

## Compliance Report on Corporate Governance

1. Name of Listed Entity: Sunshine Capital Limited
2. Quarter ending: 31.03.2016

I. Composition of Board of Directors		Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term/Cessation	Tenure*	No. of Directorships in listed entities including this listed entity	No. of Members in Audit/ Stakeholder Committee (s) Including this listed entity	No. of Chairperson in Audit/ Stakeholder Committee (s) Including this listed entity
Title (Mr./Ms.)									
Mr.		Surender Kumar Jain	AAHPJ8940K & 00530035	Non-Executive	09/03/1995	-	04	08	01
Mrs.		Priti Jain	AAKPJ4836F & 00537234	Executive	01/02/2014	-	03	03	0
Mr.		Sujan Mal Mehta	AHMPM9123F & 01901945	Non-Executive-Independent	29/09/2012	-	03	07	02
Mr.		Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	05/09/2014	1 year, 6 month	02	05	05



Mrs. Rajni	ALMPR7074A & 06890499	Non-Executive-Independent	05/09/2014	1 year, 6 month	02	03
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\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen \*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Name of Committee	Composition of Committees	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
1. Audit Committee		Mrs. Rajni	Chairperson-Non-Executive-Independent
		Mr. Anil Prakash	Non-Executive-Independent
		Mr. Surender Kumar Jain	Non-Executive
		Mrs. Rajni	Chairperson- Non-Executive-Independent
2. Nomination & Remuneration Committee		Mr. Anil Prakash	Non-Executive-Independent
		Mr. Surender Kumar Jain	Non-Executive
		Mrs. Rajni	Chairman-Non-Executive-Independent
		Mr. Anil Prakash	Non-Executive
		Mr. Surender Kumar Jain	Non-Executive-Independent
		Mrs. Rajni	Chairman-Non-Executive-Independent
3. Risk Management Committee		Mr. Anil Prakash	Non-Executive
		Mr. Surender Kumar Jain	Chairman-Non-Executive-Independent
		Mr. Anil Prakash	Non-Executive
		Mrs. Priti Jain	Executive
		Mr. Surender Kumar Jain	Non-Executive
		Mr. Anil Prakash	Chairman-Non-Executive-Independent
		Mrs. Priti Jain	Executive
5. Asset Liability Management Committee		Mr. Surender Kumar Jain	Non-Executive
		Mr. Anil Prakash	Chairman-Non-Executive-Independent
		Mrs. Priti Jain	Executive
6. Investment Committee		Mr. Surender Kumar Jain	Non-Executive

\$Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write CAPITAL





all categories separating them with hyphen.

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the Relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
03/11/2015 28/12/2015	30/01/2016 18/02/2016 14/03/2016	54 Days

Meeting of Committees	Whether requirement of Quorum (details)	Date (s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Date(s) of Meeting of the Committee in the relevant quarter</b>			
Audit Committee: 30/01/2016 Nomination & Remuneration Committee:	Yes -----	Audit Committee: 03/11/2015 Nomination & Remuneration Committee:	87 Days -----
Risk Management Committee: Stakeholders Relationship Committee: Asset Liability Management Committee:	----- ----- -----	Risk Management Committee: Stakeholders Relationship Committee: Asset Liability Management Committee:	----- ----- -----
Investment Committee:	-----	Investment Committee:	-----

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

**V. Related Party Transaction Subject**

Whether prior approval of audit Committee obtained	Compliance Status (Yes/No/NA)
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly,

case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
2 If status is "No" details of non-compliance may be given here.

**VI. Affirmation**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements), 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors may be mentioned here:

**For Sunshine Capital Limited**



**Megha Bansal**  
**(Company Secretary)**  
**M. No. A36741**

**Date: 12.04.2016**  
**Place: New Delhi**

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year as on 31<sup>st</sup> March, 2016)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		<b>Compliance status (Yes/No/NA) refer note below</b>
<b>Item</b>		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		NA
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For and on behalf of **SUNSHINE CAPITAL LIMITED**

  
**Megha Bansal**  
 (Company Secretary)  
 M.No.:- A36741



Date: 12.04.2016  
 Place: New Delhi