



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **SUNRISE EFFICIENT MARKETING LIMITED** will be held on **Saturday, 23rd March, 2024 at 11.00 A.M.** at the Registered Office of the company situated at 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017, Gujarat to transact the following businesses:

SPECIAL BUSINESS:

1. Increase the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association:

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

“**RESOLVED THAT** pursuant to Section 13, 61 and 64 of the Companies Act, 2013 and Rules made there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity shares of Rs. 10/- (Rupees Ten only) each To Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh only) Equity shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) by further creation of additional 50,00,000 (Fifty Lakh only) Equity shares of Rs. 10/ - (Rupees Ten only) each ranking *pari passu* with the existing Equity shares of the Company in all respects and that existing Clause V of the Memorandum of Association of the Company be altered accordingly by substituting following new Clause :

V: The Authorized Share Capital of the Company is Rs. 15,00,00,000/ - (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh only) Equity Shares of Rs. 10/- each (Rupees Ten only).

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally to file necessary e-forms with Registrar of Companies, and to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to the above resolution.”

2. To Issue Bonus Equity Shares:

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

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 2 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and such other permissions, sanctions and approvals as may be required in this regard, the consent of the members of the Company be and are hereby accorded to capitalize a sum of Rs. 5 crore only (Rupee Five Crore Only) out of free reserve and surplus, for the purpose of

issuance of bonus shares of 50,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose, in the proportion of 1 (one) Bonus equity share of Rs. 10/- each for every (2) Two existing equity share of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors and/or distribution of net sale proceeds in respect of fractions to such members may be entitled, be subject to the compliance requirements of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time; except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.

RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make suitable arrangements to deal with the fractional shares arising out of the issue and allotment of the bonus equity shares for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/ person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market price and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Director and/or Company Secretary of the Company and/or M/s Dhiren R. Dave & Co. Company Secretaries, be and are hereby authorized severally to file appropriate documents and e-forms with Registrar of Companies, make necessary entries in the Register of Members, if required, and to do all such acts, deeds and things which are required to give effect to the above resolution.”

For and on behalf of the Board of Directors
SUNRISE EFFICIENT MARKETING LIMITED

Sd/-
LEJAS HEMANTRAI DESAI
Managing Director
DIN: 02488965

Date: 27/02/2024
Place: Surat

SUNRISE EFFICIENT MARKETING LIMITED

Regd. Office: Sub Plot No.2, Block B, Akash Bhumi Complex Village Pandesara, Surat 394221
E-mail: cs@sunrisemarketing.net, **Website:** www.sunriseefficientmarketing.com, **Tel. No.** 261-2890045
CIN: L29100GJ2020PLC114489



NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company’s registered office not less than 48 hours before the commencement of the meeting (on or before 21st March, 2024, 11:00 A.M.). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the EGM is enclosed.
2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Ballot paper or Proxy form.
4. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Extra Ordinary General Meeting.
5. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Notice and Attendance slip sent herewith, duly filled-in for attending the Extra Ordinary General Meeting.
6. Members are requested to quote Folio number/Client ID No. in all their correspondences.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
8. The Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th March, 2024 to 23rd March, 2024 (both days inclusive).
10. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
11. Equity shares of the Company are under compulsory demat trading by all Investors.
12. The Notice of EGM and Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents.

13. Members may also note that the Notice of the EGM will be available on Company's website, <http://www.sunriseefficientmarketing.com>.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Kfin Technologies Limited.
15. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

M/s. Kfin Technologies Limited

Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.

Tel.: +91-40-67162222, E-mail: compliance.corp@kfintech.com,

Website: www.kfintech.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

16. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the EGM hall.
17. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **16th March, 2024**.
18. The route map of the venue of Extra Ordinary General Meeting is appended to this notice. The prominent land mark near the venue is Shyam Mandir, Surat.

Update E-Mails For Receiving Notice/Documents In E-Mode:

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible citizen, your company fully supports the MCA's endeavor.

In accordance of the same, your company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders may register their email addresses with their Depository through Depository Participant.

Update Your Correspondence Address/ Bank Mandate/Pan/ Email Id:

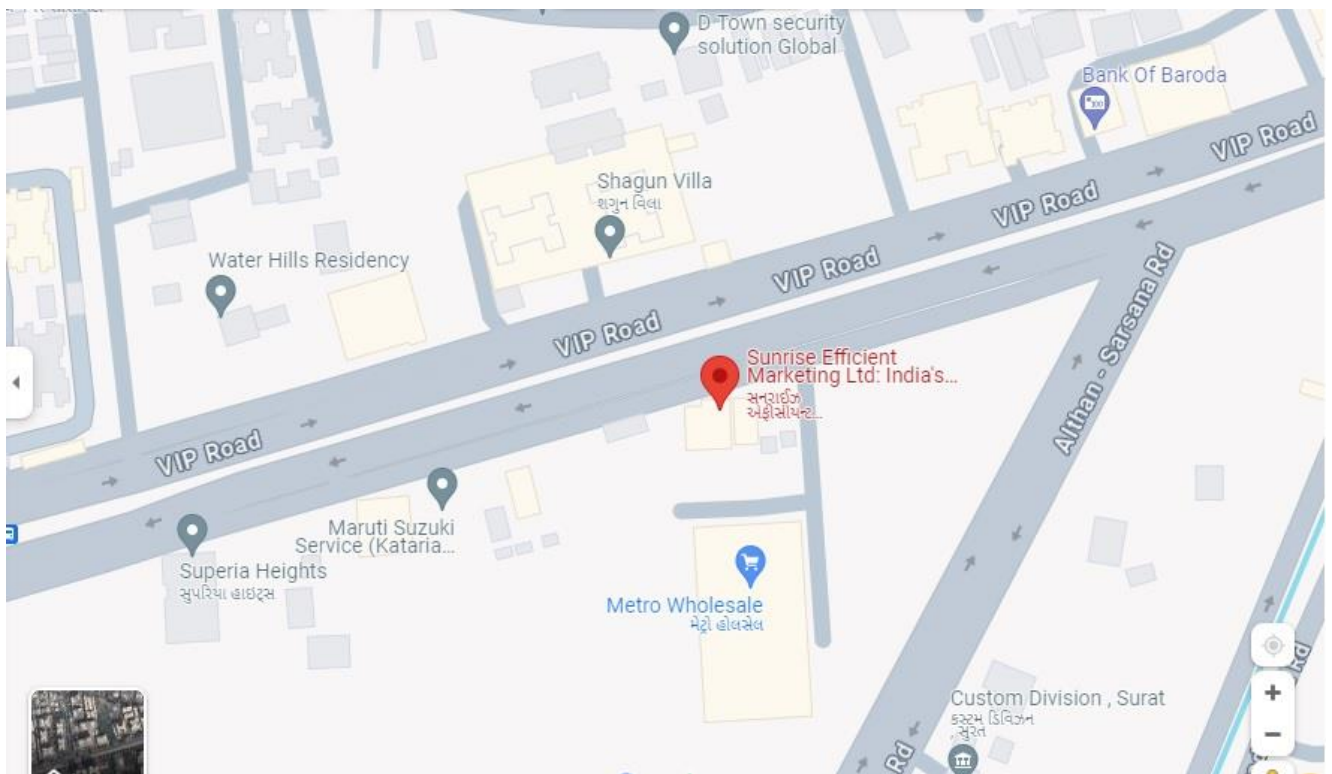
Shareholder(s) holding shares in dematerialized form are requested to notify changes in Bank details/ address/ email ID directly with their respective DPs.

Quote Folio No. / DP ID No.:

Shareholders/ Beneficial owners are requested to quote their DP ID no. in all the correspondences with the Company.

Shareholders are also requested to quote their Email ID and contact number for prompt reply to their correspondence.

The Route Map of Venue of EGM of the Company.



For and on behalf of the Board of Directors
SUNRISE EFFICIENT MARKETING LIMITED

Sd/-
Lejas Hemantrai Desai
Managing Director
DIN: 02488965

Date: 27/02/2024
Place: Surat

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO.1

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of 10/- each. Due to issue of Bonus shares, company need to increase its authorized capital.

It is proposed to increase the Authorised Share Capital of the Company to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh only) Equity Shares of Rs. 10/- each.

The Board recommends the passing of this Resolution at Item No. 1 of the accompanying Notice in the interest of the Company.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends this Resolution for Members approval.

ITEM NO.2

The Board of Directors at its meeting held on 27th February, 2024 considered, approved and recommended a bonus issue of 1 (One) equity shares for every 2 (Two) equity share held as on the 'record date', to be determined by the Board, by capitalizing a part of the amount standing to the credit of general reserves and/or the securities premium account and/or retained earnings as may be considered appropriate by the Board of the Company. The company has free distributable Reserves and Securities Premium amounting to Rs. 2603.25/- lakh as on 30th September 2023 as per Unaudited Financial Statements and the amount as required for capitalization for the Bonus Issue be applied from general reserves and/or the securities premium account for issuance of fully paid up bonus shares in the ratio 1:2.

The Board of Directors of the Company at their meeting held on 27th February 2024, has recommended the issue of Bonus shares in the ratio of 1:2 i.e. 1 bonus equity shares of Rs. 10/- each at par fully paid up for every 2 fully paid up equity share held by the Members subject to approval of the members and such other authorities as may be necessary.

In case of fractional shares, if any, arising out of the issue and allotment of the said bonus equity shares, it is proposed to authorize the Board to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/ person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market price and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.

The record date for determining the eligibility of the members to receive the said bonus shares will be fixed by the Board of directors.

The Board of Directors recommends the passing of Item No. 2 of the Notice as a Special Resolution with the approval of the Members.

None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 2 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

For and on behalf of the Board of Directors
SUNRISE EFFICIENT MARKETING LIMITED

Sd/-
Lejas Hemantra Desai
Managing Director
DIN: 02488965

Date: 27/02/2024
Place: Surat

SUNRISE EFFICIENT MARKETING LIMITED

CIN: L29100GJ2020PLC114489

Reg Off.: 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017

Email: cs@sunrisemarketing.net, Ph: 261-2890045, Web: www.sunriseefficientmarketing.com

ATTENDANCE SLIP

Record of Attendance at the EXTRA ORDINARY GENERAL MEETING held on Saturday, 23rd March, 2024 at 11:00 am at 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017

Please complete this attendance slip and Handover at the Entrance of the meeting Venue.

TO BE USED ONLY WHEN THE FIRST NAMED SHAREHOLDER ATTENDS

PLEASE GIVE NAME OF THE FIRST NAMED SHARE HOLDER:

NAME OF THE SHAREHOLDER OR PROXY OR REPRESENTATIVE ATTENDING THE MEETING:

Mr./Mrs./Ms. (In Capitals)

Members' Folio No. Signature.....
(in case the shares are held in Demat Mode)

DP ID.....

Client ID.....

Mr./Mrs./Ms.....

Members' Folio No..... No. of Shares Held

Dated: , 2024



SUNRISE EFFICIENT MARKETING LIMITED

CIN: L29100GJ2020PLC114489

Reg Off.: 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017

Email: cs@sunrisemarketing.net, Ph: 261-2890045, Web: www.sunriseefficientmarketing.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L29100GJ2020PLC114489

Name of the company: SUNRISE EFFICIENT MARKETING LIMITED

Registered office: 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:
or failing him

2. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Saturday, 23rd March 2024 at 11.00 a.m. at 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Increase the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association
2. To Issue Bonus Equity Shares:

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 the Meeting. A holder may vote either for or against each resolution.

Affix a
Re. 1
Revenue
Stamp



Form No. MGT-12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules,2014]

Name of the Company: SUNRISE EFFICIENT MARKETING LIMITED
 Registered Office: 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017
 CIN: L29100GJ2020PLC114489

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Extra Ordinary General Meeting of Company scheduled to be held on Saturday, 23rd March 2024 at 11:00 A.M. at the Registered Office of the Company at 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017, which is proposed to be placed for consideration of members at the aforesaid EGM of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Businesses				
1	Increase the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.			
2	To Issue Bonus Equity Shares.			

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

1. This Ballot Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), so that they can also participate in voting through this physical Ballot Paper.