



# SUNSHINE CAPITAL LTD.

(AN ISO 9001 : 2015 CERTIFIED COMPANY)  
CIN : L65993DL1994PLC060154

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Date: 12.10.2019

To,

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400001

**Sub: - Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter and half year ended on 30th September, 2019 (Scrip code: 539574).**

Dear Sir,

With reference to the above captioned subject, we are submitting herewith Corporate Governance Report in the prescribed format as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and half year ended on 30<sup>th</sup> September, 2019.

You are requested to take the above on your records and acknowledge the same.

For Sunshine Capital Limited

  
  
Apoorva Chaturvedi  
Company Secretary & Compliance Officer  
M. No. 58940

Encl: a/a

**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. Name of Listed Entity: Sunshine Capital Limited
2. Quarter ending : 30-9-2019

I. Composition of Board of Directors												
Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /Non-Executive/Independent/Nominee)	Date of Appointment	Date of Reappointment	Date of Cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	No. of memberships in Audit/Shareholder Committees including this listed entity [Refer Regulation 26(2) of Listing Regulations]	No. of post of Chairperson in Audit Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Surender Kumar Jain	AAHPJ8940K & 00530035	Managing Director, Executive	09-03-1995	NA	NA	-	03-07-1967	03	0	4	0
Ms.	Rajni Tanwar	AVMPT6632 J& 08201251	Non-Executive & Independent	10-08-2018	24/09/2018	NA	14 months	15-04-1993	03	0	3	1



Mr.	Sujan Mal Mehta	AHMPM912 3F & 01901945	Non-Executive-Independent	05-04-2012	04/09/2019	NA	84 months	25-04-1948	02	02	02	2	2
Mr.	Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	15-01-2014	04/09/2019	NA	61 months	05-03-1991	02	02	02	2	2

<sup>5</sup>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. Composition of Committees

Name of Committee	Whether Regular Chairperson Appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>5</sup>	Date of Appointment	Date of Cessation
Audit Committee	YES	Mr. Sujan Mal Mehta	Chairperson-Non-Executive-Independent	24-09-2012	NA
		Mr. Anil Prakash	Non-Executive-Independent	05-09-2014	NA
		Mr. Surendra Kumar Jain	Executive	24-09-2012	NA
Nomination & Remuneration Committee	YES	Mr. Sujan Mal Mehta	Chairperson-Non-Executive-Independent	24-09-2012	NA
		Ms. Rajni Tanwar	Non-Executive	06-06-2019	NA
		Mr. Anil Prakash	Non-Executive-Independent	05-09-2014	NA
Risk Management Committee	YES	Mr. Anil Prakash	Chairman-Non-Executive-Independent	05-09-2014	NA
		Mr. Sujan Mal Mehta	Non-Executive-Independent	24-09-2012	NA
		Ms. Rajni Tanwar	Non-Executive	06-06-2019	NA
Stakeholders Relationship Committee	YES	Mr. Anil Prakash	Chairperson -Non- Executive -Independent	05-09-2014	NA
		Mr. Sujan Mal Mehta	Non- Executive- Independent	24-09-2012	NA
		Ms. Rajni Tanwar	Non-Executive	06-06-2019	NA
Asset Liability Management Committee	YES	Mr. Sujan Mal Mehta	Chairperson -Non- Executive -Independent	24-09-2012	NA
		Mr. Anil Prakash	Non- Executive -Independent	05-09-2014	NA
		Mr. Surendra Kumar Jain	Executive	24-09-2012	NA
Investment Committee	YES	Mr. Anil Prakash	Chairperson Non- Executive -Independent	05-09-2014	NA
		Mr. Sujan Mal Mehta	Non- Executive Independent	24-09-2012	NA
		Mr. Surendra Kumar Jain	Executive	24-09-2012	NA

<sup>5</sup>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.

### 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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent Directors present *	Maximum gap between any two consecutive meetings (in number of days)
05-04-2019	26-07-2019	YES	4	2	49
27-05-2019	04-09-2019	YES	4	2	39
06-06-2019	21-09-2019	YES	4	2	17
	27-09-2019	YES	4	2	6

**IV. Meeting of Committees**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of Independent Directors present*	Date (s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 26-07-2019	Yes	3	2	05-04-2019 27-05-2019	111
Nomination & Remuneration Committee: 27-09-2019	Yes	3	2	NIL	NIL
Risk Management Committee:	N.A	N.A.	N.A.	NIL	NIL
Stakeholders Relationship Committee	N.A	N.A.	N.A.	NIL	NIL
Asset Liability Management Committee	N.A	N.A.	N.A.	NIL	NIL
Investment Committee	N.A	N.A.	N.A.	NIL	NIL

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

**V. Related Party Transactions**

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

**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 Entry 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. Affirmations**

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

For Sunshine Capital Limited



Apoorva Chaturvedi  
Company Secretary & Compliance Officer  
M. No. 58940  
Date: 12-10-2019  
Place: New Delhi

**Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*



ANNEX III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with the second quarter's report of next financial Year

Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>If status is "No" details of non-compliance may be given here.</li> <li>If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		

For Sunshine Capital Limited



Apoorva Chaturvedi

Company Secretary & Compliance Officer

M.No. 58940

Date: 12-10-2019

Place: New Delhi