

SUNSHINE CAPITAL LTD.

(AN ISO 9001 : 2015 CERTIFIED COMPANY)
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New Delhi - 110055

Date: 13.10.2020

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, 2020 (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 30th September, 2020.

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

For Sunshine Capital Limited



**Sakshi Gaur
Company Secretary
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: 30-09-2020

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 entity [in reference to proviso to Regulation 17A(1)]	No. of membership 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.	Surender Kumar Jain	AAHPJ8940K & 00530035	Managing Director, Executive	09-03-1995	NA	NA	-	03-07-1967	03	0	4	0
Ms.	Rajni Tarwar	AVM/PT6632J & 08201251	Non-Executive & Non-Independent	10-08-2018	24/09/2018	NA	-	15-04-1993	03	0	3	1



Mr. Sujan Mal Mehta	AHM/PM/9123F & 01901945	Non-Executive-Independent	05-04-2012	04/09/2019	NA	96 months	25-04-1948	02	02	2	2
Mr. Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	15-01-2014	04/09/2019	NA	73 months	05-03-1991	02	02	2	2

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category 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) ⁵	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
		Mr. Sujan Mal Mehta	Chairman-Non-Executive-Independent	05-09-2014	NA
		Ms. Rajni Tanwar	Non-Executive-Independent	24-09-2012	NA
Risk Management Committee	YES	Mr. Anil Prakash	Non-Executive	06-06-2019	NA
		Mr. Sujan Mal Mehta	Chairperson -Non- Executive -Independent	05-09-2014	NA
		Ms. Rajni Tanwar	Non-Executive	24-09-2012	NA
Stakeholders Relationship Committee	YES	Mr. Sujan Mal Mehta	Non-Executive	06-06-2019	NA
		Mr. Anil Prakash	Chairperson- Non- Executive -Independent	24-09-2012	NA
		Mr. Surendra Kumar Jain	Non-Executive	05-09-2014	NA
Asset Liability Management Committee	YES	Mr. Anil Prakash	Executive	24-09-2012	NA
		Mr. Surendra Kumar Jain	Chairperson Non- Executive -Independent	05-09-2014	NA
		Mr. Sujan Mal Mehta	Non-Executive Independent	24-09-2012	NA
Investment Committee	YES	Mr. Anil Prakash	Executive	24-09-2012	NA
		Mr. Surendra Kumar Jain	Chairperson Non- Executive -Independent	05-09-2014	NA

⁵Category 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)
27-05-2020	09-07-2020	YES	4	2	11
27-06-2020	14-07-2020	YES	4	2	04
-	23-07-2020	YES	4	2	08
-	10-09-2020	YES	4	2	48

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: 10-09-2020	Yes	3	2	27-06-2020	74
Nomination & Remuneration Committee: 07-09-2020	Yes	3	2	27-05-2020	102
Risk Management Committee: 08-09-2020	Yes	3	2	NIL	NIL
Stakeholders Relationship Committee: 08-09-2020	Yes	3	2	NIL	NIL
Asset Liability Management Committee: 09-09-2020	Yes	3	2	NIL	NIL
Investment Committee: 09-09-2020	Yes	3	2	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/NA.. 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. 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> <ol style="list-style-type: none"> Audit Committee YES Nomination & Remuneration Committee YES Stakeholders Relationship Committee- YES Risk Management Committee YES Asset Liability Management Committee YES 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> <p>For Sunshine Capital Limited</p>  <p>Sakshi Gaut Company Secretary Date: 13-10-2020 Place: New Delhi</p>

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 statement "same as previous quarter" may be given.

**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	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>Note</p> <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>		



3. If the Listed Entity would like to provide any other information the same may be indicated here.

For Sunshine Capital Limited



Saksham Gaur

Company Secretary

Date: 13-10-2020

Place: New Delhi