

Date: 08.08.2024

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

Scrip Code: 541799

Sub: Intimation regarding Annual General Meeting and Book Closure

Dear Sir/Madam,

Pursuant to regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Register of members and Share transfer Books of Sungold Media and Entertainment Limited ('the Company') will remain close for the purpose of 29th Annual General Meeting of the Company to be held on **Tuesday, September 03, 2024**.

**Book Closure Date:**

**Tuesday, August 27, 2024 to Tuesday, September 03, 2024 (Both days inclusive)**

Further Annual General Meeting of the Company for the Financial Year ended 31st March, 2024 will be held as under:

**Annual General Meeting:**

Day and Date	Tuesday, September 03, 2024
Time	10.00 AM
Venue	102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-393145

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

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

Thanking you

For Sungold Media And Entertainment Limited



Bhavya Devang Maniyar  
Company Secretary and Compliance Officer  
Membership No: A62856

CC:-

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

National Securities Depositories Ltd- A Wing, 4<sup>th</sup> 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 Ninth Annual General Meeting** of the Members of **Sungold Media And Entertainment Limited** will be held at Registered Office of the company situated at 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat, 393145 on **Tuesday, September 03, 2024 at 10.00 A.M.** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, 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, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **TO RE-APPOINT MRS. AMRUTA NARENDRA GIRADKAR (DIN: 08698062) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Amruta Narendra Giradkar (DIN: 08698062), Independent Director of the Company, whose term of office as an independent director expires on February 27, 2025 and who has given her consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years that is with effect from February 28, 2025 to February 27, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to sign and submit the necessary forms to the appropriate authority and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution."

4. **TO RE-APPOINT MS. AASTHI SINGH (DIN: 08709814) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Aasthi Singh (DIN: 08709814), Independent Director of the Company, whose term of office as an independent director expires on February 27, 2025 and who has given her consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years that is February 28, 2025 to February 27, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to sign and submit the necessary forms to the appropriate authority and to perform all such acts, deeds and things as he or she may in his absolute discretion deem necessary or desirable for the purpose of giving effect to this resolution."


Place: Rajpipla  
Date: August 06, 2024

### REGISTERED OFFICE:

102, 1st Floor, 36, Shri Rang Residency,  
Vadia, Rajpipla, Narmada,  
Gujarat-393145  
CIN: L22100GJ1995PLC024944  
Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)  
Email: [sungoldmediaent@gmail.com/](mailto:sungoldmediaent@gmail.com)  
[info@sungoldmediaent.com](mailto:info@sungoldmediaent.com)



By Order of the Board  
For Sungold Media And Entertainment Limited

  
Bhavya Devang Maniyar  
Company Secretary And Compliance Officer  
Membership No. A62856

## 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. The Explanatory Statement pursuant to Section 102 of the Act setting out the material concerning the business under item nos. 3 to 4 of the Notice and the details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed to this Notice and Explanatory Statement set out as Annexure I.
4. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Tuesday, August 27, 2024 as the Record Date for taking records of the members of the Company for the purpose of 29<sup>th</sup> 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. At the ensuing Annual General Meeting, Mr. Keyur Gandhi (DIN: 03494183), retires by rotation and seek re-appointment as Non-Executive Non Independent Director, whereas, Ms. Amruta Narendra Giradkar (DIN: 08698062) and Ms. Aasthi Singh (DIN: 08709814) seeks re-appointment as an Independent Director of the Company.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT account.
9. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
10. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
11. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
12. **Nomination facility:** Pursuant to section 72 of the Companies Act, 2013 members holding shares in electronic form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company [www.sungoldmediaent.com](http://www.sungoldmediaent.com)) with the respective depository participant.
13. 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.
14. 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.
15. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
16. 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 2023-2024 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.sungoldmediaent.com](http://www.sungoldmediaent.com) and on the website of BSE [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.
17. **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 29<sup>th</sup> Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below.



In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

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

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

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

Commencement of remote e- voting	End of remote e- voting
Thursday, August 29, 2024 at 9:00 A.M	Monday, September 02, 2024 at 5:00 P.M

During these period shareholders of the Company, holding shares as on the cut-off date i.e. Tuesday, August 27, 2024 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 Tuesday, August 27, 2024. 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. Tuesday, August 27, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [orinfo@sungoldmediaent.com](mailto:orinfo@sungoldmediaent.com) or [service@satellitecorporate.com](mailto:service@satellitecorporate.com).

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

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

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

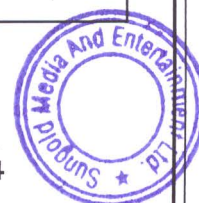
**Step 1: Access to NSDL e-Voting system**

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 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.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <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 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](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 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](mailto:cs.vineetapatel05@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](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: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sungoldmediaent@gmail.com](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto: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](mailto:sungoldmediaent@gmail.com) / [info@sungoldmediaent.com](mailto: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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 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.
18. 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.
  19. 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.



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

By Order of the Board  
For Sungold Media And Entertainment Limited



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

Bhavya Devang Maniyar  
Company Secretary And Compliance Officer  
Membership No. A62856

Place: Rajpipla  
Date: August 06, 2024

**REGISTERED OFFICE:**

102, 1st Floor, 36, Shri Rang Residency,  
Vadia, Rajpipla, Narmada,  
Gujarat-393145

CIN: L22100GJ1995PLC024944

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

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



**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3 to 4 of the accompanying Notice.

**Item No. 3:**

Mrs. Amruta Narendra Giradkar (DIN: 08698062) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at 25<sup>TH</sup> Annual General Meeting of the Company held on September 28, 2020 with effect from February 28, 2020. She holds office as an Independent Director of the Company up to February 27, 2025.

Pursuant to Section 149 read with Schedule IV to the Act and Regulation 25 read with Schedule II of the Listing Regulations, an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, and he/she shall be eligible for re-appointment on passing of a Special Resolution by the Company. Also, no Independent Director shall hold office for more than two consecutive terms.

The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Mrs. Amruta Narendra Giradkar (DIN: 08698062) contributions and time commitment, has recommended to the Board her reappointment for a second term of five years. The NRC and the Board are of the view that Mrs. Amruta Narendra Giradkar possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to reappoint her as an independent director.

In the opinion of the Board, Mrs. Amruta Narendra Giradkar fulfils the conditions specified in the Act and Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the Management. Further, Mrs. Amruta Narendra Giradkar have given declarations to the Board of Directors to the effect that she meets the criteria of independence as provided in the Act and Listing Regulations and that she is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other authority. In terms of Regulation 25(8) of the Listing Regulations, Mrs. Amruta Narendra Giradkar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Accordingly, the Board of Directors at its meeting held on August 06, 2024, based on the recommendation of the NRC, proposed the re-appointment of Mrs. Amruta Narendra Giradkar as an Independent Director of the Company for a second term of five consecutive years that is February 28, 2025 to February 27, 2030 for the approval of the members by way of a Special Resolution, and her office shall not be liable to retire by rotation.

Pursuant to Section 160 of the Act, the Company has received a notice in writing under the hand of Mrs. Amruta Narendra Giradkar signifying her candidature for her reappointment as an Independent Director. Further, Brief Profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice in Annexure I.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the reappointment of Mrs. Amruta Narendra Giradkar as an Independent Director is now placed for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Amruta Narendra Giradkar and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends passing of the Special Resolution, as set out at Item No. 3 of this Notice, for the approval of the members.

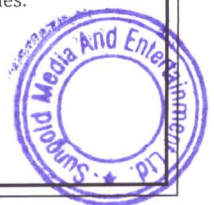
**Item No. 4:**

Ms. Aasthi Singh (DIN: 08709814) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at 25<sup>TH</sup> Annual General Meeting of the Company held on September 28, 2020 with effect from February 28, 2020. She holds office as an Independent Director of the Company up to February 27, 2025.

Pursuant to Section 149 read with Schedule IV to the Act and Regulation 25 read with Schedule II of the Listing Regulations, an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, and he/she shall be eligible for re-appointment on passing of a Special Resolution by the Company. Also, no Independent Director shall hold office for more than two consecutive terms.

The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Ms. Aasthi Singh (DIN: 08709814) contributions and time commitment, has recommended to the Board her reappointment for a second term of five years. The NRC and the Board are of the view that Ms. Aasthi Singh possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to reappoint her as an independent director.

In the opinion of the Board, Ms. Aasthi Singh fulfils the conditions specified in the Act and Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the Management. Further, Ms. Aasthi Singh have given declarations to the Board of Directors to the effect that she meets the criteria of independence as provided in the Act and Listing Regulations and that she is not disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other authority. In terms of Regulation 25(8) of the Listing Regulations, Ms. Aasthi Singh has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.



Accordingly, the Board of Directors at its meeting held on August 06, 2024, based on the recommendation of the NRC, proposed the re-appointment of Ms. Aasthi Singh as an Independent Director of the Company for a second term of five consecutive years that is February 28, 2025 to February 27, 2030 for the approval of the members by way of a Special Resolution, and her office shall not be liable to retire by rotation.

Pursuant to Section 160 of the Act, the Company has received a notice in writing under the hand of Ms. Aasthi Singh signifying her candidature for her reappointment as an Independent Director. Further, Brief Profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice in Annexure I.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the reappointment of Ms. Aasthi Singh as an Independent Director is now placed for the approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Aasthi Singh and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends passing of the Special Resolution, as set out at Item No. 4 of this Notice, for the approval of the members.

By Order of the Board  
For Sungold Media And Entertainment Limited



Bhavya Devang Maniyar  
Company Secretary And Compliance Officer  
Membership No. A62856

Place: Rajpipla  
Date: August 06, 2024

**REGISTERED OFFICE:**

102, 1st Floor, 36, Shri Rang Residency,  
Vadia, Rajpipla, Narmada,  
Gujarat-393145

CIN: L22100GJ1995PLC024944

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

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

**ANNEXURE - I**

**Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings details of the Directors seeking appointment/re-appointment are given below:**

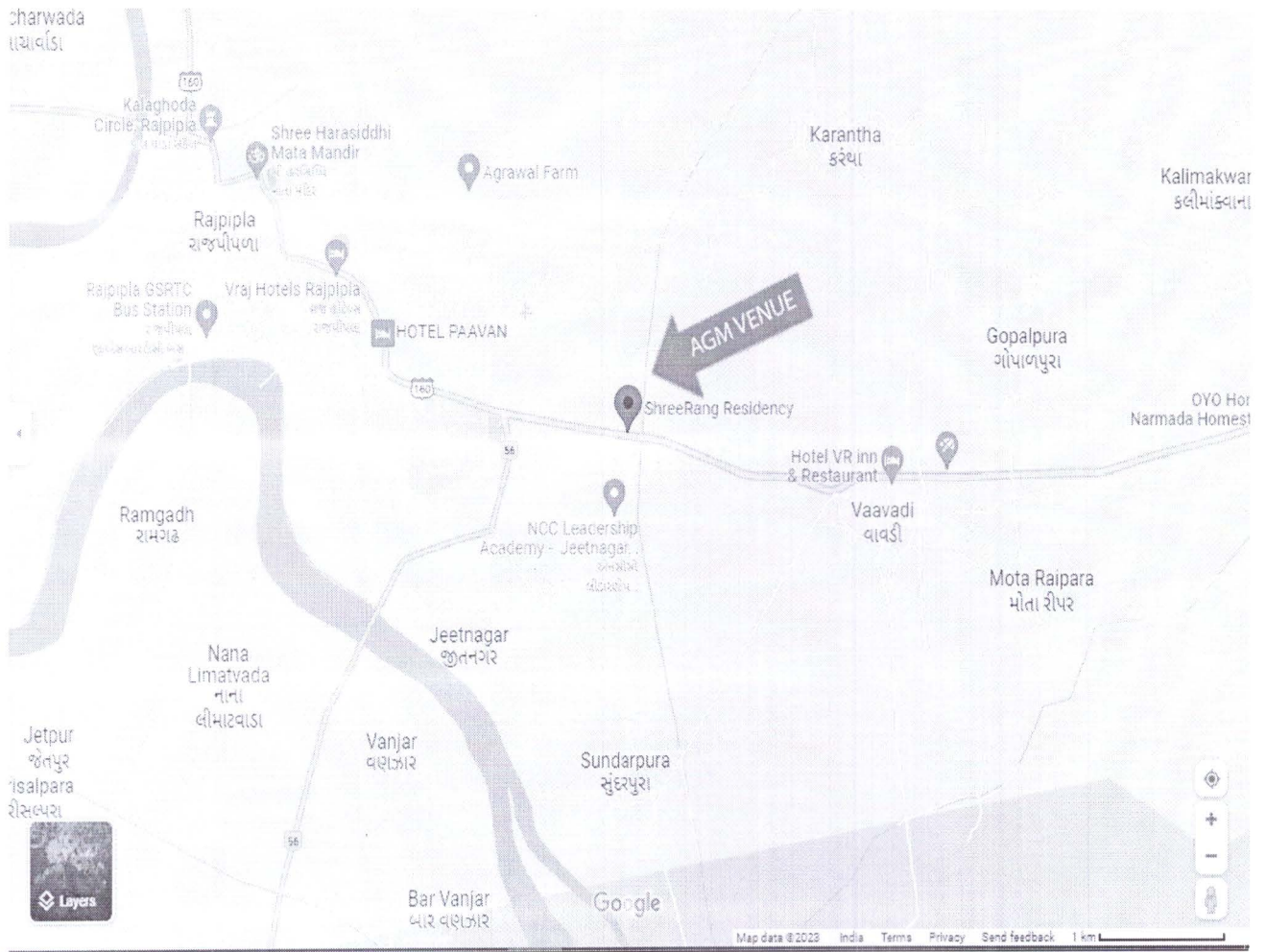
**Details of Directors seeking Re- appointment at the Annual General Meeting**

<b>Names of the Director appointed</b>	<b>Mr. Keyur Sharadchandra Gandhi</b>	<b>Mrs. Amruta Narendra Giradkar</b>	<b>Ms. Aasthi Singh</b>
DIN	<b>03494183</b>	<b>08698062</b>	<b>08709814</b>
Date of Birth	17.07.1974	02.03.1990	25.12.1995
Original/First Date of Appointment	11.10.2013	28.02.2020	28.02.2020
Nationality	Indian	Indian	Indian
Designation/ category of Director	Non Executive Non Independent Director	Non Executive Independent Director	Non Executive Independent Director
Qualifications	Mr. Keyur Gandhi a bachelor's degree in commerce. Mr. Keyur Gandhi is known for his commitment to ethical governance, integrity, and dedication to driving the company towards sustainable success. His strategic insights, coupled with his ability to navigate challenges, make him a valuable asset to the board and the entire organization.	Mrs. Amruta Narendra Giradkar is a qualified Company Secretary. She has consistently demonstrated Strategic vision, leadership acumen, and a commitment to driving organizational Growth.	Ms. Aasthi Singh hold degree in MBA (Finance). She is model and Actor. She has consistently demonstrated her exceptional skills, knowledge, and commitment to Driving growth.
Expertise in specific functional area	Print and Electronic Media, Graphics and Designing	Expertise in legal and Financial planning & Business Development plans.	Expertise in Business Development plans & Financial planning, Acting and Modelling.
Directorship held in other public companies (excluding foreign companies)	Sungold Media and Entertainment Limited	NIL	NIL
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Not related to any director/ KMP of the company.	Not related to any director/ KMP of the company.	Not related to any director/ KMP of the company.
Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board;	Shree Krishna Infrastructure Limited	NIL	NIL
Chairmanships/Memberships of the Committee of other public companies (including only Audit Committee and Stakeholders Relationship Committee)	Chairman of Stakeholder's Relationship Committee	NIL	NIL
Shareholding of Director [including shareholding as beneficial owner]	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
No. of Board meetings attended during the Financial Year 2023-2024	Details of Board/Committee Meetings attended during the year is mentioned in Board's Report.	Details of Board/Committee Meetings attended during the year is mentioned in Board's Report.	Details of Board/Committee Meetings attended during the year is mentioned in Board's Report.
Terms and conditions of appointment or re-appointment	Director liable to retire by rotation and being eligible, offers himself for reappointment	Mrs. Amruta Narendra Giradkar, is proposed to be appointed as Independent Directors of the Company for a term of five years commencing from February 28, 2025, to February 27, 2030. They shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.	Ms. Aasthi Singh, is proposed to be appointed as Independent Directors of the Company for a term of five years commencing from February 28, 2025, to February 27, 2030. They shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
Details of Remuneration sought to be paid	As per Nomination and Remuneration Policy of the Company.	She shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.	She shall be paid sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
Remuneration last drawn (including sitting fees, if any) for financial year 2023-24	Rs. 9,000/-	Rs. 13,000/-	Rs. 14,000/-



**Route map of the venue of 29<sup>th</sup> Annual General Meeting**

**Venue of AGM: 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-393145**



**SUNGOLD MEDIA AND ENTERTAINMENT LIMITED**  
**(CIN: L22100GJ1995PLC024944)**

Regd. off: 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-393145  
E-mail id: [Sungoldmediaent@gmail.com](mailto:Sungoldmediaent@gmail.com) Website: [www.sungoldmediaent.com](http://www.sungoldmediaent.com)

**ATTENDANCE SLIP (to be presented at the entrance)**

**29<sup>th</sup> Annual General Meeting –Tuesday, September 03, 2024 at 10.00 am at**

**Regd. off: Regd. off: 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-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: 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-393145**

E-mail id: [Sungoldmediaent@gmail.com](mailto:Sungoldmediaent@gmail.com) Website: [www.sungoldmediaent.com](http://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 an on my /our behalf at the 29<sup>th</sup> Annual General Meeting of the Company to be held on **Tuesday, September 03, 2024 at 10:00 A.M. at Regd. off: 102, 1st Floor, 36, Shri Rang Residency, Vadia, Rajpipla, Narmada, Gujarat-393145** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider & adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, 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, offers himself for re-appointment.
<b>SPECIAL BUSINESS</b>	
3.	To Re-Appoint Mrs. Amruta Narendra Giradkar (DIN: 08698062) as an Independent Director of the Company
4.	To Re-Appoint Ms. Aasthi Singh (DIN: 08709814) as an Independent Director of the Company

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

\_\_\_\_\_  
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.

