

## ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

This is an addendum to the Notice of Extra-Ordinary General Meeting (EGM) of the Company to 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. The following item of business is added in the aforesaid Notice as Item No. 3 and 4 as a Special Business and this addendum shall be deemed to be a part of the original Notice dated 27.02.2024 and the notes provided therein

### SPECIAL BUSINESS:

3. Re-appointment of Mr. Lejas Hemantraï Desai (DIN: 02488965), as the Managing Director of the Company

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V 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 thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Lejas Hemantraï Desai (DIN: 02488965), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**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.”

4. Re-appointment of Mrs. Mitaliben Lejas Desai (DIN: 02594823), as Joint Managing Director of the Company

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V 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 thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mrs. Mitaliben Lejas Desai (DIN: 02594823), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**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.”

5. Re-appointment of Mr. Hemantrai Thakorbbhai Desai (DIN: 08787617), as Wholetime Director of the Company for a further period of 5 (Five) years

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 the provisions of Sections 196, 197 and 203 read with Schedule V 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 thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Hemantrai Thakorbbhai Desai (DIN: 08787617), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

**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.”

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

Sd/-  
LEJAS HEMANTRAI DESAI  
Managing Director  
DIN: 02488965

Date: 11/03/2024  
Place: Surat

**SUNRISE EFFICIENT MARKETING LIMITED**

Regd. Office: 3rd Fl., Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017  
E-mail: cs@sunrisemarketing.net, Website: www.sunriseefficientmarketing.com, Tel. No. 261-2890045  
CIN: L29100GJ2020PLC114489

**NOTES:**

1. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013 relating to special business is annexed to the notice.
2. The addendum to the Notice of the Extra Ordinary General Meeting is available on the Company's website [www.sunriseefficientmarketing.com](http://www.sunriseefficientmarketing.com).
3. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the EGM, is furnished as annexure to the Notice.

**DETAILS OF DIRECTOR/KMP SEEKING RE-APPOINTMENT AT THE ENSUING EXTRA ORDINARY GENERAL MEETING:**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

Mr. Lejas Hemantrai Desai, Mrs. Mitaliben Lejas Desai and Mr. Hemantrai Thakorbbhai Desai are proposed to be re-appointed as Director, who are liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards their details are as under:

<b>Name of Director</b>	<b>Mr. Lejas Hemantrai Desai</b>	<b>Mrs. Mitaliben Lejas Desai</b>	<b>Mr. Hemantrai Thakorbbhai Desai</b>
DIN	02488965	02594823	08787617
Date of Birth	18-09-1981 (42 Years)	24-04-1983 (40 Years)	17-02-1954 (70 Years)
Qualification	Diploma in Electrical Engineering	Post Graduate Diploma in Marketing Management	Bachelor of Arts
Expertise in specific functional areas	Overall Business Management including functional expertise in sales, marketing and corporate management	Expert in accounting, finance and overall backoffice operations	Experience in the FMCG industry
Experience	He has business experience of more than 20 years.	She was previously associated as Admin Head with Sunrise Marketing and Services. Currently, she is looking after accounting, finance and overall back-office operations of the Company	He has over 33 years of experience.
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 3 of the notice convening this meeting read with explanatory statement, Mr. Lejas Hemantrai Desai is proposed to reappointment at the ensuing EGM.	As per the resolution at item No 4 of the notice convening this meeting read with explanatory statement, Mrs. Mitaliben Lejas Desai is proposed to reappointment at the ensuing EGM.	As per the resolution at item No 5 of the notice convening this meeting read with explanatory statement, Mr. Hemantrai Thakorbbhai Desai is proposed to reappointment at the ensuing EGM.

Remuneration Last drawn	For the Financial Year 2022-23 he has been paid remuneration of Rs. 12,00,000.	For the Financial Year 2022-23 he has been paid remuneration of Rs. 7,50,000.	For the Financial Year 2022-23 he has been paid remuneration of Rs. 9,00,000.
Remuneration Proposed	Rs. 12,00,000	Rs. 7,50,000	Rs. 9,00,000
Date of First Appointment	09-07-2020	09-07-2020	09-07-2020
Relationship with Directors/ Key Managerial Personnel	Mr. Lejas Hemantrai Desai is : - husband of Mrs. Mitaliben Lejas Desai; and - son of Mr. Hemantrai Thakorbhai Desai	Mrs. Mitaliben Lejas Desai is : - wife of Mr. Lejas Hemantrai Desai ; and - daughter in law of Mr. Hemantrai Thakorbhai Desai	Mr. Hemantrai Thakorbhai Desai is : - Father of Mr. Lejas Hemantrai Desai; and - Father in law of Mrs. Mitaliben Lejas Desai
List of companies in which directorship is held	<ul style="list-style-type: none"> <li>• Sunrise Efficient Marketing Limited</li> <li>• Suniti Hospitality Pvt Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Sunrise Efficient Marketing Limited</li> <li>• Suniti Hospitality Pvt Ltd</li> </ul>	<ul style="list-style-type: none"> <li>• Sunrise Efficient Marketing Limited</li> </ul>
Chairman / Member of the Committee of other Company	Nil	Nil	Nil
No. of Meetings of the Board Attended during the year	7	7	7

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

### **ITEM NO.3**

The members of the Company had appointed Mr. Lejas Hemantrai Desai as the Managing Director of the Company for a period of three years with effect from 01<sup>st</sup> April, 2021 and the present term of his appointment would lapse on 31<sup>st</sup> March, 2024.

The Board has approved the re-appointment of Mr. Lejas Hemantrai Desai as the Managing Director, post completion of his present term, for a further period of five years.

Mr. Lejas Hemantrai Desai is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Lejas Hemantrai Desai satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his reappointment.

Mrs. Mitaliben Lejas Desai and Mr. Hemantrai Thakorbbhai Desai, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

The Board recommends this Resolution for Members approval.

### **ITEM NO.4**

The members of the Company had appointed Mrs. Mitaliben Lejas Desai as the Join Managing Director of the Company for a period of three years with effect from 01<sup>st</sup> April, 2021 and the present term of her appointment would lapse on 31<sup>st</sup> March, 2024.

The Board has approved the re-appointment of Mrs. Mitaliben Lejas Desai as the Join Managing Director, post completion of her present term, for a further period of five years.

Mrs. Mitaliben Lejas Desai is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Join Managing Director of the Company. Mrs. Mitaliben Lejas Desai satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for her re-appointment.

Mr. Lejas Hemantrai Desai and Mr. Hemantrai Thakorbbhai Desai, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

The Board recommends this Resolution for Members approval.

### **ITEM NO.5**

The members of the Company had appointed Mr. Hemantrai Thakorbbhai Desai as the Wholetime Director of the Company for a period of three years with effect from 01<sup>st</sup> April, 2021 and the present term of his appointment would lapse on 31<sup>st</sup> March, 2024.

The Board has approved the re-appointment of Mr. Hemantrai Thakorbbhai Desai as the Wholetime Director of the company who has attained the age of 70 years, post completion of his present term, for a further period of five years.

Mr. Hemantrai Thakorbbhai Desai is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Hemantrai Thakorbbhai Desai satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his reappointment.

Mr. Lejas Hemantraï Desai and Mrs. Mitaliben Lejas Desai, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

The Board recommends this Resolution for Members approval.

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

Sd/-  
Lejas Hemantraï Desai  
Managing Director  
DIN: 02488965

Date: 11/03/2024  
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](mailto:cs@sunrisemarketing.net), Ph: 261-2890045, Web: [www.sunriseefficientmarketing.com](http://www.sunriseefficientmarketing.com)

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**ATTENDANCE SLIP**

Record of Attendance at the EXTRA ORDINARY GENERAL MEETING held on Saturday, 23<sup>rd</sup> 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

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**SUNRISE EFFICIENT MARKETING LIMITED**

CIN: L29100GJ2020PLC114489

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

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**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, 23<sup>rd</sup> 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
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**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				
<b>BALLOT PAPER</b>				
<b>S No</b>	<b>Particulars</b>	<b>Details</b>		
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, 23 <sup>rd</sup> 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:				
<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
<b>Ordinary Businesses</b>				
1	Increase the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.			
2	To Issue Bonus Equity Shares.			
3	Re-appointment of Mr. Lejas Hemantra Desai (DIN: 02488965), as the Managing Director of the Company for a further period of 5 (Five) years			
4	Re-appointment of Mrs. Mitaliben Lejas Desai (DIN: 02594823), as Joint Managing Director of the Company for a further period of 5 (Five) years			
5	Re-appointment of Mr. Hemantra Thakorbbhai Desai (DIN: 08787617), as Wholetime Director of the Company for a further period of 5 (Five) years			
<b>Place:</b>				
<b>Date:</b>				
<b>(Signature of the shareholder)</b>				

**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.