

28th ANNUAL GENERAL MEETING
SUNGOLD MEDIA AND ENTERTAINMENT LIMITED



Annual Report: 2022-2023

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Raj Kotia
Mr. Keyur Sharadchandra Gandhi
Mrs. Amruta Narendra Giradkar
Ms. Aasthi Singh

Chairman & Managing Director
Non- Executive Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Jayesh Natvarbhai Patni

COMPANY SECRETARY & COMPLIANCE OFFICER

Shubhangi Chourasia

STATUTORY AUDITOR

M/s. Bharat Gupta & Co.
Chartered Accountants, Bhayander(E), Thane

INTERNAL AUDITOR

M/s. Ravjani Jemani & Company
Chartered Accountants, Ahmedabad

SECRETARIAL AUDITOR

M/s. Vineeta Patel & Co.
Company Secretaries, Mumbai

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Satellite Corporate Services Pvt. Ltd.
Registered Office Address:
Office no. A/106 & 107, Dattani Plaza,
East West Compound,
Andheri Kurla Road,
Sakinaka- Mumbai-400072.

BANKERS

HDFC Bank Limited
Bandhan Bank Limited

LISTING

BSE Limited-SME Platform
PJ Towers, Dalal Street
Mumbai- 400001

REGISTERED OFFICE ADDRESS: 13, Radhakrushna Mandir Compound, Village-Rajpipla, Nandod Narmada-393145 Email: sungoldmediaent@gmail.com / info@sungoldmediaent.com Website: www.sungoldmediaent.com Tel No: +91 – 9099018633	ANNUAL GENERAL MEETING Day: Monday Date: 16th June, 2023, Time: 09.30 A.M Venue: 13, Radha krushna Mandir Compound, Village-Rajpipla, Nandod Narmada-393145
Record Date: Monday, 8th June, 2023	E-voting Period: Tuesday 13th June 2023 (9.00 A.M) to Thursday 15th June 2023 (05.00 P.M)

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 31st 2023 including Balance Sheet as at March 31st 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 Nomination and Remuneration Committee 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 retiral 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: 22nd May, 2023**

**Sd/-
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 Thursday, 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 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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. <div><p>NSDL Mobile App is available on</p><div> App Store</div><div> Google Play</div><div></div><div></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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.

	<p>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.</p> <ol style="list-style-type: none"> 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. 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. 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under