



SUNSHINE CAPITAL LTD.

(AN ISO 9001 : 2015 CERTIFIED COMPANY)
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Date: 09.04.2021

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 ended on 31ST March, 2021 (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 ended on 31ST March, 2021.

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

For and on behalf of
Sunshine Capital Limited



Surendra Kumar Jain
Managing Director
DIN: 00530035
Address: 555, Double Story Market
New Rajinder Nagar, New Delhi 110060

Compliance Report on Corporate Governance

1. Name of Listed Entity: Sunshine Capital Limited
2. Quarter ending: 31.03.2021

I. Composition of Board of Directors											
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive /Non-Executive /Independent/Non-minee)	Date of Appointment	Date of Resignation	Tenure* (in months)	Date of Birth	No. of Directorship in listed entities including this listed 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/Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit /Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Surendra Kumar Jain	AAHPJ8940K & 00530035	Managing Director, Executive	09-03-1995	NA	-	03-07-1967	03	0	04	0
Ms.	Rajni Tanwar	AVMPT6632J & 08201251	Non-Executive & Non-Independent	10-08-2018	24/09/2018	-	15-04-1993	04	01	03	02
Mr.	Sujan Mal Mehta	AHMPPM9123 F & 01901945	Non-Executive-Independent	05-04-2012	04/09/2019	102	25-04-1948	02	02	02	02





M. Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	15-01-2014	04/09/2019	NA	79	05-03-1991	02	02	02
M. Rekha Bhandari	BWPB8665 N& 07546484	Executive-Professional Director	05/10/2020	-	NA	-	01/04/1988	02	0	0

\$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)s	Date of Appointment	Date of Cessation
Audit Committee	NO	Mr. Sujjan Mal Mehta Mr. Anil Prakash Mr. Surendra Kumar Jain	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive	24-09-2012 05-09-2014 24-09-2012	NA NA NA
Nomination & Remuneration Committee	NO	Mr. Sujjan Mal Mehta Ms. Rajni Tanwar Mr. Anil Prakash	Non-Executive-Independent Non-Executive Non Independent Chairperson Non-Executive-Independent	24-09-2012 06-06-2019 05-09-2014	NA NA NA
Risk Management Committee	NO	Mr. Anil Prakash Mr. Sujjan Mal Mehta Ms. Rajni Tanwar	Chairman-Non-Executive-Independent Non-Executive-Independent Non-Executive	05-09-2014 24-09-2012 06-06-2019	NA NA NA
Stakeholders Relationship Committee	NO	Mr. Anil Prakash Mr. Sujjan Mal Mehta Ms. Rajni Tanwar	Chairperson -Non-Executive -Independent Non-Executive- Independent Non-Executive Non Independent	05-09-2014 24-09-2012 06-06-2019	NA NA NA
Asset Liability Management Committee	NO	Mr. Sujjan Mal Mehta Mr. Anil Prakash Mr. Surendra Kumar Jain	Chairperson- Non-Executive -Independent Non-Executive -Independent Executive	24-09-2012 05-09-2014 24-09-2012	NA NA NA
Investment Committee	NO	Mr. Anil Prakash Mr. Sujjan Mal Mehta Mr. Surendra Kumar Jain	Chairperson Non- Executive -Independent Non- Executive Independent Executive	05-09-2014 24-09-2012 24-09-2012	NA NA NA

§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)
05-10-2020	29-01-2021	YES	5	2	80
10-11-2020	19-03-2021	YES	5	2	49

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: 29-01-2021	Yes	3	2	10.11.2020	79
Nomination & Remuneration Committee:	Yes	3	2	05.10.2020	-
Risk Management Committee: -	Yes	-	-		-
Stakeholders Relationship Committee: -	Yes	-	-		-
Asset Liability Management Committee: --	Yes	-	-		-
Investment Committee:	Yes	-	-		-

* 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	Compliance Status (Yes/No/NA)
Subject	
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note:	
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.- YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.</p> <ul style="list-style-type: none"> a. Audit Committee YES b. Nomination & Remuneration Committee YES c. Stakeholders Relationship Committee- YES d. Risk Management Committee NA e. Asset Liability Management Committee YES f. Investment Committee YES <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors may be mentioned here: YES</p>	



For and on behalf of
Sunshine Capital Limited



Surendra Kumar Jain
Managing Director
DIN: 00530035
Date: 09.04.2021
Place: New Delhi

Note:

Information at Table I and II above need to be necessarily given in 1st 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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No provide reasons
As per regulation 46(2) of the LODR:			
a)	Details of business	Yes	www.sunshinecapital.in
b)	Terms and conditions of appointment of independent directors	Yes	www.sunshinecapital.in
c)	Composition of various committees of board of directors	Yes	www.sunshinecapital.in
d)	Code of conduct of board of directors and senior management personnel	Yes	www.sunshinecapital.in
e)	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.sunshinecapital.in
f)	Criteria of making payments to non-executive directors	Yes	www.sunshinecapital.in
g)	Policy on dealing with related party transactions	Yes	www.sunshinecapital.in
h)	Policy for determining 'material' subsidiaries	N/A	
i)	Details of familiarization programmes imparted to independent directors	Yes	www.sunshinecapital.in
j)	Email address for grievance redressal and other relevant details	Yes	www.sunshinecapital.in
k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.sunshinecapital.in
l)	Financial results	Yes	www.sunshinecapital.in
m)	Shareholding pattern	Yes	www.sunshinecapital.in
n)	Details of agreements entered into with the media companies and/or their associates	N/A	



o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.sunshinecapital.in
p) New name and the old name of the listed entity	N/A	
q) Advertisements as per regulation 47 (1)	Yes	www.sunshinecapital.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N/A	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N/A	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.sunshinecapital.in
b) Materiality Policy as per Regulation 30	N/A	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N/A	

It is certified that these contents on the website of the listed entity are correct: Yes

II Annual Affirmations	Particulars	Regulation Number	Compliance status (Yes/No/NA)
	<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
	<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
	<i>Meeting of board of directors</i>	17(2)	Yes
	<i>Quorum of board meeting</i>	17(2A)	NA



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)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes

Meeting of Stakeholder Relationship Committee

20 (3A)

Yes

Composition and role of Risk Management Committee

21(1),(2),(3),(4)

NA



Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
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
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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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: NA

For and on behalf of
Sunshine Capital Limited



Surendra Kumar Jain
Managing Director
DIN: 00530035
Date: 09.04.2021
Place: New Delhi