

SUNSHINE CAPITAL LIMITED

Regd Address: 209 Bhanot Plaza II 3 D B Gupta Road, New Delhi, India- 110055
Corp. Office: 16/121-122, Jain Bhawan, First Floor Faiz Road, W.E.A. Karol Bagh, New Delhi-
110005

CIN: L65993DL1994PLC060154, Email id: sunshinecapital95@gmail.com

Website: www.sunshinecapital.in; Mobile No.: +91-9891709895

Date: May 03, 2025

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

SCRIPT CODE: 539574 (Sunshine Capital Ltd) EQ - ISIN - INE974F01025.

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2025 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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, 2025, 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 Ltd**

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

Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



To,

SUNSHINE CAPITAL LIMITED

CIN: L65993DL1994PLC060154

Reg Office Address: 209BHANOT PLAZA II 3 D B GUPTA ROAD, NEW DELHI, Delhi, India, 110055.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SUNSHINE CAPITAL LIMITED** (hereinafter referred as "the listed entity"), having its registered office at 209BHANOT PLAZA II 3 D B GUPTA ROAD, NEW DELHI, Delhi, India, 110055. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

- (a) all the documents and records made available to us and explanation provided by **SUNSHINE CAPITAL LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;
- The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



- (a) Securities and Exchange Board of India (LODR) Regulations, 2015; **(Applicable during review period)**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Applicable during review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Applicable during review period)**
- (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 and Sweat Equity) Regulations, 2021; **(Not applicable during review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during review period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Applicable during review period)**
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; **(Applicable during review period)**
- (i) Other regulations as applicable.

and circulars/ guidelines issued thereunder and based on the above examination, 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 | Deviation | Action taken by | Type of Action | Details of violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|---|-------------------------|-----------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| 1. | Website | Regulation 46 of | N | PCS | Advis | Not update | NA | There is a non- | Website updation | NA |

Sunshine Capital Limited_ASCR for the financial year 2024-25

Page 2 of 11



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | | | | | | | | |
|----|-----|--|--------------------|-----|----------|-------------------|----|--|---|----|
| | | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Updated at the end | | Primary | | | compliance of provision of Regulation 46 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 as website not updated. | is work in progress | |
| 2. | SDD | Regulation 3 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 | Not available | PCS | Advisory | Not have software | NA | There is a non-compliance of provision of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 | Setting up of SDD software is in work in progress | NA |



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | | | | | | | | |
|----|---------------------------------|---|---|-------------------|----------|---|-----------------------|--|--|----|
| | | | e | | | | | as Structured digital database Software not setup. | | |
| 3. | Related Party Transaction | Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | d e l a y o f a r o u n d 3 7 d a y s b e c a u s e o f s | Stock Exchange | Fin e | Non- compliance with the provisions of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") . As penalty of Rs. 2,24,2 00/- has been imposed on | Rs. 2,24,2 00/- | Non- compliance with the provisions of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As penalty of Rs. 2,24,200/- has been imposed on the company. | Management understand the importance of timely and accurate reporting , and they shall strive to comply with all regulatory requirements to the best of their ability. | NA |

Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | | | | | | | |
|--|--|--|---|--|---------------------|--|--|--|--|
| | | | o m e t e c h n i c a l p r o b l e m | | the compa ny. | | | | |
|--|--|--|---|--|---------------------|--|--|--|--|

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

| Sr. No | Observation s/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS) | Observatio ns made in the secretarial compliance report for the year ended (the years are to be mentioned) | Compliance Requiremen t (Regulations / circulars/ guidelines including specific clause) | Details of violation / deviation s and actions taken / penalty imposed, if any, on the listed entity | Remedi al actions, if any, taken by the listed entity | Comment s of the PCS on the actions taken by the listed entity |
|--------|--|--|--|---|---|---|
| NA | | | | | | |



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|---|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p> | Yes | |
| 2. | <p>Adoption and timely updation of the Policies:</p> <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 Yes | |
| 3. | <p>Maintenance and disclosures on Website:</p> <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 | No No | There is a non-compliance of provision of Regulation 46 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) |

Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | |
|----|--|-----|--|
| | <p>the website.</p> <ul style="list-style-type: none">• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. | No | Regulations, 2015 as website not updated. |
| 4. | <p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p> | Yes | |
| 5. | <p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p> | NA | The Listed entity does not have any Material Subsidiary. |
| 6. | <p>Preservation of Documents:</p> <p>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 | |



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | |
|-----|--|----------------|---|
| 7. | <p>Performance Evaluation:</p> <p>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>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p> | Yes Yes | |
| 9. | <p>Disclosure of events or information:</p> <p>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>Prohibition of Insider Trading:</p> | No | There is a non-compliance of provision of |



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | |
|-----|---|-----|--|
| | <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> | | <p>Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as Structured digital database Software not setup.</p> |
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p> | No | <p>Non-compliance with the provisions of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As penalty of Rs. 2,24,200/- has been imposed on the company.</p> |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material</p> | Yes | <p>During the Review Period, Statutory</p> |



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



| | | | |
|-----|---|----|--|
| | <p>subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p> | | Auditors of the Listed Entity is resigned. |
| 13. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p> | NA | No any additional non-compliance observed for all SEBI regulation/ circular / guidance note etc. |

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.



Parul Agrawal & Associates.

Company Secretaries

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

M. No. +91-9554649629

Email : csparulagwl@gmail.com



4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Thanking you

For Parul Agrawal & Associates
Peer Review Certificate No. 3397/2023

Parul Agrawal

CS Parul Agrawal

C.P. No.: 22311

Membership No.: A35968

UDIN: A035968G000259125

Place: New Delhi

Date: 03.05.2025