



Date: September 06, 2022

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P. J. Tower,  
Dalal Street,  
Fort, Mumbai- 400 001.

Dear Sir/Madam,

**Sub: Notice of 15<sup>TH</sup>Annual General Meeting of the Company.  
Ref: Sun Retail Limited (Scrip Code: 542025)**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 15<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Thursday, 29<sup>th</sup> September, 2022 at 09:30 p.m. at the registered office of the Company at B/107. First Floor, Sakar-9, Nr. Old Reserve Bank, Opp. Times of India, Ashram Road, Ahmedabad-380009, Gujarat to transact the business as mentioned in the notice of the meeting, attached herewith.

Please take the same on your records.

Thanking You,

**For, SUN RETAIL LIMITED**

Dharamjit  
Bhupatsinh Mori

Digitally signed by  
Dharamjit Bhupatsinh Mori  
Date: 2022.09.06 20:45:57  
+05'30'

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**DHARAMJIT BHUPATSINH MORI  
WHOLE-TIME DIRECTOR & CFO  
DIN: 08038027**



**(15<sup>th</sup>) Fifteenth Annual General Meeting of the Company:**

**Date : 29<sup>th</sup> September, 2022**

**Day : Thursday**

**Time : 9:30 A.M.**

**Venue: B/107. First Floor, Sakar-9, Nr. Old Reserve Bank, Opp. Times of India,  
Ashram Road, Ahmedabad-380009, Gujarat**

## General Information:

### ❖ **Board of Directors:**

- Mr. Dharamjit Bhupatsinh Mori : Whole-time Director & CFO
- Mr. Ankur Dahyabhai Acharya : Independent Director
- Mrs. Jalpaben Dilipbhai Dholakiya : Independent Director
- Mr. Rakesh Nareshchandra Kapadia : Additional Non-Executive Director  
(w.e.f. 03/11/2021)
- Mr. Rajat Raja Kothari : Additional Independent Director  
(w.e.f. 14/05/2022)
- Mr. Parth Acharya : Independent Director  
(upto 04/05/2022)

### ❖ **Manager:**

Mr. Nalin Ranbahadur Johari

### ❖ **Statutory Auditor:**

M/s. GMCA & Co.  
Chartered Accountants  
Ahmedabad

### ❖ **Internal Auditor:**

M/s. M P A & Associates  
Chartered Accountants  
Ahmedabad

### ❖ **Listed at:** Bombay Stock Exchange (BSE)-SME

### ❖ **Compliance Officer:**

Mr. Parin Shirishkumar Bhavsar  
Company Secretary

### ❖ **Secretarial Auditor:**

Himanshu S K Gupta & Associates,  
Practicing Company Secretary  
Ahmedabad

❖ **Registered Office:**

B/107. First Floor, Sakar-9,  
Nr. Old Reserve Bank, Opp. Times of India,  
Ashram Road, Ahmedabad-380009, Gujarat

**E-mail:** [sun\\_retail@yahoo.com](mailto:sun_retail@yahoo.com)

**CIN:** L51909GJ2007PLC050974

**Website:** [www.sunretail.in](http://www.sunretail.in)

❖ **Bankers:**

HDFC Bank Ltd.

The Jain Sahakari Bank Ltd.

Shree Kadi Nagarik Sahakari Bank Ltd.

The Kalol Nagarik Sahakari Bank Ltd.

Punjab National Bank

Indusind Bank

❖ **Registrar & Share Transfer Agent:**

Bigshare Services Private Limited

A-802, Samudra Complex, off C G Road,

Navrangpura, Near Girish Cold Drinks,

Ahmedabad 380009, Gujarat, India

E-mail: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)

Contact Number: 079 40392571

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

❖ **Board Committees:**

❖ Audit Committee:

Mr. Ankur Dahyabhai Acharya

: Chairperson

Mr. Rajat Raja Kothari

: Member

Mr. Rakesh Nareshchandra Kapadia

: Member

❖ Nomination and Remuneration Committee:

Mr. Ankur Dahyabhai Acharya

: Chairperson

Mr. Rajat Raja Kothari

: Member

Mr. Rakesh Nareshchandra Kapadia

: Member

❖ Stakeholder Relationship Committee:

Mr. Rakesh Nareshchandra Kapadia

: Chairperson

Mr. Ankur Dahyabhai Acharya

: Member

Mr. Dharamjit Bhupatsinh Mori

: Member

## **NOTICE**

NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 29<sup>th</sup> September, 2022 at 09:30 AM at the Registered Office of the Company at B/107, First Floor, Sakar-9, Nr. Old Reserve Bank, Opp. Times of India, Ashram Road, Ahmedabad-380009, Gujarat to consider and transact the following business:

### **Ordinary Business:**

- 1) To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.

- 2) **Re-appointment of statutory auditor of the company:**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. G M C A & CO., Chartered Accountants, Ahmedabad (FRN: 109850W), be and are hereby reappointed as Statutory Auditors of the Company.

**RESOLVED FURTHER THAT**, M/s. G M C A & CO., Chartered Accountants, Ahmedabad (FRN: 109850W), be and are hereby reappointed as Statutory Auditors of the Company for another term of 5 (Five) financial years from this 15<sup>th</sup> Annual General Meeting till the conclusion of the 20<sup>th</sup> Annual General Meeting to be held in the year 2027, on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT**, any Director or Company Secretary of the Company be and is hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

### **Special Business:**

- 3) **Appointment of Mr. RAKESH NARESHCHANDRA KAPADIA (DIN: 09361904) as Non-Executive Director of company:**

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

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013, if any and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV, and on the

recommendation of Nomination and Remuneration Committee, Mr. RAKESH NARESHCHANDRA KAPADIA (DIN: 09361904) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**4) Appointment of Mr. RAJAT RAJA KOTHARI (DIN: 09604960) as Independent Director of the company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV, and on the recommendation of Nomination and Remuneration Committee, Mr. RAJAT RAJA KOTHARI (DIN: 09604960) who was appointed as an Additional Independent Director of the Company w.e.f. 14<sup>th</sup> May 2022 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years from 14<sup>th</sup> May 2022 to 13<sup>th</sup> May, 2027.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**5) To re-appoint Mr. DHARAMJIT BHUPATSINH MORI (DIN: 08038027) as Whole Time Director of the company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s),

approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Dharamjit Bhupatsinh Mori (DIN 08038027) as a Whole-Time Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from December 28, 2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Dharamjit Mori subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**Tenure of Appointment:**

For a period of 5 years commencing from 28th December, 2022.

**Nature of duties:**

- a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b. The Whole-Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**Remuneration:**

Basic Salary not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-Time Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-Time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration-specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

- (a) The Whole Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (b) The Whole Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole Time Director shall cease.
- (c) This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.
- (d) The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice;
- a) if the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole Time Director of any of the stipulations to be executed between the Company and the Whole Time Director; or
- c) in the event the Board expresses its loss of confidence in the Whole Time Director.
- d) In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

- Up on the termination by whatever means of the Whole Time Director's employment;
- the Whole Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole Time Director is at the material time a Director or other officer;
- the Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
- The Whole Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts,



deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Registered Office:**

B/107, First Floor, Sakar-9, Nr.  
Old Reserve Bank, Opp. Times of  
India, Ashram Road, Ahmedabad  
380009, Gujarat

**Date:** September 5, 2022

**Place:** Ahmedabad

**By order of the Board,  
For, Sun Retail Limited**

**Sd/-**

**Dharamjit Mori**

**Whole Time Director & CFO**

**Notes:**

In view of the outbreak of the COVID- 19 pandemic, Ministry of Home Affairs has from time to time through various circulars and guidelines has clearly indicated the precautions to be taken if there is a social gathering to stop the spread of novel coronavirus. We assure that we have proper arrangements and precautions being taken at the venue of AGM. There is sufficient space so that social distancing of shareholders attending the meeting can be maintained. Further precaution will be taken that none of the attendees will be allowed to the venue without the use of masks and hand sanitizers. In addition to that health checkups will be done of the attendees so as to protect the spread of any kind of disease.

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
2. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. **The Register of members and share transfer books of the Company shall remain closed from 23<sup>rd</sup> September, 2022 to 29<sup>th</sup> September, 2022 (Both days inclusive).** Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays up to the date of the Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is enclosed herewith.
8. Members desiring any information on accounts are requested to write to the company 7 days before the meeting to enable the management to keep the information ready.
9. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, **Bigshare Services Private Limited**, A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad 380009, Gujarat, India. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
10. All shareholders are requested to dematerialize their shareholding immediately as Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
11. 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 accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, **Bigshare Services Private Limited**, A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad 380009, Gujarat, India.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2022 is uploaded on the Company's website [www.sunretail.in](http://www.sunretail.in) and may be accessed by the members.

14. Members are requested to register their email IDs with the Company and encourage paper free communications. The Company would send its annual reports and other communications to the members on their registered email IDs. The shareholders may register their email IDs with the Company's Registrar and Share Transfer Agent, **Bigshare Services Private Limited, A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks, Ahmedabad 380009, Gujarat, India.**
15. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

**16. Voting through electronic means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 26<sup>th</sup> September 2022 at 9:00 a.m. and ends on Wednesday, 28<sup>th</sup> September 2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday September 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up**

equity share capital of the Company as on the cut-off date, being Thursday September 22, 2022.

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

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for</p>

	<p>casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. 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 [himanshushkgupta@live.com](mailto:himanshushkgupta@live.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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **General Instructions:**

- a. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.



- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kanel.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

17. Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.

**Explanatory Statement pursuant to Section 102 of Companies Act, 2013:**

**Explanatory Statement to the Special Business:**

**Item: 3) Appointment of Mr. Rakesh Nareshchandra Kapadia (DIN: 09361904) as Non-Executive Director of the Company – ORDINARY RESOLUTION**

Mr. Rakesh Nareshchandra Kapadia who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 03<sup>rd</sup> November, 2021 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Rakesh Nareshchandra Kapadia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rakesh Nareshchandra Kapadia as Non-Executive Director, for the approval by the shareholders of the Company.

Except Mr. Rakesh Nareshchandra Kapadia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

<b>Particulars</b>	Mr. RAKESH NARESHCHANDRA KAPADIA
<b>Director Identification Number.</b>	09361904
<b>Date of Birth</b>	19/07/1972
<b>Age.</b>	50 yrs
<b>Educational Qualification.</b>	B.com
<b>Experience (No. of Years)</b>	21
<b>Business field in which Experience.</b>	Finance & Digital Marketing
<b>Date of Appointment as Director in the Company.</b>	03/11/2021
<b>Directorship held in any other Company.</b>	- ANUBHUTI METCOM PRIVATE LIMITED -ANUBHUTI MINING PRIVATE LIMITED
<b>Member of any Committees of the Directors in the Company.</b>	Audit Committee, Nomination and Remuneration Committee Stakeholder Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>Member of any Trade Association/ Charitable Organization/ NGOs etc.</b>	Nil
<b>Shareholding in Company as on September 02, 2022</b>	Nil
<b>Remuneration paid or sought to be paid</b>	Nil

<b>Relationship with other Directors/KMPs</b>	Nil
<b>No. of meetings attended during the year</b>	1(One)

**ITEM: 4) Appointment of Mr. RAJAT RAJA KOTHARI (DIN: 09604960) as Independent Director of the company:**

Mr. Rajat Raja Kothari who has been appointed as Additional Independent Director of the company by the Board of Directors in their meeting dated 14/05/2022 who holds office upto the date of this Annual General Meeting and is eligible for regularization as an Independent Director of the Company.

Mr. Rajat Raja Kothari 31 years old, is a Company Secretary by qualification and currently working as a Company Secretary and Compliance Officer in a reputed Listed Company situated in Udaipur (Rajasthan). He has enriching knowledge and experience of more than 5 years in Corporate & Securities Laws, Finance and Management.

Mr. Rajat Raja Kothari is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajat Raja Kothari as Non-Executive Independent Director, for the approval by the shareholders of the Company.

There is no relationship of Rajat Raja Kothari with any Director of the company.

Except Mr. Rajat Raja Kothari, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4

<b>Particulars</b>	Mr. RAJAT RAJA KOTHARI
<b>Director Identification Number.</b>	09604960
<b>Date of Birth</b>	23/12/1990
<b>Age.</b>	31 yrs
<b>Educational Qualification.</b>	Company Secretary
<b>Experience (No. of Years)</b>	06
<b>Business field in which Experience.</b>	Finance & Secretarial
<b>Date of Appointment as Director in the Company.</b>	14/05/2022
<b>Directorship held in any other Company.</b>	nil
<b>Member of any Committees of the Directors in the Company.</b>	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee.
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>Member of any Trade Association/ Charitable Organization/ NGOs etc.</b>	Nil
<b>Shareholding in Company as on September 02, 2022</b>	Nil
<b>Remuneration paid or sought to be paid</b>	Nil

<b>Relationship with other Directors/KMPs</b>	Nil
<b>No. of meetings attended during the year</b>	Nil

**Item: 5) To re-appoint Mr. Dharamjit Bhupatsinh Mori as a Whole Time Director of the company:**

Mr. Dharamjit Bhupatsinh Mori who was appointed as Whole Time Director on 28/12/2017 as a Whole Time Director of the Company who holds office upto 27<sup>th</sup> December, 2022 is eligible for Re-appointment as Whole Time Director of the Company.

Mr. Dharamjit Bhupatsinh Mori 32 years old, is a Company Secretary by qualification. He has enriching knowledge and experience of more than 9 years in Corporate & Securities Laws, Finance and Management.

Mr. Dharamjit Bhupatsinh Mori is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Dharamjit Bhupatsinh Mori as Whole Time Director, for the approval by the shareholders of the Company.

There is no relationship of Dharamjit Bhupatsinh Mori with any Director of the company.

**Nature of duties:**

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-Time Director undertakes to employ the best of his skill and ability to make his
- utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Dharamjit Bhupatsinh Mori as Whole-Time Director are as follows:

**Remuneration:**

Basic Salary not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-Time Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-Time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration-specified in Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

1. The Whole Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Whole Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole Time Director shall cease.
3. This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen days remuneration in lieu of such notice.
4. The employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice;
  - a. If the Whole Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
  - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole Time Director of any of the stipulations to be executed between the Company and the Whole Time Director; or
  - c. in the event the Board expresses its loss of confidence in the Whole Time Director.
  - d. In the event the Whole Time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
5. Up on the termination by whatever means of the Whole Time Director's employment;
  - The Whole Time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole Time Director is at the material time a Director or other officer;
  - The Whole Time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.

- The Whole Time Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

#### **A. General Information**

##### **1. Nature of Industry:**

The company is into the trading industry of Commodities. The major activity of the company is trading of Agro-Commodities & Non-Agro Commodities.

##### **2. Date or expected date of commencement of commercial production:**

The Company was incorporated on May 28, 2007 under the Companies Act, 1956 and it started commercial production soon thereafter.

##### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.**

##### **4. Financial performance of the Company for F.Y. 2021-22 based on given indicators:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>(Rs.)</b>
1.	Income for the year	<b>20648796.99</b>
2	Profit before Interest, Depreciation and Tax	<b>816000</b>
3	Finance Charges	<b>0</b>
4	Depreciation	<b>0</b>
5	Profit before Taxes	<b>(816000)</b>
6	Provisions for Taxation/ Deferred Tax	<b>0</b>
7	Net Profit/(Loss) for the Current Year	<b>(816000)</b>

##### **5. Foreign investments or collaborations, if any: N.A.**

##### **6. Information about the appointee:**

Mr. Dharamjit Bhupatsinh Mori 32 years old, is a Company Secretary by qualification. He has enriching knowledge and experience of more than 9 years in Corporate & Securities Laws, Finance and Management.

##### **Past remuneration:**

Basic Salary not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month.

##### **Recognition or awards:**

NA

##### **Job profile and his suitability:**

Mr. Dharamjit Bhupatsinh Mori has enriching knowledge and experience of more than 9 years in Corporate & Securities Laws, Finance and Management.

##### **Remuneration proposed:**

Basic Salary not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Dharamjit Bhupatsinh Mori, Whole-Time Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

There is no relationship of Dharamjit Bhupatsinh Mori with the company or any Director of the company.

**Other Information:**

(1) Reasons of loss or inadequate profits: Due to Covid-19 situations in the country, Company was not able to find good business opportunities.

(2) Steps taken or proposed to be taken for improvement: With the easing of the covid restrictions, company is hoping for good business in the time to come.

(3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. December 28, 2022. The Board recommends this ordinary resolution for the approval of the Shareholders.

Except Mr. Dharamjit Bhupatsinh Mori, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

**Information about the directors who are proposed to be appointed/re-appointed at the 15<sup>th</sup> Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.**

<b>Particulars</b>	Mr. DHARAMJIT BHUPATSINH MORI
<b>Director Identification Number.</b>	08038027
<b>Date of Birth</b>	22/02/1990
<b>Age.</b>	32 yrs
<b>Educational Qualification.</b>	Company Secretary
<b>Experience (No. of Years)</b>	9 Yrs.
<b>Business field in which Experience.</b>	Finance & Secretarial
<b>Date of Appointment as Director in the Company.</b>	28/12/2017

<b>Directorship held in any other Company.</b>	Nil
<b>Member of any Committees of the Directors in the Company.</b>	Nil
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>Member of any Trade Association/ Charitable Organization/ NGOs etc.</b>	Nil
<b>Shareholding in Company as on September 02, 2022</b>	Nil
<b>Remuneration paid or sought to be paid</b>	Nil
<b>Relationship with other Directors/KMPs</b>	Nil
<b>No. of meetings attended during the year</b>	08(Eight)

**Registered Office:**

B/107. First Floor, Sakar-9, Nr.  
Old Reserve Bank, Opp. Times of  
India, Ashram Road, Ahmedabad  
380009, Gujarat

**Date:** September 5, 2022

**Place:** Ahmedabad

**By order of the Board,  
For, Sun Retail Limited**

**Sd/-**

**Dharamjit Mori**

**Whole Time Director & CFO**