



SUNRISE EFFICIENT MARKETING LTD

ISO 9001 - 2015

ENERGY EFFICIENT PEOPLE



CIN: L29100GJ2020PLC114489

Regd. Office: 3rd Floor, Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat - 395017

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NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Sunrise Efficient Marketing Limited will be held on Friday, December 20, 2024 at 1.00 P.M. IST. Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business (es):

SPECIAL BUSINESS:

I. INCREASE THE AUTHORIZED SHARE CAPITAL:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only), divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each i.e. by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) amounting to Rs. 10,00,00,000/- (Rupees Ten Crores Only) each ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

V The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution."

II. ALTERATION IN CLAUSE 8 OF THE ARTICLES 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 the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8 (i) of Articles of Association of the Company with the following Article:

8 (i) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever

as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

III. ISSUANCE OF CONVERTIBLE WARRANTS TO THE NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS:

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited (SME Platform), the Stock Exchange where the shares of the Company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 51,65,000 (Fifty One Lakhs Sixty Five Thousand) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 106/- (Rupees One Hundred Six Only) (Warrant Issue Price) per Warrant (including of premium Rs. 96/- each), aggregating to Rs. 54,74,90,000/- (Rupees Fifty Four Crores Seventy Four Lakhs Ninety Thousand Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Ashok Kumar Bareja	Non-Promoter	60000	Non-Promoter
2.	Rishab Sanjay Jain	Non-Promoter	25500	Non-Promoter
3.	Gangarani Chugh	Non-Promoter	30000	Non-Promoter
4.	Rajpushp Enterprise LLP	Non-Promoter	18000	Non-Promoter
5.	Rajiv Lekhraj Chugh	Non-Promoter	21000	Non-Promoter
6.	Shailja Rajiv Chugh	Non-Promoter	21000	Non-Promoter
7.	Rahul Agarwal	Non-Promoter	15000	Non-Promoter
8.	Rajubhai Premjibhai Vanani	Non-Promoter	15000	Non-Promoter
9.	Vandana Vijay Arora	Non-Promoter	15000	Non-Promoter
10.	Rohit Ashok Kapoor	Non-Promoter	21000	Non-Promoter
11.	Janki Enterprises	Non-Promoter	18000	Non-Promoter
12.	Akash R Balani	Non-Promoter	15000	Non-Promoter
13.	Hiral Vishal Ghori	Non-Promoter	60000	Non-Promoter
14.	Bhanwar Singh Raghunath Singh Bhati	Non-Promoter	15000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
15.	Krushit Hareshbhai Zadafiya	Non-Promoter	15000	Non-Promoter
16.	Amit Goyal	Non-Promoter	15000	Non-Promoter
17.	Nilesh Kumar Vaghasiya	Non-Promoter	30000	Non-Promoter
18.	Vireshbhai C Kasliwall HUF	Non-Promoter	15000	Non-Promoter
19.	Shah Sanjeev Kanaiyalal	Non-Promoter	49500	Non-Promoter
20.	Alpesh Harshadrai Sanghvi	Non-Promoter	57000	Non-Promoter
21.	Suresh Chandra Bapna	Non-Promoter	27000	Non-Promoter
22.	Dinesh Gokulbhai Bhimani	Non-Promoter	27000	Non-Promoter
23.	Keshav Sailesh Saraf	Non-Promoter	21000	Non-Promoter
24.	Megh Kishor Parekh	Non-Promoter	15000	Non-Promoter
25.	Kusum Devi Kanodia	Non-Promoter	21000	Non-Promoter
26.	Sunil Kumar Kabra HUF	Non-Promoter	12000	Non-Promoter
27.	Usha Alok Dugar	Non-Promoter	22500	Non-Promoter
28.	Vandana Dugar	Non-Promoter	22500	Non-Promoter
29.	Disha Shiv Baser	Non-Promoter	45000	Non-Promoter
30.	Amit Choudhary	Non-Promoter	21000	Non-Promoter
31.	Drashti Keshav Saboo	Non-Promoter	21000	Non-Promoter
32.	Inderkumar Laduramji Purohit	Non-Promoter	15000	Non-Promoter
33.	Chintanbhai J Charadava	Non-Promoter	15000	Non-Promoter
34.	Sagar Sadh	Non-Promoter	15000	Non-Promoter
35.	Daga Capital	Non-Promoter	54000	Non-Promoter
36.	Agarwal Sabita	Non-Promoter	75000	Non-Promoter
37.	Brijwasi Vinimay Pvt Ltd	Non-Promoter	21000	Non-Promoter
38.	Tanuja	Non-Promoter	30000	Non-Promoter
39.	Rahul Bohra	Non-Promoter	30000	Non-Promoter
40.	Gautam Makharia	Non-Promoter	15000	Non-Promoter
41.	Baldev Textile Mills Pvt Ltd	Non-Promoter	15000	Non-Promoter
42.	Bhagwatidevi Sitaram Rawat	Non-Promoter	21000	Non-Promoter
43.	Madhuri Jain Bhansali	Non-Promoter	30000	Non-Promoter
44.	Jaya Marothi	Non-Promoter	15000	Non-Promoter
45.	Neha Mittal	Non-Promoter	21000	Non-Promoter
46.	Kimi Gupta	Non-Promoter	21000	Non-Promoter
47.	Gogad Krutika Dilip	Non-Promoter	21000	Non-Promoter
48.	Pallavi Siddhant Coudhary	Non-Promoter	15000	Non-Promoter
49.	Arvind Kumar Bengani & Sons HUF	Non-Promoter	15000	Non-Promoter
50.	Prakashkumar Maganbhai Sardhara	Non-Promoter	21000	Non-Promoter
51.	Sunita Devi Sancheti	Non-Promoter	15000	Non-Promoter
52.	Sonam Bhargava	Non-Promoter	10500	Non-Promoter
53.	Karishma Kochar	Non-Promoter	43500	Non-Promoter
54.	Vidhya Dugar	Non-Promoter	10500	Non-Promoter
55.	Khushaal Bothra	Non-Promoter	31500	Non-Promoter
56.	Vicky Patwari	Non-Promoter	6000	Non-Promoter
57.	Ranjeet Kumar Bothra	Non-Promoter	10500	Non-Promoter
58.	Pansari Priyanshu Ghanshyam	Non-Promoter	34500	Non-Promoter
59.	Rahul Choudhary HUF	Non-Promoter	21000	Non-Promoter
60.	Manohar Lal Jhanwar	Non-Promoter	21000	Non-Promoter
61.	Richa Nahata	Non-Promoter	36000	Non-Promoter
62.	Manju Devi Bajaj	Non-Promoter	36000	Non-Promoter
63.	Pratap Singh	Non-Promoter	25500	Non-Promoter
64.	Ashutosh Bansal	Non-Promoter	30000	Non-Promoter
65.	Jain Ketan Kantilal	Non-Promoter	40500	Non-Promoter
66.	Kamladevi Gautamchand Lunkad	Non-Promoter	40500	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
67.	Nikhil Garg	Non-Promoter	33000	Non-Promoter
68.	Sachin Garg	Non-Promoter	25500	Non-Promoter
69.	Jugal Bihani	Non-Promoter	18000	Non-Promoter
70.	Sanju Devi Modi	Non-Promoter	19500	Non-Promoter
71.	Nikhil Lalitkumar Agarwal	Non-Promoter	40500	Non-Promoter
72.	Shilpi Gupta	Non-Promoter	25500	Non-Promoter
73.	Swati Jalan	Non-Promoter	25500	Non-Promoter
74.	Seema Kedia	Non-Promoter	25500	Non-Promoter
75.	Sandeep Saraf HUF	Non-Promoter	75000	Non-Promoter
76.	Brirajsingh Chandrasingh Rathod	Non-Promoter	24000	Non-Promoter
77.	Sitadevi Goyal	Non-Promoter	25500	Non-Promoter
78.	Ajay Gopalbhai Jalan	Non-Promoter	19500	Non-Promoter
79.	Shiv Shankar Bihani	Non-Promoter	25500	Non-Promoter
80.	Akshay Agarwal	Non-Promoter	13500	Non-Promoter
81.	Harish Mundhra	Non-Promoter	12000	Non-Promoter
82.	Anju Bihani	Non-Promoter	18000	Non-Promoter
83.	Punam Singh	Non-Promoter	30000	Non-Promoter
84.	Sunita Agarwal	Non-Promoter	10500	Non-Promoter
85.	Kunal Baid	Non-Promoter	15000	Non-Promoter
86.	Rani Saurabh Bansal	Non-Promoter	15000	Non-Promoter
87.	Roshan Kumar Bajaj	Non-Promoter	15000	Non-Promoter
88.	Pradeep Kumar Totala	Non-Promoter	30000	Non-Promoter
89.	Swayam Prakash Totala	Non-Promoter	30000	Non-Promoter
90.	Akash Mahindra Dhingra	Non-Promoter	60000	Non-Promoter
91.	Vikash Goyal	Non-Promoter	30000	Non-Promoter
92.	Shruti Anuj Jain	Non-Promoter	51000	Non-Promoter
93.	Laxmandas Sirumal Tahalramani	Non-Promoter	30000	Non-Promoter
94.	Vikas Jain	Non-Promoter	90000	Non-Promoter
95.	Suman Sumit Saraogi	Non-Promoter	51000	Non-Promoter
96.	Khushali Bochiwal	Non-Promoter	30000	Non-Promoter
97.	Alka Jain	Non-Promoter	21000	Non-Promoter
98.	Vinay Pukhraj Singhvi	Non-Promoter	21000	Non-Promoter
99.	Dinesh Kumar Jain HUF	Non-Promoter	15000	Non-Promoter
100.	Vikash Budhia	Non-Promoter	21000	Non-Promoter
101.	Kashish Bagra	Non-Promoter	21000	Non-Promoter
102.	Nency Vicky Datraniya	Non-Promoter	30000	Non-Promoter
103.	Mahendrakumar Dhandhukia	Non-Promoter	201000	Non-Promoter
104.	Rajnikanth Chothmal Verma	Non-Promoter	21000	Non-Promoter
105.	Madhuri Jain	Non-Promoter	15000	Non-Promoter
106.	Amit Ugamraj Palgote	Non-Promoter	30000	Non-Promoter
107.	Ketan Balindra Vishwakarma	Non-Promoter	15000	Non-Promoter
108.	Chetan Kumar Aggarwal	Non-Promoter	30000	Non-Promoter
109.	Ravindranath Virendranath Gaur	Non-Promoter	24000	Non-Promoter
110.	Vipulbhai Chaturbhai Kapadia	Non-Promoter	10500	Non-Promoter
111.	Pawan G Agarwal	Non-Promoter	24000	Non-Promoter
112.	Unadkat Damodar Hasmukhbhai	Non-Promoter	30000	Non-Promoter
113.	Chandrikaben U. Jain	Non-Promoter	45000	Non-Promoter
114.	Babulal Kothari HUF	Non-Promoter	30000	Non-Promoter
115.	Ashokkumar Bherulal Chopra	Non-Promoter	15000	Non-Promoter
116.	Mrs Radhika Dharmesh Virani	Non-Promoter	25500	Non-Promoter
117.	Haresh Laxmanbhai Vanani	Non-Promoter	25500	Non-Promoter
118.	Smit Hiteshkumar Thakkar	Non-Promoter	30000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
119.	Jain Jitendra Arunkumar	Non-Promoter	15000	Non-Promoter
120.	Jindall Chandraprakash Bhansali	Non-Promoter	10500	Non-Promoter
121.	Kirankumar Mohanlal Jain	Non-Promoter	67500	Non-Promoter
122.	Sneh Saraf	Non-Promoter	21000	Non-Promoter
123.	Narendra Premjani	Non-Promoter	12000	Non-Promoter
124.	Manav Agarwal	Non-Promoter	30000	Non-Promoter
125.	Ghanshyambhai Virajbhai Patel	Non-Promoter	25500	Non-Promoter
126.	Rahul Suresh Chopra	Non-Promoter	30000	Non-Promoter
127.	Nisha Gupta	Non-Promoter	12000	Non-Promoter
128.	Gaurav G Kherajani	Non-Promoter	21000	Non-Promoter
129.	Meghna J Kherajani	Non-Promoter	30000	Non-Promoter
130.	Sankit Sudhirbhai Shah	Non-Promoter	25500	Non-Promoter
131.	Ankur Laxmipat Nahata	Non-Promoter	12000	Non-Promoter
132.	Akshat Piyush Shah	Non-Promoter	12000	Non-Promoter
133.	Manoj Khivesara	Non-Promoter	21000	Non-Promoter
134.	Ankit Mohanbhai Patel	Non-Promoter	21000	Non-Promoter
135.	Nilay Shah	Non-Promoter	12000	Non-Promoter
136.	Shailesh Babulal Shah HUF	Non-Promoter	21000	Non-Promoter
137.	Vivek Shah HUF	Non-Promoter	21000	Non-Promoter
138.	Arunaben Sanjaykumar Bhatiya	Non-Promoter	21000	Non-Promoter
139.	Amit Kumar Agarwal HUF	Non-Promoter	21000	Non-Promoter
140.	Rita Shah	Non-Promoter	12000	Non-Promoter
141.	Bharatbhai Parshottambhai Gajera	Non-Promoter	25500	Non-Promoter
142.	Karan S Dodhiawala	Non-Promoter	48000	Non-Promoter
143.	Shweta Dangi	Non-Promoter	24000	Non-Promoter
144.	Shweta Sarvesh Dangi	Non-Promoter	24000	Non-Promoter
145.	Ronak Talesara	Non-Promoter	19500	Non-Promoter
146.	Vinit Pawan Kumar Jalan	Non-Promoter	21000	Non-Promoter
147.	Ankit Bhootra	Non-Promoter	15000	Non-Promoter
148.	Amit Jagdishkumar Jain	Non-Promoter	21000	Non-Promoter
149.	Kirti Vipul Banka	Non-Promoter	22500	Non-Promoter
150.	Pushpadevi Sanklecha	Non-Promoter	21000	Non-Promoter
151.	Sudarshan Kumarpal Shah	Non-Promoter	19500	Non-Promoter
152.	Bhaves Rameshchandra Suba (HUF)	Non-Promoter	30000	Non-Promoter
153.	Ayush Ashok Bhansali HUF	Non-Promoter	30000	Non-Promoter
154.	Akshay Juneja	Non-Promoter	30000	Non-Promoter
155.	Anish Deshraj Jain	Non-Promoter	22500	Non-Promoter
156.	Kanani Divyaben	Non-Promoter	22500	Non-Promoter
157.	Mukesh Hajarimal Bogar	Non-Promoter	15000	Non-Promoter
158.	Manoj Mandot	Non-Promoter	15000	Non-Promoter
159.	Bhupendrakumar Mithalal Kagrecha	Non-Promoter	15000	Non-Promoter
160.	Vinod Nanlal Jain	Non-Promoter	15000	Non-Promoter
161.	Ankit Lalwani	Non-Promoter	15000	Non-Promoter
162.	Chetan Gupta	Non-Promoter	15000	Non-Promoter
163.	Manojkumar Jagdishbhai Patel HUF	Non-Promoter	51000	Non-Promoter
164.	Yashkumar Mukeshbhai Patel	Non-Promoter	49500	Non-Promoter
165.	Hinal Patel	Non-Promoter	49500	Non-Promoter
166.	Lalitkumar Manikchand Daga	Non-Promoter	16500	Non-Promoter
167.	Vijetapawan Daga	Non-Promoter	22500	Non-Promoter
168.	Keshav Kanaiya Asawa	Non-Promoter	22500	Non-Promoter
169.	Sangani Jignesh Kanubhai	Non-Promoter	22500	Non-Promoter
170.	Anil Dipchand Goplani	Non-Promoter	190000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
171.	Heena Kirit Desai	Non-Promoter	475000	Non-Promoter
172.	Kedar Nath Agarwal	Non-Promoter	28500	Non-Promoter
Total			5165000	

On such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is November 19, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity Shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire Equity Shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted Equity Shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

IV. REVISION IN REMUNERATION PAYABLE TO MR. LEJAS DESAI (DIN: 02488965), MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and 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 of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Shareholders of the Company, be and is hereby accorded to revise the remuneration of Mr. Lejas Desai (DIN: 02488965), Managing Director of the Company with effect from April 01, 2024, as follows:-

Salary	Rs.2,00,000/- (Rupees Two Lakhs) per month.
Perquisites	He will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure

	shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
Duration	w.e.f. April 01, 2024, till the rest of the term as Managing Director

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the remuneration specified above based on the recommendation of the Nomination and Remuneration Committee from time to time, subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any Financial Year, Mr. Lejas Desai (DIN: 02488965), shall be entitled to receive remuneration including perquisites, etc. as minimum remuneration and the same shall be subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution.”

V. REVISION IN REMUNERATION PAYABLE TO MRS. MITALI DESAI (DIN: 02594823), JOINT MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and 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 of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Shareholders of the Company, be and is hereby accorded to revise the remuneration of Mrs. Mitali Desai (DIN: 02594823), Joint Managing Director of the Company with effect from April 01, 2024, as follows:-

Salary	Rs.2,00,000/- (Rupees Two Lakh) per month.
Perquisites	She will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
Duration	w.e.f. April 01, 2024, till the rest of the term as Joint Managing Director

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the remuneration specified above based on the recommendation of the Nomination and Remuneration Committee from time to time, subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any Financial Year, Mrs. Mitali Desai (DIN: 02594823), shall be entitled to receive remuneration including perquisites, etc. as minimum remuneration and the same shall be subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution.”

VI. REVISION IN REMUNERATION PAYABLE TO MR. HEMANTRAI DESAI (DIN: 08787617), WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and 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 of the Companies Act, 2013 and pursuant to the provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Shareholders of the Company, be and is hereby accorded to revise the remuneration of Mr. Hemantrai Desai (DIN: 08787617), Whole-Time Director of the Company with effect from April 01, 2024, as follows:-

Salary	Rs.1,50,000/- (Rupees One Lakh Fifty Thousand) per month.
Perquisites	He will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
Duration	w.e.f. April 01, 2024, till the rest of the term as Whole-Time Director

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the remuneration specified above based on the recommendation of the Nomination and Remuneration Committee from time to time, subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his re-appointment as Whole-Time Director of the Company, as approved by the Special Resolution passed at the 4th Annual General Meeting of the Company held on Monday, 30th September, 2024, shall remain unchanged.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any Financial Year, Mr. Hemantrai Desai (DIN: 08787617), shall be entitled to receive remuneration including perquisites, etc. as minimum remuneration and the same shall be subject to the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the

time being in force).

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper, or expedient to give effect to this Resolution.”

**By order of Board of Directors
For Sunrise Efficient Marketing Limited**

**Place: Surat
Date: November 21, 2024**

**SD/-
Lejas Hemantra Desai
Managing Director
DIN:02488965**

Registered Office:
3rd Floor, Shop No.6, 9292 Building, VIP Road,
Nr. Metro Wholesale, Althan, Surat - 395017
CIN: L29100GJ2020PLC114489

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 05th May , 2020 in conjunction with Circular No. 14/2020 dated 08th April , 2020 and Circular No. 17/2020 dated 13th April , 2020, 22/2020 dated 15th June , 2020, 33/2020 dated 28th September , 2020, 39/2020 dated 31st December , 2020, 02/2021 dated 13th January , 2021, 10/2021 dated 23rd June , 2021, 20/2021 dated 08th December , 2021 and 11/2022 dated 28th December , 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated 15th January , 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extraordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April , 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.sunriseefficientmarketing.com the Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.eservices.nsdl.com.
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No.

17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020, General Circular No. 10/2022 dated 28th December, 2022.

9. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
11. The Company has appointed M/s. Dhirren R. Dave & Co., Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
12. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
14. The ISIN of the Equity Shares of Rs. 10/- each is INE0KPY01017.
15. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Company’s registered office at 3rd Floor, Shop No.6, 9292 Building, VIP Road, Nr. Metro Wholesale, Althan, Surat - 395017, Gujarat on all working days of the Company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
16. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, December 17, 2024 at 09:00 A.M. and ends on Thursday, December 19, 2024 at 05:00 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 Cutoff date i.e., Friday, December 13, 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 Friday, December 13, 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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 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.jsp 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 ‘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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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. 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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
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 or joining virtual meeting & voting during the meeting.

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 and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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

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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-**

Voting system. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sunrisemarketing.net . The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on November 21, 2024 has proposed to increase the Authorized Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only), divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each i.e. by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) amounting to Rs. 10,00,00,000/- (Rupees Ten Crores Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company and to suitably amend Clause V of the Memorandum of Association of the Company.

The Board of Directors of your Company recommends passing of the said resolution as Ordinary Resolution set out at item No. 1 of the notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof up to the date of the Meeting. None of the Director(s), Manager, Key Managerial Personnel of the Company or the relative of the said persons, are in any way concerned or interested in the proposed resolution.

Your Directors recommend Resolution at Item No. 1 as an Ordinary Resolution for approval of the members.

ITEM NO. 2:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 2 as a Special Resolution for approval of the members

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

ITEM NO. 3:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on November 21, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 51,65,000 Warrants of Rs. 106/- each, convertible into 51,65,000 Equity Shares of Rs. 10/- each and premium Rs. 96/- each to Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on November 21, 2024 have, subject to the approval of the members of the Company (‘Members’) and such other approvals as may be required, approved the issue of Convertible Warrants to Non-Promoter categories of persons, on a preferential basis, for cash consideration (‘Preferential Allotment’) on the following manner:

- ii. Upto 51,65,000 (Fifty Five Lakhs Sixty Five Thousand) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 106/- (Rupees One Hundred Six Only) (Warrant Issue Price) per Warrant (including of premium Rs. 96/- each), aggregating to Rs. 54,74,90,000/- (Rupees Fifty Four Crores Seventy Four Lakhs Ninety Thousand Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Ashok Kumar Bareja	Non-Promoter	60000	Non-Promoter
2.	Rishab Sanjay Jain	Non-Promoter	25500	Non-Promoter
3.	Gangarani Chugh	Non-Promoter	30000	Non-Promoter
4.	Rajpushp Enterprise LLP	Non-Promoter	18000	Non-Promoter
5.	Rajiv Lekhraj Chugh	Non-Promoter	21000	Non-Promoter
6.	Shailja Rajiv Chugh	Non-Promoter	21000	Non-Promoter
7.	Rahul Agarwal	Non-Promoter	15000	Non-Promoter
8.	Rajubhai Premjibhai Vanani	Non-Promoter	15000	Non-Promoter
9.	Vandana Vijay Arora	Non-Promoter	15000	Non-Promoter
10.	Rohit Ashok Kapoor	Non-Promoter	21000	Non-Promoter
11.	Janki Enterprises	Non-Promoter	18000	Non-Promoter
12.	Akash R Balani	Non-Promoter	15000	Non-Promoter
13.	Hiral Vishal Ghori	Non-Promoter	60000	Non-Promoter
14.	Bhanwar Singh Raghunath Singh Bhati	Non-Promoter	15000	Non-Promoter
15.	Krushit Hareshbhai Zadafiya	Non-Promoter	15000	Non-Promoter
16.	Amit Goyal	Non-Promoter	15000	Non-Promoter
17.	Nilesh Kumar Vaghasiya	Non-Promoter	30000	Non-Promoter
18.	Vireshbhai C Kasliwall HUF	Non-Promoter	15000	Non-Promoter
19.	Shah Sanjeev Kanaiyalal	Non-Promoter	49500	Non-Promoter
20.	Alpesh Harshadrai Sanghvi	Non-Promoter	57000	Non-Promoter
21.	Suresh Chandra Bapna	Non-Promoter	27000	Non-Promoter
22.	Dinesh Gokulbhai Bhimani	Non-Promoter	27000	Non-Promoter
23.	Keshav Sailesh Saraf	Non-Promoter	21000	Non-Promoter
24.	Megh Kishor Parekh	Non-Promoter	15000	Non-Promoter
25.	Kusum Devi Kanodia	Non-Promoter	21000	Non-Promoter
26.	Sunil Kumar Kabra HUF	Non-Promoter	12000	Non-Promoter
27.	Usha Alok Dugar	Non-Promoter	22500	Non-Promoter
28.	Vandana Dugar	Non-Promoter	22500	Non-Promoter
29.	Disha Shiv Baser	Non-Promoter	45000	Non-Promoter
30.	Amit Choudhary	Non-Promoter	21000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
31.	Drashti Keshav Saboo	Non-Promoter	21000	Non-Promoter
32.	Inderkumar Laduramji Purohit	Non-Promoter	15000	Non-Promoter
33.	Chintanbhai J Charadava	Non-Promoter	15000	Non-Promoter
34.	Sagar Sadh	Non-Promoter	15000	Non-Promoter
35.	Daga Capital	Non-Promoter	54000	Non-Promoter
36.	Agarwal Sabita	Non-Promoter	75000	Non-Promoter
37.	Brijwasi Vinimay Pvt Ltd	Non-Promoter	21000	Non-Promoter
38.	Tanuja	Non-Promoter	30000	Non-Promoter
39.	Rahul Bohra	Non-Promoter	30000	Non-Promoter
40.	Gautam Makharia	Non-Promoter	15000	Non-Promoter
41.	Baldev Textile Mills Pvt Ltd	Non-Promoter	15000	Non-Promoter
42.	Bhagwatidevi Sitaram Rawat	Non-Promoter	21000	Non-Promoter
43.	Madhuri Jain Bhansali	Non-Promoter	30000	Non-Promoter
44.	Jaya Marothi	Non-Promoter	15000	Non-Promoter
45.	Neha Mittal	Non-Promoter	21000	Non-Promoter
46.	Kimi Gupta	Non-Promoter	21000	Non-Promoter
47.	Gogad Krutika Dilip	Non-Promoter	21000	Non-Promoter
48.	Pallavi Siddhant Coudhary	Non-Promoter	15000	Non-Promoter
49.	Arvind Kumar Bengani & Sons HUF	Non-Promoter	15000	Non-Promoter
50.	Prakashkumar Maganbhai Sardhara	Non-Promoter	21000	Non-Promoter
51.	Sunita Devi Sancheti	Non-Promoter	15000	Non-Promoter
52.	Sonam Bhargava	Non-Promoter	10500	Non-Promoter
53.	Karishma Kochar	Non-Promoter	43500	Non-Promoter
54.	Vidhya Dugar	Non-Promoter	10500	Non-Promoter
55.	Khushaal Bothra	Non-Promoter	31500	Non-Promoter
56.	Vicky Patwari	Non-Promoter	6000	Non-Promoter
57.	Ranjeet Kumar Bothra	Non-Promoter	10500	Non-Promoter
58.	Pansari Priyanshu Ghanshyam	Non-Promoter	34500	Non-Promoter
59.	Rahul Choudhary HUF	Non-Promoter	21000	Non-Promoter
60.	Manohar Lal Jhanwar	Non-Promoter	21000	Non-Promoter
61.	Richa Nahata	Non-Promoter	36000	Non-Promoter
62.	Manju Devi Bajaj	Non-Promoter	36000	Non-Promoter
63.	Pratap Singh	Non-Promoter	25500	Non-Promoter
64.	Ashutosh Bansal	Non-Promoter	30000	Non-Promoter
65.	Jain Ketan Kantilal	Non-Promoter	40500	Non-Promoter
66.	Kamladevi Gautamchand Lunkad	Non-Promoter	40500	Non-Promoter
67.	Nikhil Garg	Non-Promoter	33000	Non-Promoter
68.	Sachin Garg	Non-Promoter	25500	Non-Promoter
69.	Jugal Bihani	Non-Promoter	18000	Non-Promoter
70.	Sanju Devi Modi	Non-Promoter	19500	Non-Promoter
71.	Nikhil Lalitkumar Agarwal	Non-Promoter	40500	Non-Promoter
72.	Shilpi Gupta	Non-Promoter	25500	Non-Promoter
73.	Swati Jalan	Non-Promoter	25500	Non-Promoter
74.	Seema Kedia	Non-Promoter	25500	Non-Promoter
75.	Sandeep Saraf HUF	Non-Promoter	75000	Non-Promoter
76.	Brirajsingh Chandrasingh Rathod	Non-Promoter	24000	Non-Promoter
77.	Sitadevi Goyal	Non-Promoter	25500	Non-Promoter
78.	Ajay Gopalbhai Jalan	Non-Promoter	19500	Non-Promoter
79.	Shiv Shankar Bihani	Non-Promoter	25500	Non-Promoter
80.	Akshay Agarwal	Non-Promoter	13500	Non-Promoter
81.	Harish Mundhra	Non-Promoter	12000	Non-Promoter
82.	Anju Bihani	Non-Promoter	18000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
83.	Punam Singh	Non-Promoter	30000	Non-Promoter
84.	Sunita Agarwal	Non-Promoter	10500	Non-Promoter
85.	Kunal Baid	Non-Promoter	15000	Non-Promoter
86.	Rani Saurabh Bansal	Non-Promoter	15000	Non-Promoter
87.	Roshan Kumar Bajaj	Non-Promoter	15000	Non-Promoter
88.	Pradeep Kumar Totala	Non-Promoter	30000	Non-Promoter
89.	Swayam Prakash Totala	Non-Promoter	30000	Non-Promoter
90.	Akash Mahindra Dhingra	Non-Promoter	60000	Non-Promoter
91.	Vikash Goyal	Non-Promoter	30000	Non-Promoter
92.	Shruti Anuj Jain	Non-Promoter	51000	Non-Promoter
93.	Laxmandas Sirumal Tahalramani	Non-Promoter	30000	Non-Promoter
94.	Vikas Jain	Non-Promoter	90000	Non-Promoter
95.	Suman Sumit Saraogi	Non-Promoter	51000	Non-Promoter
96.	Khushali Bochiwal	Non-Promoter	30000	Non-Promoter
97.	Alka Jain	Non-Promoter	21000	Non-Promoter
98.	Vinay Pukhraj Singhvi	Non-Promoter	21000	Non-Promoter
99.	Dinesh Kumar Jain HUF	Non-Promoter	15000	Non-Promoter
100.	Vikash Budhia	Non-Promoter	21000	Non-Promoter
101.	Kashish Bagra	Non-Promoter	21000	Non-Promoter
102.	Nency Vicky Datraniya	Non-Promoter	30000	Non-Promoter
103.	Mahendrakumar Dhandhukia	Non-Promoter	201000	Non-Promoter
104.	Rajnikanth Chothmal Verma	Non-Promoter	21000	Non-Promoter
105.	Madhuri Jain	Non-Promoter	15000	Non-Promoter
106.	Amit Ugamraj Palgota	Non-Promoter	30000	Non-Promoter
107.	Ketan Balindra Vishwakarma	Non-Promoter	15000	Non-Promoter
108.	Chetan Kumar Aggarwal	Non-Promoter	30000	Non-Promoter
109.	Ravindranath Virendranath Gaur	Non-Promoter	24000	Non-Promoter
110.	Vipulbhai Chaturbhai Kapadia	Non-Promoter	10500	Non-Promoter
111.	Pawan G Agarwal	Non-Promoter	24000	Non-Promoter
112.	Unadkat Damodar Hasmmukhbhai	Non-Promoter	30000	Non-Promoter
113.	Chandrikaben U. Jain	Non-Promoter	45000	Non-Promoter
114.	Babulal Kothari HUF	Non-Promoter	30000	Non-Promoter
115.	Ashokkumar Bherulal Chopra	Non-Promoter	15000	Non-Promoter
116.	Mrs Radhika Dharmesh Virani	Non-Promoter	25500	Non-Promoter
117.	Haresh Laxmanbhai Vanani	Non-Promoter	25500	Non-Promoter
118.	Smit Hiteshkumar Thakkar	Non-Promoter	30000	Non-Promoter
119.	Jain Jitendra Arunkumar	Non-Promoter	15000	Non-Promoter
120.	Jindall Chandraprakash Bhansali	Non-Promoter	10500	Non-Promoter
121.	Kirankumar Mohanlal Jain	Non-Promoter	67500	Non-Promoter
122.	Sneh Saraf	Non-Promoter	21000	Non-Promoter
123.	Narendra Premjani	Non-Promoter	12000	Non-Promoter
124.	Manav Agarwal	Non-Promoter	30000	Non-Promoter
125.	Ghanshyambhai Virajbhai Patel	Non-Promoter	25500	Non-Promoter
126.	Rahul Suresh Chopra	Non-Promoter	30000	Non-Promoter
127.	Nisha Gupta	Non-Promoter	12000	Non-Promoter
128.	Gaurav G Kherajani	Non-Promoter	21000	Non-Promoter
129.	Meghna J Kherajani	Non-Promoter	30000	Non-Promoter
130.	Sankit Sudhirbhai Shah	Non-Promoter	25500	Non-Promoter
131.	Ankur Laxmipat Nahata	Non-Promoter	12000	Non-Promoter
132.	Akshat Piyush Shah	Non-Promoter	12000	Non-Promoter
133.	Manoj Khivesara	Non-Promoter	21000	Non-Promoter
134.	Ankit Mohanbhai Patel	Non-Promoter	21000	Non-Promoter

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
135.	Nilay Shah	Non-Promoter	12000	Non-Promoter
136.	Shailesh Babulal Shah HUF	Non-Promoter	21000	Non-Promoter
137.	Vivek Shah HUF	Non-Promoter	21000	Non-Promoter
138.	Arunaben Sanjaykumar Bhatiya	Non-Promoter	21000	Non-Promoter
139.	Amit Kumar Agarwal HUF	Non-Promoter	21000	Non-Promoter
140.	Rita Shah	Non-Promoter	12000	Non-Promoter
141.	Bharatbhai Parshottambhai Gajera	Non-Promoter	25500	Non-Promoter
142.	Karan S Dodhiawala	Non-Promoter	48000	Non-Promoter
143.	Shweta Dangi	Non-Promoter	24000	Non-Promoter
144.	Shweta Sarvesh Dangi	Non-Promoter	24000	Non-Promoter
145.	Ronak Talesara	Non-Promoter	19500	Non-Promoter
146.	Vinit Pawan Kumar Jalan	Non-Promoter	21000	Non-Promoter
147.	Ankit Bhootra	Non-Promoter	15000	Non-Promoter
148.	Amit Jagdishkumar Jain	Non-Promoter	21000	Non-Promoter
149.	Kirti Vipul Banka	Non-Promoter	22500	Non-Promoter
150.	Pushpadevi Sanklecha	Non-Promoter	21000	Non-Promoter
151.	Sudarshan Kumarpal Shah	Non-Promoter	19500	Non-Promoter
152.	Bhavesb Rameshchandra Suba (HUF)	Non-Promoter	30000	Non-Promoter
153.	Ayush Ashok Bhansali HUF	Non-Promoter	30000	Non-Promoter
154.	Akshay Juneja	Non-Promoter	30000	Non-Promoter
155.	Anish Deshraj Jain	Non-Promoter	22500	Non-Promoter
156.	Kanani Divyaben	Non-Promoter	22500	Non-Promoter
157.	Mukesh Hajarimal Bogar	Non-Promoter	15000	Non-Promoter
158.	Manoj Mandot	Non-Promoter	15000	Non-Promoter
159.	Bhupendrakumar Mithalal Kagrecha	Non-Promoter	15000	Non-Promoter
160.	Vinod Nanlal Jain	Non-Promoter	15000	Non-Promoter
161.	Ankit Lalwani	Non-Promoter	15000	Non-Promoter
162.	Chetan Gupta	Non-Promoter	15000	Non-Promoter
163.	Manojkumar Jagdishbhai Patel HUF	Non-Promoter	51000	Non-Promoter
164.	Yashkumar Mukeshbhai Patel	Non-Promoter	49500	Non-Promoter
165.	Hinal Patel	Non-Promoter	49500	Non-Promoter
166.	Lalitkumar Manikchand Daga	Non-Promoter	16500	Non-Promoter
167.	Vijetapawan Daga	Non-Promoter	22500	Non-Promoter
168.	Keshav Kanaiya Asawa	Non-Promoter	22500	Non-Promoter
169.	Sangani Jignesh Kanubhai	Non-Promoter	22500	Non-Promoter
170.	Anil Dipchand Goplani	Non-Promoter	190000	Non-Promoter
171.	Heena Kirit Desai	Non-Promoter	475000	Non-Promoter
172.	Kedar Nath Agarwal	Non-Promoter	28500	Non-Promoter
Total			5165000	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- Working Capital requirements of Company, meeting various operational expenditure of the Company including contingencies;
- pursuing strategic investments, alliances, mergers, acquisitions and inorganic growth opportunities;

- (iii) Capital expenditure requirements of Company, meeting various capital expenditure of the Company including contingencies;
- (iv) Financing / investing of business opportunities;
- (v) General corporate purpose; and
- (vi) Issue related expenses.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

c. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is November 19, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the BSE Limited (SME Platform).

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 106/- (Rupees One Hundred Six Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the Equity Shares of the Company have been listed on the BSE Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the Proposed Preferential Issue shall not result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer in compliance with Regulation 166A (1) of the SEBI ICDR Regulations.

e. Amount which the Company intends to raise by way of such Convertible Warrants:

Up to a maximum of Rs. 54,74,90,000/- (Rupees Fifty Four Crores Seventy Four Lakhs Ninety Thousand Only).

f. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

The Convertible Warrant into Equity Shares shall be offered to the Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment.

None of the Promoters, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

g. Time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority

or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”

- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

S l. N o .	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrant s allotme nt	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Rajpushp Enterprise LLP	Praval Rajkumar Khaitan	0	18000	No	0.09
		Anand Khaitan				
		Pratik Rajkumar Khaitan				
2.	Janki Enterprises	Abhishek Surendra Nangalia	0	18000	No	0.09
		Richa Abhishek Nangalia				
3.	Vireshbhai C Kasliwall HUF	Vireshbhai C Kasliwall	0	15000	No	0.07
4.	Sunil Kumar Kabra HUF	Sunil Kumar Kabra	0	12000	No	0.06
5.	Daga Capital	Sarita Daga	0	54000	No	0.27
		Pinki Jatanlal Daga				
		Ashokkumar Manikchand Daga				
		Rohitkumar Jatanlal Daga				
		Prashantkumar Daga				
		Abhishek Lalitkumar Daga				
		Anupama Ashokkumar Daga				
		Jatanlal Manikchand Daga				
		Lalitkumar Manikchand Daga				
		Prerana Rohitkumar Daga				
		Neha Abhishek Daga				
6.	Brijwasi Vinimay Pvt Ltd	Puneet Madhogaria	0	21000	No	0.10
		Pawan Kumar Agarwal				
7.	Baldev Textile	Ashish Sonthalia	0	15000	No	0.07

S l. N o. .	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
	Mills Pvt Ltd	Laxmikant R Purohit				
		Ankit Sonthalia				
		Ramkumar Laxmikant Purohit				
8.	Arvind Kumar Bengani & Sons HUF	Arvind Kumar Bengani	0	15000	No	0.07
9.	Rahul Choudhary HUF	Rahul Choudhary	0	21000	No	0.10
10	Sandeep Saraf HUF	Sandeep Saraf	0	75000	No	0.37
11	Dinesh Kumar Jain HUF	Dinesh Kumar Jain	0	15000	No	0.07
12	Babulal Kothari HUF	Babulal Kothari	0	30000	No	0.15
13	Shailesh Babulal Shah HUF	Shailesh Babulal Shah	0	21000	No	0.10
14	Vivek Shah HUF	Vivek Shah	0	21000	No	0.10
15	Amit Kumar Agarwal HUF	Amit Kumar Agarwal	0	21000	No	0.10
16	Bhaves Rameshchandra Suba (HUF)	Bhaves Rameshchandra Suba	0	30000	No	0.15
17	Ayush Ashok Bhansali HUF	Ayush Ashok Bhansali	0	30000	No	0.15
18	Manojkumar Jagdishbhai Patel HUF	Manojkumar Jagdishbhai Patel	0	51000	No	0.25

i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:

Sl. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
		No. of shares Held	% of Shareholding	*Post exercise of Warrants into Equity Shares	
				No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:				
1.	Indian Promoters / Promoter Group:	79,44,000	52.96	79,44,000	39.39
	Sub-Total (A)	79,44,000	59.08	79,44,000	39.39
B	Non – Promoters’ holding:				
	Individual	60,09,000	30.80	1,06,70,000	52.91
	Non-Resident Indian (NRI)	2,11,500	1.47	2,11,500	1.05
	Bodies Corporate	5,22,000	6.61	5,58,000	2.77

	Any Other	3,13,500	2.04	7,81,500	3.88
	Sub-Total (B)	70,56,000	40.92	1,22,21,000	60.61
	Grand Total (A+B)	1,50,00,000	100.00	2,01,65,000	100.00

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the Company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period:

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities as specified under Regulation 167(6) of the ICDR Regulations.

k. Undertakings:

- None of the Company, its Promoters or Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l. Certificate of Practicing Company Secretary:

The certificate from, M/s. Dhirren R. Dave & Co., the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.sunriseefficientmarketing.com

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Ashok Kumar Bareja	Non-Promoter	Non-Promoter	0	0	60000	60000	0.30
2.	Rishab Sanjay Jain	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
3.	Gangarani Chugh	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
4.	Rajpushp Enterprise LLP	Non-Promoter	Non-Promoter	0	0	18000	18000	0.09
5.	Rajiv Lekhraj Chugh	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
6.	Shailja Rajiv Chugh	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
7.	Rahul Agarwal	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
8.	Rajubhai Premjibhai Vanani	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
9.	Vandana Vijay Arora	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
10.	Rohit Ashok Kapoor	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
11.	Janki Enterprises	Non-Promoter	Non-Promoter	0	0	18000	18000	0.09
12.	Akash R Balani	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
13.	Hiral Vishal Ghori	Non-Promoter	Non-Promoter	0	0	60000	60000	0.30
14.	Bhanwar Singh Raghunath Singh Bhati	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
15.	Krushit Hareshbhai Zadafiya	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
16.	Amit Goyal	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
17.	Nilesh Kumar Vaghasiya	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
18.	Vireshbhai C Kasliwall HUF	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
19.	Shah Sanjeev Kanaiyalal	Non-Promoter	Non-Promoter	0	0	49500	49500	0.25
20.	Alpesh Harshadrai Sanghvi	Non-Promoter	Non-Promoter	0	0	57000	57000	0.28
21.	Suresh Chandra Bapna	Non-Promoter	Non-Promoter	0	0	27000	27000	0.13
22.	Dinesh Gokulbhai Bhimani	Non-Promoter	Non-Promoter	0	0	27000	27000	0.13
23.	Keshav Sailesh Saraf	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
24.	Megh Kishor Parekh	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
25.	Kusum Devi Kanodia	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
26.	Sunil Kumar Kabra HUF	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
27.	Usha Alok Dugar	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
28.	Vandana Dugar	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
29.	Disha Shiv Baser	Non-Promoter	Non-Promoter	0	0	45000	45000	0.22
30.	Amit Choudhary	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
31.	Drashti Keshav Saboo	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
32.	Inderkumar Laduramji Purohit	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
33.	Chintanbhai J Charadava	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
34.	Sagar Sadh	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
35.	Daga Capital	Non-Promoter	Non-Promoter	0	0	54000	54000	0.27
36.	Agarwal Sabita	Non-Promoter	Non-Promoter	0	0	75000	75000	0.37
37.	Brijwasi Vinimay Pvt Ltd	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
38.	Tanuja	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
39.	Rahul Bohra	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
40.	Gautam Makharia	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
41.	Baldev Textile Mills Pvt Ltd	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
42.	Bhagwatidevi Sitaram Rawat	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
43.	Madhuri Jain Bhansali	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
44.	Jaya Marothi	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
45.	Neha Mittal	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
46.	Kimi Gupta	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
47.	Gogad Krutika Dilip	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
48.	Pallavi Siddhant Coudhary	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
49.	Arvind Kumar Bengani & Sons HUF	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
50.	Prakashkumar Maganbhai Sardhara	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
51.	Sunita Devi Sancheti	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
52.	Sonam Bhargava	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
53.	Karishma Kochar	Non-Promoter	Non-Promoter	0	0	43500	43500	0.22
54.	Vidhya Dugar	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
55.	Khushaal Bothra	Non-Promoter	Non-Promoter	0	0	31500	31500	0.16
56.	Vicky Patwari	Non-Promoter	Non-Promoter	0	0	6000	6000	0.03
57.	Ranjeet Kumar Bothra	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
58.	Pansari Priyanshu Ghanshyam	Non-Promoter	Non-Promoter	0	0	34500	34500	0.17
59.	Rahul Choudhary HUF	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
60.	Manohar Lal Jhanwar	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
61.	Richa Nahata	Non-Promoter	Non-Promoter	0	0	36000	36000	0.18
62.	Manju Devi Bajaj	Non-Promoter	Non-Promoter	0	0	36000	36000	0.18
63.	Pratap Singh	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
64.	Ashutosh Bansal	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
65.	Jain Ketan Kantilal	Non-Promoter	Non-Promoter	0	0	40500	40500	0.20
66.	Kamladevi Gautamchand Lunkad	Non-Promoter	Non-Promoter	0	0	40500	40500	0.20
67.	Nikhil Garg	Non-Promoter	Non-Promoter	0	0	33000	33000	0.16
68.	Sachin Garg	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
69.	Jugal Bihani	Non-Promoter	Non-Promoter	0	0	18000	18000	0.09
70.	Sanju Devi Modi	Non-Promoter	Non-Promoter	0	0	19500	19500	0.10
71.	Nikhil Lalitkumar Agarwal	Non-Promoter	Non-Promoter	0	0	40500	40500	0.20
72.	Shilpi Gupta	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
73.	Swati Jalan	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
74.	Seema Kedia	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
75.	Sandeep Saraf HUF	Non-Promoter	Non-Promoter	0	0	75000	75000	0.37
76.	Brirajsingh Chandrasingh Rathod	Non-Promoter	Non-Promoter	0	0	24000	24000	0.12
77.	Sitadevi Goyal	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
78.	Ajay Gopalbhai Jalan	Non-Promoter	Non-Promoter	0	0	19500	19500	0.10
79.	Shiv Shankar Bihani	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
80.	Akshay Agarwal	Non-Promoter	Non-Promoter	0	0	13500	13500	0.07
81.	Harish Mundhra	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
82.	Anju Bihani	Non-Promoter	Non-Promoter	0	0	18000	18000	0.09
83.	Punam Singh	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
84.	Sunita Agarwal	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
85.	Kunal Baid	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
86.	Rani Saurabh Bansal	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
87.	Roshan Kumar Bajaj	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
88.	Pradeep Kumar Totala	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
89.	Swayam Prakash Totala	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
90.	Akash Mahindra Dhingra	Non-Promoter	Non-Promoter	0	0	60000	60000	0.30
91.	Vikash Goyal	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
92.	Shruti Anuj Jain	Non-Promoter	Non-Promoter	0	0	51000	51000	0.25
93.	Laxmandas Sirumal Tahalramani	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
94.	Vikas Jain	Non-Promoter	Non-Promoter	0	0	90000	90000	0.45
95.	Suman Sumit Saraogi	Non-Promoter	Non-Promoter	0	0	51000	51000	0.25
96.	Khushali Bochiwal	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
97.	Alka Jain	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
98.	Vinay Pukhraj Singhvi	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
99.	Dinesh Kumar Jain HUF	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
100.	Vikash Budhia	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
101.	Kashish Bagra	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
102.	Nency Vicky Datraniya	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
103.	Mahendrakumar Dhandhukia	Non-Promoter	Non-Promoter	0	0	201000	201000	1.00
104.	Rajnikanth Chothmal Verma	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
105.	Madhuri Jain	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
106.	Amit Ugamraj Palgota	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
107.	Ketan Balindra Vishwakarma	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
108.	Chetan Kumar Aggarwal	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
109.	Ravindranath Virendranath Gaur	Non-Promoter	Non-Promoter	0	0	24000	24000	0.12
110.	Vipulbhai Chaturbhai Kapadia	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
111.	Pawan G Agarwal	Non-Promoter	Non-Promoter	0	0	24000	24000	0.12
112.	Unadkat Damodar Hasmukhbhai	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
113.	Chandrikaben U. Jain	Non-Promoter	Non-Promoter	0	0	45000	45000	0.22
114.	Babulal Kothari HUF	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
115.	Ashokkumar Bherulal Chopra	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
116.	Mrs Radhika Dharmesh Virani	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
117.	Haresh Laxmanbhai Vanani	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
118.	Smit Hiteshkumar Thakkar	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
119.	Jain Jitendra Arunkumar	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
120.	Jindall Chandraprakash Bhansali	Non-Promoter	Non-Promoter	0	0	10500	10500	0.05
121.	Kirankumar Mohanlal Jain	Non-Promoter	Non-Promoter	0	0	67500	67500	0.33
122.	Sneh Saraf	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
123.	Narendra Premjani	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
124.	Manav Agarwal	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
125.	Ghanshyambhai Virajbhai Patel	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
126.	Rahul Suresh Chopra	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
127.	Nisha Gupta	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
128.	Gaurav G Kherajani	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
129.	Meghna J Kherajani	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
130.	Sankit Sudhirbhai Shah	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
131.	Ankur Laxmipat Nahata	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
132.	Akshat Piyush Shah	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
133.	Manoj Khivesara	Non-Promoter	Non-Promoter	3000	0.02	21000	24000	0.12
134.	Ankit Mohanbhai Patel	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
135.	Nilay Shah	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
136.	Shailesh Babulal Shah HUF	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
137.	Vivek Shah HUF	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
138.	Arunaben Sanjaykumar Bhatiya	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
139.	Amit Kumar Agarwal HUF	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
140.	Rita Shah	Non-Promoter	Non-Promoter	0	0	12000	12000	0.06
141.	Bharatbhai Parshottambhai Gajera	Non-Promoter	Non-Promoter	0	0	25500	25500	0.13
142.	Karan S Dodhiawala	Non-Promoter	Non-Promoter	0	0	48000	48000	0.24
143.	Shweta Dangi	Non-Promoter	Non-Promoter	0	0	24000	24000	0.12
144.	Shweta Sarvesh Dangi	Non-Promoter	Non-Promoter	0	0	24000	24000	0.12
145.	Ronak Talesara	Non-Promoter	Non-Promoter	0	0	19500	19500	0.10
146.	Vinit Pawan Kumar Jalan	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
147.	Ankit Bhootra	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
148.	Amit Jagdishkumar Jain	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
149.	Kirti Vipul Banka	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
150.	Pushpadevi Sanklecha	Non-Promoter	Non-Promoter	0	0	21000	21000	0.10
151.	Sudarshan Kumarpal Shah	Non-Promoter	Non-Promoter	0	0	19500	19500	0.10
152.	Bhavesb Rameshchandra Suba (HUF)	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
153.	Ayush Ashok Bhansali HUF	Non-Promoter	Non-Promoter	0	0	30000	30000	0.15
154.	Akshay Juneja	Non-Promoter	Non-Promoter	3000	0.02	30000	33000	0.16
155.	Anish Deshraj Jain	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
156.	Kanani Divyaben	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
157.	Mukesh Hajarimal Bogar	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
158.	Manoj Mandot	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
159.	Bhupendrakumar Mithalal Kagrecha	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
160.	Vinod Nanlal Jain	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
161.	Ankit Lalwani	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
162.	Chetan Gupta	Non-Promoter	Non-Promoter	0	0	15000	15000	0.07
163.	Manojkumar Jagdishbhai Patel HUF	Non-Promoter	Non-Promoter	0	0	51000	51000	0.25
164.	Yashkumar Mukeshbhai Patel	Non-Promoter	Non-Promoter	0	0	49500	49500	0.25
165.	Hinal Patel	Non-Promoter	Non-Promoter	0	0	49500	49500	0.25
166.	Lalitikumar Manikchand Daga	Non-Promoter	Non-Promoter	0	0	16500	16500	0.08
167.	Vijetapawan Daga	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
168.	Keshav Kanaiya Asawa	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
169.	Sangani Jignesh Kanubhai	Non-Promoter	Non-Promoter	0	0	22500	22500	0.11
170.	Anil Dipchand Goplani	Non-Promoter	Non-Promoter	0	0	190000	190000	0.94

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
171.	Heena Kirit Desai	Non-Promoter	Non-Promoter	0	0	475000	475000	2.36
172.	Kedar Nath Agarwal	Non-Promoter	Non-Promoter	0	0	28500	28500	0.14
Total				6000	0.04	5165000	5171000	25.64

- n. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** Nil
- o. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- p. **Principal terms of assets charged as securities:** Not Applicable.
- q. **Other disclosures:**
- During this Financial Year, the Company has not made any preferential allotment.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 3 in the accompanying notice for your approval.

Non-Executive Director of the Company, none of the Promoters, Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 4

Considering the contribution of Mr. Lejas Desai and the progress made by the Company under his leadership and guidance and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has revised the remuneration payable to Mr. Lejas Desai (DIN: 02488965) with effect from April 01, 2024, as follow:

Salary	Rs.2,00,000/- (Rupees Two Lakhs) per month.
Perquisites	He will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
Duration	w.e.f. April 01, 2024, till the rest of the term as Managing Director

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year, during his tenure, the Company shall pay remuneration and perquisites to Mr. Lejas Desai, Managing Director, within the limits specified under Section

197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

It is proposed to seek approval of the Members for the revision in remuneration payable to Mr. Lejas Desai, Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of revision in remuneration of Mr. Lejas Desai, Managing Director of the Company.

Details of Mr. Lejas Desai, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in '**Annexure-I**' to the Notice.

A Statement as per the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mr. Lejas Desai is given at the end of Item No. 4 of the accompanying Notice.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Lejas Desai and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No.4 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

ITEM NO. 5

Considering the contribution of Mrs. Mitali Desai and the progress made by the Company under his leadership and guidance and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has revised the remuneration payable to Mrs. Mitali Desai (DIN: 02594823) with effect from April 01, 2024, as follow:

Salary	Rs.2,00,000/- (Rupees Two Lakhs) per month.
Perquisites	She will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.
Duration	w.e.f. April 01, 2024, till the rest of the term as Joint Managing Director

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year, during his tenure, the Company shall pay remuneration and perquisites to Mrs. Mitali Desai, Joint Managing Director, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

It is proposed to seek approval of the Members for the revision in remuneration payable to Mrs. Mitali Desai, Joint Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of revision in remuneration of Mrs. Mitali Desai, Joint Managing Director of the Company.

Details of Mrs. Mitali Desai, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure-I' to the Notice.

A Statement as per the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mrs. Mitali Desai is given at the end of Item No. 5 of the accompanying Notice.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mrs. Mitali Desai and her relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No.5 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

ITEM NO. 6

Considering the contribution of Mr. Hemantra Desai and the progress made by the Company under his leadership and guidance and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has revised the remuneration payable to Mr. Hemantra Desai (DIN: 08787617), Whole-Time Director with effect from April 01, 2024, as follow:

Salary	Rs.1,50,000/- (Rupees One Lakh Fifty Thousand) per month.
Perquisites	<p>He will be entitled to furnish/non-furnished accommodation or House Rent Allowance in lieu thereof, Gas, Water, Electricity Expenses, Medical Expenses, Leave Travel Allowance for self and family, Club Fees, Car & Telephone Expenses, Entertainment Expenses, and other Business Expenses, Personal Accident Insurance, and any other allowances, benefits, and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.</p> <p>Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules, and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.</p>
Duration	w.e.f. April 01, 2024, till the rest of the term as Whole-Time Director

Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year, during his tenure, the Company shall pay remuneration and perquisites to Mr. Hemantra Desai, Whole-Time Director, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

It is proposed to seek approval of the Members for the revision in remuneration payable to Mr. Hemantra Desai, Whole-Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of revision in remuneration of Mr. Hemantra Desai, Whole-Time Director of the Company.

Details of Mr. Hemantrai Desai, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure-I' to the Notice.

A Statement as per the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 containing the information of the Company and Mr. Hemantrai Desai is given at the end of Item No. 6 of the accompanying Notice.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Hemantrai Desai and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No.6 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

ANNEXURE-I TO THE NOTICE

Details of Directors seeking Appointment / Re-Appointment /revision in remuneration 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” issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Lejas Desai	Mrs. Mitali Desai	Mr. Hemantrai Desai
Director Identification Number (DIN)	02488965	02594823	08787617
Designation/ Category	Managing Director	Joint Managing Director	Whole-Time Director
Date of Birth & Age	18/09/1981 (43 Years)	24/04/1983 (41 Years)	17/02/1954 (70 Years)
Date of the first appointment on the Board	Since Incorporation	Since Incorporation	Since Incorporation
Nationality	Indian	Indian	Indian
Qualifications	Diploma in Electrical Engineering	Post Graduate Diploma in Marketing Management	B.A.
Brief resume Expertise in specific functional areas	He has business experience of more than 20 years. Overall Business Management including functional expertise in sales, marketing and corporate management.	Expert in accounting, finance and overall, back-office operations	He 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	Terms and conditions will be the same as mentioned in the Appointment Letter between the Company and him.	Terms and conditions will be the same as mentioned in the Appointment Letter between the Company and her.	Terms and conditions will be the same as mentioned in the Appointment Letter between the Company and him.
Remuneration last drawn	Rs.2,00,000/- per month plus perquisites	Rs.2,00,000/- per month plus perquisites	Rs.1,50,000/- per month plus perquisites
No. of Equity Shares held in the Company	4666929 Equity Shares	3276603 Equity Shares	96 Equity Shares
Directorship in the other Listed Entities	Nil	Nil	Nil

Membership/ Chairmanship in Committees (Other than Aaron Industries Limited)	Nil	Nil	Nil
Listed entities from which the person has resigned in the past three years	None	None	None
Disclosure of relationships between directors inter-se	He is husband of Mrs. Mitaliben Desai, Joint Managing Director of the company; and son of Mr. Hemantraï Thakorbhai Desai, Whole Time Director of the company	She is wife of Mr. Lejas Desai, Managing Director of the company; and daughter in law of Mr. Hemantraï Thakorbhai Desai, Whole Time Director of the company	He is Father of Mr. Lejas 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.

**By order of Board of Directors
For Sunrise Efficient Marketing Limited**

Place: Surat
Date: November 21, 2024

**SD/-
Lejas Hemantraï Desai
Managing Director
DIN:02488965**

Registered Office:
3rd Floor, Shop No.6, 9292 Building, VIP Road,
Nr. Metro Wholesale, Althan, Surat - 395017
CIN: L29100GJ2020PLC114489