

SUNSHINE CAPITAL LTD.

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

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Date: 11.10.2017

To,
Department of Corporate Services
Bombay Stock Exchange Limited
P. J. Towers, Dalal Street,
Mumbai-400001

Sub: -Submission of XBRL Report of Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter ended on 30th September 2017 (Scrip code: 539574).

Dear Sir,

With reference to the above captioned subject, we are submitting herewith XBRL Corporate Governance Report as per Regulation 27(2) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 30th September, 2017

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

For Sunshine Capital Limited

Megha Bansal
(Company Secretary)



Encl: a/a

Compliance Report on Corporate Governance

1. Name of Listed Entity: Sunshine Capital Limited
2. Quarter ending: 30.09.2017

| I. Composition of Board of Directors | | Date of Appointment in the Current Term/Cessation | Tenure* | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of Memberships in Audit/ Stakeholder Committee (s) Including this entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee (s) Including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|--|----------------------|---|---------|---|--|---|
| Title | Name of the Director | | | | | |
| | | | | | | |
| Mr. | Surender Kumar Jain | 09/03/1995 | - | 04 | 05 | NIL |
| Mrs. | Priti Jain | 01/02/2014 | - | 03 | 04 | NIL |
| Mr. | Sujan Mal Mehta | 29/09/2012 | 5 years | 03 | 04 | 05 |
| Mr. | Anil Prakash | 05/09/2014 | 5 years | 02 | 03 | 03 |
| \$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 members | | Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$ | | |
| Name of Committee | | Mr. Sujjan Mal Mehta | | Chairperson-Non-Executive-Independent | | |
| | | Mr. Anil Prakash | | Non-Executive-Independent | | |
| 1. Audit Committee | | Mr. Surender Kumar Jain | | Non-Executive- Non Independent | | |



| | | |
|---|-------------------------|---------------------------------------|
| 2. Nomination & Remuneration Committee | Mr. Sujjan Mal Mehta | Chairperson-Non-Executive-Independent |
| | Mr. Anil Prakash | Non-Executive-Independent |
| | Mr. Surender Kumar Jain | Non-Executive- Non Independent |
| 3. Risk Management Committee | Mr. Sujjan Mal Mehta | Non-Executive-Independent |
| | Mr. Anil Prakash | Chairman-Non-Executive-Independent |
| | Mr. Surender Kumar Jain | Non-Executive- Non Independent |
| 4. Stakeholders Relationship Committee | Mr. Sujjan Mal Mehta | Non-Executive-Independent |
| | Mr. Anil Prakash | Chairman-Non-Executive-Independent |
| | Mr. Surender Kumar Jain | Non-Executive- Non Independent |
| 5. Asset Liability Management Committee | Mr. Anil Prakash | Chairman-Non-Executive- Independent |
| | Mr. Sujjan Mal Mehta | Non-Executive |
| | Mr. Surender Kumar Jain | Chairman-Non-Executive- Independent |
| 6. Investment Committee | Mr. Anil Prakash | Executive-Non Independent |
| | Mr. Priti Jain | Non-Executive |
| | 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 all categories separating them with hyphen.

| III. Meeting of Board of Directors | Date(s) of Meeting (if any) in the previous quarter | Whether Quorum met (details) | Date (s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Maximum gap between any two consecutive meetings in number of days* |
|------------------------------------|---|------------------------------|--|--|---|
| | 11/08/2017 | Yes | Audit Committee:27/05/2017 | 75 Days | 75 Days |
| | 15/09/2017 | Yes | Nomination & Remuneration Committee: | ----- | ----- |
| | | Yes | Risk Management Committee: | ----- | ----- |
| | | Yes | Stakeholders Relationship Committee: | ----- | ----- |
| | | Yes | Asset Liability Management Committee: | ----- | ----- |
| | | Yes | 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 | Compliance Status (Yes/No/NA) |
| Subject | N.A. |
| Whether prior approval of audit Committee obtained | N.A. |
| 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, 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.

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 the 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)

Date: 11.10.2017

Place: New Delhi

| I Affirmations | Regulation Number | Compliance status (Yes/No/NA) refer note below |
|---|--------------------------------------|---|
| Broad heading | | |
| 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 |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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. | | |
| For Sunshine Capital Limited Megha Bansal (Company Secretary) | | |
|  | | |
| Date: 11.10.2017 | | |
| Place: New Delhi | | |