



SUNSHINE CAPITAL LTD.

Mob 9891709895

(AN ISO 9001 : 2000 CERTIFIED COMPANY)
CIN : L74899DL1994PLC060154

Regd. Office :
209, Bhanot Plaza-II
3, D. B. Gupta Road, New Delhi-110055
E-mail : sunshinecl@rediffmail.com
sunshinecapital95@gmail.com

Date: 07th April, 2015

To,
Department of Corporate Services
Delhi Stock Exchange
DSE House, 3/1,
Asaf Ali Road,
Delhi-110002

Sub- Corporate Governance Report under clause 49 of Listing Agreement for the quarter ended 31st March, 2015

Dear Sir,

With reference to Clause 49 of the Listing Agreement, please find herewith the enclosed Corporate Governance report for the quarter ended 31st March, 2015.

This is for your kind information and record please.

Thanking You,
Regards

For and on behalf of
Sunshine Capital Limited




Surender Kumar Jain
Director
DIN: 00530035

Encl: a/a

CC: Department of Corporate Services
Jaipur Stock Exchange
Siddharth Nagar, Sector 4,
Malviya Nagar, Jaipur,
Rajasthan-302017

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: **Sunshine Capital Limited**
Quarter ending on : **31.03.2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
D) Other provisions as to Board and Committees	49 (IID)	Yes	
E) Code of Conduct	49 (IIE)	Yes	Company has adopted new Code of Conduct on 06.01.2015
F) Whistle Blower Policy	49 (IIF)	Yes	Company has adopted Policy on Whistle Blower Mechanism on 06.01.2015
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Company has reconstituted audit committee on 06.01.2015
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	Company has reconstituted nomination and remuneration committee on 06.01.2015



V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	Yes	Company has adopted risk management policy on 06.01.2015
VII. Related Party Transactions	49 (VII)	Yes	Company has adopted a brief policy on related party transactions on 06.01.2015
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49 (VIII A)	N.A	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	N.A	
(E) Shareholders	49 (VIII E)	Yes	
(F) Disclosure of resignation of directors	49 (VIII F)	N.A	
(G) Disclosure of formal letter of appointment	49 (VIII G)	N.A	
(H) Disclosures in the Annual report	49 (VIII H)	Yes	
(I) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII I)	N.A.	
IX.CEO/CFO Certification	49 (IX)	N.A.	Company has not appointed CEO/CFO
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).



3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**For and on behalf of
Sunshine Capital Limited**



Mr. Surender Kumar Jain
Director
DIN: 00530035
Address: 555, Double Story Market,
New Rajinder Nagar, New Delhi, 110060

CC) Department of Corporate Services
Joint Stock Exchange
Indiana Nagar, New Delhi,
New Delhi, India
New Delhi, 110017