

Report of Scrutinizer

(Consolidated Result of Voting)

(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Sunshine Capital Limited
209 Bhanot Plaza II, 3 D B Gupta Road,
New Delhi-110055

Sir,

I, Astik Mani Tripathi, Proprietor, Astik Tripathi & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 20th Annual General Meeting of the Shareholders of “**SUNSHINE CAPITAL LIMITED**” to be held on Wednesday, 30th Day of September, 2015 at 11.00 A.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and Rule of Companies (Management and Administration) Rules, 2015 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on 26, September, 2015 up to 05.00 P.M. on 29 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 28th August, 2015 who were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the Annual General Meeting of **Sunshine Capital Limited** (Item Number 1(one) to Four (Four) of the Annual General Meeting of Sunshine Capital Limited).
3. The votes were unblocked on 30th September, 2015 around 06.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

Item No. 1- Adoption of Accounts

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	12	1796950	1796950	100
E- Voting	48	3492180	3491780	100
Total	60	5289130	5288730	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1796950	0	100
E- Voting	1	3492180	400	100
Total	1	5289130	400	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2- Re-appointment of Director by Rotation

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Surender Kumar Jain (DIN: 00530035), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	12	1796950	1796950	100
E- Voting	48	3492180	3492080	100
Total	60	5289130	5289030	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1796950	0	100
E- Voting	1	3492180	100	100
Total	1	5289130	100	

(iii) **Invalid** Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
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0	0
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Item No. 3- Appointment of Auditor.

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions to Section 139 of the Companies Act, 2013 and other applicable provisions if any of the act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar, Chartered Accountant, New Delhi, having Membership No. 86223, be and is hereby re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.”

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	12	1796950	1796950	100
E- Voting	49	3492180	3492180	100
Total	61	5289130	5289130	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1796950	0	100
E- Voting	0	3492180	0	100
Total	0	5289130	0	

Astik Tripathi & Associates

Company Secretaries

(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4. To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 5, 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	12	1796950	1796950	100
E- Voting	47	3492180	3491680	100
Total	59	5289130	5288630	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	1796950	0	100
E- Voting	2	3492180	500	100
Total	2	5289130	500	

(iii) **Invalid Votes**

Astik Tripathi & Associates
Company Secretaries

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,

Yours faithfully

Astik Mani Tripathi


Astik Mani Tripathi
CP No. 10384
Place- Delhi
Date- 30th September, 2015