

# SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

CIN: L22100GJ1995PLC024944

Registered Office: 13, Radhakrushna Mandir Compound, Rajpipla-393145, Narmada, Gujarat  
Email Id: sungoldmediaent@gmail.com Website: www.sungoldmediaent.com Contact No: +91 9099018633

Date: 01.09.2020

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

Scrip Code: 541799

Sub: Intimation regarding Annual General meeting and Book Closure

Dear Sir/Madam,

Pursuant to regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Register of members and Share transfer Books of **Sungold Media And Entertainment Limited** ('the Company') will remain close for the purpose of Annual General Meeting of the Company to be held on **Monday, September 28, 2020** as under;

**Book Closure Date:**

Tuesday, 22<sup>nd</sup> September, 2020 to Monday 28<sup>th</sup> September, 2020 (Both Days Inclusive)

Further Annual General Meeting of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 will be held as under:

**Annual general meeting:**

Day and date	Monday, September 28, 2020
Time	11.00 am
Venue	13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145

A copy of Notice of Annual General Meeting is attached herewith.

The above is for your information and dissemination to the members.

Thanking you

Yours Faithfully

For Sungold Media And Entertainment Limited

*M.N. Mistry*

CS Madhuri Mistry  
Company Secretary & Compliance Officer  
Membership No. - A37347



CC:-

Central Depository Services (India) Ltd-25<sup>th</sup> floor, A Wing, Marathon Futorex N.M. Joshi Marg, Lower Parel (e), Mumbai-400013  
National Securities Depositories Ltd- Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floors, Kamala Mills Compound Lower Parel (e), Mumbai-400013  
Satellite Corporate Services Pvt. Ltd.- Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka-  
Mumbai-400072

## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **Sungold Media And Entertainment Limited** will be held at 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145 on Monday, September 28, 2020 at 11:00 am to transact the following business:

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### ORDINARY BUSINESS:

#### 1. ADOPTION OF ACCOUNTS:

To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.

#### 2. RE-APPOINTMENT OF MR. KEYUR GANDHI (DIN: 03494183):

To appoint a Director in place of Mr. Keyur Gandhi (DIN: 03494183), who retires by rotation and being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

#### 3. REGULARISATION OF APPOINTMENT OF MRS. AMRUTA GIRADKAR (DIN: 08698062) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mrs. Amruta Giradkar (DIN: 08698062), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 28, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be 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.

**4. REGULARISATION OF APPOINTMENT OF MS. AASTHI SINGH (DIN: 08709814) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Ms. Aasthi Singh (DIN: 08709814), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from February 28, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be 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 Media And Entertainment Limited**

*M.N. Mistry*

Sd/-

**Madhuri Mistry**

**Company Secretary & Compliance Officer**

**Membership No. A37347**



Place: Rajpipla

Date: September 01, 2020

Regd office: 13, Radhakrushna Mandir Compound,

Village- Rajpipla Nandod Narmada-393145

CIN: L22100GJ1995PLC024944

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

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

Tel No. +91-9099018633

## NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. 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.
3. 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.
4. 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.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the register of Members and the Share Transfer Books of the Company will remain close from Tuesday, 22<sup>nd</sup> September, 2020 to Monday 28<sup>th</sup> September, 2020(Both Days Inclusive).
6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days, between 11:00 A.M. to 3:00 P.M. up to the date of conclusion of AGM.
7. 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.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be appointed/reappointed is annexed to this Notice.
9. At the ensuing Annual General Meeting, Mr. Keyur Gandhi (DIN: 03494183), retires by rotation and seeks re-appointment.
10. 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 the PAN to their Depository Participants with whom they are maintaining their DEMAT account.
11. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.



12. 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.
13. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
14. Pursuant to section 72 of the Companies Act, 2013 members holding shares in electronic form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company [www.sungoldmediaent.com](http://www.sungoldmediaent.com)) with the respective depository participant.
15. 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 meeting venue.
16. 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.
17. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
18. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.sungoldmediaent.com](http://www.sungoldmediaent.com) and on the website of Bombay Stock Exchange (BSE) [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

**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 National Securities Depository Limited (NSDL). 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 Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.www.sungoldmediaent.com>.

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

Commencement of remote e- voting	End of remote e- voting
Thursday, September 24, 2020 9:00 a.m.	Sunday, September 27, 2020 5:00 p.m.

During this period shareholders of the Company, holding shares as on the cut-off date i.e. Monday, September 21, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, September 21, 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, September 21, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com) or [service@satellitecorporate.com](mailto:service@satellitecorporate.com).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

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

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2: Cast your vote electronically on NSDL e-Voting system.**



Details on Step 1 are mentioned below:

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to



- change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

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

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

**General Guidelines for shareholders:**





1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to to [suhas62@yahoo.com](mailto:suhas62@yahoo.com), [sgvoting@gmail.com](mailto:sgvoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

20. 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.



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

By the order of the Board of Directors  
For Sungold Media And Entertainment Limited

*M.N. Mistry*  
Sd/-

Madhuri Mistry

Company Secretary & Compliance Officer

Membership No. A37347



Place: Rajpipla

Date: September 01, 2020

Regd office: 13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada-393145  
CIN: L22100GJ1995PLC024944  
Email: [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com)/ [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)  
Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)  
Tel No. +91-9099018633

## ANNEXURE TO NOTICE

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

Names of the Director appointed	Mrs. Amruta Giradkar	Ms. Aasthi Singh	Mr. Keyur Gandhi
Date of Birth	02.03.1990	25.12.1995	17.07.1974
Original Date of Appointment	28.02.2020	28.02.2020	10.11.2013
DIN	08698062	08709814	03494183
Qualifications	Company Secretary, MBA (Finance)	MBA (Finance)	Bachelor of Commerce
Expertise in specific functional area	Expertise in legal and financial planning & Business Development plans	Expertise in Business Development plans & financial planning, Acting & Modelling	Print and Electronic Media, Graphics and Designing
Disclosure of relationships between directors inter-se;	NA	NA	NA
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board;	NIL	NIL	ShreeKrishna Infrastructure Limited
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	Chairman of Stakeholder's Relationship Committee & Member of Audit Committee
Number of Shares held in the Company	NIL	NIL	43,880



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. 3 AND ITEM NO. 4 OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

**Item No. 3:**

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company, the Board of Directors at their meeting held on February 28, 2020 appointed Mrs. Amruta Giradkar (DIN: 08698062) as an Additional Independent Director of the Company who holds office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013. Nomination And Remuneration Committee has recommended and the Board approved the appointment of Mrs. Amruta Giradkar(DIN: 08698062). The Company has received from Mrs. Amruta Giradkar (DIN: 08698062)(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mrs. Amruta Giradkar (DIN: 08698062) as Independent Directors is now being placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, Mrs. Amruta Giradkar (DIN: 08698062) (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 Mrs. Amruta Giradkar (DIN: 08698062) as an Independent Director. The Board of Directors recommend passing of the resolution set out in item No. 3 of the Notice for the approval of the shareholders.

**ITEM NO. 4:**

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Articles of Association of the Company, the Board of Directors at their meeting held on February 28, 2020 appointed Ms. Aasthi Singh (DIN: 08709814) as an Additional Independent Director of the Company who holds office up to the date of this Annual General Meeting.

The Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013. Nomination And Remuneration Committee has recommended and the Board approved the appointment of Ms. Aasthi Singh (DIN: 08709814). The Company has received from Ms. Aasthi Singh (DIN: 08709814) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.



In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Ms. Aasthi Singh (DIN: 08709814) as Independent Directors is now being placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Aasthi Singh (DIN: 08709814)(whose appointment is proposed in this resolution) is in any way concerned or interested in the resolution.

The resolution seeks the approval of shareholders for the appointment of Ms. Aasthi Singh (DIN: 08709814) as an Independent Director. The Board of Directors recommend 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 Media And Entertainment Limited

*M. N. Mistry*

Sd/-

Madhuri Mistry

Company Secretary & Compliance Officer  
Membership No. A37347



Place: Rajpipla  
Date: 01.09.2020

Regd office:13, Radhakrushna Mandir Compound,  
Village- Rajpipla Nandod Narmada-393145  
CIN: L22100GJ1995PLC024944  
Email: [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com)/ [info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)  
Website:[www.sungoldmediaent.com](http://www.sungoldmediaent.com)  
Tel No. +91-9099018633

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



SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (CIN: L22100GJ1995PLC024944)  
Regd. off: 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145  
Contact No. +90-9099018633, E-mail id: [Sungoldmediaent@gmail.com](mailto:Sungoldmediaent@gmail.com) Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

ATTENDANCE SLIP (to be presented at the entrance)

25<sup>th</sup> Annual General Meeting – Monday, September 28, 2020 at 11:00 am at  
Regd. off: 13, Radhakrushna Mandir Compound, Rajpipla, Narmada-393145

Folio No. \_\_\_\_\_ DP ID. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

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

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

Only Member/Proxy holder can attend the meeting.

Member/proxy holder should bring his/her copy of Annual Report for reference at the Meeting.

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED (CIN: L22100GJ1995PLC024944)  
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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 Media And Entertainment 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 Monday, September 28, 2020 at 11:00 am at Regd. off: 13, Radhakrushna Mandir Compound, 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 & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, Profit & Loss Account for the year ended on that date and the Report of the Auditors and Directors thereon.
2.	To appoint a Director in place of Mr. Keyur Gandhi (DIN: 03494183), who retires by rotation and being eligible, seeks re-appointment.
<b>SPECIAL BUSINESS</b>	
3.	Regularisation of Mrs. Amruta Giradkar (DIN:08698062) as an Independent Director of the Company.
4.	Regularisation of Ms. Aasthi Singh (DIN: 08709814) as an Independent Director of the Company.

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

Signature of Shareholder

Signature of Proxy holder (s)

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of meeting.

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

