

# SUN FINLEASE (GUJARAT) LIMITED

(CIN. - L65910GJ1988PLC010293)

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

Phone No. (079) 27496313 Email id- [sfgl.1988@gmail.com](mailto:sfgl.1988@gmail.com)

Website: [www.sfgl.in.net](http://www.sfgl.in.net)

07<sup>th</sup> October, 2023

To,  
**Head - Listing & Compliance**  
**Metropolitan Stock Exchange of India Limited,**  
Agastya Corporate Park,  
Building A, Unit 205A, 2nd Floor,  
Piramal, Lal Bahadur Shastri Rd, Kurla West,  
Mumbai, Maharashtra 400070

**Symbol: SUNFIN**

Dear Sir,

Sub.: **Notice of Extra-Ordinary General Meeting along with Explanatory Statement**

Ref: **Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find attached the Notice of the Extra-Ordinary General Meeting of Sun Finlease (Gujarat) Limited of the Company scheduled to be held on Tuesday, 31<sup>st</sup> October 2023 at 04:00 P.M IST at the Registered office of the Company.

The Notice of the Extra-Ordinary General Meeting along with the Explanatory Statement is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories /RTA. The Notice of the Extra-Ordinary General Meeting along with the Explanatory Statement has been uploaded on the website of the Company i.e. [www.sfgl.in.net](http://www.sfgl.in.net).

You are requested to kindly take the same on your record and acknowledge the same.

Thanking you

For, **SUN FINLEASE (GUJARAT) LIMITED**



**Kalpesh Kumar Patel**  
**(Company Secretary and Compliance officer)**  
**Membership No.-A64129**  
**Encl: As above**

**SUN FINLEASE (GUJARAT) LIMITED  
(CIN: L65910GJ1988PLC010293)**

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

**Tel.: (079) 2749 6313 Email id: sfgl.1988@gmail.com Website: www.sfgl.in.net**

**NOTICE**

Notice is hereby given that Extraordinary General Meeting 1/ 2023-24 of the members of Sun Finlease (Gujarat)Limited will be held on Tuesday, 31<sup>st</sup>October, 2023at 04.00 P.M. at the Registered Office of the Company situated at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad, Gujarat-380052 to transact the following business:

**Special Business:**

**1. Change of Main Object Clause and deletion of Other Object Clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of the Section 4,13 and other applicable provision, if any, of the Companies Act, 2013 and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to alter clause III(A) i.e. main object clause of the Memorandum of Association of the Company by way of deleting and replacing the existing clauses no. 1 to 3 with new clause numbered as 1 which shall be read as under:

1. To carry on the business as wholesale and retail traders, dealers, agents, exporters, importers, factors, consignors and consignees of all kinds, types and sizes of articles, goods, merchandise and commodities including agricultural commodities such as Chana, Groundnut, Caster Seed, Soyabean, Muster Seeds, etc., and other commodities such as cement, building materials, hardware items, granite marble, stone, diamonds, metals scraps (ferrous and non-ferrous metals) precious metals such as Gold, Silver, Copper etc., non-alcoholic drinks, beverages and soft drinks food and foodstuffs, almonds, dyes and chemicals, medicines, coal and coke of all types of mining products, used machines, coil, spare parts, accessories, appliances, computer and peripherals and software, wood and laminated sheet and paper, telephone exchange and scrap plastic products and its articles, leather and leather goods, garden tools, textile and hosiery garments, salt, bromine, gypsum and housing fabricated goods and to organize marketing operations in India or abroad for sale of the household electronic products, Home Appliances, Gift articles, imitationJewellery, Readymade Garments, Leather and Plastic products and all types of consumer and industrial products.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 13 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Registrar of

Companies, Ahmedabad, Gujarat, the consent of the shareholder be and is hereby accorded to delete entirely the Other Objects Clause III i.e. Other Objects clause no. 1 to clause no. 33 of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the draft Copy of the altered Memorandum of Association of the Company as tabled before the Members at the Meeting duly initiated by the Chairman be and is hereby approved and adopted.

**RESOLVED FURTHER THAT** any one of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds matters and things as may be necessary for giving effect to the above resolution including making necessary alterations in the MOA of the Company and filing the required forms, etc. in this regards.”

**2. To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or reenactment(s) thereof for the time being in force, any other applicable Law(s), Regulation(s), Rule(s) or Guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and subject to the approval of the Registrar of Companies, Central Registration Centre (“the ROC-CRC”) and other Regulatory Authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from “SUN FINLEASE (GUJARAT) LIMITED” to “SUNPOINT TRADING LIMITED” or “SUNGROW TRADING GUJARAT LIMITED” or such other name as may be approved by the ROC-CRC and acceptable to the Board.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place the following new name or such other name as may be approved by ROC-CRC and acceptable to the Board.

“I. The Name of the Company is SUNPOINT TRADING LIMITED”.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Ahmedabad, consequent upon change of name, the old name “Sun Finlease (Gujarat) Limited” wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name “SUNPOINT TRADING LIMITED” or “SUNGROW TRADING GUJARAT LIMITED” or such other name as may be approved by ROC-CRC and acceptable to the Board.

**RESOLVED FURTHER THAT** any one of the Directors and the Key Managerial Personnel of the Company be and are hereby authorized severally to file all the necessary e-forms and / or returns and make an application in Form No. INC-24 and /

or any other e-form to the ROC and /or to Central Government, Stock Exchanges and / or other Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to the change of name of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors or Key Managerial Personnel of the Company be and are hereby, severally, authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as deem necessary, making application with Stock Exchange for the purpose of giving effect to this resolution.”

By Order of the Board  
**For, Sun Finlease (Gujarat) Limited**

**Date: 6<sup>th</sup> October, 2023**

**Place: Ahmedabad**

sd/-  
**(Kalpesh Patel)**  
**Company Secretary and**  
**Compliance Officer**  
**Membership No. A64129**

**Registered Office:**

3, Ravipushp Apartment, B/s. Navneet House Memnagar,  
Ahmedabaad-380052, Gujarat, India

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANY, LIMITED LIABILITY PARTNERSHIP OR ANY OTHER BODY CORPORATE, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY LETTER/POWER OF ATTORNEY, AS APPLICABLE, ISSUED BY THE MEMBER ORGANIZATION. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY, A CERTIFIED COPY OF BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**
2. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the EGM, pursuant to Section 113 of the Companies Act, 2013 at the

registered E-mail id of Company sfgl1988@gmail.com and Scrutinizer gaurav@ravics.com.

3. The Company has appointed M/s Bigshare Services Private Limited as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, Demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as

**Unit: Sun Finlease (Gujarat) Limited.**

**C/O. Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East, Mumbai - 400 059, Maharashtra

Phone No. (022) 62638200, Fax No. (022) 62638299

E-mail Address: investor@bigshareonline.com

4. Members are requested to notify immediately the change in address, if any, to the Company or to the Registrar and Transfer Agents (R&TA) or with their respective Depository Participants in case the shares are in electronic form.

**5. Voting through electronic means**

In compliance with 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 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Ltd. (CDSL) on all resolutions set forth in this Notice. The detailed process, instructions and manner for availing remote e-voting are enclosed with this notice.

6. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto (Items 1 to 2)
7. Relevant documents with respect to business mentioned in this notice would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.
8. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
9. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.

## REMOTE E-VOTING INSTRUCTIONS

The Business transacted as set out in the Notice may be transacted through remote e-voting system and Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on **Tuesday, 24<sup>th</sup> October, 2023** i.e. on the Cut-off date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on **Saturday, 28<sup>th</sup> October, 2023 at 9.00 a.m.** and will end on **Monday, 30<sup>th</sup> October, 2023 at 5.00 p.m.** The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Gaurav Vesasi, Practicing Company Secretary (Membership No. F-7544) to act as the scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.

### **The instructions for members for voting electronically are as under: -**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL remote e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday 28.10.2023 9.00 A.M.** and ends on **Monday 30.10.2023 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday 24.10.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**,

**by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |

|   |  |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>                               | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period .</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>   |

**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. CDSL and NSDL**

| <b>Login type</b>   | <b>Helpdesk details</b>   |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30          |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>  |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                 |
| Dividend Bank Details<br><b>OR</b> 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. <ul style="list-style-type: none"> <li>● 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 (v).</li> </ul> |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <SUN FINLEASE (GUJARAT) LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [gaurav@ravics.com](mailto:gaurav@ravics.com) and [sfgl.1988@gmail.com](mailto:sfgl.1988@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 Aadhaar Card) by email to [sfgl.1988@gmail.com](mailto:sfgl.1988@gmail.com), or [RTA\\_investor@bigshareonline.com](mailto:RTA_investor@bigshareonline.com)
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**OTHER INSTRUCTIONS:**

- The Voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.

The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.apollo.co.in](http://www.apollo.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE and NSE listing portal.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.1:**

The members of the Company be informed that as the Company was no longer intending to pursue any Non-Banking Financial Activity therefore Company hadfiled an application to surrender it's Certificate of Registration ("COR") to carry on the business as Non-Banking Finance Company with Reserve Bank of India ("RBI").The RBI has approved the said application and passed an order on 20<sup>th</sup> September, 2023 for cancellation of the said COR issued to the Company by giving direction to the Company to alter it'smain object clause of Memorandum of Association ("MoA") of the Company and to change of name of the Company.

In order to give the effect to the above order of RBI, it is proposed to alter the main object clause of the MoA of the Company by deleting the existing clauses no. 1 to 3 and adopting the new main object clause no. 1.

The Board at its meeting held on 6<sup>th</sup>October, 2023 has approved alteration of the MoA of the Company and the Board now seek Members' approval for the same.

The members of the Company are hereby informed that the provisions of the Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MoA") for companies limited by shares. Accordingly, with a view to align the existing MoA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter or delete Clause III (C) – Other Objects entirely.

The proposed alteration of main object clause and other object deletion requires the approval of shareholders by passing Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the altered MoA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

### **Item No. 2:**

The Board of Directors of the Company had, in its meeting dated 6<sup>th</sup>October, 2023 approved the proposal of change of name of the Company from "Sun Finlease (Gujarat) Limited" to the new name SUNPOINT TRADING LIMITED or SUNGROW TRADING GUJARAT LIMITED" or such other name as may be approved by the Registrar of Companies, Central Registration Centre and acceptable to the Board.

As a result of the change in the name, Clause I of the Memorandum of Association and Name in the Articles of Association of the Company are also required to be suitably amended.

For the aforesaid purpose in compliance with the provisions of Regulation 45 of the SEBI (LODR) Regulations, 2015 ('the Regulations'), a Certificate has been issued by the practicing Chartered Accountant certifying that the conditions mentioned in Regulation 45 (1) of the Regulations has been complied with – enclosed as Annexure-I with this Notice.

Company has also obtained a certificate from Mr. Kalpesh Patel, Company Secretary of the Company confirming the compliance with the conditions of Regulation 45 of the SEBI LODR Regulations, 2015. The said certificate is also enclosed as Annexure-II with this notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

By Order of the Board  
**For, Sun Finlease (Gujarat) Limited**

**Date: 6<sup>th</sup> October, 2023**

**Place: Ahmedabad**

sd/-  
**(Kalpesh Patel)**  
**Company Secretary and**  
**Compliance Officer**  
**Membership No. A64129**

**Registered Office:**

3, Ravipushp Apartment, B/s. Navneet House Memnagar,  
Ahmedabaad-380052, Gujarat, India

**SUN FINLEASE (GUJARAT) LIMITED**

**(CIN: L65910GJ1988PLC010293)**

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

**Tel.: (079) 2749 6313 Email id: sfgl.1988@gmail.com Website: www.sfgl.in.net**

**FORM NO. MGT-11**

**PROXY FORM**

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

Name of the member(s): .....

Registered Address: .....

E-mail Id: .....

Folio No. / Client ID: .....

DP Id: .....

I/We, being the member (s) of ..... equity shares of the SUN FINLEASE  
(GUJARAT) LIMITED, hereby appoint:

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him;

whose signatures are appended below, as my/our proxy to attend and vote (on a poll/insta-poll) for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the members of SUN FINLEASE (GUJARAT) LIMITED ('the Company'), to be held on Tuesday, the 31<sup>st</sup> October, 2023 at 04.00 P.M. at the registered office of the Company situated at 3, Ravipushp Apartment, B/s. Navneet House Memnagar, Ahmedabad -380052.

| Sr. No.                  | Resolutions  |
|--------------------------|--|
| <b>Special Business:</b> |  |
| 1.                       | Change of Main Object Clause and Deletion of Other Object Clause of the Memorandum of Association of the Company( <b>Special Resolution</b> )                            |
| 2.                       | To change of name of the Company and alteration of Memorandum of Association and Articles of Association for change of name of the Company ( <b>Special Resolution</b> ) |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

|                     |
|---------------------|
| Affix Revenue Stamp |
|---------------------|

Signature of the member

Signature of proxy holder

Notes:

- \*1. Please put a '√' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Please complete all details including details of member(s) before submission.
2. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at least 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**SUN FINLEASE (GUJARAT) LIMITED  
(CIN: L65910GJ1988PLC010293)**

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

**Tel.: (079) 2749 6313 Email id: sfgl.1988@gmail.com Website: www.sfgl.in.net**

**ATTENDANCE SLIP**

**[To be presented at the entrance]**

Extraordinary General Meeting on Tuesday, 31<sup>st</sup> October, 2023 at 11.00 A.M. at  
Registered Address 3, Ravipushp Apartment B/s. Navneet House Memnagar, Ahmedabad  
-380052. (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.)

Folio No. .... OR

DP ID No. .... Client ID .....

Name of the Member/ Proxy Holder.....

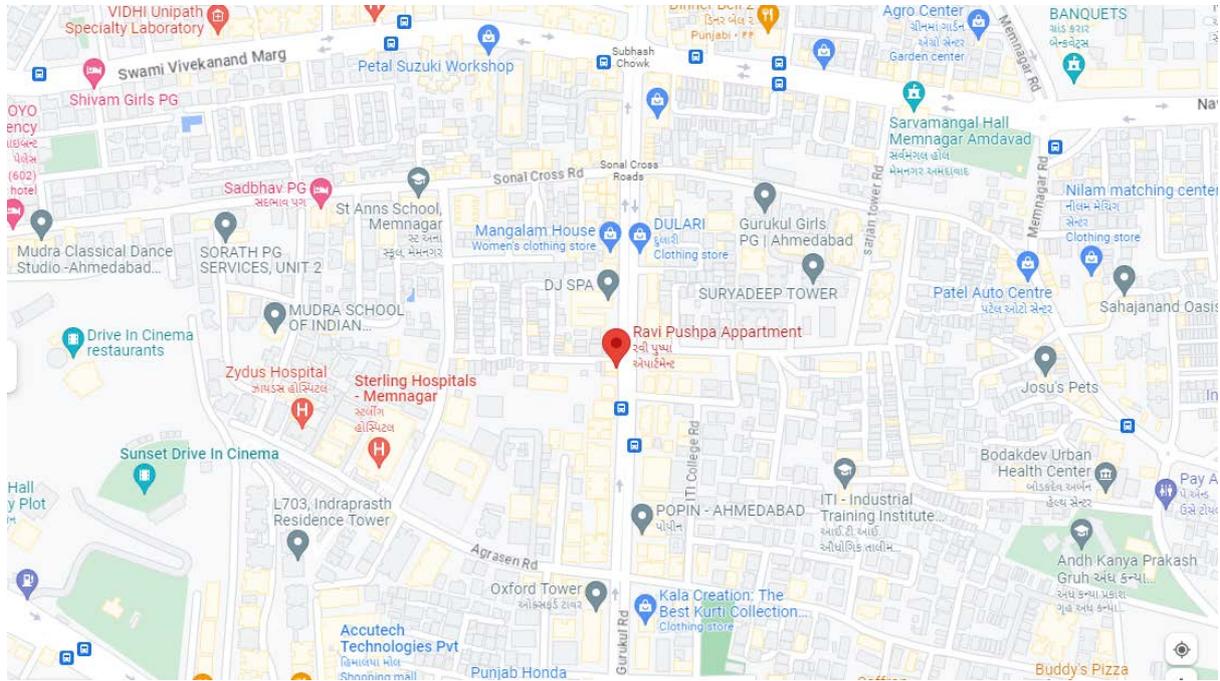
Signature.....

I / We hereby record my / our presence at the Extra-ordinary General Meeting of the  
members of SUN FINLEASE (GUJARAT) LIMITED ('the Company') held on Tuesday, 31<sup>st</sup>  
October, 2023, at 04.00 P.M. at the Registered Office of the Company at  
\_\_\_\_\_.

**Notes:**

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the notice of this extra ordinary  
general meeting for reference at the Meeting.

## Route map to the Venue of EGM:





# PRINCE K DOSALIYA & CO

## CHARTERED ACCOUNTANTS

(ACA, B.Com)

TO,  
**THE BOARD OF DIRECTORS,**  
SUN FINLEASE (GUJARAT) LIMITED  
CIN : L65910GJ1988PLC010293  
3, Ravi Pushp Appartment, B/s Navneet House,  
Memnagar, Ahmedabad - 380052

We, M/s. Prince K Dosaliya & Co, Practicing Chartered Accountants, Ahmedabad have examined the relevant records of SUN FINLEASE (GUJARAT) LIMITED (CIN : L65910GJ1988PLC010293)(hereinafter referred to as "the Company") and information provided by the management of the Company in relation to issue a certificate of compliance with the conditions at the Sub regulation (1) of the Regulation 45 of the SEBI (Listing obligation and disclosure requirements) Regulations,2015 (hereinafter referred to as "SEBI LODR") for Change of the Name.

As informed to us while cancelling the registration of the Company as NBFC, Reserve Bank of India has directed the Company to change its business activity and accordingly, Company has decided to change its main object clause of the Company and also decided to change its name.

The first proviso of Regulations 45 of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015, which states that:

**"Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013."**

Accordingly, in view of the above provision Company is required to change its name within six months from the change in its business activity, with such name which would reflect its main activity.

Therefore, in our view, proposed Change of name is in compliance with the provisions of Regulation 45 of SEBI LODR.





# PRINCE K DOSALIYA & CO

## CHARTERED ACCOUNTANTS

(ACA, B.Com)

This certificate is issued on the basis of specific request received by the Company and upon verification of relevant documents / records produced before us by the Company.

For Prince K Dosaliya & Co  
Chartered Accountant

*Prince*

CA Prince K Dosaliya  
Proprietor

Mem No : 180626

FRN : 145896W

UDIN : 23180626BGWLOU2107

Date : 06/10/2023  
Place : Ahmedabad



**SUN FINLEASE (GUJARAT) LIMITED**

**(CIN: L65910GJ1988PLC010293)**

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

**Tel.: (079) 2749 6313 Email id: sfgl.1988@gmail.com Website: www.sfgl.in.net**

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**TO,**

**Metropolitan Stock Exchange of India Limited,**

Building A, Unit 205A, 2nd Floor,

Piramal Agastya Corporate Park,

L. Lal Bahadur Shastri Rd, Kurla West,

Mumbai, Maharashtra 400070

I, Kalpesh Patel, Company Secretary of SUN FINLEASE (GUJARAT) LIMITED (hereinafter referred to as "the Company") do hereby certify and confirm in relation to issue a certificate of compliance with the conditions at the Sub regulation (1) of the Regulation 45 of the SEBI (Listing obligation and disclosure requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR") for Change of the Name.

While cancelling the registration of the Company as NBFC, Reserve Bank of India has directed the Company to change its business activity and accordingly, Company has decided to change its main object clause of the Company and also decided to change its name.

The first proviso of Regulations 45 of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015, which states that:

**"Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013."**

Accordingly, in view of the above provision Company is required to change its name within six months from the change in its business activity, with such name which would reflect its main activity.

Therefore, in my view, proposed Change of name is in compliance with the provisions of Regulation 45 of SEBI LODR.

**Date: 30.09.2023  
Place: Ahmedabad**

**For, Sun Finlease (Gujarat) Limited**



**(Kalpesh Patel)  
Company Secretary and  
Compliance Officer  
Membership No. A64129**