrop, Sungold Capital Limited has evolved into a strong and focused financial services organization over the years and is set to further accentuate its business growth.

#### ❖ **THREATS**

Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- Impact on economic growth of the rising prices of oil and industrial raw materials, decelerating investment demand and high inflation;
- Volatility in the Rupee-US Dollar movement due to various factors including current account deficit;
- Reducing capital expenditure by Industries;
- Regulatory changes impacting the landscape of business;
- Increased competition from local and global players operating in India;
- Continuous downward pressure on the fees, commissions and brokerages caused by an overbanked market and willingness of most players to deliver services at very low fees.
- Interest Rate Risk, Eco-political Risk and Competition Risk
- A higher cost of borrowings which is eventually passed on to their borrowers in the form of higher interest on loans.
- No access to low cost funds
- Cannot provide gifts/incentives or the other extra profit to the depositors.

However, your Company is well aware of the above threats and has worked steadily to strengthen its business operations by putting appropriate policies and measures in place and well positioned to counter any adverse threat successfully.

#### ❖ **RISKS AND CONCERNS**

In the financial services sector, it becomes imperative to ensure that profitability does not come at the cost of asset quality. The Company has put in place adequate risk identification, risk management and mitigation processes to keep any such trade-off at bay. The Company has built robust systems and processes for both its verticals i.e. MSME and Wholesale Lending, to take care of the respective risks associated with them. It is also constantly gauging the external macroeconomic environment, market conditions, and government policies to ensure that the business is one step ahead of the industry and monetary cycles, thereby insulating the Company from downtrends and enabling it to ride uptrend.

However, in any business, risks and prospects are inseparable. As a responsible management, the Company's principal Endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

Timely and effective risk management is of prime importance to our continued success. The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have

comprehensive risk management policies and processes to mitigate the risks that are encountered in conducting business activities. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems.

A risk/compliance update report is regularly placed before the Audit Committee/Board of Directors of the Company. The Directors/Audit Committee review the risk/ compliance update reports and the course of action taken or to be taken, to mitigate and manage the risks is taken.

#### ❖ HUMAN RESOURCES

We are a dynamic and progressive group that actively fosters a challenging work environment and encouraging entrepreneurship. We groom leaders to drive our future in knowledge intensive, people driven business, such as, ours. We strive towards creating an empowering environment to support the development of highly motivated and skilled professionals in their pursuit of excellence. With trust being the critical part of our business belief, we lay strong emphasis on integrity, teamwork, innovation, performance and partnership.

Our organization is committed and focused on identifying and retaining the right talent to meet the overall business strategy and objective. The broad range of activity includes viz. robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programmes, reward and recognition, learning and development.

#### ❖ INTERNAL CONTROL AND THEIR ADEQUACY

Your Company being in service industry has in place clear processes and well- defined roles and responsibilities for its employees at various levels. The Management has a defined reporting system, which facilitates monitoring and adherence to the process and systems and various statutory compliances. These have been designed to provide reasonable assurance with regard to maintaining proper accounting controls, monitoring economy and efficiency of operations, protecting assets from unauthorized use or losses, and ensuring reliability of financial and operational information published from time to time.

#### ❖ CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Sustained strong performance by any company is directly linked to an organization's philosophy and levels of Corporate Governance. Keeping this important reality in view, your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability.

## REPORT ON CORPORATE GOVERNANCE

Your Company's Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organization and here, we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business.

The detailed report on Corporate Governance for the financial year ended March 31, 2017, as per the disclosure requirements prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below:

### 1. COMPANY PHILOSOPHY:

Company's Philosophy on Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to delegation of operational powers to experienced staff members, effective control, oversight mechanism, strategies and policies which are constantly reviewed and strengthened to be in alignment with market realities and overall management of the organization.

In ensuring that the desired levels of Corporate Governance practices are imbibed in the organization and with a focus on its own fiduciary & trusteeship role, the Board of Directors of the Company seeks to evolve, strengthen and adopt structures and policies which would align and direct the actions of the organization towards creating wealth and shareholder value.

### 2. BOARD OF DIRECTORS:

An active, informed and independent Board is necessary to ensure highest standard of corporate governance. The Board lays down business strategy, sets strategic goals and seeks accountability for their fulfillment.

#### a. COMPOSITION OF BOARD OF DIRECTORS

The Company has maintained an optimum Combination of Executive and Non-executive Directors including two woman directors. The Chairman of the Board is the Managing Director (Executive Category). As of March 31, 2017, the Board of Directors (the 'Board') consisted of seven members of which four were Independent Directors.

The Board considers the recommendations of the Nomination & Remuneration Committee and takes appropriate decisions in regard to continuance of and induction of new skill-sets at the Board level to ensure the availability of these experienced professionals to guide the Company in an ever-evolving business environment.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies. Further, none of the Director is a Member of more than ten Committees and Chairman of more than five Committees across all the Companies in which he acts as Director.

#### b. NUMBER OF BOARD MEETINGS AND DATES ON WHICH HELD:

During the year the Board of Directors met (6) times. The following are the dates of Board meeting:

**May 29, 2016, July 27, 2016, August 11, 2016, September 04, 2016, October 25, 2016 and February 13, 2017.**

The maximum time gap between any two consecutive meetings did not exceed 120 days.



- c. The compositions of the Board, attendance at the Board meetings held during the FY 2016 – 2017 under review and at the last Annual General Meeting, number of directorship in other companies, Memberships/Chairmanships of the Committees and their shareholding as on March 31, 2017 in the Company are as follows:-

Name of Director	DIN	Category	No. of Board Meetings held during the tenure	No. of Board Meetings attended during the tenure	Attendance at last AGM	Directorships	Committee position		Shareholding (Equity Shares of Fv of Rs. 10/- each)
					29.09.2016		Chairperson	Member	
Mr. Rajiv Kotia (Chairman)	00135912	P & MD& CEO	6	6	√	NIL	---	1	2142000
Mr. Kamlesh Hirpara <sup>(1)</sup>	00157806	NED	3	0	×	1	---	---	---
Mr. Rakesh Kumawat	07434817	NED	6	3	√	NIL	1	1	1490
Mr. Rajesh Pillai <sup>(2)</sup>	07585805	Additional Director	2	0	×	1	---	---	---
Mr. Uma Maheswara Rao Sikhinam	02914295	NED & ID	6	3	×	NIL	---	1	----
Ms. Karishma Kaku	07214961	NED & ID	6	6	√	3	1	---	---
Ms. Neha Shah <sup>(3)</sup>	07527248	NED & ID	5	4	√	NIL	---	---	---
Mr. Abhay Deo <sup>(4)</sup>	07588823	NED & ID	3	3	√	2	---	2	---

(P- Promoter; NED – Non – Executive Director; ID – Independent Director; MD- Managing Director; ED – Executive Director)

**Note:**

- (1) Mr. Kamlesh Hirpara ceases to be Director w.e.f. September 04, 2016  
(2) Mr. Rajesh Pillai was appointed as Director w.e.f. September 04, 2016  
(3) Ms. Neha Shah was appointed as Director on May 29, 2016  
(4) Mr. Abhay Deo was appointed as Director w.e.f. August 11, 2016

\* Excludes Directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\*Only Audit Committee, and Stakeholders Relationship Committee in all Indian Public Limited Companies have been considered for the Committee positions.

There is no inter- se relationship between the directors.

### MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met once on October 25, 2016 inter alia, to:

- Evaluate the performance of non-independent directors and the Board as a whole;
- Evaluate performance of the Executive Director of the Company; and
- Evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

The suggestions made at the meetings of the Independent Directors were communicated to the Chairman and the Executive Director for taking appropriate steps. All Independent Directors were present at the meeting.

### 3. AUDIT COMMITTEE:

Board has constituted a set of committees with specific terms of reference/mandate, as to effectively focus on the issues falling under their jurisdiction. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before the Board meeting for noting.

**Composition, name of members and Chairperson as on March 31, 2017.**

<b>Name of the Members</b>	<b>Category of Directorship</b>	<b>Designation</b>
Ms. Karishma Kaku	Non- Executive Independent Director	Chairman
Mr. Abhay Deo	Non- Executive Independent Director	Member
Mr. Uma Maheswara Rao Sikhinam	Non- Executive Independent Director	Member
Mr. Rakesh Kumawat	Non- Executive Director	Member

**The Company Secretary acts as Secretary to the Committee.**

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 29, 2016.

**Terms of Reference**

The terms of reference of Audit Committee are wide enough, covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, which inter alia includes the following:

- a. oversee the Company's financial reporting process and disclosure of its financial information;
- b. recommend appointment, remuneration and terms of appointment of auditors of the Company;
- c. approve payment to statutory auditors for any other services rendered by them;
- d. review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:
  - 1) matters to be included in Directors Responsibility Statements to be included in Board's report ;
  - 2) any changes in accounting policies and practices;
  - 3) major accounting entries involving estimates based on the exercise of judgment by management;
  - 4) significant adjustments resulting from the audit findings;
  - 5) compliance with listing and other legal requirements relating to financial statement;
  - 6) disclosure of related party transactions;
  - 7) Qualification in draft audit report.
- e. review with the management, the quarterly financial statement before submission to the board for their approval;
- f. recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- g. discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- h. review the internal audit program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- i. consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- j. consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- k. discuss significant findings with internal auditors and initiate follow-up action thereon;

- l. look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- m. review performance of statutory and internal auditors and adequacy of internal control systems;
- n. approve transaction with related parties and subsequent modification to terms of contract/transaction;
- o. scrutinize inter-corporate loans and investments;
- p. valuation of any of the undertakings or assets as and when necessary ;
- q. evaluate adequacy of internal financial control and risk management system;
- r. review with management , the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue , and making recommendation to the Board for taking steps in relation thereto;
- s. approve appointment of CFO (i.e. the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;
- t. review functioning of the Whistle Blower Policy;
- u. Carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

The composition and terms of reference of the Audit Committee are in accordance with section 177 of the Companies Act, 2013, requirements prescribed in Non- Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Meetings and Attendance

During the year under review, four (4) meetings of the Audit Committee were held on **May 29, 2016, August 11, 2016, October 25, 2016 and February 12, 2017.**

The attendances of the members at the meeting of the Committee are as under:

Name	No. of Meetings held during the tenure	No. of Meetings attended during the tenure
Ms. Karishma Kaku	4	4
Mr. Kamlesh Hirapara (1)	2	0
Mr. Rakesh Kumar Kumawat	4	4
Mr. Abhay Deo(2)	2	2
Mr. Uma Maheswara Rao Sikhinam (3)	2	2

**NOTES:**

1. Mr. Kamlesh Hirapara ceased to be member of the committee w.e.f. September 04, 2016
2. Mr. Abhay Deo as member of the Committee w.e.f. September 04, 2016
3. Mr. Uma Maheswara Rao Sikhinam ceased to be the member of the Committee on. September 04, 2016 and appointed as the member on February 13, 2017.

#### 4. NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is constituted in compliance with the requirements of SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

As on March 31, 2017, the Nomination and Remuneration Committee comprised of the following:

## Composition, name of members and Chairperson

Name of the Members	Category	Designation
Ms. Karishma Kaku	Non- Executive Independent Director	Chairman
Mr. Rajiv Kotia	Executive Director	Member
Mr. Abhay Deo	Non- Executive Independent Director	Member
Mr. Rakesh Kumar Kumawat	Non- Executive Director	Member

### The Board terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- i. review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- ii. formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, remuneration of directors, key managerial personnel and other employees of the Company;
- iii. formulation of the criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of Board of directors;
- v. formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;
- vi. review and implement succession and development plans for Managing Director, Executive Directors and Senior Management;
- vii. to supervise and monitor the process of issuance/ grant/vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

### Meetings and Attendance

During the financial year 2016-2017, two (2) meetings of Nomination and Remuneration Committee were held on May 29, 2016 and September 04, 2016.

During the year 2016-2017, the details of attendance by committee members are as follows:

Name	No. of Meetings Held during the tenure	No. of Meetings attended during the tenure
Ms. Karishma Kaku	2	2
Mr. Abhay Deo (1)	1	1
Mr. Rajiv Kotia	2	2
Mr. Uma Maheswara Rao Sikhinam(2)	1	1
Mr. Rakesh Kumar Kumawat	2	2
Mr. Kamlesh Hirpara(3)	2	0

#### NOTES:

1. Mr. Abhay Deo as member of the Committee w.e.f. September 04, 2016
2. Mr. Uma Maheswara Rao Sikhinam ceases to be member on August 11, 2016.
3. Mr. Kamlesh Hirpara ceases to be Member of the Committee w.e.f. September 04, 2016.

## 5. REMUNERATION OF DIRECTORS:

- a. There is no pecuniary relationship or transaction of Non – Executive Director with the Company for the FY 2016-2017.
- b. The details of remuneration/sitting fee paid to Directors during the financial year are given in Form MGT 9, the Extract of Annual Return, annexed with the Directors report.

- c. The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company. The remuneration policy has been disclosed on the website of the Company.

**Shareholding of the Non-Executive Directors (As on March 31, 2017)**

Name of the Non-Executive Directors	Number of Equity Shares of Face Value – Rs. 10/- each
Mr. Rakesh Kumawat	1490
Mr. Rajesh Pillai	NIL

**6. STAKEHOLDERS' RELATIONSHIP ('SR') COMMITTEE:**

Stakeholder Relationship Committee ensures quick redressal of security holder and investors' complaints/grievances pertaining to transfers, no receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of securities and other miscellaneous complaints;

In addition, the Committee also monitors other issues including status of Dematerialisation/ Rematerialisation of shares issued by the Company. Oversee the performance and service standards of the Registrar and Share Transfer Agent, and recommends measures to improve level of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints.

The composition and terms of reference of the SR Committee are in accordance with section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2017, the Committee comprises of:

Name of the Members	Category	Designation
Mr. Rakesh Kumar Kumawat	Non- Executive Director	Chairman
Mr. Rajiv Kotia	Executive Director	Member
Mr. Abhay Deo	Non- Executive Independent Director	Member

**a. Name and designation of compliance officer:**

Ms. Bhumika Sidhpura, Company Secretary is the Compliance Officer for complying with the requirements of Securities Laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- b. During the year under review no complaint was received. There were no instruments for transfer pending as on March 31, 2017.

**Meetings and Attendance**

During the year under review, one meeting of the SR Committee was held on: September 04, 2016

The attendance of members at the SR Committee meeting is as follows:

Name	No. of Meetings Held	No. of Meetings attended
Rajiv Kotia	1	1
Abhay Deo	1	1
Rakesh Kumar Kumawat	1	1

## 1. GENERAL BODY MEETINGS:

a. During the preceding three years annual general meeting were held:

Annual General Meeting	Financial year	Date, Time and Place
22 <sup>nd</sup> Annual General Meeting	2013 - 2014	September 26, 2014 9.30 a.m. 3 <sup>rd</sup> Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480.
One special resolution: Adoption of new set of Articles of Association of the Company.		
23 <sup>rd</sup> Annual General Meeting	2014 - 2015	September 29, 2015 11.00 a.m. 190-C, Joy n Joy Amusement Park, Nr. Kamrej Char Rasta, Surat- 394185.
One Special resolution: Appointment of Mr Rajiv Kotia as the Managing Director for 5 years.		
24 <sup>th</sup> Annual General Meeting	2015 - 2016	September 29, 2016 10.00 a.m. 1 <sup>st</sup> Floor, Dasha Khadayta Wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada-393145
One Special resolution: Keeping the copies of the Registers maintained under the Companies Act, 2013 at the Company's new registered office and/or at the Company's Corporate office.		

### b. resolution passed last year through postal ballot

During the year Company has approved to the Shareholders in the month of September, 2016.

A snapshot of voting results of the above mentioned postal ballots is as follows:

**Date of Postal Ballot Notice:** July 27, 2016

**voting period:** August 03, 2016 to September 01, 2016

**Date of declaration of result:** September 03, 2016

**Date of approval:** September 03, 2016

**Details of the special resolutions passed through postal ballot:** Change of Registered office of the Company from Surat city to Rajpipla city but within the same State and under the same ROC.

Promoter/ Public	No. of shares (1)	No. of votes polled (2)	% of voted on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled 6=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	4478200	3142000	70.16	3142000	Nil	100	Nil
Public- Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – others	13925285	1410815	10.12	1410815	Nil	100	Nil
<b>TOTAL</b>	<b>18403485</b>	<b>4552815</b>	<b>80.28</b>	<b>4552815</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

c. Mr. Suhas S Ganpule, proprietor of SG & Associates (COP: 5722 and Mem No: 12122) was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

d. **Whether any special resolution is proposed to be conducted through postal ballot:** No

e. **Procedure for postal ballot:**

The company followed the procedure as prescribed under the Companies (Management & Administration) Rules 2014, as amended and Secretarial Standard 2 issued by the Institute of Company Secretaries of India. The members were provided the facility to cast their votes through electronic voting or through postal ballot. The Board of Directors appointed M/s SG & Associates, Company Secretaries, as the scrutinizer for conducting the postal ballot voting process. The scrutinizer

submitted his report to the Chairman after completion of the scrutiny of the postal ballots (including e-voting). Considering the combined results of Postal Ballot via postal ballot forms and e-voting facility, the resolution was approved on September 03, 2016. The results were declared on September 03, 2016 and communicated to the Stock Exchanges and displayed on the Company's website. The date of declaration of the result by the company is deemed to be the date of passing of the resolution.

## 2. MEANS OF COMMUNICATION:

- 1) The Company's corporate website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com) provides comprehensive Information to the Shareholders.
- 2) The quarterly and yearly financial results are submitted to the Stock Exchange in accordance with the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and are also made available on the Company's website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com). The Unaudited/Audited Financial results for the quarter and year end are published in free press Gujarat, English edition & Lokmitra, Gujarati edition.
- 3) The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the Company's website, [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com).

## 3. GENERAL SHAREHOLDER INFORMATION:

### a. Company Registration Details

The Corporate Identity Number (CIN):L65910GJ1993PLC018956.

### b. Annual General Meeting for the FY 2016-2017

**Day, Date and Time:** Thursday, August 17, 2017 at 11:00 a.m.

**Venue:** Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla – 393145,  
District - Narmada

**Book Closure Date:** Friday, August 11, 2017 to Thursday, August 17, 2017 (Both days inclusive)

### c. Financial year and calendar (tentative)

Financial Year - April 1, 2017 to March 31, 2018

#### Results for the quarter ending:

June 30, 2017	- on or before August 14, 2017
September 30, 2017	- on or before November 14, 2017
December 31, 2017	- on or before February 14, 2018
March 31, 2018	- on or before May 30, 2018

### d. Dividend Payment: No Dividend has been declared

### e. Listing on stock exchanges & Scrip Code:

Bombay Stock Exchange Limited (BSE) P.J. Tower, Dalal Street, Mumbai – 400 001 <b>Stock Code:</b> 531433	Ahmedabad Stock Exchange Limited (ASE)Kamdhenu Complex, Panjara Pole, Ambawadi, Ahmedabad, Gujarat – 380 015 <b>Stock Code:</b> 38315
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Listing Fees is paid upto financial year 2017 -2018 as per the norms of Bombay Stock Exchange Ltd.

The ISIN in NSDL and CDSL: INE271D01013

NBFC Registration No. 01-00174

IMMPA Membership No. 8368

IMMPDA Membership No. 14/22032011/O/SGETM/21-1093/R4

**f. Market Price Data:**

High Low during each month in Financial Year i.e. April, 2016 to March, 2017

Months	BSE	
	High	Low
April 2016	0.92	0.80
May 2016	0.92	0.70
June 2016	1.00	0.71
July 2016	1.03	0.90
August 2016	1.43	0.99
September 2016	1.66	1.37
October 2016	1.90	1.63
November 2016	2.04	1.90
December 2016	1.86	1.55
January 2017	2.20	1.76
February 2017	1.68	1.24
March 2017	1.24	0.98

**g. Performance of the Company's Share Price on BSE vis-à-vis BSE Sensex :**

High Low price of the Company's shares on BSE with corresponding BSE Sensex Financial Year 2016-2017

(In Rs.)

Months	High		Low	
	Company's Share price	BSE Sensex	Company's Share price	BSE Sensex
Apr-16	0.92	10551.97	0.8	11212.69
May-16	0.92	11022.93	0.7	11230.86
Jun-16	1	11159.46	0.71	11813.87
Jul-16	1.03	11823.94	0.9	12370.86
Aug-16	1.43	12355.32	0.99	12698.47
Sep-16	1.66	12664.95	1.37	13154.81
Oct-16	1.9	12829.72	1.63	13594.67
Nov-16	2.04	13595.27	1.9	13619.3
Dec-16	1.86	12367.77	1.55	12406.31
Jan-17	2.2	12082.1	1.76	13170.17
Feb-17	1.68	12952.47	1.24	13703.94
Mar-17	1.24	13723.04	0.98	14447.47



**h. REGISTRAR AND TRANSFER AGENT:**

Members/ shareholders are requested to correspond with the Company's Registrars and Transfer Agents quoting their Folio No. / DP ID & Client ID at the following address:

Address : B-302, Sony Apt., Opp. St. Jude's High School,  
90 Ft Road, Jarimari, Sakinaka,  
Mumbai-400 072

Tele. : +91-22-2852 0461 / 2852 0462

Fax : +91-22-2851 1809

E-mail : service@satellitecorporate.com

**i. SHARE TRANSFERS SYSTEM:**

Securities lodged for transfers are processed and security certificates are returned within a period of fifteen days from the date of receipt, subject to all documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Executive Director and the Company Secretary of the Company. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities, as required under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with Stock Exchanges.

**j. Distribution of shareholding as on March 31, 2017:**

Category of Equity Shares		No. of Shareholders	% to total	No. of Shares	% Percentage of Shareholding
Less than	2,500	2410	62.92	2503000	1.36
2501	5000	347	9.06	1498690	0.81
5,001	10,000	282	7.36	2455550	1.33
10001	20000	194	5.07	3136730	1.70
20,001	30,000	120	3.13	3151580	1.71
30001	40000	68	1.78	2447280	1.33
40,001	50,000	72	1.88	3485410	1.89
50001	100000	125	3.26	9027460	4.91
100,001	Above	212	5.54	156329150	84.95
<b>TOTAL</b>		<b>3830</b>	<b>100.00</b>	<b>184034850</b>	<b>100.00</b>

Shareholding pattern as on March 31, 2017			
	Category	No. of Shares	% of Holding
<b>A)</b>	<b>Promoter Holding</b>		
	Individual	4478200	24.33
	Body Corporate	0	0
	<b>Sub - Total (A)</b>	<b>4478200</b>	<b>24.33</b>
<b>B)</b>	<b>Non- Promoters Holding</b>		
	1) Foreign Institutional Investors	0	0.00
	2) Non- Institutions		
	Bodies Corporate	744700	4.05
	Individuals	12856375	69.86
	Non Resident Indians	3400	0.02
	HUF	319320	1.74
	Directors	1490	0.01
	<b>Sub- Total(B)(2)</b>	<b>13925285</b>	<b>75.67</b>
	<b>Grand Total(A+B)</b>	<b>18403485</b>	<b>100.00</b>

**k. Dematerialization of shares and liquidity**

The Company's shares are currently traded only in dematerialised form over BSE. To facilitate trading in dematerialised form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on March 31, 2017, 81.55 % of our shares are in dematerialized form and the rest in physical form.

Shares held in demat and physical modes as on March 31, 2017 are as follows:

<b>Mode of Holding</b>	<b>Number of shares</b>	<b>% to total equity</b>
<b>Demat Mode:</b>		
CDSL	8005221	43.49
NSDL	7005439	38.06
<b>Total</b>	<b>15010660</b>	<b>81.55</b>
<b>Physical mode</b>	3392825	18.45
<b>Grand Total</b>	<b>18403485</b>	<b>100.00</b>

To enable us to serve our investors better, we request the shareholders whose shares are in physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

**l. The Company has not issued any GDRs/ADRs and there are no warrants or any convertible instruments pending for conversion, which would likely impact the capital of the company.**

**m. Plant Location:**

Since the Company is in the business of NBFC – Non Deposit taking and other non-fund based activities, the information about Plant Location is not applicable.

**n. Address for Correspondence**

For any assistance regarding share transfer and transmission, change of address, non-receipt of dividend, duplicate/missing share certificates, demat and other matters, please write to or contact Registrar & Share Transfer Agent of the Company at address mentioned at (m) above. For any query on the Annual Report and for any complaints or suggestions, please write to or contact:

**Contact Person** : Ms. Bhumika Sidhpura  
**Designation** : CS, Compliance officer & CFO

**SUNGOLD CAPITAL LIMITED**  
**[CIN: L65910GJ1993PLC018956]**

**Regd office Address:**  
House no. 7/13 Opp White Tower, Station Road,  
Nandod Rajpipla Narmada GJ 393145

**Corporate office address:**  
B/618, Jaswanti Allied Business Centre,  
Off Ramchandra Lane Extn;  
Kachpada, Malad (West), Mumbai – 400064

Email: [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)/[sungold2006@gmail.com](mailto:sungold2006@gmail.com)  
Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)  
Tel No: +91 – 8108756812/022-28891692

**“Corporate office was opened on May 29, 2016  
Registered office address has been changed on September 04, 2016”**

**DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT**

I Rajiv Kotia, Managing Director of the Company hereby declare that, Members of the Board and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the year ended March 31, 2017.

Mumbai, May 28, 2017

**Rajiv Kotia**  
Managing Director  
DIN: 00135912

**CEO/CFO certification under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Board of Directors,  
Sungold capital Limited,  
House no. 7/13 Opp White Tower,  
Station Road, Nandod, Rajpipla  
Narmada-393145

We, Rajiv Kotia, Chairman & Managing Director, and Ushik Gala, Chief Financial Officer of Sungold capital Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement of Sungold Capital Limited for the year ended March 31, 2017 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit committee:
  - i. that there are no significant changes in internal control over financial reporting during the year;
  - ii. that there are no significant changes in accounting policies during the year;
  - iii. That there are no instances of significant fraud of which we have become aware.

Place: Mumbai,  
Date: May 28, 2017

Rajiv Kotia  
(Chairman, CEO & Managing Director)

Ushik Gala  
(Chief Financial Officer)

## Auditors' Certificate on Corporate Governance

To,  
The Members of Sungold Capital Limited

We have examined the compliance of conditions of Corporate Governance by Sungold Capital Limited (the Company) for the year ended March 31, 2017 as per Regulation 15(2) and any other relevant provisions of Securities exchange Board of India (Listing Obligation and Disclosure Requirements), Regulation, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Motilal & Associates**  
**FRN: - 106584W**  
**Chartered Accountants**

**CA Mokshesh Shah**  
**Partner**  
**Membership No: - 172906**  
**Place: Mumbai**  
**Date: May 28, 2017**

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### Continuation Certificate on NBFC business

To,  
The Board of Directors,  
Sungold Capital Limited

As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 1998" vide notification No. DFC.117/DG (SPT)-98 dated January 2, 1998 issued by Reserve Bank of India (RBI), and based on the books and record verified by us and according to the information and explanation given to us during the course of our audit, we give hereunder our report on matters specified in paragraph 3 of the said directions.

The Board of Directors in their meeting held on 28<sup>th</sup> May, 2017 has passed a resolution for Non-acceptance of any public deposit without prior approval of Reserve Bank of India in writing.

As per the information and explanation given to us and as appears from the books of account of the Company, Company has not accepted any deposit from the public during the year ended on 31<sup>st</sup> March, 2017.

In our opinion and as per the information and explanation given to us the Company has complied with prudential norms relating to income recognition, accounting standard, asset classification, and provisioning of bad and doubtful debt as applicable to it for the year ended on 31<sup>st</sup> March, 2017.

**For Motilal & Associates**  
**FRN: - 106584W**  
**Chartered Accountants**

**CA Mokshesh Shah**  
**Partner**  
**Membership No: - 172906**  
**Place: Mumbai**  
**Date: May 28, 2017**

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
M/S. SUNGOLD CAPITAL LIMITED.

### Report on the Financial Statements

We have audited the accompanying financial statements of **M/S. SUNGOLD CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2017 and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) (a) of the Act
  - f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

**For Motilal & Associates**  
FRN: - 106584W  
Chartered Accountants

**CA Mokshesh Shah**  
Partner  
Membership No: - 172906

**Place: Mumbai**  
**Date: May 28, 2017**

**Annexure- A referred to in paragraph titled as “Report on other Legal and Regulatory Requirements” of Auditor’s report to the members SUNGOLD CAPITAL LIMITED for the year ended 31<sup>st</sup> March 2017.**

On the basis of the records produced to us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

- (i) a) According to the information and explanations given to us and records produced before us, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) According to the information and explanations given to us and records produced before us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (ii) Having regards to the nature of the company’s business, paragraph 4(ii) of the Order relating to inventory is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3 (iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans, has not made investments, and has not provided any guarantees and security to directors or to any other parties. Accordingly, clause 3 (iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public. Accordingly, clause 3 (v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of section 148 of the Companies Act, 2013. Accordingly, clause 3 (vi) of the Order is not applicable to the Company.
- (vii) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, Customs Duty, Value Added Tax, Cess and other statutory dues applicable to it with the appropriate authorities except undisputed amounts were outstanding as on the financial year concerned for a period of more than six months from the date they became payable.
- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not taken any loan or borrowing from banks, government, financial institutions and has not issued debentures during the year. Accordingly, clause 3 (viii) of the Order is not applicable to the Company.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and through term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.
- (x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The company has paid for managerial remuneration during the year in accordance with the requisite approvals mandate by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us and documents produced before us the company is registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For Motilal & Associates**  
**FRN: - 106584W**  
**Chartered Accountants**

**CA Mokshesh Shah**  
**Partner**  
**Membership No: - 172906**

**Place: Mumbai**  
**Date: May 28, 2017**



## **Annexure- B referred to in paragraph titled as “Report on the Internal Financial Controls under clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013” (“the Act”)**

We have audited the internal financial controls over financial reporting of SUNGOLD CAPITAL LIMITED (“the Company”) as of 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Motilal & Associates**

**FRN: - 106584W**

**Chartered Accountants**

**CA Mokshesh Shah**

**Partner**

**Membership No: - 172906**

**Place: Mumbai**

**Date: May 28, 2017**

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

### 1 **Corporate Information:**

Sungold Capital Limited (“the Company”), incorporated in 1993, is a non deposit taking Non Banking Financial Company (“NBFC”) as defined under section 45-IA of the Reserve Bank of India (“RBI”) Act, 1934 and is engaged in the business of financing and is listed on both the Bombay Stock Exchange (BSE) and Ahmedabad Stock Exchange (ASE).

### 2 **Significant Accounting Policies:**

#### a. **Basis of Preparation of Financial Statement :**

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are prepared under historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (GAAP) and comply in all material aspects, with mandatory accounting standards as prescribed under section 133 of the act read with rule 7 of the companies (Accounts) Rules, 2014. The significant accounting policies followed by the Company are set out below.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

#### b. **Use of Estimates:**

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Example of such estimates includes provision for non – performing loans, provision for employee benefit plans and provision for income taxes. Differences in actual and estimated results are recognized in the period in which the result is materialized.

#### c. **Revenue Recognition:**

- i) Income from Entertainment division, distribution and exhibition of drama and film is recognized on accrual basis.
- ii) Interest is recognized on the time of proportion basis taking in to accounts the amount outstanding and the date applicable. In case of Non Performing Assets (NPA) interest income is recognised upon realisation as per the RBI Guidelines. Interest accrued and not realised before the classification of the asset as an NPA is reversed and credited to the interest suspense account.
- iii) Income from dividend on shares of corporate bodies and units of mutual funds is accounted on accrual basis when the Company’s right to receive dividend is established.
- iv) In respect of other heads of Income, the company follows the practice of accounting on accrual basis.

#### d. **Fixed Assets & Depreciation:**

##### Tangible Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future benefit / functioning capability from / of such assets.

##### Intangible Assets:

Intangible assets are stated at cost of acquisition less accumulated amortization/depletion. The costs and expenses attributable to the intangible assets are capitalized.

The useful life estimates prescribed in Part C of Schedule II to the Companies Act, 2013 are generally adhered to, except in respect of asset classes where, based on technical evaluation, a different estimate of useful life is considered suitable. Items costing less than Rs 5,000/- are fully depreciated in the year of purchase. The company has estimated Nil residual value at the end of the useful life for all block of assets.

The Management estimates the useful lives for the other fixed assets as follows:

Sr No	Fixed Assets	Estimate useful life
1	Computer	3
2	Furniture	5
3	Mobile	3
4	Office Equipments	5
5	Projector	5

**e. Depreciation:**

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortization and Depletion. Accordingly the unamortized carrying value is being depreciated / amortized over the revised/remaining useful lives.

**f. Investments:**

All investments are held as long term Investments, unless otherwise mentioned and are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

**g. Provision for Current Tax and deferred Tax:**

Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period.

Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization. Deferred Tax Asset and Liability are netted off and disclosed in the balance sheet under the Head "Deferred Tax Asset / Liability"

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

**h. Provisions & Contingent Liabilities:**

The Company recognized provision when the company has a legal and constructive present obligation as a result of a past event, for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to reflect the current management estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resource is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements.

Contingent liabilities are disclosed when there is a possible obligation that may result in an outflow of resources. Contingent assets are neither recognized nor disclosed. Contingent Liabilities not provided for: NIL .Contingent Assets are neither recognized nor disclosed in the financial statements.

**i. Prior Period Items:**

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

**j. Employee Benefits:**

The Company has been advised that the payment of bonus act, 1965 and the payment of gratuity act, 1972 are not applicable.

**k. Earnings per Share**

The Company reports basic and diluted earnings per equity share in accordance with AS 20, Earnings Per Share issued, by the Institute of Chartered Accountants of India. Basic earnings per equity share have been computed by dividing net profit / loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti dilutive

**l. Business segment**

The Company's reportable segments consist of "Financing Activity", and "Others". The "Financing Activity" segment consists of asset financing, term loans (corporate and retail), channel financing and bill discounting. "Others" segment primarily includes advisory services, wealth management, distribution of financial products and leasing. Revenue and expense directly attributable to segments are reported under each reportable segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**m. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

SUNGOLD CAPITAL LIMITED  
BALANCE SHEET AS AT MARCH 31, 2017

Particular	Notes	As At March 31, 2017	As At March 31, 2016
		(Amt in Rs.)	(Amt in Rs.)
<b><u>I. EQUITY AND LIABILITIES</u></b>			
Shareholder's Funds			
(a) Share Capital	3	184034850	184034850
(b) Reserve and Surplus	4	35092912	34806809
Current Liabilities			
Other Current Liabilities	5	983037	820537
Short Term Borrowings	6	957781	1147812
<b>Total</b>		<b>221068580</b>	<b>220810008</b>
<b><u>II. ASSETS</u></b>			
Non Current Assets			
Fixed Assets	7		
Tangible Assets		141600	235002
Intangible Assets		121000	121000
Non Current Investment	8	2500000	36038000
Deferred Tax Assets	9	15879	-3079
Long Term Loan and Advances	10	215759660	172183725
Current Assets			
Trade Receivable	11	0	35031
Cash and cash equivalents	12	553384	9514639
Other Current Assets	13	1977057	2685690
<b>Total</b>		<b>221068580</b>	<b>220810008</b>
Notes referred to above form an integral part of Balance Sheet			
As per our Report of even date			
For Motilal & Associates		for and on behalf of the board	
Chartered Accountants			
F No. 106584W			
CA Mokshesh Shah	Rajiv Kotia	Karishma Kaku	
Partner	Managing Director	Director	
M. No. 172906			
Place: Mumbai	Bhumika Sidhpura	Ushik Gala	
Date: May 28, 2017	Company Secretary	Chief Financial Officer	

SUNGOLD CAPITAL LIMITED			
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017			
Particulars	Notes	March 31, 2017	March 31, 2016
		(Amt in Rs.)	(Amt in Rs.)
<b>I</b>	<b><u>Revenues</u></b>		
	Revenue from Operations	14	18099945
	Other Income	15	2008
	<b>Total Income</b>		<b>18101953</b>
<b>II</b>	<b><u>Expenses:</u></b>		
	Employee Expenses	16	6587216
	Depreciation and Amortisation Expenses	7	126699
	Other Expenses	17	10613398
	<b>Total Expenses</b>		<b>17327313</b>
<b>IX</b>	Profit before tax (VII - VIII)		<b>774640</b>
<b>X</b>	<b><u>Tax expense:</u></b>		
	(1) Current tax		32250
	(2) Previous Year Audit		0
	(3) Deferred tax		-18958
<b>XI</b>	Profit(Loss) from the period from continuing operations	(IX-X)	<b>761348</b>
<b>XVI</b>	Earning per equity share:		
	Basic		0.041
	Diluted		-
Significant Accounting Policies and Notes to Accounts			
18			
<b>Notes referred to above form an integral part of Profit &amp; Loss Statement</b>			
<b>This is the profit and loss statement referred to our report of even date</b>			
For Motilal & Associates Chartered Accountants F No. 106584W	for and on behalf of the board		
CA Mokshesh Shah Partner M. No. 172906 Place: Mumbai Date: May 28, 2017	Rajiv Kotia Managing Director	Karishma Kaku Director	
	Ushik Gala Chief Financial Officer	Bhumika Sidhpura Company Secretary	

SUNGOLD CAPITAL LIMITED			
CASH FLOW STATEMENT FOR THE YEAR ENDING MARCH 31,2017			
Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit Before Tax as per Profit & Loss Account		774640	1343676
Adjusted for:			
Add:			
Depreciation and Amortisation expenses	126699		140591
Provision for Standard Assets	755368		
Preliminary expenses/ Merger expenses.		882067	140591
Less:			
Bank Interest	2008	2008	
Deferred Tax Liability	13293	13293	0
Operating Profit Before Working Capital Changes		1641406	1484267
Adjusted for:			
Decrease / (Increase) in Trade Receivables	-43600594		65867329
Decrease / (Increase) in other Current Assets	752444		-772994
Increase / (Decrease) in Trade Payables	166921		-56500
Short Term Provisions	-920647		157071
		-43601876	65194906
Cash Generated for Operations		-41960469	66679172
Income Tax Paid		-507495	-1312420
Net Cash from Operating Activities (A)		-42467964	65366752
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets	-33299		-18000
Sale of Investments	33538000		14960000
Increase in Loan and Advances	0		-73248269
Net Cash Used in Investing Activities (B)		33504701	-58306269
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Bank Interest	2008		0
Long Term Borrowings	0		0
Issue of Share Capital	0		0
Share premium	0		0
Share Capital Issued to Shareholder pursuant to scheme of merger	0		0
Payment of Short Term Borrowings	0		0
Net cash used in Financing Activities (C)		2008	0
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		<b>-8961255</b>	<b>7060483</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		<b>9514639</b>	<b>2454156</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>		<b>553384</b>	<b>9514639</b>
For Motilal & Associates Chartered Accountants F No. 106584W  CA Mokshesh Shah Partner M. No. 172906 Place: Mumbai Date: May 28, 2017		for and on behalf of the board  Rajiv Kotia                      Karishma Kaku Managing Director              Director  Bhumika Sidhpura              Ushik Gala Company Secretary              Chief Financial Officer	



ACCOMPANYING NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

3. SHARE CAPITAL

The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current year presentation.

a. Details of authorized , issued, subscribed and paid up share capital

Authorized Shares	As at March 31, 2017		As at March 31, 2016	
	Number of shares	Value of Shares	Number of shares	Value of shares
Equity Shares of Rs. 10 each.	20000000	200000000	20000000	200000000
<b>Issued, Subscribed and Fully Paid-up Shares</b>				
Equity Shares of Rs. 10 each Fully Paid-up.	18403485	184034850	18403485	184034850
Total in Rs.				

1.1) Details of the rights, preference and restrictions attached to each class of shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend , if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company the shareholders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

1.2) The reconciliation of the number of Equity shares:

Name of Share Holders	As at March 31, 2017		As at March 31, 2016	
	Qty	Amount	Qty	Amount
Opening number of outstanding shares	18403485	184034850	18403485	184034850
Share Issue	0	0	0	0
Share brought back	0	0	0	0
Closing number of outstanding shares	18403485	184034850	18403485	184034850

1.3) The details of shareholders holding more than 5% shares.

Name of the Shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	% Holding	No. of Shares	% Holding
Ashok G Mody	1336200	7.26%	1336200	7.26 %
Rajiv R Kotia	2142000	11.64%	2142000	11.64%
Raj Kotia	1000000	5.43%	1000000	5.43%

**Note: 4 Reserves and Surplus**

Particulars	As at March 31, 2017	As at March 31, 2016
a) Security Premium Account	19880475	19880475
b) General Reserve	4099148	4099148
c) Special Reserve (As per Section 45 IC of Reserve Bank of India Act, 1934)		
Opening Balance	2044652	2036824
Add:- Transferred from surplus in Statement of Profit and Loss	152270	7828
	26176545	26024275
d) Surplus in Statement of Profit and Loss		
Opening Balance	8782534	8751223
Add:- Profit After Tax for the year	761348	39139
Less:- Amount transferred to Reserve Fund	152270	7828
Less:- TDS Amount Not Received	475245	
	8916367	8782534
Total	<b>35092912</b>	<b>34806809</b>

**Note - 5 Other current Liabilities**

Particulars	As at March 31, 2017	As at March 31, 2016
i) Accrued expenses	170000	820537
ii) Stamp Duty Payable	813037	0
<b>Total</b>	<b>983037</b>	<b>820537</b>

**Note - 6 Short Term Provisions**

Particulars	As at March 31, 2017	As at March 31, 2016
TDS Payable on Employee	163415	108720
Provision for Tax	0	1010092
Contingent Provision against Standard Assets	755366	0
Audit Fees		
Statutory Fees	29000	29000
Other Audit Fees	5000	0
Professional Fees	5000	0
<b>Total</b>	<b>957781</b>	<b>1147812</b>

Note - 7 Fixed Assets

As per Schedule II

11	Particular	Gross Block			Accumulated Depreciation			Net Block			
		Balance as at April 1, 2016	Additions	Deductions/Adjustment	Balance as at March 31, 2017	Balance as at April 1, 2016	For the year	Deductions/Adjustment	Balance as at March 31, 2017	Balance as at March 31, 2016	Balance as at March 31, 2017
	Tangible Assets										
1	Computer	387513	16799	0	404312	7201	0	392110	2604	12202	
2	Mobile	56020	0	0	56020	12143	0	43882	24282	12138	
3	Furniture	451282	16500	0	467782	49162	0	408719	91725	59063	
4	Projector	310500	0	0	310500	38214	0	272283	76431	38217	
5	Office Equipment	198425	0	0	198425	19980	0	171137	39960	19980	
6	Typewriter	15000	0	15000	0	0	15000	0	0	0	
7	Electrical Installation	66456	0	66456	0	0	66456	0	0	0	
8	Fax Machine	34200	0	34200	0	0	34200	0	0	0	
	Total (A)	1519395	33298	115655	1437038	126699	115655	1288130	235001	141600	
	Intangible Assets										
1	Film rights	121000	0	0	121000	0	0	0	121000	121000	
	Total (B)	121000	0	0	121000	0	0	0	121000	121000	
	Grand Total(A+B)	1640395	33298	115655	1558038	126699	115655	1288130	356001	262600	
	Previous Years Figures	1622395	18000	0	1640395	140590	0	1277086	478590	356001	

**Note - 8 Non Current Investment**

Particulars	As at March 31, 2017	As at March 31, 2016
Teflas Commodity Interface Pvt. Ltd 250,000 equity shares @ Rs. 10 each	2500000	2500000
Amitara Overseas Ltd 782934 equity shares of Rs. 10 each at a premium of Rs. 20 per shares	0	23488000
Amitara Industries Ltd 25125 equity shares of Rs. 10 each at a Premium of Rs. 390 Per shares	0	10050000
<b>Total</b>	<b>2500000</b>	<b>36038000</b>

**Note : 9 Deffered Tax Assets**

Particulars	As at March 31, 2017	As at March 31, 2016
Opening Balance	-3079	-10962
Addition (Deduction) during the year	18958	7883
<b>Total</b>	<b>15879</b>	<b>-3079</b>

**Note : 10 Long Term Loan and Advances**

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured, considered good	215759660	172183725
<b>Total</b>	<b>215759660</b>	<b>172183725</b>

**Note : 11 Trade Receivable**

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured, considered good	0	35031
<b>Total</b>	<b>0</b>	<b>35031</b>

**Note : 12 Cash and cash equivalents**

Particulars	As at March 31, 2017	As at March 31, 2016
Balance with bank		
Bank	458349	4297649
Cash in Hand ( as certify by directors)	95035	5216990
<b>Total</b>	<b>553384</b>	<b>9514639</b>

**Note : 13 Other Current Assets**

Particulars	As at March 31, 2017	As at March 31, 2016
Deposit	50000	0
<u>TDS</u>		
Tax Deducted at Source 2010-11	0	3715
Tax Deducted at Source 2011-12	0	57441
Tax Deducted at Source 2012-13	0	646968
Tax Deducted at Source 2013-14	373997	716548
Tax Deducted at Source 2015-16	826357	1261018
Tax Deducted at Source 2016-17	726703	0
<b>Total</b>	<b>1977057</b>	<b>2685690</b>

**Note - 14 Revenue from Operations**

Particulars	For the year March 31, 2017	For the year March 31, 2016
Interest - NBFC Income	17900445	12607518
Entertainment Division Income	45900	51700
Software Development Income	153600	52900
<b>Total</b>	<b>18099945</b>	<b>12712118</b>

**Note - 15 Other Income**

Particulars	For the year March 31, 2017	For the year March 31, 2017
Interest on FDR	2008	9044
<b>Total</b>	<b>2008</b>	<b>9044</b>

**Note - 16 Employee Benefit Expenses**

Particulars	For the year March 31, 2017	For the year March 31, 2016
Salary	6313975	5359580
Staff Welfare Expenses	273241	148423
<b>Total</b>	<b>6587216</b>	<b>5508003</b>

**Note - 17 Other Expenses**

Particulars	For the year March 31, 2017	For the year March 31, 2016
Telephone Expenses	23801	50413
Entertainment Division Expenses	3884711	1615670
Software Development Division Expenses	112200	37500
Electricity Expenses	29300	24071
Rent	415000	403500
Repair & Maintenance Charges	175552	68259
Bank Charges	8025	9278
Newspaper & Periodics	48635	14171
Internet Expense	11789	28322
Legal & Consultancy Expenses	124437	85000
Office Expenses	405225	390454
Postage & Courier / Telegram	125970	87306
Printing & Stationery / Zerox	281100	157482
Professional Fees	214900	61175
ROC Filling and Expenses	21086	47200
RTA Charges	27000	17194
STA Annual fees	74425	29000
Bse Limited Listing fees	229000	224720
NSDL- CDSL Annual Custodial Fees	51525	108668
E-Voting Expenses	2300	5700
Website Maintenance Expense	56000	41200
TDS Filling Expense	4164	1300
Books & Periodicals	41055	34500
Computer Expenses	18973	20900
Commission Expenses	360000	0
Domain Registration Expenses	8000	0
Accounting Fees	30000	0
Secretarial Audit Fees	29000	0
Director Remuneration	1800000	1545000
Advertisement Expenses	81725	73500
Business Promotion Expenses	288544	86570
Travelling Expenses	674917	314264
Marketing Expenses	72673	55000
Contingent provision for standard assets	755366	0
Sitting Fee	78000	44000
Payment to Auditor		
Statutory Audit	29000	27575
Internal Audit	20000	20000
<b>Total</b>	<b>10613398</b>	<b>5728892</b>

**18. ACCOMPANYING NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017****a. Auditor's Remuneration:**

(Rs. in Lakhs)

Particular	2016-17	2015-16
As Auditor Statutory Audit	0.29	0.27
Total	0.29	0.27

**b. Related Party Transactions (Accounting Standard -18):****i. Name of Related Parties:**

Name of the Party	Relationship
Mr. Rajiv Kotia	Managing Director
Mr. Ushik Gala	Chief Financial officer
Ms. Bhumiika Sidhpura	Company Secretary
Mr. Raj Kotia	Relative of Key Managerial Personnel

**ii. Transactions with Related Parties:**

Name of the Party	Nature of relation	Nature of Transaction	Year ended March 31, 2017	Year ended March 31, 2016
Mr. Rajiv Kotia	Key Management Person	Director's Remuneration	18,00,000	15,45,000
Mr. Ushik Gala	Key Management Person	Salary paid	3,00,000	2,70,000
Ms. Bhumiika Sidhpura	Key Management Person	Salary paid	5,64,000	3,80,000
Mr. Raj Kotia	Key Management Person	Salary paid	5,55,000	3,14,500

**c. Leases (Accounting Standard – 19)**

The company has not entered into any operating leases during the year.

- d.** Company has transfer an amount of Rs. 1,52,270/- (P.Y. of Rs. 7,828/-) equivalent to 20% of the profit after tax of the company to a Special Reserve Account in compliance with section 451C of the Reserve Bank of India Act.

**e. Earnings Per share : (Accounting Standard – 20)**

<b>Particulars</b>	<b>Year ended March 31, 2017</b>	<b>Year ended March 31, 2016</b>
Profit attributable to Equity Shareholders (in Rs.)	7,61,348	39,139
No of Weighted Average Equity Shares outstanding during the year of Rs. 10 Each fully paid up.	184,03,485	184,03,485
Nominal Value of Equity Shares (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	0.041	0.002
Diluted Earnings per Share (in Rs.)	0.041	0.002

**f. Deferred Tax (Accounting Standard - 22 )**

Deferred tax is recognized on timing difference being the differences between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

**g. Disclosure on Specified Bank Notes**

During the year, the company had specified Bank Notes (SBN) or other denomination notes as defined in the MCA notification GSR 308(E), dated March, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other noted as per the notification are as follow:

<b>Particular</b>	<b>SBN</b>	<b>Other denomination notes</b>	<b>Total</b>
Closing cash in hand as on 8-11-2016	75000	2154289	2229289
(+) Permitted receipts		76400	76400
(-) Permitted payments	75000	120500	195500
(-) Amount deposited in Banks	0	0	0
Closing cash in hand as on 30-12-2016	0	2110189	2110189

**h. Segment Reporting**

**a. Basis of Preparation**

In accordance with the requirements of accounting standard -17 “Segment reporting”, the company’s business activity can be classified into three segments namely Entrainment, Software Development and NBFC Activities. The Information about the entire segment is given below.

**b. Information about Primary Segment- Business segment**

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2017	Year Ended March 31, 2016
Segment Revenue		
(a) Segment – NBFC	179.00	126.17
(b) Segment - Entertainment	0.46	0.51
(c) Segment – Software Development NBFC	1.54	0.53
<b>TOTAL</b>	<b>181.019</b>	<b>127.21</b>
Segment Result		
(a) Segment – NBFC	45.72	28.92
(b) Segment - Entertainment	-38.39	-15.63
(c) Segment – Software Development	0.42	0.15
<b>TOTAL</b>	<b>7.75</b>	<b>13.44</b>
Less Unallocated Corporate Expenses		
Profit before Tax	NIL	NIL
Less: Tax Expenses	7.75	13.44
Less: Tax Previous Year	0.33	4.34
Add: Deferred Tax	0.000	8.78
	0.19	0.07
<b>Net Profit</b>	<b>7.61</b>	<b>0.39</b>

**Note:**

Fixed Assets and Other Assets used in the Company's Operations or Liabilities contracted have not been identified to any of the Reportable Segments, as the Assets are used interchangeably between Segments. Hence, it is not practicable to provide Segment Disclosures relating to total Assets and Liabilities.

**i. Other Information**

(Rs. in Lakhs)

Particulars	2016-17	2015-16
a) Gross Non-Performing Assets		
1)Related Parties	-	-
2)Other than Related Parties	-	-
b) Net Non-Performing Assets		
1)Related Parties	-	-
2)Other than Related Parties	-	-
c)Assets acquired in satisfaction of debt	-	-

**j. As per RBI Notification No. DNBR. 019/CGM (CDS)-2015 dated April 10, 2015, Additional Disclosures are required in the Annual Financial Statements as follows**

**i) Registration**

Issuing Authority	Registration No	Date of Registration	Valid Upto	Register as
Reserve Bank of India	0.00174	24.03.1998	-	Non Deposit taking Loan Company

**ii) Penalties levied by RBI**

RBI has not levied any penalties on the Company during the year



ii) Provisions and Contingencies

(Rs. in Lakhs)

Breakup of 'Provision and Contingencies' shown under the head Expenditure in Statement of Profit and Loss	2016-17	2015-16
Provision for Depreciation on investment	0.00	0.00
Provision toward NPA	0.00	0.00
Provision towards restructure standards assets	0.00	0.00
Provision made towards Income Tax	0.13	4.34
Provision for standard assets	7.55	0.00

iv. Concentration of Advance & Exposures

(Rs. in Lakhs)

Particulars	2016-17	2015-16
Total advance to twenty largest browsers	1982.18	1318.52
Percentage of advances to twenty largest browsers to total advance of the NBFC	91.87%	90.99%

- v) The Company does not have any Joint Ventures and Subsidiaries abroad. The Company has not sponsored any SPVs. Accordingly there is no disclosure applicable.
- vi) The Company had Nil Complaints at the beginning of the year. No Complaints were received during the year.
- vii) The Company has not done any Securitization during the financial year. (Previous Year: Nil).
- viii) The Exposure to a single borrower and the group of borrower does not exceed the limit stipulated by the RBI Concentration norms applicable to NBFC.
- ix) No exposure to unsecured advances during the year. (Previous year NIL)
- x) Company has not made any drawdown of reserves during the year (Previous year : Nil)
- xi) The disclosure of the Concentration of Deposits taken is not applicable since the Company is not in the business of accepting deposits being a Systemically Important Non Deposit Accepting NBFC.
- xii) No exposure to Capital market during the year. (Previous year Nil)
- k. For the year ended March 31, 2017 the Company has, in the ordinary course of business not purchased loan by way of assignment from a fellow subsidiary (Previous year: Rs. Nil)
- l. During the current year, the Company has made an incremental standard asset provision of Rs.7.55 Lakh being 0.35% of Standard Assets as of March 31, 2017, as specified by RBI Notification No.DNBR.009/ CGM(CDS)-2015 dated March 27, 2015.
- m. The Company has reported frauds aggregating Rs.Nil (Previous year : Rs. Nil) based on management reporting to risk committee and to the RBI through prescribed returns
- n. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For Motilal & Associates  
FRN:- 106584W  
Chartered Accountants

For and on behalf of the Board

CA Mokshesh Shah  
PARTNER  
Membership No:- 172906  
Place: Mumbai  
Date: May 28, 2017

Rajiv Kotia  
Managing Director

Karishma Kaku  
Director

Ushik Gala  
Chief Financial officer

Bhumika Sidhpura  
Company Secretary

BALANCE SHEET OF A NON DEPOSIT NON-BANKING FINANCIAL COMPANY AS ON MARCH 31, 2017

Disclosure of details as required by para 13 of Non Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

		(Rs. in lakhs)	
Particulars			
		2016-2017	
<b>Liabilities:</b>			
		Amount outstanding	Amount overdue
(1)	<b>Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:</b>		
(a)	Debentures : Secured	NIL	NIL
	Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b)	Deferred Credits	NIL	NIL
(c)	Term Loans	NIL	NIL
(d)	Inter-corporate loans and borrowing	NIL	NIL
(e)	Commercial Paper	NIL	NIL
(f)	Other Loans		
<b>Assets:</b>		<b>Amount outstanding</b>	
(2)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a)	Secured	NIL	
(b)	Unsecured	2157.597	
(3)	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i)	Lease assets including lease rentals under sundry debtors :		
(a)	Financial lease	NIL	
(b)	Operating lease	NIL	
(ii)	Stock on hire including hire charges under sundry debtors:		
(a)	Assets on hire	NIL	
(b)	Repossessed Assets	NIL	
(iii)	Other loans counting towards AFC activities		
(a)	Loans where assets have been repossessed	NIL	
(b)	Loans other than (a) above	NIL	
(4)	<b>Break-up of Investments :</b>		
Current Investments :			
1.	Quoted :		
(i)	Shares :		
	(a) Equity	NIL	
	(b) Preference	NIL	
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual funds	NIL	
(iv)	Government Securities	NIL	
(v)	Others	NIL	
2.	Unquoted :		
(i)	Shares :		
	(a) Equity	NIL	
	(b) Preference	NIL	
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual funds	NIL	
(iv)	Government Securities	NIL	
(v)	Others	NIL	
Long Term investments :			
1.	Quoted :		
(i)	Shares :		
	(a) Equity	NIL	
	(b) Preference	NIL	
(ii)	Debentures and Bonds	NIL	
(iii)	Units of mutual funds	NIL	
(iv)	Government Securities	NIL	
(v)	Others	NIL	

	2.	Unquoted :					
	(i)	Shares :					
		(a)	Equity		25.00		
		(b)	Preference		NIL		
	(ii)	Debentures and Bonds			NIL		
	(iii)	Units of mutual funds			NIL		
	(iv)	Government Securities			NIL		
	(v)	Others			NIL		
(5)	<b>Borrower group-wise classification of assets financed as in (2) and (3) above :</b>						
	<b>Category</b>			<b>Amount net of provisions</b>			
				<b>2016-2017</b>			
				<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>	
	1.	Related Parties					
		(a)	Subsidiaries	-	-	NIL	
		(b)	Companies in the same group	-	-	NIL	
		(c)	Other related parties	-	-	NIL	
	2.	Other than related parties			-	NIL	
	Total				2182.597	2182.597	
(6)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>						
	<b>Category</b>			<b>Market Value / Break up or fair value or NAV</b>		<b>Book Value (Net of Provision)</b>	
	1.	Related Parties					
		(a)	Subsidiaries	-	-	-	
		(b)	Companies in the same group	-	-	-	
		(c)	Other related parties	-	-	-	
	2.	Other than related parties			-	25.00	25.00
	Total			-	25.00	25.00	
(7)	<b>Other information</b>						
	<b>Particulars</b>			<b>Amount</b>			
	(i)	Gross Non-Performing Assets					
		(a)	Related parties		NIL		
		(b)	Other than related parties		NIL		
	(ii)	Net Non-Performing Assets					
		(a)	Related parties		NIL		
		(b)	Other than related parties		NIL		
	(iii)	Assets acquired in satisfaction of debt				NIL	

**Notes:**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits ( Reserve bank ) Directions 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms ( Reserve Bank ) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above

**For Motilal & Associates**  
**FRN:- 106584W**  
**Chartered Accountants**

**For and on behalf of the Board**

**CA Mokshesh Shah**  
**PARTNER**  
**Membership No:- 172906**  
**Place: Mumbai**  
**Date: May 28, 2017**

**Rajiv Kotia**  
**Managing Director**

**Karishma Kaku**  
**Director**

**Ushik Gala**  
**Chief Financial officer**

**Bhumika Sidhpura**  
**Company Secretary**

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**SUNGOLD CAPITAL LIMITED (CIN: L65910GJ1993PLC018956)**  
**Regd. off:** House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada – 393145  
**Corp off:** B/618, Jaswanti Allied Business Centre, off Ramchandra Lane extn; Kachpada, Malad (west), Mumbai – 400064  
 Tel No. 022- 28891692, E-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)**  
**25<sup>th</sup> Annual General Meeting – Thursday, August 17, 2017 at 11:00 am**  
**Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada – 393145**

Folio No. \_\_\_\_\_ DP ID. \_\_\_\_\_ Client ID No. \_\_\_\_\_  
 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:** House no. 7/13, Opp White Tower, Station Road, Rajpipla, Nandod, Narmada – 393145  
**Corp off:** B/618, Jaswanti Allied Business Centre, off Ramchandra Lane extn; Kachpada, Malad (west), Mumbai – 400064  
 Tel No.022- 28891692, E-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:**  
**Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_

**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

or failing him

**Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_

**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

or failing him

**Name:** \_\_\_\_\_ **Email ID:** \_\_\_\_\_

**Address:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me/us an on my /our behalf at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, August 17, 2017 at 11:00 am at Dasha Khadayta wadi, Nr. Ranchhodji Temple, Darbar Road, Rajpipla, Narmada – 393145 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 along with the Auditors' Report and Board Report thereon.
2.	To ratify the appointment of M/s. Motilal & Associates, Chartered Accountant (FRN: 106584W) as the Statutory Auditor of the Company (Formerly known as Shah Parmar & Mehta, auditor's firm merged w.e.f 24.03.2017)
3.	To appoint Mr. Rakesh Kumar Kumawat (DIN: 07434817), Director who seeks re- appointment
<b>SPECIAL BUSINESS</b>	
4.	Appointment of Mr. Rajesh Pillai (DIN: 07585805) as a Non – Executive Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
 Signature of Shareholder

\_\_\_\_\_  
 Signature of Proxy holder (s)

Affix  
Revenue  
Stamp

**NOTE:**

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

If undelivered, please return to:

**SUNGOLD CAPITAL LIMITED**

(CIN: L65910GJ1993PLC018956)

**At the Registered office:**

House No. 7/13 Opp White Tower, Station Road, Nandod, Rajpipla  
Narmada- 393145

Website: [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

E-mail id: [sungold2006@gmail.com](mailto:sungold2006@gmail.com), [info@sungoldcapitallimited.com](mailto:info@sungoldcapitallimited.com)