

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

CIN: L22100GJ1995PLC024944

Registered office: 13, Radhakrushna Mandir Compound, Village- Rajpipla Nandod Narmada-393145
E- mail ID: sungoldmediaent@gmail.com, Website: www.sungoldmediaent.com, Contact: +91-9099018633

Date: 22.05.2023

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 Record Date

Dear Sir/Madam,

Pursuant to regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Company has fixed Thursday, 8th June, 2023 as Record Date for taking records of the members of the Company for the purpose of 28th Annual General Meeting of the Company to be held on Friday, 16th June, 2023.

Further Annual General Meeting of the Company for the Financial Year ended 31st March, 2023 will be held as under:

Annual General Meeting:

| | |
|--------------|--|
| Day and Date | Friday, 16 th June, 2023. |
| Time | 09.30 am |
| Venue | 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod 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

Shubhangi Chourasia
Company Secretary & Compliance Officer
Membership No.A67818



CC:-

Central Depository Services (India) Ltd-25th floor, A Wing, Marathon Futurex N.M. Joshi Marg, Lower Parel (E), Mumbai-400013

National Securities Depositories Ltd- A Wing, 4th Floors, Trade World, Kamala Mills Compound, Senapati Bapat Marg Lower Parel (W), Mumbai-400013

Satellite Corporate Services Pvt. Ltd - Office no. A/106-107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool, Sakinaka- Mumbai-400072

NOTICE

NOTICE is hereby given that the **Twenty Eight Annual General Meeting** of the Members of **Sungold Media And Entertainment Limited** will be held at registered office of the company situated at 13, Radhakrushna Mandir Compound, Rajpipla, Nandod Narmada-393145 on Friday, **16th June, 2023 at 09.30 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, 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. RE - APPOINTMENT OF MR. RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 23RD MARCH, 2023 TO 22ND MARCH, 2028

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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Raj Kotia (DIN: 06360347) as 'Chairman & Managing Director'** of the Company, for a period of five years with effect from 23RD March, 2023 to 22ND March, 2028 who shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board and he be paid the following remuneration by way of salary and other perquisites which shall be Rs.1,50,000/- per month (Rupees One Lakh Fifty Thousand Only) and other perquisites as per the agreement entered into with Mr. Raj Kotia.

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

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration as it may deemed fit and as may be accepted to Mr. Raj Kotia, subject to the same not exceeding the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

"RESOLVED FURTHER THAT the consent to act as the Managing Director in form DIR-2 and form DIR-8 for not incurring disqualification to be appointed be & is hereby approved by the Board of Directors of the company."



"RESOLVED FURTHER THAT any director or KMP of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

4. REMUNERATION PAYABLE TO RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM 23RD March, 2023 to 22ND March, 2026

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

"RESOLVED that pursuant to the provisions of Section 197 and all other applicable sections/provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V, Part -II to the said Act, on recommendation of and the Board of Directors, consent of the members of the Company be and is hereby accorded for payment of remuneration of **Rs. 1,50,000/-per month** (Rupees One Lakh Fifty Thousand Only) payable to Mr. Raj Kotia (DIN 06360347) Chairman and Managing Director of the Company for the **period of 3 years** and other perquisites with effect from 23.03.2023 as decided in MD Agreement executed between Mr. Raj Kotia and the Company

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

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

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the relevant provisions of the Companies Act, 2013 and by such approves as may be necessary".

5. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT,in supersession of the earlier resolution passed by the Members in their meeting held on 23.03.2018 and pursuant to the provisions of Section 186 and all other applicable provisions , if any , of the companies Act, 2013('the Act') read with the companies (Meetings of the Board and its powers)Rules, 2014 including any statutory modification (s) thereto or re-enactment(s) thereof , for the time being in force, and subject to such other consents , permissions and approvals , as may be required in that behalf, the approval of the members of the company be and is hereby accorded to the Board of Directors of the company to (i)give any loan to any person or other body corporate , (ii)give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii)acquire by way of subscription , purchase or otherwise , the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the company , subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans , guarantee or securities proposed to be made or given or provided by the company from time to time , in excess of limits prescribed under Section 186 of Companies Act,2013, but subject to a maximum limit of Rs. 25 Crores (Rupees Twenty Five Crore Only)."



"RESOLVED FURTHER THAT the any director of the Company be and is hereby authorized to exercise these powers, from time to time, up to the limits as stated above including the powers to transfer / dispose of the investments in subsidiaries, if any / step down subsidiaries / associate companies / group companies, if any in one or more tranches and be and are hereby authorised to approach Financial Institutions, Bank(s) and such other Lending Agencies and to negotiate, agree and finalise the terms and conditions and also to execute, sign (including amendments, modifications, alterations if any) the required Loan Agreements, Security Documents, MOUs, Deeds, writings and to offer and provide Share Pledges, Counter / Corporate Guarantees, Bank Guarantees, Letter of Credit, Undertakings etc in connection with various financial obligations and other commitments of the Company, from time to time, by whatever name called, for and on behalf of the Company."

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



**Place: Rajpipla
Date: 22th May , 2023**

**Shubhangi Chourasia
Company Secretary & Compliance Officer
Membership No. A67818**

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIM/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102 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 Company has fixed Friday, June 8, 2023 as the Record Date for taking records of the members of the Company for the purpose of 28th Annual General Meeting.
5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days, between 11:00 A.M.to 3:00 P.M. up to the date of conclusion of AGM.
6. 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.
7. 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 reappointed is annexed to this Notice.
8. At the ensuing Annual General Meeting, Mr. Keyur Gandhi (DIN: 03494183), retires by rotation and seeks re-appointment.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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) with the respective depository participant.
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 meeting venue.
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).
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. Further in consonance with the MCA circulars and SEBI dated January 05, 2023, the Notice of AGM and the Annual Report for the Financial Year 2022-2023 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 and on the website of Bombay Stock Exchange (BSE) 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.

18. 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 28th 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 |
|------------------------------------|-------------------------------------|
| Tuesday, June 13, 2023 at 9:00 A.M | Thursday, June 15, 2023 at 5:00 P.M |

During this period shareholders of the Company, holding shares as on the cut-off date i.e. Thursday, June 08, 2023 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 Thursday, June 08, 2023. 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. Thursday, June 08, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@sungoldmediaent.com or 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |



| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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

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



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

4. Your User ID details are given below

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii)
 - (iii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 on NSDL e-Voting system.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vineetapatel05@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Sarita Mote) at 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 sungoldmediaent@gmail.com / info@sungoldmediaent.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sungoldmediaent@gmail.com / info@sungoldmediaent.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

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 Two Working 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:

- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

19. CS Vineeta Patel, Practicing Company Secretary (Membership No. A37699, COP No. 19111), 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 results declared along with the report of the scrutinizer's shall be placed on the website of the Company 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

Shubhangi Chourasia
Company Secretary & Compliance Officer
Membership No. A67818



Place: Rajpipla
Date: 22nd May, 2023

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

ANNEXURE TO NOTICE

1. Details of Directors seeking Re- appointment at the Annual General Meeting

| Names of the Director appointed | Mr. Keyur Sharadchandra Gandhi | Mr. Raj Kotia |
|---|---|---|
| Date of Birth | 17.07.1974 | 09.04.1992 |
| Original Date of Appointment | 11.10.2013 | 23.03.2018 as Managing Director & CFO and 11.12.2019 he is appointed as Chairman and Managing Director |
| DIN | 03494183 | 06360347 |
| Qualifications | Bachelor of Commerce | Bachelor of Commerce |
| Expertise in specific functional area | Print and Electronic Media, Graphics and Designing | <ul style="list-style-type: none"> • Rich experience in Editing, Designing, Marketing, Electronic, Software and various web portals for more than 10 years. • Print and Electronic Media, Graphics and Designing. • He has worked as an Assistant Editor at Studio Sound N Vision and Assistant Editor at Balaji Tele films. |
| Disclosure of relationships between directors inter-se; | Not related to any director/ KMP of the company. | Not related to any director/ KMP of the company. |
| Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board; | Shree Krishna Infrastructure Limited | NA |
| Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee) | Chairman of Stakeholder's Relationship Committee | NA |
| Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 | Mr. Keyur Sharadchandra Gandhi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. | Mr. Raj Kotia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. |
| Number of Shares held in the Company | NIL | 42,61,480 Equity Shares |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 3, 4 and 5



ITEM NO: 3

RE - APPOINTMENT OF MR. RAJ KOTIA (DIN: 06360347) AS CHAIRMAN AND MANAGING DIRECTOR FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 23RD MARCH, 2023 TO 22ND MARCH, 2028

Mr. Raj Kotia was appointed as Managing Director & Chief financial Officer of the company for a period of 5 years commencing from 23.03.2018. Then his designation was changed to Chairman and Managing Director on 11.12.2019. Your Directors are desirous that his valuable services be continued to be utilised for the benefit of the company. He is the driving force behind the company and successfully steered the company's operations. His total involvement, perseverance and commitment to the goals of the company, has brought the company to the position.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 18.03.2023 has appointed Mr. Raj Kotia as Chairman & Managing Director of the company for further period of 5 years with effect from 23.03.2023 on remuneration, benefits, allowances and perquisites as set forth in the resolution no. 3.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the company, the Board considers that the appointment of Mr. Raj Kotia would be immense benefit to the company. Thus, the approval of the Members is hereby sought by way of Ordinary Resolution, for his appointment as the Chairman and Managing Director for the period of five years with effect from March 23, 2023 to March 22, 2028.

The Board recommends item No. 3 as Ordinary Resolution for approval by the Members of the Company.

PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

A. Nature of Industry

The Company being a registered Micro, Small & Medium Enterprise has been primarily engaged in the business of designing, marketing, electronic services or devices including applications relating to media and entertainment. Your company is diversified across various sectors multilevel marketing, network marketing, digital marketing of products/services/consultancy, etc.

B. Date of Commencement of Activities: 09.03.1995

C. Financial Performance of the Company:

(Rs. In Lakhs)

| Particulars | FY 2022-2023 | FY 2021-2022 | FY 2020-2021 |
|--|---------------------|---------------------|---------------------|
| Operational and other Income | 72.19 | 57.72 | 65.34 |
| Total Expenditure | 66.39 | 53.01 | 60.64 |
| Profit before Depreciation and Tax | 5.80 | 4.71 | 4.70 |
| Less: Depreciation | 3.53 | 3.41 | 3.44 |
| Profit before Tax | 2.27 | 1.31 | 1.25 |
| Less: Tax expenses (includes provision for deferred tax asset/liability) | 0.57 | 0.33 | 0.33 |
| Profit after tax | 1.70 | 0.98 | 0.93 |

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



II. Information about the appointee:

| | | |
|---|--|--|
| 1 | Background details, Recognition or awards | Mr. Raj Kotia holds a degree of Bachelor of Commerce. He has worked as an Assistant Editor at Studio Sound N Vision and Assistant Editor at Balaji Tele films. He has rich experience in Editing, Designing, Marketing, Electronic, Software and various web portals for more than 10 years. |
| 2 | Past Remuneration | Received Rs.9,57,600/- against Rs. 18,00,000/- |
| 3 | Job Profile & his Suitability | Chairman & Managing Director |
| 4 | Remuneration Proposed | Remuneration of 18,00,000/- p.a. excluding perquisites with powers to Board to vary from time to time within the limits of Schedule V of the Companies Act, 2013. |
| 5 | Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person | The present job responsibility of the appointee is to manage the whole state of affairs of the Company. Accordingly, keeping in view his qualification, rich experience and varied expertise to deal in financial & corporate advisory matters, the proposed remuneration package of the appointee matches to the prevailing remuneration package in the concerned industry, size of the Company, profile of the position etc. |
| 6 | Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel, if any | Except being Promoter, Chairman and Managing Director of the Company, Mr. Raj Kotia does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel. |

III. DISCLOSURE:

Details of remuneration paid to Mr. Raj Kotia during the Financial Year 2022-23 have been disclosed in the annexure to the Directors' Report.

The terms and conditions of his appointment/remuneration shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on all working days (except Saturday, Sundays & Public Holidays) and will also be available during the Annual General Meeting ("AGM") till the conclusion of the AGM.

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Raj Kotia (whose appointment is proposed in this resolution) and Mr. Rajiv Kotia (immediate relative of Raj Kotia, having holding of 4.94%) are interested in the resolution.

The resolution seeks the approval of shareholders for the payment of remuneration to Mr. Raj Kotia as a Chairman & Managing Director. He shall not be liable to retire by rotation. The Board of Directors commend passing of the resolution set out in the Notice for the approval of the shareholders.

ITEM NO: 4

REMUNERATION PAYABLE TO CHAIRMAN & MANAGING DIRECTOR IN EXCESS OF LIMIT AS STATED UNDER SECTION 197 OF COMPANIES ACT, 2013

Pursuant to the provisions of section 197 of the Companies Act, 2013 read with Schedule V, Part -II to the said Act and rules made there under, the Company is required to obtain prior approval of members by the way of special resolution passed at the general meeting in the case the amount of remuneration payable to the Managing Director shall exceed 5% of the Net profit of the Company.

Thus the approval of the members is accorded for payment of remuneration of Rs. 150,000/- per month for a period of 3 years and other perquisites as decided in MD Agreement executed between to Mr. Raj Kotia and the Company with effect from 23.03.2023.



The Directors recommend the resolution for members' approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Raj Kotia (whose appointment is proposed in this resolution) and Mr. Rajiv Kotia (immediate relative of Raj Kotia, having holding of 4.94%) are interested in the resolution.

ITEM NO : 5

APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company is required to obtain prior approval of members by the way of special resolution passed at the general meeting in the case the amount of investment, loan, Guarantee or security proposed to be made is more than the higher of sixty percent of paid up capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Thus the approval of the members is accorded to (a) give any loan to anybody corporate(s)/ person (s); (b) give any guarantee or provide -security in connection with a loan to anybody corporate(s)/person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crore Only)." notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends item No. 5 as a special resolution for approval by the Members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise in this resolution.

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

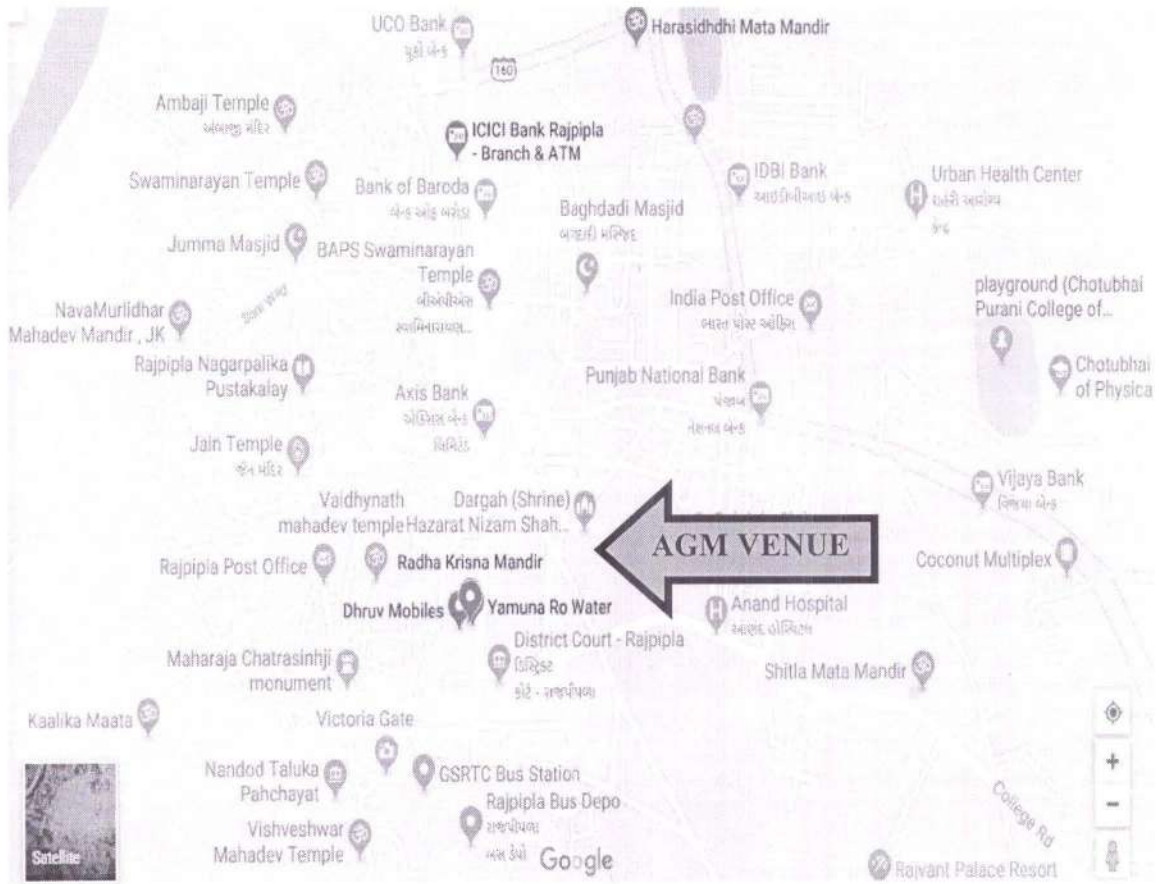
**Place: Rajpipla
Date: 22.05.2023**

**Shubhangi Chourasia
Company Secretary & Compliance Officer
Membership No. A67818**



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

Route map of the venue of 28th Annual General Meeting



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

ATTENDANCE SLIP (to be presented at the entrance)

28th Annual General Meeting – Friday, June 16, 2023 at 09.30 A.M at

Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod 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)

Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145

Contact No. +90-9099018633, E-mail id: Sungoldmediaent@gmail.com Website: www.sungoldmediaent.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 Media And Entertainment Limited, 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 on my /our behalf at the 28th Annual General Meeting of the Company to be held on **Friday, June 16, 2023 at 09.30 am at Regd. off: 13, Radhakrushna Mandir Compound, Village- Rajpipla, Nandod Narmada-393145** at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolution |
|--------------------------|---|
| ORDINARY BUSINESS | |
| 1. | To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, 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. |
| SPECIAL BUSINESS | |
| 3 | Re - appointment of Mr. Raj Kotia as Chairman and Managing Director for a period of five years with effect from 23.03.2023 to 22.03.2028. |
| 4 | Remuneration Payable To Chairman & Managing Director In Excess As Stated Under Section 197 Of Companies Act, 2013 |
| 5 | Approval of the limits for the loans and investment by the company in terms of the provisions section 186 of the companies act, 2013. |

Affix
Revenue
Stamp

Signed this _____ day of _____ 2023.

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.