



SUNSHINE CAPITAL LTD.

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

Date: 12.05.2020

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 financial year ended on 31st March, 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 financial year ended on 31st March, 2020.

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

For Sunshine Capital Limited
For SUNSHINE CAPITAL LIMITED

Director/Auth. Signatory
Surendra Kumar Jain
Managing Director
DIN: 00530035

Encl: a/a

ANNEX I

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 : 31-03-2020

Title (Mr/Ms)	I. Composition of Board of Directors											
	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 listed entity [in reference to provision 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to provision 17A(1)]	No. of memberships in Audit/Stakeholder Committees 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 Tanwar	AVMPT6632 J& 08201251	Non-Executive & Independent	10-08-2018	24/09/2018	NA	-	15-04-1993	03	0	3	1



Mr.	Sujan Mal Mehta	AHMPM912 3F & 01901945	Non-Executive-Independent	05-04-2012	04/09/2019	NA	90	25-04-1948	02	02	2	2
Mr.	Anil Prakash	BAZPP5424P & 05187809	Non-Executive-Independent	15-01-2014	04/09/2019	NA	67	05-03-1991	02	02	2	2

[§]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) [§]	Date of Appointment	Date of Cessation
Audit Committee	YES	Mr. Sujan 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	YES	Mr. Sujan Mal Mehta Ms. Rajni Tanwar Mr. Anil Prakash	Chairperson-Non-Executive-Independent Non-Executive Non-Executive-Independent	24-09-2012 06-06-2019 05-09-2014	NA NA NA
Risk Management Committee	YES	Mr. Anil Prakash Mr. Sujan 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	YES	Mr. Anil Prakash Mr. Sujan Mal Mehta Ms. Rajni Tanwar	Chairperson - Non-Executive -Independent Non-Executive- Independent Non-Executive	05-09-2014 24-09-2012 06-06-2019	NA NA NA
Asset Liability Management Committee	YES	Mr. Sujan 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	YES	Mr. Anil Prakash Mr. Sujan 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 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)	
Date(s) of Meeting (if any) in the previous quarter		20-01-2020		YES		4		2		75	
	05-11-2019	18-03-2020		YES		4		2		57	
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: 19-01-2020	Yes	3	2	05-11-2019	74						
Nomination & Remuneration Committee: 18-03-2020	Yes	3	2	04-11-2019	134						
Risk Management Committee:	N.A	N.A.	N.A.	04-11-2019	NIL						
Stakeholders Relationship Committee:	N.A	N.A.	N.A.	02-11-2019	NIL						
Asset Liability Management Committee:	N.A	N.A.	N.A.	02-11-2019	NIL						
Investment Committee:	N.A	N.A.	N.A.	01-11-2019	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	YES										
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 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

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 **NA**
 - 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


Surendra Kumar Jarn
Managing Director

DIN: 00530035

Date: 12-05-2020

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 statement "same as previous quarter" may be given.



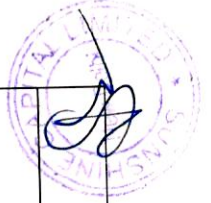
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	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	https://www.sunshinecapital.in/index.php?event=About%20Us
b) Terms and conditions of appointment of independent directors	Yes	https://www.sunshinecapital.in/index.php?event=Terms%20and%20Conditions
c) Composition of various committees of board of directors	Yes	https://www.sunshinecapital.in/index.php?event=Committees
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.sunshinecapital.in/index.php?event=Code%20of%20Conduct
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.sunshinecapital.in/index.php?event=Policies
f) Criteria of making payments to non-executivedirectors	Yes	https://www.sunshinecapital.in/index.php?event=Policies
g) Policy on dealing with related party transactions	Yes	https://www.sunshinecapital.in/index.php?event=Policies
h) Policy for determining 'material' subsidiaries	N/A	
i) Details of familiarization programmers imparted to independent directors	Yes	https://www.sunshinecapital.in/index.php?event=Policies
j) Email address for grievance redressal and other relevant details	Yes	https://www.sunshinecapital.in/index.php?event=Contact
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.sunshinecapital.in/index.php?event=Management%20Team
l) Financial results	Yes	https://www.sunshinecapital.in/index.php?event=Financial
m) Shareholding pattern	Yes	https://www.sunshinecapital.in/index.php?event=Share%20Holding%20Pattern
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	N/A	
p) New name and the old name of the listed entity	N/A	https://www.sunshinecapital.in/index.php?event=Newspaper%20Publication
q) Advertisements as per regulation 47 (1)	Yes	
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	https://www.sunshinecapital.in/#
b) Materiality Policy as per Regulation 30	YES	https://www.sunshinecapital.in/index.php?event=Policies
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N/A	
t) It is certified that these contents on the website of the listed entity are correct	YES	https://www.sunshinecapital.in/index.php?event=Policies

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



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 Sunshine Capital Limited



Surendra Kumar Jain
Managing Director
DIN: 00530035
Date: 12-05-2020
Place: New Delhi

