

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNGARNER ENERGIES LIMITED WILL BE HELD ON THURSDAY, 17<sup>TH</sup> AUGUST, 2023 AT 01.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT PLOT NO. 113, UDYOG KENDRA-II, GREATER NOIDA, GAUTAM BUDH NAGAR UTTAR PRADESH - 201306 INDIA TO TRANSACT THE FOLLOWING BUSINESS:

---

ORDINARY BUSINESS:

**Item 1:** To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

**Item 2:** To appoint a Director in place of Ms. Snigdha Tiwari (DIN: 08292988), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Snigdha Tiwari (DIN: 08292988) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**Item 3-** To appoint Statutory Auditors and 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), M/s Kapish Jain & Associates (Chartered Accountants, New Delhi (Firm Registration Number: 022743N) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this 8<sup>th</sup> General Meeting (“AGM”) till the conclusion of the 13<sup>th</sup> AGM to be held in the year 2028, at such remuneration plus out of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

**Item No. 4:** Regularization of Ms. Sudha Singh (DIN: 09803844) as an Independent Director of the Company to Consider and, if thought fit, to pass the following resolution(s) as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Sudha Singh (DIN: : 09803844), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 29<sup>th</sup> November, 2022 and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 17<sup>th</sup> August, 2023 to 16<sup>th</sup> August, 2028;

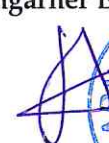

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.

**Item No. 5:** Regularization of Mr. Rajnish Gaur (DIN: 06369085) as an Independent Director of the Company to Consider and, if thought fit, to pass the following resolution(s) as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act including and statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Rajnish Gaur (DIN: 06369085), who was appointed as an Additional Director, designated as Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from 29<sup>th</sup> November, 2022 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 17<sup>th</sup> August, 2023 to 16<sup>th</sup> August, 2028;

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution.

For and on behalf of the Company  
Sungarner Energies Limited

  
  
Sumit Tiwari  
Managing Director  
DIN: 07047276

Date: 25.07.2023  
Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should 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.

2. Members and Proxies should bring the attendance slip duly filled-in for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days up to the date of the Annual General Meeting.
4. Members are requested to notify change in address, if any, immediately to the Company.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all the documents referred to in the accompanying notice and explanatory statement shall be available for inspection at the registered office of the Company during the office hours on all working up to the date of the Annual General Meeting.
7. The proxy form, attendance slip and route map along with prominent landmark for easy location to reach the venue of above mentioned Annual General Meeting is attached herewith.

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

The Board of Directors appointed Ms. Sudha Singh (DIN: 09803844) and Mr. Rajnish Gaur (DIN: 06369085) as Additional non-executive Independent Directors of the Company w.e.f. 29<sup>th</sup> November, 2022.

Pursuant to the provisions of Section 161(1) of the Act, Ms. Sudha Singh (DIN: 09803844) and Mr. Rajnish Gaur (DIN: 06369085) shall hold office up to the date of ensuing Annual General Meeting.

Ms. Sudha Singh (DIN: 09803844) and Mr. Rajnish Gaur (DIN: 06369085) have given their declarations to the Board that they are eligible to be appointed as a Director in terms of Section 164 & 149 of the Act. They have also given their consent to act as a Director under section 152 of the Companies Act, 2013.


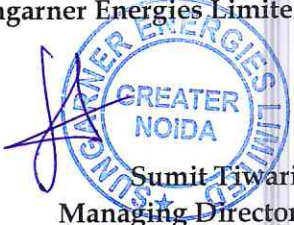
Accordingly, the Board recommends the appointment & regularization of Ms. Sudha Singh (DIN: 09803844) and Mr. Rajnish Gaur (DIN: 06369085) as Directors, as proposed in the resolution set out in Item No. 4 and 5 for the approval by the Members of the Company.

The documents related to the aforesaid resolution, shall be open for inspection (in physical or electronic form) by the Members at the Registered Office of the Company during normal business on all working days up to date of Annual General Meeting.

None of the other Directors or Key Managerial Personnels of the Company and/or their respective relative is, in any way, concerned or interested or otherwise, in the proposed resolutions.

The Board therefore, submits the item No. 4 & 5 for your consideration and recommends it to be approved as Special Resolution.

For and on behalf of the Company  
Sungarner Energies Limited

  
  
Sumit Tiwari  
Managing Director  
DIN: 07047276

Date: 25.07.2023  
Place: New Delhi

ATTENDANCE SLIP

Sungarner Energies Limited

CIN: U34100DL2015PTC279632

Corporate Office: Plot No. 113, Udyog Kendra-II, Greater Noida, Gautam Budh Nagar,  
Uttar Pradesh - 201306 India

Email Id: cwgmbs@gmail.com

---

**08<sup>th</sup> Annual General Meeting**

I, we hereby accord my/our presence at the 08<sup>th</sup> Annual General Meeting of the Company at Plot No. 113, Udyog Kendra-II, Greater Noida, Gautam Budh Nagar, Uttar Pradesh - 201306 India to be held on 17<sup>th</sup> August, 2023 AT 01.00 P.M. IST.

.....  
Member Folio No      Member's/ Proxy Name in Capital Letters      Members/Proxy  
Signature

**Note:**

Please complete the Folio No. and name, sign the attendance slip and handover at the attendance verification counter at the meeting hall.

**FORM MGT - 11**  
**PROXY FORM**

Sungarner Energies Limited  
CIN: U34100DL2015PTC279632  
Corporate Office: Plot No. 113, Udyog Kendra-II, Greater Noida, Gautam Budh Nagar,  
Uttar Pradesh - 201306 India  
Email Id: cwgmbs@gmail.com

---

I/We being the member(s) of ..... Equity Shares of the above named company appoint:

- 1) Name: .....  
Address .....  
Email ID ..... Signature.....or  
falling him;
- 2) Name: .....  
Address .....  
Email ID ..... Signature.....

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 08<sup>th</sup> Annual General Meeting of the Company to be held at Plot No. 113, Udyog Kendra-II, Greater Noida, Gautam Budh Nagar, Uttar Pradesh - 201306 India on 17<sup>th</sup> August, 2023 at 01.00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	ASSENT	DISSENT
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors.		
2.	To appoint a Director in place of Ms. Snigdha Tiwari (DIN: 08292988), who retires by rotation, and being eligible, offers herself for re-appointment.		
3.	Regularization of Ms. Sudha Singh (DIN: 09803844) as an Independent Director of the Company		
4.	Regularization of Mr. Rajnish Gaur (DIN: 06369085) as an Independent Director of the Company		

Signed this ..... day of ..... 2023

Affix Revenue  
Stamp of Rs. 1

Signature of Shareholder .....

Signature of Proxy holder .....

**Notes:**

1. 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.
2. For the resolutions, explanatory statements and notes please refer to the Notice of 08<sup>th</sup> Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

## ROUTE MAP FOR AGM VENUE

**Sungarner Energies Limited**

**CIN: U34100DL2015PTC279632**

**Corporate Office: Plot No. 113, Udyog Kendra-II, Greater Noida, Gautam Budh Nagar,  
Uttar Pradesh - 201306 India**

