

NOTICE

Notice is hereby given that the 4th Annual General Meeting of the Members of **SUNRISE EFFICIENT MARKETING LIMITED** will be held on **Monday, 30th September, 2024 at 01:00 p.m.** at the Registered Office of the company situated at 3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat - 395017, Gujarat, India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2024 together with the report of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Hemantrai Thakorbbhai Desai, Executive Director (DIN: 08787617), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"RESOLVED THAT in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Hemantrai Thakorbbhai Desai, Executive Director (DIN: 08787617), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Director of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article No. 67 of the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee of the Company, Mr. Gaurav Desai (DIN: 10764755) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 5th September, 2024 and who holds office as an Additional Director up to the date of forthcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

4. Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Whole Time 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 196, 197, 198 and other applicable

provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to 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), the consent of Members be and is hereby accorded for the appointment of Mr. Gaurav Desai (DIN: 10764755) as a Whole-time Director of the Company for a period of 5 years commencing from 5th September, 2024, with remuneration amount of Rs. 600,000/- p.a. and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the office of Whole Time Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made there under and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, appropriate, expedient and desirable to give effect to this resolution.”

5. To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is here by accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% (eleven per cent) to 50% (fifty per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

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

Dhruvi Shyam Kapadia
Company Secretary & Compliance Officer
ACS No.: 61947

Date: 05/09/2024
Place: Surat

REGISTERED OFFICE

3rd floor, 9292 Building, Main VIP Road,
Near Metro Wholesale, Althan, Sarsana Road,
Surat - 395017, Gujarat, India

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the business under Item No. 3, 4 and 5 of the notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings

issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2, 3 and 4 of the Notice, is also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 24 hours of an AGM till the conclusion of an AGM, subject to the written notice being served to the Company.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP-ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer books of the Company will remain closed from **24th September, 2024 to 30th September, 2024 (both days inclusive)**.
8. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
9. Members are requested to:
 - a. Intimate to the Company's Registrar & Share Transfer Agent, KFin Technologies Ltd, Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, their Depository Participant ("DP"), regarding changes if any, in their registered address and their E-mail ID at an early date.
 - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
 - c. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
 - d. Affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
10. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account

details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

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 accounts. Members holding Shares in physical form can submit their PAN details to KFin Technologies Ltd.

11. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 01, 2023, has mandated the following for members holding shares in physical form:

- a. Furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities.
- b. Linking of PAN to Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes (CBDT).

Further, the circular states that folio in which PAN is not linked with Aadhaar number as on the notified cutoff date of June 30, 2023, or in the event wherein any one of the above cited details are not available on or after October 01, 2023, such folios shall be frozen by the RTA.

Accordingly, the security holder whose folios have been frozen shall be eligible:

- a. To lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned above.
- b. For any payment including dividend in respect of such frozen folios, only through electronic mode with effect from April 01, 2024.

Further, in order to avoid freezing of folios, Members are requested to forward the duly filled in self-attested documents as provided in the circulars along with the related forms to KFin Technologies Limited at address mentioned above. Members may also furnish the documents to RTAs electronically by way of email at einward.ris@kfintech.com, provided the documents furnished shall have e-sign of the holder(s)/ claimant(s).

12. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP.
13. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
14. Securities and Exchange Board of India has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 08, 2018 to permit transfer of listed securities only in dematerialized form with a depository. Therefore, Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares, which will also curb the fraud and manipulation risk in physical transfer of securities. For any help, the shareholders may contact to the Registrar & Transfer Agent at email id einward.ris@kfintech.com and to Company Secretary at email id cs@sunrisemarketing.net
15. In compliance of the aforementioned MCA and SEBI Circulars the Company has sent notice of AGM only through electronic mode only to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sunriseefficientmarketing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
16. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from

the Company, electronically.

17. 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 their 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.
18. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 and if a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company's Share Transfer Agent, KFin Technologies Limited, Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana. The said form can also be downloaded from the Company's website www.sunriseefficientmarketing.com.
20. Pursuant to SEBI Circular dated 3rd November, 2021 and 14th December, 2021, the Physical Securities holders has mandated to provide PAN, KYC details and Nomination Forms through Form ISR-1, Form ISR2 and ISR-3 (as applicable). The Company has sent individual Mails/letters to all members holding shares in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to submit PAN, KYC details and Nomination to the Company's Share Transfer Agent, KFin Technologies Limited, Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana. The said form can also be downloaded from the Company's www.sunriseefficientmarketing.com.
21. Pursuant to SEBI circular dated 20th April 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Share Transfer Agents (RTA)/ to the Company for registration in the folio. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent for consolidation into a single folio.
22. The route map showing directions to reach the venue of the 4th AGM is annexed.
23. Voting through electronic means (i.e. remote e-voting):
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 4th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote E-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote E-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Friday, 27th September, 2024 (9:00 a.m.) and ends on Sunday, 29th September, 2024 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Monday, 23rd September, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27/09/2024 at 9:00 A.M. and ends on 29/09/2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23/09/2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23/09/ 2024.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 contact@drdcs.net with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
5. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. 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 23rd September, 2023.
7. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
8. 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. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

9. M/s. Dhirren R. Dave & Co., Company Secretaries, Surat, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nventures.co.in. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
12. All relevant documents and registers referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company situated at 3rd Floor, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat 395017, Gujarat, between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

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 cs@sunrisemarketing.net
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 cs@sunrisemarketing.net . If you are an Individual shareholder 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 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.

ANNEXURE TO NOTICE

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

ITEM NO.3 & 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 5th September, 2024, has appointed Mr. Gaurav Desai (DIN: 10764755) as an Additional Director in the capacity of Professional on the Board of the Company w.e.f. 5th September, 2024, who holds office up to the forthcoming Annual General Meeting of the Company.

Further, the Nomination and Remuneration Committee proposed Mr. Gaurav Desai to be appointed as a Whole Time Director for a period of 5 years w.e.f. 5th September, 2024, subject to the approval by the members of the Company on the terms and conditions as mentioned in the Resolution. He will take Rs. 600,000/- p.a. as a remuneration in capacity of Whole Time Director of the Company. Mr. Gaurav Desai satisfies all the conditions set out in Schedule V to the Act and also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his appointment. He is not disqualified from being

appointed as Director in terms section 164 of the Act.

Draft copy of appointment letter of Mr. Gaurav Desai as a Whole Time Director setting out the terms and conditions is available in physical mode for inspection by members at the Registered Office of the Company during the business hours on any working days between 10.00 a.m. to 5.00 p.m. and also available at the venue of AGM.

Information required under Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

1. Nature of Industry – distribution business of Automation, Drive, Gear Box, Motors, Pumps, Oils and FMCG Products and aids to manage complete supply chain right from the manufacturers and end user
2. Date or expected date of commencement of Commercial Production – Not applicable.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus – Not applicable.
4. Financial performance based on given indicators as per audited financial statements as at 31.03.2024:

Particulars	31.03.2024 (Amount in lakhs)
Total Revenue	11148.86
Net Operating Profit/(Loss)	11073.96
Less: Interest & Finance Charges	143.96
Less: Depreciation	33.91
Net Profit/(Loss) Before Tax & Exceptional Items	1103.31
Add: Exceptional Items	0.00
Net Profit/(Loss) Before Tax	1103.31
Less : Provision for Taxation	
- Net Current Tax	295.69
- Deferred Tax	(3.42)
Net Profit/(Loss) After Tax	811.04

5. Foreign Investments or collaborations, if any – The Company has not made foreign investment and not entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details: Mr. Gaurav Desai is having more than 15 years of experience in the field of marketing Industry.
2. Past remuneration: Rs. 600,000/- p.a.
3. Recognition or awards: NIL
4. Job profile and his suitability: He is having having more than 15 years of experience in the field of marketing Industry. He is responsible for all the major deal and also looking after day to day operations of the Company.
5. Remuneration proposed: Rs. 600,000/- p.a.
6. Pecuniary relationship directly or indirectly with the company, relationship with the managerial personnel, if any:
Mr. Gaurav Desai is-
 - Spouse of Mrs. Bhranti Desai, CFO of the Company;
 - Son- in-law of Mr. Hemantraï Thakorbhai Desai, Chairman & whole time director of the Company;
 - Brother In-law of Mr. Lejas Hemantraï Desai, Managing Director and Mrs. Mitaliben Lejas Desai, Joint managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: Not Applicable
2. Steps taken or proposed to be taken for improvement: Not Applicable
3. Expected increase in productivity and profits in measurable terms: The Company is very conscious

about improvement in productivity and is undertaking constant measures to improve it.

IV. DISCLOSURES:

He is holding 62 number of equity shares of the Company and He is related to Mr. Hemantrai Thakorbbhai Desai, Mr. Lejas Hemantrai Desai, and Mrs. Mitaliben Lejas Desai, Directors and Mrs. Bhranti Gaurav Desai, CFO of the Comapny.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in item No. 3 & Special resolution in item No. 4 for approval of the shareholders.

Mr. Hemantrai Thakorbbhai Desai, Mr. Lejas Hemantrai Desai, Mrs. Mitaliben Lejas Desai, and Mrs. Bhranti Gaurav Desai being relatives of director and are concerned or interested in this resolution.

ITEM NO.5

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/ Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 05/09/2024 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 50% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 5 for approval of members. Mr. Hemantrai Thakorbbhai Desai, Mr. Lejas Hemantrai Desai, Mrs. Mitaliben Lejas Desai, Mr. Gaurav Desai and Mrs. Bhranti Gaurav Desai are concerned or interested in this resolution.

(II) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETING":

A.

Name of the Director	Mr. Hemantrai Thakorbbhai Desai (DIN: 08787617)
Designation/Category	Chairman and Whole-time Director/Promoter
Date of Birth	17/02/1954
Age	70 Years
Nationality	Indian
Qualification	B.A.
Date of first appointment on the Board of the Company	09/07/2020
No. of Board Meetings attended during the Year 2023-24	8
Expertise in specific functional area	Overall Business Management including functional expertise in sales, marketing
Brief Profile	Mr. Hemantrai Thakorbbhai Desai, aged 70 years, has completed his B.A. and he has been very much instrumental in the field of sales and marketing. He has more than 30 years of experience in the field of distribution.
Terms and conditions of appointment or re-appointment	He will be liable to retire by rotation.
Remuneration Last drawn	Rs. 75,000/- per month

Shareholding in the Company	64 Eq. Shares
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Starline Precious Stone Limited)	Nil
Relationship with other Director(s), Manager and KMP	Mr. Hemantrai Thakorbbhai Desai is: <ul style="list-style-type: none"> Father of Mr. Lejas Hemantrai Desai, Managing Director and Mrs. Bhranti Gaurav Desai, CFO of the company; and Father in-law of Mrs. Mitaliben Lejas Desai, Joint Managing Director and Mr. Gaurav Desai, Whole-time Director of the company

B.

Name of the Director	Mr. Gaurav Jayantbbhai Desai (DIN: 10764755)
Designation/Category	Additional cum Whole Time Director
Date of Birth	24/05/1984
Age	40 Years
Nationality	Indian
Qualification	M.B.A.
Date of first appointment on the Board of the Company	05/08/2020
No. of Board Meetings attended during the Year 2023-24	NA
Expertise in specific functional area	Expertise in sales, distribution and marketing industry
Brief Profile	Mr. Gaurav Jayantbbhai Desai, aged 40 years, has completed his M.B.A. and he has been very much instrumental in the field of distribution and marketing. He has more than 15 years of experience in the field of distribution and marketing.
Terms and conditions of appointment or re-appointment	He will be liable to retire by rotation.
Remuneration Last drawn	Rs. 50,000/- per month
Shareholding in the Company	62 Eq. Shares
Directorship in the other Entities	Nil
Membership/Chairmanship in Committees (Other than Starline Precious Stone Limited)	Nil
Relationship with other Director(s), Manager and KMP	Mr. Gaurav Jayantbbhai Desai is: <ul style="list-style-type: none"> Spouse of Mrs. Bhranti Desai, CFO of the Company; Son- in-law of Mr. Hemantrai Thakorbbhai Desai, Chairman & whole-time director of the Company; Brother In-law of Mr. Lejas Hemantrai Desai, Managing Director and Mrs. Mitaliben Lejas Desai, Joint managing Director of the Company.

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

Dhruvi Shyam Kapadia
Company Secretary & Compliance Officer
ACS No.: 61947

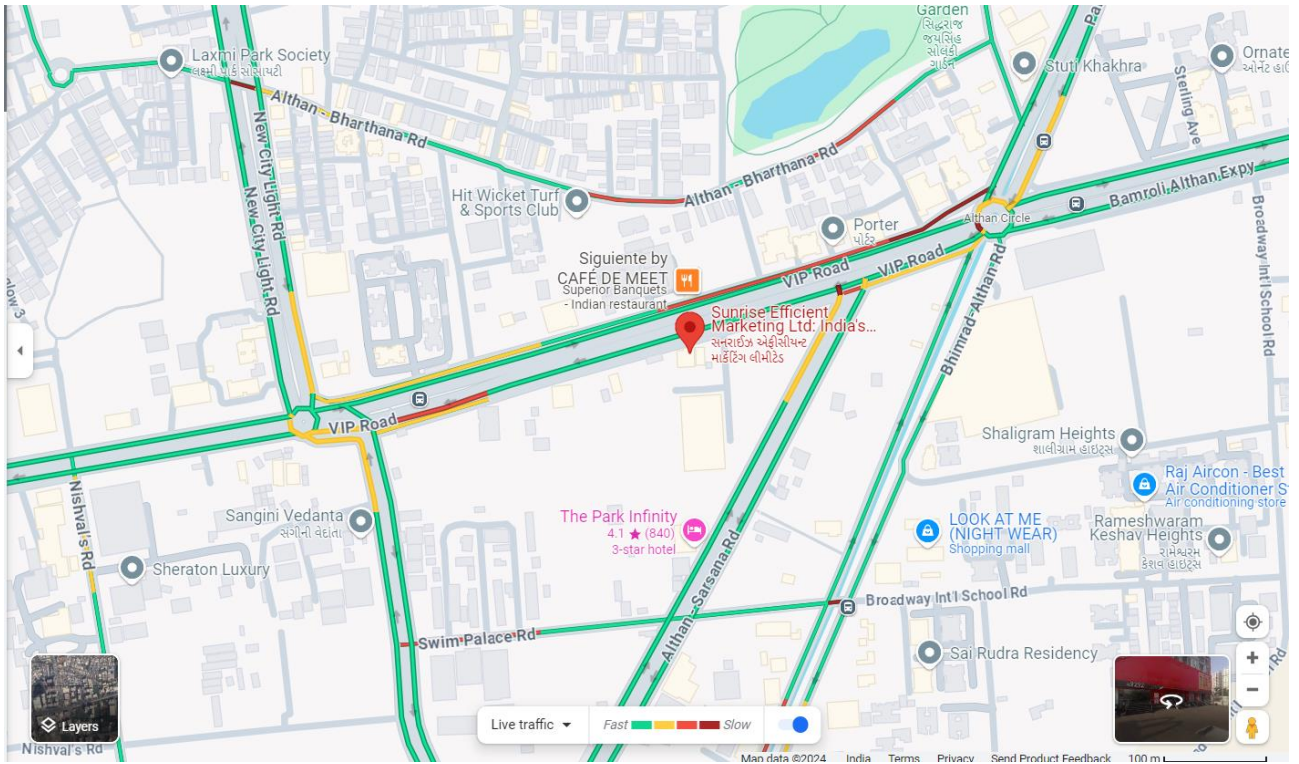
Date: 05/09/2024
Place: Surat

REGISTERED OFFICE

3rd floor, 9292 Building, Main VIP Road,
Near Metro Wholesale, Althan, Sarsana Road,
Surat - 395017, Gujarat, India

The Route Map of Venue of AGM of the Company.

3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat - 395017, Gujarat, India



SUNRISE EFFICIENT MARKETING LIMITED

CIN: L29100GJ2020PLC114489

Reg Off.: 3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road,
Surat - 395017, Gujarat, India.

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

ATTENDANCE SLIP

Record of Attendance at the 4th ANNUAL GENERAL MEETING held on Monday, 30th September, 2024 at 1:00 p.m. at the Registered Office of the company situated at 3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat - 395017, Gujarat, India.

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 floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road,
Surat - 395017, Gujarat, India.

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 floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road,
Surat - 395017, Gujarat, India

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 4th Annual General Meeting of the company, to be held on the Monday, 30th September, 2024 at 1:00 p.m. at the Registered Office of the company situated at 3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat - 395017, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2024 together with the report of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Hemantraï Thakorbbhai Desai, Executive Director (DIN: 08787617), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3. Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Director of the Company.
4. Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Whole Time Director of the Company.
5. To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the Special Resolution.

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 floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat -395017, Gujarat, India.
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 4th Annual General Meeting of Company scheduled to be held on Monday, 30th September, 2024 at 1:00 p.m. at the Registered Office of the company situated at 3rd floor, 9292 Building, Main VIP Road, Near Metro Wholesale, Althan, Sarsana Road, Surat - 395017, Gujarat, India, which is proposed to be placed for consideration of members at the aforesaid AGM 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
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Ordinary Businesses				
1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2024 together with the report of the Board of Directors & Auditors' thereon.			
2	To appoint a Director in place of Mr. Hemantra Thakorbhai Desai, Executive Director (DIN: 08787617), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.			
3	Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Director of the Company.			
4	Appointment of Mr. Gaurav Desai (DIN: 10764755) as a Whole Time Director of the Company.			
5	To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the Special Resolution.			

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.