



SUNFLAME ENTERPRISES PRIVATE LIMITED

Regd. Office: Khasra No. 72/ 4/ 7, Mundka Industrial Area (North Side) Village Ghevra,
Mundka New Delhi, West Delhi, Delhi – 110041
CIN: U74899DL1984PTC018992
Ph: (0129) 42 66 999, E-mail: sunflame@sunflame.com

Notice is hereby given that the 40th Annual General Meeting (“AGM”) of Sunflame Enterprises Private Limited will be held at the Registered Office of the Company at Khasra No. 72/4/7, Mundka Industrial Area (North Side) Village Ghevra, Mundka, New Delhi – 110 041 on Friday, August 23, 2024, at 02.00 P. M. IST, to transact the following businesses.

ORDINARY BUSINESS

- 1.** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 and Reports of the Auditors and Board of Directors thereon.
- 2.** To appoint a director in place of Mr. Mithun K. Chittilappilly (DIN: 00027610), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To ratify the remuneration payable to Cost Auditors for F.Y. 2024-25

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 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) excluding applicable taxes and reimbursement of out-of-pocket expenses, payable to A. G. Agarwal & Associates, Cost Accountants (Registration No. 000531), for conducting cost audit of the Company for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

4. To consider and approve appointment of Mr. George Muthoot Jacob (DIN: 00018955), as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, Mr. George Muthoot Jacob (DIN: 00018955) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 06 , 2024, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 read with Schedule IV and other applicable provisions of the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and as recommended by the Board of Directors of the Company Mr. George Muthoot Jacob (DIN: 00018955), who meets the criteria of Independence, be appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term with effect from May 06 , 2024 for a period of five years on such terms and conditions as set out in Explanatory Statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, proper, expedient or desirable to give effect to this Resolution.”

By order of the Board
For **Sunflame Enterprises (P) Ltd.**

Sd/-

Mithun K Chittilappilly
Chairman
DIN: 00027610

Kochi
06.05.2024

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to item under Special Businesses to be transacted at the 40th AGM is annexed hereto.
2. **A member entitled to attend and vote at the AGM is entitled to appoint another person as a proxy to attend and vote at the meeting on his/ her behalf and such proxy need not be a member of the Company.**
3. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of the meeting. The form for appointment of proxy (MGT-11) is attached herewith.
4. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days' notice in writing of the intention so to inspect is given to the company.
5. Members who wish to seek/ desire any further information/ clarification on the financial statements at the meeting are requested to send their queries at least 48 hours in advance of the date of the meeting to the registered office.
6. Corporate Members are required to send by e-mail a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
7. The Members/Proxies are requested to fill in and sign Attendance Slip for attending the meeting. The attendance slip is attached herewith.
8. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days between 10:00 am to 5:00 pm up, from the date of dispatch of this notice until the date of the AGM and shall also be available for inspection by members at the Meeting.
9. Route map of the venue of AGM including prominent landmark for easy location is enclosed with the notice of AGM.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 3:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost records audited by a Cost Accountant in Practice.

The Board of Directors in its meeting held on May 06, 2024 had approved the appointment of M/s. A. G. Agarwal & Associates, Cost Accountants (Registration No. 000531), as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2024-25. The Board also approved payment of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out-of-pocket expenses.

Pursuant to sub section (3) of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the Board recommends the resolution set out at Item no. 3 of this Notice for the approval of the members by way of Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the Financial Year 2024-25.

None of the Directors and Key Managerial Personnels of the Company including their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

The Board in its meeting held on May 06, 2024, considered and approved the appointment of Mr. George Muthoot Jacob as an Additional Director of the Company w.e.f May 06, 2024 and recommended to the shareholders of the Company for their consideration and approval, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013. The Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. George Muthoot Jacob (DIN: 00018955) for the office of Director of the Company. Further, the Company has also received consent from Mr. George Muthoot Jacob pursuant to Section 152 of the Companies Act, 2013 along with other necessary disclosures. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received a declaration from him stating that he has not been debarred from holding the office of Director and meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. George Muthoot Jacob is registered with the database of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA). He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the IICA.

In the opinion of the Board, Mr. George Muthoot Jacob (DIN: 00018955) fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 & rules made thereunder, and he is independent of the management. Also, the Board acknowledges him as a person of integrity, possessing relevant skills, expertise, and experience.

He has expertise in the areas of General Management, Legal, Finance, Marketing, Risk Management etc. The Board is of the opinion that the Company would benefit immensely from his professional experience and expertise.

In line with the aforesaid provisions of the Companies Act, 2013 and varied experience of Mr. George Muthoot Jacob (DIN: 00018955), the Board recommends the Special Resolution set out at Item No. 4 of this Notice for the approval by the members.

Other than Mr. George Muthoot Jacob (DIN: 00018955) and his relatives, none of the Directors and Key Managerial Personnels of the Company including their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

By order of the Board
For **Sunflame Enterprises (P) Ltd.**

Sd/-

Mithun K Chittilappilly
Chairman
DIN: 00027610

Kochi
06.05.2024

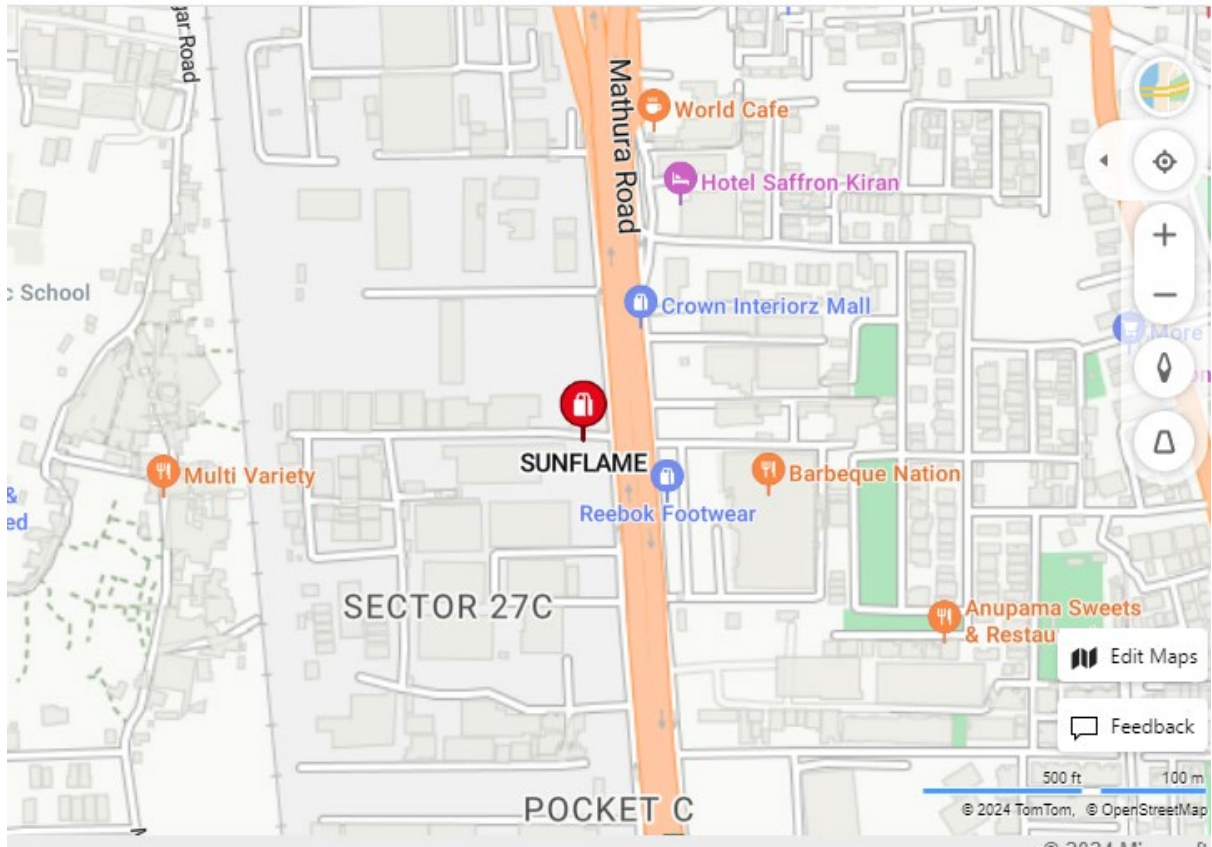
Details of Directors seeking appointment/re-appointment at the 40th AGM of the Company in pursuance to Secretarial Standard-2 on General Meetings

Name of the Director	Mr. Mithun K Chittilappilly	Mr. George Muthoot Jacob
Date of Birth & Age	02.09.1980 43 Years	16.08.1983 41 Years
DIN & Nationality	00027610 Indian	00018955 Indian
Date of first appointment on the Board	12.01.2023	N.A
Qualification	MBA (Finance & Marketing)	B.A. LLB (Hons.), LLM and Masters in Management
Experience in specific functional areas	Mr. Mithun K Chittilappilly is the Managing Director of V-Guard Industries Ltd., the holding Company, for the past 12 years. He has an immense expertise in electrical, electronic and electro-mechanic industries.	Mr. George holds a Masters degree in Law from the University of Warwick, UK and has completed Masters in Management from CASS Business School, London. He is on the Board of various companies of Muthoot Group such as Muthoot Vehicle & Asset Finance Limited, Muthoot Securities Ltd., Muthoot Broadcasting Pvt. Ltd., apart from many others.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
No. of shares held in the Company	Holding as on March 31, 2024 is one Hundred equity shares and he is holding the same as registered owner on behalf of the holding Company.	Nil
Number of meetings of the Board attended during the Financial Year 2023-24	5	N.A
Terms and conditions of appointment/ re-appointment along with details of remuneration sought to be paid	He is seeking reappointment under the provisions of Section 152 of the Companies Act, 2013. Remuneration sought to be paid: N.A	Pursuant to the recommendation of Board of Directors in their meeting held on May 06, 2024, approval of the shareholders of the Company is sought for appointment of Mr. George Muthoot Jacob (DIN: 00018955), as an Independent Director on the Board of the Company to hold office for a term of five years effective from May 06 , 2024. As per the provisions of Section 152 of the Companies Act, 2013, he is not liable to retire by rotation. Remuneration sought to be paid: N.A

Details of last drawn remuneration	N. A.	N.A
Other Directorship	<ol style="list-style-type: none"> 1. V Guard Industries Limited 2. V-Guard Consumer Products Limited 3. V- Guard Foundation (Section 8 Company) 4. V-Star Creations Pvt Ltd 	<ol style="list-style-type: none"> 1. Muthoot Aurum Private Limited 2. Muthoot Finance Limited 3. V Guard Industries Limited 4. Belstar Microfinance Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Muthoot Money Limited 7. Muthoot Securities Limited 8. Emsyne Technologies Private Limited 9. Xandari Hospitality Services Private Limited 10. Emgee Muthoot Nidhi Limited 11. Muthoot Broadcasting Private Limited 12. Vatul Plantations Private Limited 13. Green Guardians Organic Farms and Exports Private Limited 14. Udeli Rubber and Plantations Private Limited 15. Halaval Rubber & Plantations Private Limited 16. Kasal Rubber & Plantations Private Limited 17. Geobros Properties and Realtors Private Limited 18. MMG Credit Marketing Services Private Limited 19. Venus Diagnostics Ltd
Membership/ Chairmanship of Committees	<p>Chairmanship in Committees: Corporate Social Responsibility Committee</p> <p>Membership Details:</p>	<p>Chairmanship in Committees: NIL</p> <p>Membership Details: 1) Holding membership in the Audit Committee, Stakeholders Relationship Committee,</p>

	<p>1) Holding membership in the Audit Committee, Stakeholders Relationship Committee, Risk & ESG Committee and Investment Committee.</p>	<p>Risk Management Committee and IT Strategy Committee of Muthoot Vehicle & Asset Finance Limited.</p> <p>2) Holding Membership in the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk & ESG Committee of V-Guard Industries Limited.</p> <p>3) Holding membership in Stakeholders Relationship Committee of Muthoot Finance Limited.</p> <p>4) Holding membership in Nomination and Remuneration Committee of Belstar Microfinance Limited.</p>
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Route Map to the venue of AGM



ATTENDANCE SLIP
SUNFLAME ENTERPRISES PRIVATE LIMITED
CIN: U74899DL1984PTC018992
Registered Office: Khasra No. 72/4/7, Mundka Industrial Area (North Side) Village
Ghevra, Mundka, New Delhi – 110 041

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

I hereby record my presence at the 40th AGM of the Company held at the registered office of the Company at Khasra No. 72/4/7, Mundka Industrial Area (North Side) Village Ghevra, Mundka, New Delhi – 110 041 on Friday, August 23, 2024 at 02.00 P. M.

Member's/ Proxy's Name	
Member's/proxy's Signature	
No. of Shares	
Folio No./ DP Id No*/ Client Id Number*	

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTIONS, SEE AS UNDER)

NOTICE:

1. Shareholders/ Proxy holders are requested to bring the attendance slip with them when they come to the meeting and hand it over at the gate after affixing their signatures on it.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the Company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.
4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.

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)

SUNFLAME ENTERPRISES PRIVATE LIMITED**CIN: U74899DL1984PTC018992**

Registered Office: Khasra No. 72/4/7, Mundka Industrial Area (North Side) Village Ghevra, Mundka, New Delhi – 110 041

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

I/We, _____ being the member(s) of Sunflame Enterprises (P) Ltd., holding _____ equity shares, hereby appoint

I.

Name of the Proxy	
Address of the Proxy	
E-mail ID of the Proxy	
Signature of the Proxy	

or failing him,

II.

Name of the Proxy	
Address of the Proxy	
E-mail ID of the Proxy	
Signature of the Proxy	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th AGM of the Company, to be held on Friday, August 23, 2024 at 02.00 P. M. at Khasra No. 72/4/7, Mundka Industrial Area (North Side) Village Ghevra, Mundka, New Delhi – 110 041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Mithun K Chittilappilly (DIN: 00027610), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the Remuneration payable to Cost Auditors for F.Y. 2024-25.		
4.	To Consider appointment of Mr. George Muthoot Jacob (DIN: 00018955), as Non-Executive Independent Director of the Company		

Affix
Revenue
Stamp of
Re .1/-

Place:

Date:

Signature of shareholder:

Signature of first proxy holder(s):

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.