

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id- sfgl.1988@gmail.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of SUN FINLEASE (GUJARAT) LIMITED will be held on Thursday, 29th September, 2016 at 11:00 a.m. at the Registered Office of the Company situated at 3, Ravipushp Apartment, B/s Navneet house, Memnagar, Ahmedabad-380052 to transact the following businesses:

ORDINARY BUSINESS:

- (1) To receive, consider, and adopt financial statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss Account and Cash flow statement for the period ended on 31st March, 2016 and the reports of the Directors' and the Auditors' thereon.
- (2) To appoint a Managing Director in place of Mr. Parag P. Shah (DIN: 00228965) who retires by rotation and being eligible offers himself for reappointment
- (3) To ratify the appointment of Auditor and to fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, consent of the Company be and is hereby given to ratify the appointment of M/s. Talati & Talati, Chartered Accountants, Ahmedabad (Firm Registration No. 110758W), as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

SPECIAL BUSINESS:

- (4) To Consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed thereunder and pursuant to the recommendation of the Nomination and Remuneration committee of the company and the Board of Directors, the approval of shareholders of the Company be and is hereby accorded for the appointment of Mr. Parag P. Shah (DIN: 00228965) as "Managing Director" of the Company With effect from 1st August, 2016 for a Period of 5 Years.

RESOLVED FURTHER THAT Mr. Parag P. Shah (DIN: 00228965) in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time;

- (5) To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company, Mr. Mahendar Patel (DIN: 07595767), who was appointed as an Additional Director of the Company to hold the office of Non-Executive Director w.e.f. 23rd August, 2016 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such up to the date of 28th Annual General Meeting of the Company and in respect of whom notice in writing along with requisite deposit under Section 160 of the Companies Act, 2013 from a member has been received by the Company proposing his candidature as a Non-Executive Director.

- (6) To adopt a new set of Articles of Association of the company, to the exclusion of the existing set of Articles of Association and in this regard 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 sections 5, 14 and 15 of the Companies Act, 2013, and Schedule I enacted thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, that a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Parag P. Shah, Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

Regd. Office:

"3-Ravipushp Apartment",
B/S Navneet House, Memnagar, Ahmedabad-380 052
Gujarat

Place : Ahmedabad

Date : 04.09.2016

By order of Board of Directors
For SUN FINLEASE (GUJARAT) LIMITED

PARAG P. SHAH
Managing Director
(DIN: 00228965)

SUN FINLEASE (GUJARAT) LIMITED

NOTES :

1. A member entitled to attend and vote at the 28th Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Members / Proxies should bring the enclosed attendance slip duly filled in, along with their copy of the annual report. Members / proxies are requested to bring the duly-filled attendance slips sent herewith to attend the meeting. Members may refer to proxy related provision given in Para 6 of the SS-2 Secretarial Standard on General Meeting issued by ICSI and approved by Central Government.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
6. Members having any questions on financial statements or on any agenda item proposed in the notice of Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting at the registered office address of the Company to enable the Company to collect the relevant information.
7. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Bigshare Services Pvt. Ltd. ("RTA")
8. The copy of the annual report is being sent by electronic mode to members who have registered their e-mail ids with the Company/ Depository Participant(s). To support the "Green Initiative", members are requested to register / update their e-mail ids with the Company / Depository Participant / R&TA which will be used for the purpose of sending the communications in future. Members whose e-mail id is not registered with the Company, physical copies of the annual report will be sent at their registered address through permitted mode.

Request to the members:

Shareholder holding in physical shares are requested to convert their shareholding Dematerialization form due to requirement for Secondary Listing application.

9. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the annual report may send their request to the Company at its registered office address or to the Company's Registrar and Transfer Agents (R&TA), Bigshare Services Private Limited (Contact details Tel.: 022-40430200, Fax No: 022-28475207 email: investor@bigshareonline.com, sfgl@yahoo.com.
10. The profile of the Director proposed for the appointment / re-appointment as mentioned in item no.3 & 4 of the notice in compliance of Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standards-2 issued by Institute of Company Secretaries of India as notified by Central Government. The requisite declarations in this regard have been furnished by the Directors.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. The Register of Members and Share Transfer books of the Company will remain closed from 23rd September, 2016 to 30th September, 2016 (Both days Inclusive).
13. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. F 2587) from M/s. Ravi Kapoor & Associates, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.
14. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 15

SUN FINLEASE (GUJARAT) LIMITED

15. Information and instructions relating to e-voting:

- (i) The voting period begins on 26th September, 2016 at 09.00 A.M.(IST) and ends on 28th September, 2016 at 05.00 P.M.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker indicated in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sun Finlease (Gujarat) Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

SUN FINLEASE (GUJARAT) LIMITED

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. Members who hold shares in physical form are requested to notify immediately any change in their address to Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case Shares are held in electronic mode.
 2. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
 3. The results declared along with the Scrutinizer's report shall be placed on the Company's web site www.sfgl.in.net and on the web site of CDSL i.e. www.cdslindia.com within three days of passing of the resolutions and shall also be communicated to the stock exchange where shares of the Company are listed.

Regd. Office:

"3-Ravipushp Apartment",
B/S Navneet House,
Memnagar, Ahmedabad-380 052
Gujarat

Place : Ahmedabad

Date : 04.09.2016

By order of Board of Directors
For SUN FINLEASE (GUJARAT) LIMITED

PARAG P. SHAH
Managing Director
(DIN: 00228965)

SUN FINLEASE (GUJARAT) LIMITED

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

The following statement sets out all material facts relating to certain Special Business mentioned in the accompanying Notice:

Item No. 3:

The Board of Directors of the Company at its meeting held on 1st August,2016 subject to the approval of Members, appointed Mr. Parag P. Shah as an Managing Director, for a period of 5 years with effect for 1st August,2016. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Parag P. Shah as a Managing Director and the remuneration payable to him. Terms of appointment and remuneration payable to Mr. Parag P. Shah is according to the agreement made between the company and Mr.Parag P. Shah (Managing Director).

The Board recommends this Resolution for your approval.

Except for Mr. Parag Shah, no other Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business

Item No. 4:

Mr. Mahendar Patel (DIN 07595767) was appointed as an Additional Director of the Company with effect from 23rd August, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mahendar Patel holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Mahendar Patel as a Non Executive Director.

Except for Mr. Mahendar Patel, no other Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

Item No. 5:

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some Articles in the existing AOA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AOA of the Company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be replaced in place of the existing AOA is based on Table F of Schedule I of the Companies Act, 2013, which sets out the model AOA for a company limited by shares and also carries forward certain provisions from the existing AOA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft AOA is available for inspection to the shareholders at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

The Board recommends this Resolution for your approval.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

Regd. Office:

"3-Ravipushp Apartment",
B/S Navneet House,
Memnagar, Ahmedabad-380 052
Gujarat

Place : Ahmedabad

Date : 04.09.2016

By order of Board of Directors
For SUN FINLEASE (GUJARAT) LIMITED

PARAG P. SHAH
Managing Director
(DIN: 00228965)

SUN FINLEASE (GUJARAT) LIMITED

ANNEXURE

Information about Director Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors eligible for the appointment and re-appointment are as follows:

Name of the Director	Mr. Parag Shah	Mr. Mahendar Patel
Director Identification Number (DIN)	00228965	07595767
Father's Name	Mr. Priyakant Shah	Mr. Ramanbhai Patel
Date of Birth	13/09/1961	24/11/1977
Educational Qualifications	Commerce graduate	Under Graduate
Experience/ Expertise	Mr. Parag P. Shah is associated with the Company since 2000. He possesses long and rich experience in finance business. As far as financial progress and positive growth are concerned, his contribution is worth appreciating as he is well versed with the finance activities, the Company has developed positive business relationships with all the concerns in his directorship	Mr. Mahendar Patel possess long and rich experience as a manager in corporate from last Seventeen Years.
Date of Appointment as Director	10/01/2000	23/08/2016
Relationship with other directors	N.A.	N.A.
Directorship in listed entities	None	None
Committee membership in listed entities	Three	None
Shareholding (No. of equity shares)	100	Nil

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id: sfgl.1988@gmail.com

ATTENDANCE SLIP

Members attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052 held on Thursday the 29th day of September, 2016 at 11:00 A.M.

Name of Member : _____

DP Id *	Folio No.
Client Id*	No of Shares

Name of Proxy : _____

Signature of Member / Proxy

NOTE:

- *Applicable for investors holding shares in dematerialized form.

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id- sfgl.1988@gmail.com

Form No. MGT-11

PROXY FORM

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

Name of member(s) :	Email Id :
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being a member(s) of _____ shares of Sun Finlease (Gujarat) Limited, hereby appoint:

1. Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or falling him

2. Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or falling him

3. Name : _____ Address : _____

E-mail Id : _____ Signature : _____ or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 28th Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 11:00 A.M. at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad- 380 052 and at any adjournment thereof in respect of such resolution as are indicated below:

P.T.O.

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id: sfgl.1988@gmail.com

Date:

To,
The Company Secretary
SUN FINLEASE (GUJARAT) LIMITED
3, Ravipushp Apartment,
Beside Navneet House,
Memnagar, Ahmedabad-380052
Dear Sir,

Sub: Updation of email address and registered address

Please register my email address and registered address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name : _____

Email Id : _____

Folio No. / DP Id : _____

Client Id : _____

Signature of the First named Shareholder

Name : _____

Address : _____

	Resolutions	Optional	
	Ordinary Business :		
1.	Adoption of Audited Financial Statements as on 31 st March, 2016.		
2.	Appointment of Auditors and fixing their remuneration		
	Special Business :		
3.	Appointment of Managing Director		
4.	Regularise Additional Director as Non Executive Director		
5.	Adoption of new set of Article of Association.		

Signed this _____ day of _____, 2016

Signature of the Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
requisite
Revenue
Stamp

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.