

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that Extra-Ordinary General Meeting of members of **SUNKIND INDIA PRIVATE LIMITED** will be held on Monday, the 05th May, 2025 at 11:00 AM at, DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004 to transact the following business:

Special Business:

Item No. 1

CONVERSION OF THE COMPANY FROM A “PRIVATE LIMITED COMPANY” TO A “PUBLIC LIMITED COMPANY” INCLUDING CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION

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 13, 14, 18 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) as amended from time to time read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, and subject to the approval of the Registrar of Companies and other regulatory authorities as may be applicable, the consent of the Shareholders of the company be and is hereby accorded for the conversion of the company from a “Private Limited Company” into a “Public Limited Company” and consequently the name of the company be and is hereby changed from “**SUNKIND INDIA PRIVATE LIMITED**” to “**SUNKIND INDIA LIMITED**” by deletion of the word ‘PRIVATE’ before the word ‘LIMITED’ from the name of company.

RESOVLED FURTHER THAT pursuant to the provisions of the Section 13 and 14 and other applicable provisions if any of the Companies Act, 2013 and rules made there under as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof) for the time being in force, read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the Registrar of Companies and other regulatory authorities as may be applicable, the consent of the Shareholders of the company be and is hereby accorded to substituting the “**Clause I**” (Name Clause) of the Memorandum of Association of the Company with the following:

“**I. The name of the Company is SUNKIND INDIA LIMITED**”.

RESOLVED FURTHER THAT the word “Private” wherever it appears in Memorandum of Association and Articles of Association of the Company, letter heads, name plates and at any other including any registration/certifications and at all the documents of the Company, be deleted / got updated with connected authorities.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 14 and other applicable provisions if any of the Companies Act, 2013 and rules made there under as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the Registrar of Companies and other regulatory authorities as may be applicable, and pursuant to the conversion of the Company to “Public Limited”, the consent of the Shareholders of the company be and is hereby accorded to adopt new set of Articles of Association of the Company as applicable for Public Limited Company.



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Sunkind India Private Limited (Registered Office)

904, 9th floor, Tower 1, DLF Corporate Greens, Southern Peripheral Road, Gurugram, Haryana 122004

CIN No. U40106HR2019PTC082656



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the board of directors of the company be and is hereby authorized severally for and on behalf of the Company to sign and file e-Form MGT-14, INC-27 and any other relevant forms or documents with the Registrar of Companies or any other authority as may be required for giving effect to the above resolutions; to make necessary applications and filings, and take all such steps, actions, and deeds as may be required or deemed expedient to give effect to the aforesaid resolutions, including making modifications or amendments as may be required by any statutory or regulatory authority, and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further concurrence of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
SUNKIND INDIA PRIVATE LIMITED

For SUNKIND India Private Limited

Director / Authorized Signatory

(HANISH GUPTA)

(Director)

DIN: 02194659

**Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011**

Place : Gurgaon

Dated : 25/04/2025



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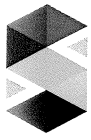


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NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint one proxy to attend and vote on a poll to instead of themselves and the proxy need not to 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.
2. Proxies in order to be effective should be received at the registered office of the company not less than 48 hours before the time fixed for the meeting.
3. Pursuant to provisions of section 105 of the companies act, 2013, read with the applicable rules thereon, 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 may appoint a single person as proxy and such person shall not act as a proxy for any other member.
4. A proxy may not vote except on a poll.
5. Members/proxies are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the company for admission to the meeting venue.
6. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the extra ordinary general meeting.
7. 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, etc. From the company electronically.
8. Explanatory statement pursuant to section 102 of the companies act, 2013 is annexed hereto and forms part of this notice.
9. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the company on all working days, during working hours up to the date of meeting.
10. Queries proposed to be raised at extra- ordinary general meeting may be sent to the company at its registered office or at hanishgupta@sunkind.in by not less than forty-eight hours prior to the date of EGM to enable the management to compile the relevant information to reply the query in the meeting.
11. Any change in member's communication address is to be communicated to the company immediately so that any correspondence may be dispatched to the members



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

ITEM NO. 1 – CONVERSION OF THE COMPANY FROM A PRIVATE LIMITED COMPANY TO A PUBLIC LIMITED COMPANY INCLUDING CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the proposed Special Resolution mentioned in the accompanying notice:

The company was incorporated as a Private Limited Company on 19th September 2019 within the meaning of Companies Act, 2013. The Company has been considering a strategic initiative to raise funds from the capital markets, enhance its corporate visibility, and support its long-term growth plans, which include a proposed listing of the Company's equity shares on the SME Platform of a recognized stock exchange. As part of this initiative, the Board of Directors in their meeting held on 25th April, 2025, has proposed and approve to convert the Company from a **“Private Limited Company”** to a **“Public Limited Company”** subject to the approval of shareholders of the company at an Extra Ordinary General Meeting.

The conversion of the Company to a public limited company is a necessary statutory requirement for the proposed Initial Public Offering (IPO) of the Company on the SME Platform, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The conversion is a critical step toward enabling the Company to access capital markets and raise funds to support its business expansion and growth plans. After considering the expanded business activities of the Company and its future expansion plans, the Board of Directors of the Company are of the view that converting the Company into a Public Limited Company will better position the Company to approach the public for equity participation.

Accordingly, it is proposed to delete the word “Private” wherever appearing from the name of the Company by alteration of its Memorandum of Association of the Company and adoption of new set of Articles of Association of the Company as set out in the above resolution so as to suit the requirements of the Public Limited Company.

In compliance with provisions of Section 13, 14 & 18 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the approval of the Members are sought by way of Special Resolution for change of name clause and adoption of new set of Articles of Association.

A copy of the altered Memorandum of Association and new set of Articles of Association of the Company to be adopted in substitution of the existing AOA would be available for inspection at the registered office of the Company during business hours on all working days up to and including the date of Extraordinary General Meeting.

The Board recommends this resolution for the approval of the members by way of Special Resolution as set out at item No. 1.



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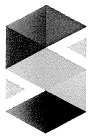
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None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives, are in any way, directly or indirectly concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the company.

By Order of the Board of Directors
SUNKIND INDIA PRIVATE LIMITED

For SUNKIND India Private Limited


Director / Authorized Signatory

(HANISH GUPTA)

(Director)

DIN: 02194659

**Address: Coral 702, The Verandas Golf Course Road,
Gurgaon Sector 54, Gurgaon, Haryana-122011**

Place : Gurgaon

Dated : 25/04/2025



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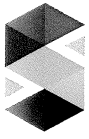


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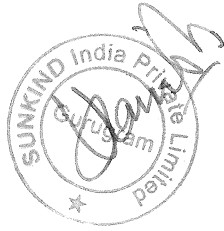
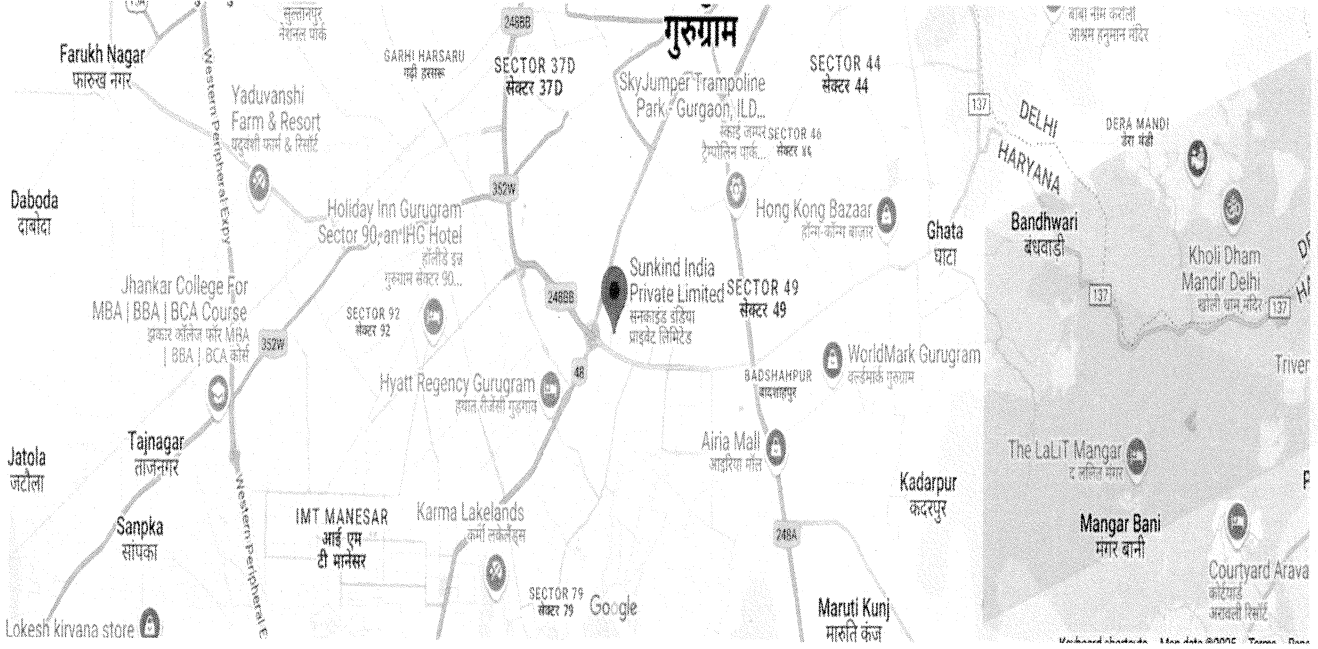


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Google Map of address of venue of meeting is pasted below:

Venue of the 02/2025-26 Extra Ordinary General Meeting of Sunkind India Private Limited to be held on Monday, the 05th Day of May, 2025, at 11:00 AM including route map and prominent land mark are as follows:



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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]
Extra Ordinary General Meeting of Sunkind India Private Limited – 05th May, 2025

CIN	
Name of the company	
Registered office	

Name of Member(s):					
Registered Address:					
Folio No./Client Id:		DP ID:		E-mail ID	

I/We, being the member(s) of shares of the above-named Company, hereby appoint:

1.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her
2.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her
3.	Name:		Address:		
	E mail Id:		Signature:		or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, 05.05.2025 at 11:00 AM at DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2)		
		(Please mention no. of share)		
		For	Against	Abstain
1)	Conversion of the Company from a "Private Limited Company" to a "Public Limited Company" including consequential amendments in the Memorandum and Articles of Association.			

Signed this day of 2025.

Signature of Shareholder

Signature of Proxy holder(s)

Affix a
Re.1/-
Revenue
Stamp

Notes:

- This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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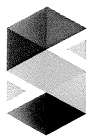
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ATTENDANCE SLIP

Extra Ordinary General Meeting of Sunkind India Private Limited – 05th May, 2025

(Please fill attendance slip and hand it over at the entrance of the meeting hall.)

1. Full name of the Shareholder/ Proxy/Authorized Representative:
2. Folio No. /Client Id: DP IL..... E-mail I.....
3. If Proxy/Authorized Representative, Full Name of Shareholder:

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 05.05.2025 at 11:00 AM at DCG1-0904, 9th Floor DLF Corporate Greens, Sector-74A Gurgaon, Narsinghpur, Gurgaon, Narsinghpur, Haryana, India, 122004

Signature of the Shareholder/ Proxy Holder/Authorized Representative

Note: This attendance slip is to be handover at the entrance of the Meeting Hall.



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