



SUNSHINE CAPITAL LTD.

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

Mob. : +91-9891709895
+91-8800446397
Ph. : +91-11-23582393

Regd. Office :
209, Bhanot Plaza - II
3, D. B. Gupta Road
Paharganj, New Delhi - 110055
E-mail : sunshinedl@rediffmail.com
sunshinecapital95@gmail.com
Website : sunshinecapital.in

Date: 10.04.2019

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 31st March, 2019 (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 31st March, 2019.

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

For Sunshine Capital Limited


Surendra Kumar Jain
(Managing Director)

Encl: a/a

Compliance Report on Corporate Governance

1. Name of Listed Entity : Sunshine Capital Limited
 2. Quarter ending : 31.03.2019

Composition of Board of Directors								
Title	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	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 listed 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)
Mr.	Surendra Kumar Jain	AAHPJ894 OK & 00530035	Executive	12/11/2018	-	03	03	NIL
Ms.	Rajni Tanwar	AVMPT66 32J& 08201251	Executive & Non-Independent	24/09/2018	-	03	Nil	NIL
Mr.	Sujan Mal Mehta	AHMPTM9 123F & 01901945	Non-Executive-Independent	29/09/2012	6 years, 0 Month, 1 days	03	04	01
Mr.	Anil Prakash	BAZPP542 4P & 05187809	Non-Executive-Independent	05/09/2014	4 years, 0 Month, 25 days	02	03	02

⁵PAN 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.

I. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
Audit Committee	Mr. Sujan Mal Mehta	Chairperson-Non-Executive-Independent
	Mr. Anil Prakash	Non-Executive-Independent
	Mr. Surendra Kumar Jain	Executive
Nomination & Remuneration Committee	Mr. Sujan Mal Mehta	Chairperson-Non-Executive-Independent
	Mr. Anil Prakash	Non-Executive-Independent
	Mr. Surendra Kumar Jain	Executive
Risk Management Committee	Mr. Sujan Mal Mehta	Non-Executive-Independent
	Mr. Anil Prakash	Chairman-Non-Executive-Independent
	Mr. Surendra Kumar Jain	Executive



Stakeholders Relationship Committee	Mr. Sujan Mal Mehta	Non-Executive-Independent
	Mr. Anil Prakash	Chairman-Non-Executive-Independent
	Mr. Surendra Kumar Jain	Executive
Asset Liability Management Committee	Mr. Anil Prakash	Chairman-Non-Executive- Independent
	Mr. Sujan Mal Mehta	Non-Executive-Independent
	Mr. Surendra Kumar Jain	Executive
Investment Committee	Mr. Anil Prakash	Chairman-Non-Executive- Independent
	Mr. Sujan Mal Mehta	Non Executive- Independent
	Mr. Surendra Kumar Jain	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.

II. 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	Maximum gap between any two consecutive meetings (in number of days)
12.11.2018	18.01.2019	66 Days

III. Meeting of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of 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*
Audit Committee: 18.01.2019	Yes	Audit Committee : 12.11.2018	66 Days
Nomination & Remuneration Committee: 18.01.2019	Yes	Nomination & Remuneration Committee: 12.11.2018	
Risk Management Committee: 18.01.2019	Yes	Risk Management Committee: 12.11.2018	
Stakeholders Relationship Committee: 18.01.2019	Yes	Stakeholders Relationship Committee: 12.11.2018	
Asset Liability Management Committee: 18.01.2019	Yes	Asset Liability Management Committee: NIL	
Investment Committee: 18.01.2019	Yes	Investment Committee: 12.11.2019	

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

IV. Related Party Transaction

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

Note:

- 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.
- If status is "No" details of non-compliance may be given here.



V. 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
 - e. Asset Liability Management Committee
 - f. Investment 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



**Surendra Kumar Jain
(Managing Director)
DIN:00530035**

**Date: 10.04.2019
Place: New Delhi**

ANNEXURE 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)refer note below	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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)	YES
Meeting of Board of directors	17(2)	YES
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
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES



Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES

<i>Approval for material related party transactions</i>	23(4)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES

Note

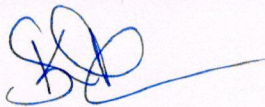
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, 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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



For Sunshine Capital Limited



**Surendra Kumar Jain
(Managing Director)
DIN:00530035**

Date: 10.04.2019

Place: New Delhi