

May 02, 2023

To,
The Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

SCRIPT CODE: 539574 (SUNSHINE CAPITAL LIMITED) EQ - ISIN - INE974F01017

Dear Sir/Madam,

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2023

With reference to the above captioned subject, please find herewith enclosed Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2023, as issued by M/s Parul Agrawal & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking You

**For and on behalf of Board of Directors
Sunshine Capital Limited****SURENDR
A KUMAR
JAIN**

Digitally signed by SURENDRA
KUMAR JAIN
DN: cn=SURENDRA KUMAR JAIN,
c=IN, st=Delhi, o=Personal,
serialNumber=D616CFAC76C71BC
B1CC422052E2338CEBA7C158B5
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Date: 2023.05.02 16:19:01 +05'30'

**Surendra Kumar Jain
(Managing Director)
DIN: 00530035****Encl: a/a**

Parul Agrawal & Associates.

Company Secretaries

Add : 8/2 ,3rd Floor West Patel Nagar Delhi-110008

Ph.No. 011- 43632828

Email : csparulaqwl@gmail.com



ANNUAL SECRETARIAL COMPLIANCE REPORT
(Pursuant to Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015
of

SUNSHINE CAPITAL LIMITED ("the listed entity")

For the year ended March 31, 2023

I, Parul Agrawal, Proprietor of **Parul Agrawal & Associates**, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by the listed entity and its officers,
- (b) the filings/ submissions made by the listed entity to BSE Limited from time to time;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the year ended **March 31, 2023** ("Review Period") in respect of Compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable during review period**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

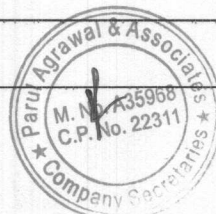
and circulars/ guidelines issued thereunder; I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations, Circulars/ guidelines including specific Clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action taken	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company secretary	Management Response	Remarks
None										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations, Circulars/ guidelines including specific Clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action taken	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company secretary	Management Response	Remarks
None										



There was no observation made in previous reports therefore Point (b) does not arise during review period.



**For Parul Agrawal & Associates
Company Secretaries**

**Place: Delhi
Date: May 02, 2023**

**PCS Parul Agrawal
ACS No. 35968
C P No.: 22311
UDIN: A035968E000240471**

Annexure-A

To,

SUNSHINE CAPITAL LIMITED
209 Bhanot Plaza II 3 D B Gupta Road,
New Delhi-110055

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">. The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on website. Web link provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to relevant document(s)/ section of website	Yes	-
4.	<u>Disqualification of Director:</u> None of Directors(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-



5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Listed Entity does not have any Subsidiary.
6.	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No	There was no such approval was required to obtained during the year ended March 31, 2023.
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-



11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	-
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

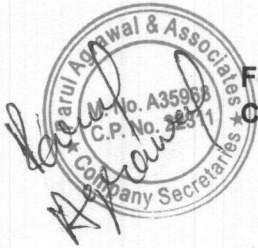
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Yes	M/s. MAK & CO. resigned as on July 05, 2022 after completing the Audit till June 30, 2022 and issued a limited review Report Dated August 12, 2022.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	No	There was no such case reported during the year ended March 31, 2023 by the Resigning Auditor and the Currently Appointed Auditor M/s.



			Tiwari & Mishra Chartered Accountants
a.	In case of any concern with management of the listed entity/material subsidiary such as non – availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	There was no such Concern raised during the year ended March 31,2023
b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	There was no such Concern raised during the year ended March 31,2023
c.	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	There was no such case reported during the year ended March 31,2023



3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	The M/s. MAK & CO. Past Auditor had issued a letter of Resignation to the Company vide letter Dated July 05, 2022 along with Annexure – A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.
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**For Parul Agrawal & Associates
Company Secretaries**

**Place: Delhi
Date: May 02, 2023**

**PCS Parul Agrawal
ACS No. 35968
C P No.: 22311
UDIN: A035968E000240471**