

# SUNSHINE CAPITAL LIMITED.

31<sup>ST</sup> ANNUAL REPORT

F.Y – 2024-25



## Table of the Contents

1	→	Corporate Information
2	→	Notice of 31 <sup>st</sup> Annual General Meeting of the Company
3	→	Director's Report
4	→	FORM AOC - 1 (salient features of Associate Company) (Annexure – I) FORM AOC- 2 (Related Party Transaction) (Annexure - II)
5	→	Management Discussion & Analysis Report (Annexure-III)
6	→	Corporate Governance Report (Annexure-IV) <ul style="list-style-type: none"><li>• Certificate of Compliance (Corporate Governance)</li></ul>
7	→	<ul style="list-style-type: none"><li>• CFO / CEO Certification</li><li>• Certificate of Non-Disqualification of Directors</li></ul>
8	→	Independent Auditor's Report (Standalone and Consolidated Balance Sheet) (Annexure-V) Financial Statements: <ul style="list-style-type: none"><li>• Balance Sheet</li><li>• Profit and Loss Statement</li><li>• Cash Flow Statement</li><li>• Accounting Policies and Notes on Accounts</li></ul>
9	→	Secretarial Audit Report (Annexure-VI)

# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS:**

Mr. Surendra Kumar Jain	Managing Director
Ms. Promila Sharma	Non-Executive Independent Director
Mr. Bhupendra Kaushik	Non-Executive Independent Director
Ms. Priti Jain	Non-Executive & Non-Independent Director
Mr. Luv Sharma	Non-Executive Independent Director
Mr. Sanjay Tulsidas Bhanushali	Additional Non-Executive Independent Director

## **BOARD COMMITTEES**

<b><u>Audit Committee:</u></b>		<b><u>Nomination &amp; Remuneration Committee:</u></b>	
Mrs. Promila Sharma	Chairperson	Mr. Bhupendra Kaushik	Chairperson
Mr. Surendra Kumar Jain	Member	Mr. Luv Sharma	Member
Mr. Luv Sharma	Member	Mrs. Promila Sharma	Member
<b><u>Risk Management Committee:</u></b>		<b><u>Stakeholders Relationship Committee:</u></b>	
Mr. Surendra Kumar Jain	Chairperson	Mrs. Priti Jain	Chairperson
Mrs. Promila Sharma	Member	Mrs. Promila Sharma	Member
Mr. Luv Sharma	Member	Mr. Luv Sharma	Member
<b><u>Asset Liability Management Committee:</u></b>		<b><u>Investment Committee:</u></b>	
Mr. Surendra Kumar Jain	Chairperson	Mr. Surendra Kumar Jain	Chairperson
Mrs. Promila Sharma	Member	Mr. Bhupendra Kaushik	Member
Mr. Bhupendra Kaushik	Member	Mrs. Promila Sharma	Member

**COMPANY SECRETARY**

Mr. Amit Kumar Jain

**SECRETARIAL AUDITOR**

ACS Parul Agrawal  
(Practicing Company Secretaries)  
8/2, 3rd Floor West Patel Nagar-110008

**INTERNAL AUDITOR**

Mr. Sudhish Kumar Verma

**STOCK EXCHANGE(S) WHERE  
COMPANY'S SECURITIES ARE  
REGISTERED**

BSE Limited

**REGISTERED OFFICE**

209 Bhanot Plaza II, 3 D. B. Gupta Road,  
New Delhi-110055

**WEBSITE**

[www.sunshinecapital.in](http://www.sunshinecapital.in)

CONTACT-NO 9891709895

CIN:L65993DL1994PLC060154

**STATUTORY AUDITORS**

(Chartered Accountants)  
M/s. V R S K & ASSOCIATES. (011199N)  
House No. 42, Ward No. 18, Basti Pura, Arya Nagar,  
Rohtak - 124001

**SCRUTINIZER**

ACS Parul Agrawal  
(Practicing Company Secretaries)  
8/2, 3rd Floor West Patel Nagar-110008

**BANKERS**

Punjab National Bank, New Delhi  
HDFC Bank, Karol Bagh, New Delhi  
Jana Small finance Bank, Karol Bagh, New

**REGISTRAR AND TRANSFER AGENT**

Skyline Financial Services Pvt. Ltd.  
D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase- I, New Delhi- 110020

**INVESTORS HELPDESK & EMAIL**

Surendra kumar Jain  
Managing Director  
E-MAIL - sunshinecapital95@gmail.com

**CFO**

Ms. Sangeeta

# SUNSHINE CAPITAL LIMITED

CIN: L65993DL1994PLC060154

Regd. Off: 209 Bhanot Plaza-II, 3. D.B. Gupta Road, New Delhi- 110055

Email Id: [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com), Contact: +91-9891709895

Website: [www.sunshinecapital.in](http://www.sunshinecapital.in)

## NOTICE

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Company will be held on **Thursday 28<sup>th</sup> August, 2025 at 01:00 P.M. IST** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### ORDINARY BUSINESS

1. **APPROVAL AND ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025 ALONG WITH AUDITOR'S REPORT AND BOARD'S REPORT.**

To receive, consider and adopt the Balance Sheet as on March 31, 2025, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in equity and Notes on accounts for the year ended March 31, 2025 along with report of Board of directors and auditors thereon and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** the Company do hereby adopt the Audited Balance Sheet as on March 31, 2025, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in equity and notes on accounts for the year ended March 31, 2025 along with report of Board of directors and auditors thereon for the year ending on that date.”

2. **RETIRE BY ROTATION AS PER SECTION 152 OF COMPANIES ACT, 2013.**

To consider and if thought fit to pass with or without modification the following resolution as an **ordinary resolution**:

To appoint **Mr. Surendra Kumar Jain, Managing Director (DIN: 00530035)**, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**“RESOLVED THAT Mr. Surendra Kumar Jain, Managing Director (DIN: 00530035)** be and is hereby appointed as Managing Director of the Company who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible for re-appointed as the director of the Company whose office shall be liable to retirement by rotation.”

3. **APPOINTMENT OF M/S V R S K & ASSOCIATES, CHARTERED ACCOUNTANTS. FIRM REGISTRATION (011199N) AS STATUTORY AUDITOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to Section 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, **M/S. V R S K & ASSOCIATES, Chartered Accountants, (Firm Registration No. 011199N)** allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 31st Annual General Meeting for a term of consecutive five years till conclusion of the 36th Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the statutory audit of the Company.”

**“RESOLVED FURTHER THAT** any of the director of the company, be and is hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities.”

#### **SPECIAL BUSINESSES:**

4. **REGULARISATION OF ADDITIONAL DIRECTOR SANJAY TULSIDAS BHANUSHALI (DIN: 11197674) AS NON EXECUTIVE & INDEPENDENT DIRECTORS OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification the following as **Special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Sanjay Tulsidas Bhanushali (DIN: 11197674)** as an Additional Director (Non-Executive & Independent) **w.e.f August 04, 2025**, approval of the members is be and hereby accorded in 31<sup>st</sup> Annual General Meeting by way of special resolution for appointment of **Mr. Sanjay Tulsidas Bhanushali** as an Non-Executive & Independent Director not liable to retire by rotation for the period of five years from the date of conclusion of this 36<sup>th</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

5. **APPOINTMENT OF SECRETARIAL AUDITOR FOR THE ONE TERM OF ONE (1) YEAR FOR THE FINANCIAL YEAR 2025-26.**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Section 204 of the Companies Act, 2013, and

the rules made thereunder read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of Audit committee and approval of the Board of Directors, the consent of the Company is be and is hereby accorded to appoint M/s Parul Agrawal & Associates, Practicing Company Secretaries having Membership Number A35968 & Certificate of Practice Number 22311 (Peer Review No. 3397/2023), as the Secretarial Auditor of the Company for 1 term of one (1) year for financial year 2025-26 to conduct the Secretarial Audit and to submit the Secretarial Audit Report in accordance with the requirements of the Companies Act, 2013, and any other applicable laws, rules, and regulations”.

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to fix the remuneration payable to the Secretarial Auditor for the one term of one year for the financial year 2025-26, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution, including the signing of necessary documents, filing with the Registrar of Companies, and ensuring compliance with all relevant provisions of law."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SUNSHINE CAPITAL LIMITED**

Date: 04/08/2025  
Place: New Delhi

Sd/-  
**SURENDRA KUMAR JAIN**  
(Managing Director)  
DIN: 00530035

Sd/-  
**PRITI JAIN**  
(Director)  
DIN: 00537234



## NOTES

1. Ministry of Corporate Affairs (“MCA”) has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
3. Since this AGM will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (“the Board”) have engaged the services of Registrar and Transfer Agent of the Company, Skyline Financial Services Pvt. Ltd. (“Skyline” or “RTA”). The Board of Directors has appointed Mrs. Parul Agarwal (Membership No. ACS A35968) of **M/s Parul Agrawal & Associates**, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
7. Remote e-voting will commence at **09:00 A.M. on Monday, 25<sup>th</sup> August, 2025** and will end at **5:00 P.M. on Wednesday, 27<sup>th</sup> August, 2025**, then remote e-voting will be blocked.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Thursday, 21<sup>st</sup> August, 2025** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purpose only. The Register of Member and Share Transfer Book of the Company shall remain closed from **Friday, August 22<sup>nd</sup>, 2025 to Thursday, August 28<sup>th</sup>, 2025** (both days inclusive) for the purpose of AGM.



9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
10. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2025, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company's RTA, Skyline Financial Services Pvt. Ltd. at <https://www.skylinerta.com/>.
11. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.sunshinecapital.in](http://www.sunshinecapital.in) and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the Registrar and Transfer Agent of the Company, Skyline Financial Services Pvt. Ltd. ("RTA") at ("RTA") <https://www.skylinerta.com/>.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, Skyline Financial Services Pvt. Ltd. for assistance in this regard.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, Skyline Financial Services Pvt. Ltd., in case the shares are held in physical form.
14. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Corporate Members intending to depute their authorized representatives to attend the meeting through VC/OVAM are requested to send to the Company a certified true copy of the Board Resolution together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
15. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.

16. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021. The Securities and Exchange Board of India (“SEBI”) vide its Circular Nos.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/004 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the AGM.

All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com)

18. The relevant details of the directors sought to be appointed/reappointed, including their brief resume and the nature of their expertise in specific functional areas, are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/ reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.
19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at <https://www.skylinerta.com/>. However, if he / she is already registered with Skyline Financial Services Pvt. Ltd. for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
20. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.
22. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Skyline Financial Services Pvt. Ltd e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on Skyline Financial Services Pvt. Ltd system to participate e-AGM and vote at the AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Monday, 25<sup>th</sup> August, 2025 at 9:00 A.M. and ends on Wednesday, 27<sup>th</sup> August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 21<sup>st</sup> August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 21<sup>st</sup> August, 2025.

**How do I vote electronically using CDSL e-Voting system?**

*The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to CDSL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of CDSL Viz. <a href="https://eservices.cdsl.com">https://eservices.cdsl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. CDSL</b> and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.CDSL.com">https://eservices.CDSL.com</a>. Select “<b>Register Online</b>”</li></ol>

	<p>for <b>IDeAS Portal</b> or click at <a href="https://eservices.CDSL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.CDSL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <a href="https://www.evoting.CDSL.com/">https://www.evoting.CDSL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with CDSL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to CDSL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. CDSL</b> and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download CDSL Mobile App “<b>CDSL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="587 1041 1356 1344" data-label="Image"> <p>The image is a promotional banner for the NSDL Mobile App. It features the text 'NSDL Mobile App is available on' in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code. The entire banner is set against a white background with a thin blue border.</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the</li> </ol>

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@CDSL.co.in">evoting@CDSL.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to CDSL e-Voting website?**

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evoting.CDSL.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for CDSL eservices i.e. IDEAS, you can log-in at <https://eservices.CDSL.com/> with your existing IDEAS login. Once you log-in to CDSL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (CDSL or NSDL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with CDSL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
<p>b) If you are using CDSL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from CDSL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for CDSL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered.</b></p>
<p>6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:</p> <p>a) Click on “<b>Forgot User Details/Password?</b>”(If you are holding shares in your demat account with CDSL or NSDL) option available on <a href="http://www.evoting.CDSL.com">www.evoting.CDSL.com</a>.</p> <p>b) <b>Physical User Reset Password?</b>” (If you are holding shares in physical mode) option available on <a href="http://www.evoting.CDSL.com">www.evoting.CDSL.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@cdsl.co.in">evoting@cdsl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.</p>
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on CDSL e-Voting system.**



**How to cast your vote electronically and join General Meeting on CDSL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [roc.pcsbkh@gmail.com](mailto:roc.pcsbkh@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.CDSL.com](http://www.evoting.CDSL.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.cdsl.com](http://www.evoting.cdsl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Adhar Card) to [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for **Access to CDSL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User

ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com). The same will be replied by the company suitably.
6. Members, who would like to ask questions during the AGM with regard to the resolution to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company's email address [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com) at least seven (7) days in advance before the start of the meeting i.e. by August 28, 2025 by 09.00 p.m. Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SUNSHINE CAPITAL LIMITED**

Date: 04/08/2025  
Place: New Delhi

Sd/-  
**SURENDRA KUMAR JAIN**  
(Managing Director)  
DIN: 00530035

Sd/-  
**PRITI JAIN**  
(Director)  
DIN: 00537234

## EXPLANATORY STATEMENT

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

### **1. REGULARISATION OF ADDITIONAL DIRECTOR MR. SANJAY TULSIDAS BHANUSHALI (DIN: 11197674) AS NON EXECUTIVE & INDEPENDENT DIRECTORS OF THE COMPANY.**

Mr. Sanjay Tulsidas Bhanushali (DIN: 11197674) was appointed as an Additional Director Non-Executive Independent Director w.e.f. August 04, 2025 for a term and a period upto 5 years w.e.f. the date of appointment as an Additional Director under provisions of the Companies Act, 2013 (the Act) and will be regularized as independent Director by the Shareholders at the Annual General Meeting (AGM). Based on the opinion of Board and on its evaluation Mr. Sanjay Tulsidas Bhanushali fulfils the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint him as an Independent Director for a term and a period upto 5 years w.e.f. August 04, 2025.

The above appointment of Mr. Sanjay Tulsidas Bhanushali as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board therefore, submits the item No. 04 for your consideration and recommends it to be passed as a **Special Resolution**.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the Resolution.

### **2. APPOINTMENT OF SECRETARIAL AUDITOR FOR ONE TERM OF ONE (1) YEAR FOR THE FINANCIAL YEAR 2025-26.**

In terms of Section 204 of the Companies Act, 2013, every listed company and every other prescribed class of companies, is required to appoint a Secretarial Auditor to conduct the Secretarial Audit for the company. The Secretarial Audit Report is required to be annexed to the Board's Report in terms of the said Section.

The Board of Directors, after considering the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the regulations made thereunder upon recommendation received from the Audit Committee to appoint M/s Parul Agrawal & Associates, Practicing Company Secretaries having Membership Number A35968 & Certificate of

Practice Number 22311, to undertake the Secretarial Audit for the one term of one year for the financial year 2025-26.

M/s Parul Agrawal & Associates (Peer Review No. 3397/2023) possesses the requisite qualifications, experience, and expertise to perform the duties of a Secretarial Auditor, and it is proposed that they be appointed to conduct the Secretarial Audit and submit the Secretarial Audit Report in for MR-3.

The proposed appointment and the remuneration to be paid to the Secretarial Auditor shall be in accordance with the terms and conditions mutually agreed upon between the Board of Directors and the appointed Secretarial Auditor, which shall be subject to approval.

The Board therefore, submits the item No. 05 for your consideration and recommends it to be passed as an **Ordinary Resolution**.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SUNSHINE CAPITAL LIMITED**

Date: 04/08/2025  
Place: New Delhi

Sd/-  
**SURENDRA KUMAR JAIN**  
(Managing Director)  
DIN: 00530035

Sd/-  
**PRITI JAIN**  
(Director)  
DIN: 00537234

## **DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

**(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

### **1. Mr. Surendra Kumar Jain**

<b>Name of director</b>	Mr. Surendra Kumar Jain (00530035)
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	09/03/1995
<b>Qualifications</b>	B. Com, LLB
<b>Number of Shares held in the Company</b>	1,50,54,400
<b>Expertise in specific Functional areas</b>	Expertise in Financial sector
<b>Directorship on the other Listed Companies (excluding foreign Companies)</b>	1. Shri niwas leasing and finance limited 2. Sital leasing and finance ltd.
<b>Membership / Chairmanship of Committees of the Board of Listed Companies</b>	<b>1. Shri niwas leasing and finance limited</b> <b>1.</b> Audit Committee – Member <b>2.</b> Investment Committee – Member <b>3.</b> Nomination And Remuneration Committee – Member <b>4.</b> Risk Management Committee – Member <b>5.</b> Stakeholder’s Relationship Committee – Member  <b>2. Sital leasing and finance ltd</b> <b>1</b> Risk Management Committee – Member <b>2</b> Asset Liability Management Committee-Member
<b>Relationship between Director Inter-se</b>	Nil

**2. Mr. Sanjay Tulsidas Bhanushali**

<b>Name of director</b>	Sanjay Tulsidas Bhanushali (DIN: 11197674)
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	04/08/2025
<b>Qualifications</b>	Mr.Sanjay Bhanushali is a commerce graduate and Account Executive dealing with accounting and finance matters of Automobile Sector
<b>Number of Shares held in the Company</b>	<u>Nil</u>
<b>Expertise in specific Functional areas</b>	Expertise in Financial sector
<b>Directorship on the other Listed Companies (excluding foreign Companies)</b>	1. ABHIJIT TRADING CO LTD
<b>Membership / Chairmanship of Committees of the Board of Listed Companies</b>	NA
<b>Relationship between Director Inter-se</b>	Nil



# **DIRECTOR'S REPORT**

To,  
The Shareholders,  
**SUNSHINE CAPITAL LIMITED**

Your directors have pleasure in presenting the 31<sup>st</sup> Annual Report of Sunshine Capital Limited ("Your Company/the Company") together with the Audited financial statements of the year ended March 31, 2025. The Company is registered with the Reserve Bank of India ("RBI") as a Non-Systemically Important Non-Banking Financial Company ("NBFC") not accepting public deposits (NBFC-ND-NSI).

## **1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

In compliance with the applicable provisions of the Companies Act, 2013, ("the Act"), the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this Board's Report is prepared based on the standalone financial statements of the Company for the year under review.

(Rs. ₹ Lacs)

PARTICULAR'S	31 <sup>ST</sup> MARCH, 2025	31 <sup>ST</sup> MARCH, 2024
Total Income/Revenue	892.68	7,423.01
Total Expenditure	766.38	7319.03
Profit/(Loss) Before exceptional item and Tax	126.30	103.93
Exceptional items	195.56	(4810.21)
Profit/(Loss) Before Tax	(69.27)	(4,706.23)
Current Tax	-	16.02
Deferred Tax	(0.85)	(0.93)
Earlier year demand paid	-	-
Profit/(Loss) after tax	68.41	(4,721.32)

**Note:** The above figures are extracted from the Standalone Annual financial statements of the Company as per Indian Accounting Standards (Ind AS).

## **2. STATE OF COMPANY BUSINESS AFFAIRS**

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

### **3. OPERATIONS REVIEW- STANDALONE**

Your Company has earned Income from Operation and Profit before Tax aggregated to 892.68 Lacs and (69.27) Lacs during the current year, respectively as compared to Income 7,423.01 Lacs and Profit/(Loss) before tax (4,706.23) Lacs during the previous year.

### **4. ACCOUNTING METHOD**

NBFCs were required to comply with the Indian Accounting Standards (IND-AS) for the preparation of the Financial Statements. Accordingly, the annual financial statements for the year ended March 31, 2025 are prepared as per IND-AS.

### **5. TRANSFER TO RESERVES**

Our Company has in accordance with the provisions of Section 45-IC of the Reserve Bank of India (RBI) Act, 1934, created a Reserve Fund and during the year under review, the Company has transferred NIL out of the profits of the year to the said Reserve Fund.

### **6. WEB ADDRESS OF ANNUAL RETURN**

The Web Address where Annual Return of the Company for the Financial Year 2024-25 referred in sub-section (3) of Section 92 has been placed is mentioned below:

<http://www.sunshinecapital.in/resource/Share-Holders-Information/Financial.aspx>

### **7. CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business of company

### **8. SUBSIDIARY/ ASSOCIATE/ JOINT- VENTURE COMPANIES**

The Company does not have any subsidiary/ Associate / Joint-Venture Company.

### **9. SHARE CAPITAL**

The Authorized Share Capital of the Company ₹ 1,00,00,00,00,000 /- and Paid up Share Capital is ₹ 5,22,91,72,000/- as on 31st March, 2025.

There has been no change in the Paid-up Equity Share Capital of the company during the year.

### **10. DIVIDEND**

No Dividend was declared during the year by the company.

### **11. TRANSFER TO STATUTORY RESERVES AS REQUIRED BY RBI ACT, 1934**

During the year, the company has transferred Nil to the Statutory Reserves Fund in accordance with the provision of Section 45-IC of the Reserve Bank of India, as the company has gained PAT of Rs. 68.41 Lakhs during the year.

**12. NON-ACCEPTANCE OF PUBLIC DEPOSITS AS REQUIRED BY RBI ACT, 1934**

The Company has not accepted any public deposits or any fixed deposits during the FY-2024-25. Hence, there are no defaults in repayment of amount of principal and interest as on the date of balance sheet.

**13. RBI GUIDELINES**

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India for the Non-Banking Financial Company.

**14. NBFC REGISTRATION**

The company has been registered with Reserve Bank of India as Non Banking Finance Company vide Registration No. B-14.01266 on dated 25th September 1998. Your Company is categorized as a Non-Systemically Important Non-Banking Financial Company Not accepting public deposits (“NBFC-ND-NSI”) registered with Reserve Bank of India (“the RBI”) under Section 45-IA of the Reserve Bank of India Act, 1934. The Company has not accepted any deposit from the public during the year pursuant to the provisions of Section 73 of Companies Act, 2013.

The company has been registered with Reserve Bank of India as Non-Banking Finance Company Vide Registration No. B-14.01266 on dated 25th September 1998.

**15. NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 2016**

Pursuant to the Non-Banking Financial Companies’ Auditor’s Report (Reserves Bank) directions, 2016, a report from the Statutory Auditors to the board of directors has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

**16. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The detailed profile of the Director’s seeking appointment is given in the explanatory statement accompanying notice to AGM and additionally in the Corporate Governance Report forming part of the Annual Report.

During the financial year 2024-25, Mr. Luv Sharma was appointed as an additional Non-Executive & Independent Directors of the Company w.e.f. June, 26th 2024.

Also, Mr. Subodh Kumar was resigned as an Non-Executive & Independent Directors of the Company w.e.f. June, 18th 2024

During the year under review, no Non-Executive Directors (NEDs) of the Company had any pecuniary relationship or transactions with the Company

As required under Regulation 34(3) read with Schedule V Para C (10)(i) of LODR, Certificate from the Mrs. Parul Agarwal, Practicing Company Secretary that none of the Company’s Directors have been debarred or disqualified from being appointed or continuing as directors of Companies, is enclosed as an Annexure to the Corporate Governance Report.

**17. NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 2016**

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserves Bank) directions, 2016, a report from the Statutory Auditors to the board of directors has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

#### **18. DIRECTORS RETIRE BY ROTATION:**

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Surendra Kumar Jain (holding DIN: 00530035) Managing Director of the Company, is liable to retire by rotation at the ensuring Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends his re-appointment.

#### **19. INDEPENDENT DIRECTORS:**

The Independent Directors hold office for a term upto the period of five years and are not liable to retire by rotation. The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy for regularization of Independent Director is also placed on Website of the company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in) respectively.

During the Year, one (1) Meeting held in the F.Y. 2024-25 on 11/11/2024 of the Independent Directors.

#### **20. DECLARATIONS FROM INDEPENDENT DIRECTORS**

In terms of Section 149 of the Act, Mr. Bhupendra Kaushik, Mr. Luv Sharma and Mrs. Promila Sharma are the Independent Directors of the Company as on March 31, 2025 and also as on date. The Company has received declarations from the Independent Directors to the effect that (a) they fulfill the criteria for independence as laid down under Section 149(6) of the Companies Act, 2013 and the rules framed thereunder, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended upto date ("Listing Regulations") (b) that they have got themselves registered in the data bank for Independent Directors being maintained by the Indian Institute of Corporate Affairs (IICA), of the Ministry of Corporate Affairs, Government of India and their names are included in the data bank maintained by IICA (c) they are not aware of any circumstance or situation, existing or anticipated, which may impact or impair their ability to discharge duties (d) that they have complied with the Code for Independent Director prescribed in Schedule IV to the Companies Act, 2013 which forms a part of the Company's Code of Conduct for Directors and Senior Management Personnel, to which as well, they affirm their compliance.

As required under Regulation 25(7) of SEBI (LODR) Regulations, the Company has programmers for Familiarization for the Independent Directors about the nature of the Industry, Business model, roles, rights and responsibilities of Independent Directors and other relevant information. As required under Regulation 46(2)(i) of SEBI (LODR) Regulations the details of the Familiarization Programme for Independent Directors are available at the Company's website.

#### **21. POLICIES**

- Familiarization Programme For Independent Directors.
- Policy On Preservation Of Documents.
- Related party transactions policy.

- Emuneration policy.
- Vigil mechanism whistle blower policy.
- Policy on determine material event.

## **22. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Company's Policy for the appointment of Directors and Key and Senior Managerial Personnel and their Remuneration policy can be accessed on the Company's website at the web-link <http://www.sunshinecapital.in/resource/Share-Holders-Information/Policies.aspx>.

In seeking to select individuals for induction as directors on the Board of Directors of the Company, the criteria such as qualifications, positive attributes, independence as set out in the aforementioned policy, are strictly adhered to. Additionally, the knowledge, experience and expertise of the incumbent and their relevance to the Company, are other aspects covered by the policy, which are considered.

Remuneration packages for directors, key and senior management personnel, are drawn up in consonance with the tenets as laid down in the Remuneration Policy Depending upon the nature, quantum, importance and intricacies of the responsibilities and functions being discharged as also the standards prevailing in the industry the concerned individuals get the best possible remuneration packages permissible under the applicable laws, so that the Company gets to retain the best of quality and talent. The details of the Policy are available on the website of the Company at [www.sunshinecapital.in](http://www.sunshinecapital.in).

## **23. PUBLIC DEPOSITS**

Your Company being a Non-Systemically Important Non-Banking Financial Company Not accepting public deposits ("NBFC-ND-NSI") registered with Reserve Bank of India ("the RBI") under Section 45-IA of the Reserve Bank of India Act, 1934, has not accepted or renewed any deposit as covered under Chapter V of the Act read with the Companies (Acceptance of Deposit) Rules, 2014, as amended, from its members or the public during the year under review.

## **24. BOARD EVALUATION:**

In compliance with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors.

Pursuant to Schedule II, Part D of LODR, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which is based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of Independent Director.

The performance of the Independent Directors was reviewed and evaluated by the entire Board and in such exercise, the director concerned whose performance was being evaluated, did not participate.

Pursuant to Section 134(3)(p) of the Companies Act, 2013, and Regulation 25(4) of LODR, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members based on criteria such as the composition of committees, effectiveness of committee meetings, etc.

The performance of Non – Executive Directors, the Board as a whole and the Chairman of the Company was evaluated by Independent Directors, after taking into account the views of the Executive Director and NEDs.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors based on criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

## **25. KEY MANAGERIAL PERSONNEL:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under:

Mr. Surendra Kumar Jain,	<b>Managing Director</b>
Ms. Sangeeta,	<b>Chief Financial Officer</b>
Mr. Amit Kumar Jain,	<b>Company Secretary</b>

## **26. COMPANY SECRETARY:**

Mr. Amit Kumar Jain, Company Secretary has joined the company **w.e.f. 01 day of October, 2021.**

## **27. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director's Responsibility Statement:

- ❖ In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ❖ The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- ❖ The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- ❖ The Directors have prepared the accounts for the year ended 31<sup>st</sup> March, 2025 on a going concern basis.
- ❖ The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- ❖ The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.



## 28. MEETINGS

### a) BOARD MEETINGS

The Board of Directors duly met Thirteen (13) times during the financial year 2024-25. The dates on which meetings were held are 27/05/2024, 14/06/2024, 18/06/2024, 26/06/2024, 19/07/2024, 23/07/2024, 07/08/2024, 02/09/2024, 05/09/2024, 18/09/2024, 13/11/2024, and 03/12/2024, 14/02/2025

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015/ Companies Act, 2013.

The Composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under: -

Name of Director	Designation	Category	Number of Board Meetings		Attendance of Last AGM
			Directors Entitled to attend	Directors attended	
Mr. Surendra Kumar Jain	Managing Director	Executive & Promoter	13	13	Yes
Mrs. Promila Sharma	Women Director	Non-Executive & Independent	13	13	Yes
Mr. Bhupendra Kaushik	Director	Non-Executive & Independent	13	13	Yes
Mr. Subodh Kumar *	Director	Non-Executive & Independent	03	03	No
Ms. Rekha Bhandari	Director	Non-Executive & Non Independent	13	13	Yes
Mrs. Priti Jain	Director	Non-Executive & Non Independent	13	13	Yes
Mr. Luv Sharma	Director	Non-Executive & Independent	09	09	Yes

❖ Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

### 1) COMMITTEE MEETINGS: -

#### i) AUDIT COMMITTEE

The Audit Committee comprises three Members of which two members including Chairperson of the Committee is Independent Director. During the year (4) Audit Committee Meetings were convened and held.



### **Meetings of the Committee:**

The Committee met 4 times dated on 27/05/2024, 07/08/2024 and 13/11/2024, 13/02/2025. During the financial year 2024-25 The Composition of audit committee and their attendance at the meeting are as under:

<i><b>Name of Members</b></i>	<i><b>Category / Designation</b></i>	<i><b>No. of Meetings</b></i>	
		<i><b>Members entitled to attend</b></i>	<i><b>Members attended</b></i>
<i><b>Mrs. Promila Sharma</b></i>	Chairperson	4	4
<i><b>Mr. Surendra Kumar Jain</b></i>	Member	4	4
<i><b>Mr. Subodh Kumar</b></i>	Member*	1	1
<i><b>Mr. Luv Sharma</b></i>	Member	3	3

\* Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

### **(ii) NOMINATION & REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee comprises three members. All are Non-Executive Directors, of which two including Chairperson of the Committee are Independent Directors. During the year, (2) Nomination & Remuneration Committee Meetings was convened and held.

### **Meetings of the Committee:**

The Committee met 2 time dated on 26/06/2024 and 10/01/2025 in F.Y. 2024-25. The Composition of Nomination & Remuneration Committee and their attendance at the Meeting are as under:-

<i><b>Name of Members</b></i>	<i><b>Category/ Designation</b></i>	<i><b>No. of Meetings</b></i>	
		<i><b>Members entitled to attend</b></i>	<i><b>Members attended</b></i>
<i><b>Mr. Bhupendra Kaushik</b></i>	Chairman	2	2
<i><b>Mrs. Promila Sharma</b></i>	Member	2	2
<i><b>Mr. Luv Sharma</b></i>	Member	1	1

The amended/updated policy of nomination policy is also placed on website of the company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in) respectively.

**(iii) RISK MANAGEMENT COMMITTEE:**

The Risk Management Committee comprises three members of which two including Chairperson of the Committee are Independent Director. During the year Two (2) Risk Management Committee Meetings were convened and held.

**Meetings of the Committee:**

The Committee met 2 times dated on 15/06/2024, and 11/11/2024 during the financial year ended on March 31<sup>st</sup> 2025. The Composition Risk Management committee and their attendance at the meeting are as under:

Name of Members	Category/ Designation	No. of Meetings	
		Members entitled to attend	Members attended
Mr. Surendra Kumar Jain	Chairman	2	2
Mr. Subodh Kumar *	Member	1	1
Mrs. Promila Sharma	Member	2	2
Mr. Luv Sharma	Member	1	1

\* Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

**(iv) STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee comprises three members of which two members are Independent Director. During the year, (1) Stakeholders Relationship Committee Meeting was convened and held.

**Meetings of the Committee:**

The Committee met 1 time dated on 10/12/2024 and in the FY. 2024-25.

The Composition of Stakeholders' Relationship committee and their attendance at the meeting are as under: -

Name of Members	Category / Designation	No. of Meetings	
		Members entitled to attend	Members attended
Ms. Priti Jain	Chairman	1	1
Mrs. Promila Sharma	Member	1	1
Mr. Luv Sharma	Member	1	1

**(v) ASSET LIABILITY MANAGEMENT COMMITTEE:**

The Asset Liability Management Committee comprises of three members of which two including Chairperson of the Committee are Independent Director. During the year one (1) Asset Liability Management Committee Meetings were convened and held.

The Asset Liability Management Committee of the Board has been entrusted with the following Responsibilities:-

- To ensure proper funding and capital planning, management of capital markets risks, profit planning, forecasting and analyzing interest movements etc.
- The ALCO should actively monitor the company's liquidity profile and should have sufficiently broad representation across major internal functions that can be directly influence the company's liquidity risks profile (e.g. lending, investment, securities, wholesale and retail funding).
- The ALCO should ensure that the risk measurement system adequately identifies and quantifies risk exposure.

**Meetings of the Committee:**

The Committee met 1 time dated on 11/11/2024 during the financial Year ended March 31<sup>st</sup>, 2024.

The Composition Asset Liability Management Committee and their attendance at the meeting are as under:-

Name of Members	Category / Designation	No. of Meetings	
		Members entitled to attend	Members attended
Mrs. Surendra Kumar Jain	Chairman	1	1

Mr. Bhupendra Kaushik	Member	1	1
Mr. Promila Sharma	Member	1	1

**(vi) INVESTMENT COMMITTEE:**

The Investment Committee comprises of three members of which two including Chairperson of the Committee are Independent Director. During the year (1) Investment Committee Meetings were convened and held.

**Meetings of the Committee:**

The Committee met one (1) time dated on **11/11/2024** during this Financial Year.  
The Composition Investment Committee and their attendance at the meeting are as under: -

<i>Name of Members</i>	<i>Category/ Designation</i>	<i>No. of Meetings</i>	
		<i>Members entitled to attend</i>	<i>Members attended</i>
<i>Mr. Surendra Kumar Jain</i>	Chairperson	1	1
<i>Mrs. Promila Sharma</i>	Member	1	1
<i>Mr. Bhupendra Kaushik</i>	Member	1	1

**Compliance Officer:**

<b>Name of the Compliance Officer</b>	<b>Contact Details</b>	<b>E-Mail ID</b>
<b>Amit Kumar Jain (Company Secretary)</b>	011-23582393	sunshinecapital95@gmail.com
<b>Surendra kumara Jain (Managing Director)</b>	011-23582393	sunshinecapital95@gmail.com

**b) SHAREHOLDERS MEETING**

There is only one Share Holders Meeting i.e. Annual General Meeting held on 12.07.2024 through Video Conferencing (“VC”)/ Others Audio Visual Means (“OAVM”)

**29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are not applicable to NBFC company. Further details of investment are given in the Notes to the Financial Statements.

### **30. INTERNAL FINANCIAL CONTROL SYSTEM**

Internal financial controls of the Company are commensurate with the nature and size of business operations. Your Directors are of the view that there are adequate policies and procedures in place in the Company so as to ensure:

- (1) The maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **31. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, Company has established a vigil mechanism and has a whistle blower policy. The policy provides the mechanism for the receipt, retention and treatment of complaints and to protect the confidentiality and anonymity of the stakeholders. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee for redressal. No person has been denied access to the Chairman of the Audit Committee. The whistle Blower Policy is available on the website of the company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in).

### **32. GENERAL:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to or developments/happenings in respect of such matters, during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme including the stock option schemes in force in the Company.
2. Passing of Material orders by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
3. Corporate insolvency resolution process initiated or pending of any insolvency proceedings under the insolvency and bankruptcy code, 2016 (IBC)

### **33. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangements with Related Parties for the Financial Year 2024-25 is annexed herewith to the Financial Statements in Form No AOC -2

### **34. MANAGEMENT DISCUSSION ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section which forms part of the Annual Report under **Annexure I**.

### **35. CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirements) Regulation, 2015, Report on Corporate Governance is applicable as the Company is within the prescribed limit that the Paid-up Share Capital of the Company is INR 5,22,91,72,000/- (Rupees Five Hundred Twenty Two Crore Ninety One Lakh Seventy Two Thousand Only) and Net worth is INR 72468.05/- (Rupee Seven Hundred Twenty Four Crore Sixty Lakh Five Thousand Four Hundred Fourteen Only) as at March 31<sup>st</sup>, 2025.

Pursuant to the applicable regulation of SEBI (LODR) Regulations, 2015 read with Schedule V thereto, a detailed report on Corporate Governance is included in the Annual Report. A Practicing Company Secretary's Certificate certifying the Company's compliance with the requirements of listing regulations as set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to the Report.

### **36. AUDITORS**

#### **A. STATUTORY AUDITORS:**

At the Board Meeting of the company held on Friday, 30th May, 2025, Board has appointed M/S V R S K & ASSOCIATES, Chartered Accountants (Firm Registration No. (011199N) as Statutory Auditors of the Company under casual vacancy in place of M/S H K CHHABRA & CO, Chartered Accountants (Firm Registration No. (010917N) who tender his resignation on 07th May 2025, to hold the office till the conclusion of Ensuing AGM.

Re-Appointment of M/S V R S K & ASSOCIATES, Chartered Accountants (Firm Registration No. (011199N), as Statutory Auditors of the Company would be tabled at the meeting of Members, to be appointed as a Statutory Auditor of the Company Subject to the approval of Shareholders at General Meeting.

At the Board Meeting of the company held on **Friday, 14<sup>th</sup> February, 2025**, Board has appointed **M/s H K Chhabra & Co.,** Chartered Accountants (Firm Registration No. 010917N) as Statutory Auditors of the Company under casual vacancy in place of **GSA & ASSOCIATES LLP.,** Chartered Accountants (ICAI Registration No. AAS-8863) to hold the office till the conclusion of Ensuing AGM.

However, A Certificate from the Auditors has been received from the Statutory to the effect that their appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

#### **(a) Statutory Auditor's Report**

The Auditors have given the Statutory Auditors' Report for the FY ended 31<sup>st</sup> March, 2025 and is annexed herewith marked as **Annexure-III** and forms part of the Annual Report.

**(b) Statutory Auditor's Observations**

The observations made by Auditors with reference to notes to account are Self-explanatory and need no comments. The Board of Directors considered the matter and seeking to resolve the matter, if any.

**B. SECRETARIAL AUDITOR:**

The Company has appointed ACS Parul Agrawal, (Practicing Company Secretaries) as Secretarial Auditor to conduct the Secretarial Audit for the F.Y. 2024-25.

**(i) Secretarial Auditor's Report**

The Secretarial Audit Report is annexed herewith marked as Annexure- IV to this report in Form No. MR-3.

**(ii) Secretarial Auditor's Observations**

The observations made by Auditors with reference to notes to account are Self-explanatory and need no comments. The Board of Directors considered the matter and seeking to resolve the matter, if any.

**C. INTERNAL AUDITOR**

The Company has appointed Mr. Sudhish Kumar Verma as an Internal Auditor of the Company for the Financial Year 2024-25.

**(i) Internal Auditor's Report**

Mr. Sudhish Kumar Verma placed the internal audit report to the Company.

**(ii) Internal Auditor's Observations**

Internal audit report is self-explanatory and need no comments.

**37. MAINTENANCE OF COST RECORDS**

Maintenance of Cost Audit Records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained. Also Cost Audit is not applicable to the Company.

**38. ENHANCING SHAREHOLDER VALUE**

Your Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders. For this purpose, the Management has listed its shares on Bombay Stock Limited (BSE) having nationwide trading platform.

**39. PARTICULARS OF EMPLOYEES**

Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.



- Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31<sup>st</sup> March, 2025.

Sr. No.	Name of Directors	Remuneration P.A.	Ratio to Median Remuneration of Employees
1.	Mr. Surendra Kumar Jain	NIL	NIL

**Note: No sitting fees paid to Independent Directors and Non-executive director and hence not included in the above table.**

- The percentage increase in remuneration of each director CFO, CEO, Company Secretary or Manager, if any, in the financial year 2024-25: **NIL**
- Percentage increase in median remuneration of employees in the financial year: **NIL**
- The number of permanent employees on the rolls of the company is **13**.
- Affirmation that the remuneration is as per the remuneration policy of the company:  
Pursuant to Rule 5(1)(Xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

#### **40. DEMATERILISATION OF SHARES**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN INE974F01025 has been allotted for the Company. Therefore, the investors may keep their shareholding in the electronic mode with their Depository Participants 99.87% and balance 0.13 % is in the physical form of the company's paid-up Share Capital is in dematerialized form as on 31<sup>st</sup> March, 2025.

#### **LISTING OF SHARES**

The Company has got listed 5,22,91,72,000 Equity Shares of INR 1/- each on BSE.

#### **41. CREDIT RATING**

The directors of the Company are pleased to report that the Company is registered with all four RBI Authorized CIC's Companies i.e., TransUnion CIBIL Limited (Formerly: Credit Information Bureau (India) Limited), Credit Information Bureau (India) Limited (CIBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Pvt. Ltd, CRIF High Mark Credit Information Services Pvt. Ltd.

#### **42. EXPOSURE TO REAL ESTATE**

During the year, Company has Outstanding Balance/Exposure in Real Sector to **INR 37.76** (In Crore). The details of the Real sector exposure of the company is as under:-

S. No.	Name of the Borrower	Amount (In Rs.)
1	Ambition Hotels Pvt. Ltd.	
2	Best Real Build India Pvt. Ltd.	5,63,22,191
3	Best Reality LLP	11,80,31,092.5
4	Ridhi Sidhi Malls & Multiplexs Pvt. Ltd.	5,74,61,868
5	Saha Buildestate Pvt. Ltd.	
6	Saha Infratech Pvt. Ltd.	40,14,160
7	Sunworld Residency Pvt. Ltd.	11,64,28,391
8.	Bleu Noir Infrastructure development Pvt. Ltd	
9.	Promising Empire Pvt. Ltd	29,55,655
10.	Reliable Industries	6,25,94,219/-
	<b>Total</b>	<b>37,76,95,709.50/-</b>

#### **CAPITAL FUND TO RISK WEIGHTED ASSETS**

The Percentages to capital funds to risk weighted assets/ exposures are as follows:

Particulars	(In %)
Tier-I Capital	7.20 %
Tier-II Capital	6.27 %
<b>Total</b>	<b>13.47%</b>

#### **43. HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

The Company has complied with all the applicable environmental law and labor laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

#### **44. HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

#### **45. DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013**

During the year under review, your directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2024-25.

#### **46. COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/ regulations/ guidelines issued from time to time.

The company has followed all regulatory directions such as KYC, Norms, Provisioning Norms, CRAR, Asset Liability Management, Fair Practice Code, Fraud Reporting etc., required by the Reserve Bank of India, the regulator for the NBFCs.

#### **47. SECRETARIAL STANDARDS OF ICSI**

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

#### **48. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the website of the company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in).

The following is a summary of sexual harassment complaints received and disposed off during the financial year 2024-25.

No of complaints received	:	NIL
No of complaints disposed off	:	NIL.

#### **49. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY**

In compliance with Regulation 21(2) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended upto date, pursuant to the recent amendment in such regulations notified by SEBI on May 5, 2021, a Risk Management Committee was constituted by the Board of Directors comprising of Mr. Surendra Kumar Jain, an Independent Director as the Chairman, Mrs. Promila Sharma, and Mr. Luv Sharma, both are Independent Directors, to oversee implementation of the Risk Management Policy in force in the Company, and monitor and evaluate risks, basis appropriate methodology, processes and systems.

The Risk Management Policy is in force and application in the Company, has been drawn up based on a detailed assessment of the operational risks, risks associated with related business in India, in general and the business of the Company in particular. The Risk management Policy also covers the risks related to the Company assets and property, the risks which the employees of the Company may get exposed to, the risks arising out of non-compliance if any, with the provisions of and requirements laid down under various applicable statutes, Foreign Exchange related risks, risks which could emanate from business competition, contractual risks etc.

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc. other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is continuously reviewed by the Management of the Company.

Management Discussion and Analysis Report which forms part of the Annual Report identifies key risks, which can affect the performance of the Company. The policy has been uploaded on the website of the Company.

**50. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**a) DETAILS OF CRYPTO / VIRTUAL CURRENCY**

There were no Transaction and Financial Dealing in Crypto / Virtual Currency during Financial Year 2024-25.

**b) MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

Apart from the information provided/disclosures made elsewhere in the Directors' Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, occurred between the end of the Financial year of the Company i.e. March 31, 2025 till date of this Report.

**c) SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the company.

**d) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished.

**A. Conservation of Energy**

Steps taken/ impact on conservation of energy, with special reference to the following: **NIL**  
Steps taken by the company for utilizing alternate sources of energy including waste generated: **NIL**

**B. Technology absorption**

Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc. The Company has not taken any technical know, how from anyone and hence not applicable.

**In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:**

The Company has not imported any technology and hence not applicable.

Expenditure incurred on Research and Development: The Company has not incurred any expenditure on research and development.

**C. Foreign Exchange Earnings/Outgo:-**

Foreign Exchange Earnings and Outgoings	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
Earnings in Foreign Currency (FOB Value of exports)	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL

**51. DETAILS OF APPLICATION MADE FOR OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016.**

During the year under review, there were no Application made or proceeding in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

**52. CODE OF CONDUCT ON SEBI (PIT)**

The Company has laid down a code of conduct for all Board members and senior management personnel. The Code of Conduct is available at company's website <http://www.sunshinecapital.in/>.

**53. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:**

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

#### **54. GREEN INITIATIVES**

This year too, Annual Report and the notice of the 31<sup>st</sup> Annual General Meeting of the Company are being sent to all members electronically, at their registered e-mail ids as made available to the Company or its Registrar and Transfer Agent, Skyline Financial Services Pvt. Ltd.

The e-voting facility is being provided to the members to enable them to cast their votes electronically on all resolutions sent forth in the notice, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the notice.

Furthermore, in compliance with the conditions and the related procedure laid down in the MCA Circulars, the meeting and the voting thereat shall take place in the manner so laid down.

#### **55. A STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961**

We hereby affirm that our company fully complies with the provisions of the Maternity Benefit Act, 1961, as amended from time to time. We are committed to ensuring the rights and welfare of our women employees, and accordingly: Maternity benefits, including paid leave, medical bonus, nursing breaks, and other applicable entitlements, are provided in accordance with the Act; No discrimination is made against women employees on account of pregnancy, childbirth, or any conditions related thereto; Appropriate records are maintained as per statutory requirements; We ensure a safe, inclusive, and supportive work environment for all women employees, particularly during maternity and post-maternity periods. This statement is issued in good faith and in the interest of transparency and statutory compliance.

#### **ACKNOWLEDGEMENT**

The Directors are thankful to the Bankers, Customers, Dealers and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR SUNSHINE CAPITAL LIMITED**

Sd/-

**DATE: 04/08/2025  
PLACE: NEW DELHI**

**SURENDRA KUMAR JAIN  
MANAGING DIRECTOR  
DIN: 00530035**

**PRITI JAIN  
DIRECTOR  
DIN: 00537234**

**ANNEXURE-I****FORM NO. AOC-1**

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part "B" Associates and Joint Ventures**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(IN ₹)

S. NO.	Name Of Associates/ Joint Ventures	hologram holding Pvt. Ltd.
1	Latest Audited Balance Sheet Date	31/03/2025
2	Date of acquisition of shares in the company	01/04/2024
3	Shares of Associate/Joint Ventures held by the Company on the year end	Associate
4	No. of Shares	10,00,000
5	Amount of Investment in Associates/Joint Venture	1,89,10,00,000/-
6	Extend of Holding %	33.22%
7	Networth attributable to Shareholding as per latest audited Balance Sheet	29,999.55
8	Profit /Loss for the year	7,780/-
9	i. Considered in Consolidation	-2,584.46
10	ii. Not Considered in Consolidation	5,195.54



**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:-**

- (a) Name(s) of the related party and nature of relationship: **NIL**
- (b) Nature of contracts/ arrangements/ transactions: **NIL**
- (c) Duration of the contracts/ arrangements/transactions: **NIL**
- (d) Salient terms of the contracts or arrangements or transactions including the value: **NIL**
- (e) Justification for entering into such contracts or arrangements or transactions: **NIL**
- (f) Date of approval by the Board: **NIL**
- (g) Amount paid as advances: **NIL**
- (h) Date on which the special resolution was passed in general meeting as required under first provision to section 188: **NIL**

**2. Details of material contracts or arrangement or transactions at arm's length basis:-**

Sl. No.	Names of the related party and nature of relationship	Nature of contracts / arrangements/transaction	Duration of contracts /arrangements/transaction	Salient terms of the contracts or arrangements or transactions including the value	Date of approval by the Board, if any	Amount paid as advances if any
1	Babita Jain (Relative of KMP)	Loan Given	5 years	Rs 22,23,19,891/-	29/03/2022	NIL
2	Virendra Jain (Relative of KMP)	Loan Given	5 Years	Rs 10,54,10,698/-	23/06/2020	NIL
3.	Babita Jain (Relative of KMP)	Remuneration	21 Tran.	Rs 16,15,0000/-	29/05/2023	NIL
4.	Amit Kumar Jain (Company Secretary)	KMP Remuneration	1 year	Rs 1,80,000/-	29/05/2023	NIL
5.	Utsav Securities Ltd. (Mr. Virendra Jain is bother of Mr. Surendra	Loan Given	4 Trans.	Rs. 55,00,000/-	19/07/2024	NIL
6.	Abhijit Trading Co. Ltd. (Relative of KMP)	Allotment of Shares	1 Tran.	Rs. 1,50,00,00,000/-	19/07/2024	NIL
7.	Abhijit Trading Co. Ltd. (Relative of KMP)	Loan Given	6 Trans.	Rs. 1,91,26,493/-	20/11/2024	NIL

## **MANAGEMENT DISCUSSION ANALYSIS REPORT**

### **A. ECONOMIC OUTLOOK**

#### **F.Y. – 2024-25 Macroeconomic Overview Economy Back to Growth, Business as Usual**

The Non-Banking Financial Companies (NBFCs) in India have been integral to the country's economic development, offering financial services and complementing the banking sector in reaching out to the unbanked segments of society. The journey from their inception in the 1960s to today's digital age reflects a significant transformation, underscored by adaptability and a forward-thinking approach to embracing change. The NBFCs have played a pivotal role in the Indian financial sector for decades, offering services such as loans and advances, acquiring shares/stocks/ bonds/debentures/securities issued by the government or local authority, and other market instruments.

The rationale behind delving into the NBFC realm, particularly at this juncture, is twofold. Firstly, this sector rapidly evolves with an unwavering commitment to highlighting and fostering excellence within the financial ecosystem. Secondly, NBFCs play an essential role in powering India's economic growth. By showcasing how these institutions leverage cutting-edge technologies such as Artificial Intelligence (AI), Machine Learning (ML), Block chain, and Big Data analytics, we celebrate their achievements and underscore the transformative impact these innovations have on financial inclusion and operational efficiency across the nation.

As we delve into this domain, let us remember that our collective legacy of pushing the industry towards uncharted territories makes this journey necessary and imperative for the continued growth and success of the NBFC sector in India. For over a decade, we have spearheaded the digital transformation within the industry through the Tech Summit, India's most extensive and longest-running NBFC Congregation dedicated to this cause, now proudly in its 16th iteration. Holding the baton firmly, we are prepared to advance the industry further, pushing relentlessly towards innovative boundaries by integrating new-age technologies. This effort is critical as we aim to redefine and enhance the landscape of financial services through continuous innovation and strategic foresight. Our dedication to this cause stems from a deep-rooted belief in NBFCs' potential to transcend traditional financial paradigms and offer more inclusive, efficient, and secure financial services that cater to the diverse needs of India's population.

The historical evolution of NBFCs in India is marked by gradual regulatory and structural changes to enhance their role in financial inclusion and economic development. Initially, NBFCs operated with minimal regulatory oversight, focusing primarily on niche markets, including industrial loans, equipment leasing, and hire purchases.

The digital journey of NBFCs in India began in the late 1990s, with the advent of the internet and the initiation of computer-based operations. The early 2000s marked the introduction of essential online services, focusing primarily on information dissemination rather than interactive services. However, the fundamental transformation started in the late 2000s, when NBFCs began to adopt more sophisticated online transaction systems, e-KYC processes, and mobile banking solutions.

## Embracing the Winds of Change

The evolution of NBFCs in India represents a remarkable journey of adaptability and innovation, underscoring their pivotal role in driving economic growth and financial inclusion. From their inception to the digital era, NBFCs have undergone a transformative journey, embracing technological advancements to redefine financial services delivery.

The digital transformation of NBFCs reflects a shift in operational paradigms and a fundamental reimagining of the financial ecosystem. By integrating advanced technologies such as AI, ML, Blockchain, and offering new avenues for innovation and efficiency. Moreover, emerging technologies on the horizon, including Quantum Computing, the Internet of Things (IoT), and Distributed Ledger Technology (DLT), promise to usher in a new era of financial services characterised by unparalleled speed, security, and sophistication.

The vision for the future of NBFCs in India is inclusivity, efficiency, and sustainability. By leveraging the power of technology and human insight, NBFCs are poised to shape a financial services landscape that caters to customers' diverse needs while driving economic growth and stability. As NBFCs continue to evolve and innovate, they are not just adapting to change but leading the way towards a brighter, more digitally enabled future for finance in India.

### B. COMPANY OVERVIEW

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above, we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

### C. FINANCIAL PERFORMANCE

During the financial year 2024-25, the Company has recorded total Revenue of ₹ 892.68 (In Lacs) as compared to the last year of ₹ 7423.01 In Lacs). The company has gained Profit Before exceptional item and Tax of ₹ 126.30 (In Lacs) as compared to ₹ 103.93 in the previous financial year. During the year the company has earned a net loss after exceptional items and current tax of ₹(68.41) as compared to ₹ (4721.32) /- in the Previous Year. The Directors are optimistic about future performance of the Company.

### D. OPPORTUNITIES & THREATS

#### Opportunities

- ❖ Increase in Income levels will aid greater penetration of financial products.
- ❖ Positive regulatory reforms.
- ❖ Increase in corporate growth & risk appetite.
- ❖ Greater efficiency in debt market operations which will also help greater penetration.
- ❖ Increased securitization.
- ❖ Focus on selling new product/services.

### **Threats**

- ❖ Inflation could trigger increase in consumer price inflation, which would dampen growth.
- ❖ Increased competition in both local & overseas markets.
- ❖ Unfavorable economic development.
- ❖ Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

### **E. RISK MANAGEMENT AND CONCERNS**

Your company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals.

Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision-making taking note of the risk attributable.

Your Company has established a guideline to inform board members about the risk assessment and mitigation process. The Company manages, evaluates, and reports on the major risks and uncertainties that may jeopardize its ability to meet its strategic goals. The Company's Risk Management Policy focuses on identifying, assessing, and managing risks related to the Company's assets and property, Employees, Foreign Currency Risks, Operational Risks, Non-compliance with statutory enactments, Competition Risks, and Contractual Risks.

### **F. HUMAN RESOURCE**

The Company holds its skilled and trained workforce in high esteem, recognizing them as indispensable for achieving organizational goals. A commitment is made to not only maintain but also enhance their capabilities, ensuring they remain aligned with the ever-evolving technological landscape. During the year under review, the Company undertook a variety of training initiatives covering a wide spectrum of topics. These encompassed technical competencies crucial for operational excellence, programs aimed at fostering positive behavioral traits, workshops focusing on enhancing business acumen, as well as both general and advanced management principles. Leadership training was provided to cultivate effective decision-making and team management skills. Customer-centric training was prioritized to uphold service standards, while safety protocols were reinforced to ensure a secure work environment. The Company emphasized the importance of values and ethical conduct, instilling a sense of integrity and responsibility across all levels of the workforce.

### **G. MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYEE**

The employees are satisfied and having good relationship with the Management. Your Company values each employee, supports them, and strives to provide opportunities based on their skill sets, resulting in mutually beneficial relationships between the company and its employees. Your Company has developed a policy that increases employee job satisfaction while simultaneously increasing production.

## **INTERNAL CONTROL SYSTEMS**

Your Company has an internal control system that is suitable to the characteristic and scale of its operations and that efficiently and effectively addresses all aspects of the business and functional departments.

The framework encompasses a compliance management team with established policies, norms, and procedures, as well as applicable statutes, rules, and regulations, as well as an inbuilt system of checks and balances, to ensure that appropriate and prompt corrective actions are taken in the event of any discrepancies from the defined standards and parameters.

Internal control systems are examined on a regular basis for effectiveness and deliverability, so that any necessary precautions to reinforce them can be undertaken in response to changing company requirements. Your Company conducts ongoing reviews of its systems, procedures, and controls, comparing and aligning them with industry standards.

## **H. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of conduct for its employees including the Director.

I confirm that the Company has in respect of the Financial Year ended 31<sup>st</sup> March, 2025, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

## **I. DISCLOSURE OF ACCOUNTING TREATMENT**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The Company has follows to continue with the period of 1<sup>st</sup> day of April to 31<sup>st</sup> day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

## **J. CAUTIONARY STATEMENT**

The management discussion and analysis report containing the Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors such as changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

**CORPORATE GOVERNANCE REPORT**

**As required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**INTRODUCTION**

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long-term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

**COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company policy on Corporate Governance rests on the pillars of Transparency, Accountability, Integrity, Equity and Environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

The Company is committed to good Corporate Governance and its philosophy of Corporate Governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company’s business in an efficient and transparent manner towards fulfilling the corporate objectives and meet the obligations and serve the interest of the stakeholders. The Company’s endeavor has always been to maximize the long term value to the shareholders of the Company

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

**MEETINGS****1. BOARD OF DIRECTORS**

The Board of Directors in the Company has been constituted in a manner which ensures appropriate combination of Executive Directors and Non-executive Directors, and having proper mix of non-independent and independent directors to ensure proper governance and management. The Board members have collective experience in diverse fields.



Currently, the Board of Directors (Board) consists of one executive director and three non-executive directors. As per the requirement of companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations), The Independent Directors constitute more than fifty percent of the total Board composition with three out of Five directors on the Board of the Company being independent. The Board also has one director who is a non-executive women Independent Director.

The Board of Company consists of Six (6) Directors as of now with a fair representation of Executive, Non-Executive, Independent Directors and Women Director.

The composition and category of Board during the year as follows'

<i><b>Name of Director</b></i>	<b>Designation</b>	<b>Category</b>
<i><b>Mr. Surendra Kumar Jain</b></i>	Managing Director	Executive & Promoter
<i><b>Mrs. Promila Sharma</b></i>	Women Director	Non-Executive & Independent
<i><b>Mr. Bhupendra Kaushik</b></i>	Director	Non-Executive & Independent
<i><b>Mr. Subodh Kumar *</b></i>	Director	Non-Executive & Independent
<i><b>Ms. Rekha Bhandari</b></i>	Woman Director	Non-Executive & Non Independent
<i><b>Mrs. Priti Jain</b></i>	Woman Director	Non-Executive & Non Independent
<i><b>Mr. Luv Sharma</b></i>	Director	Non-Executive & Independent

- ❖ Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

None of the Directors on the Board held directorship in more than seven listed companies. Further, the Executive director of the Company, do not serve as an Independent director in any listed company as mentioned in regulation 17A(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations).

None of the directors on the Board is a member of more than ten committees or chairperson of more than five committees across all Public Limited companies in which he/ she is a director. In computing the said number only Audit Committee and Stakeholders Committee, have been considered. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies or a whole-time director/MD in any listed entity.



Mr. Surendra Kumar Jain, who holds 1,50,54,400 equity shares and Mrs., Priti Jain who holds 2,18,97,600 equity shares in the Company, except no other director holds any share/ convertible instruments in the Company.

None of the Non-executive Director had any pecuniary relationship with or entered any pecuniary transactions with the Company, during the financial year 2024-25

During financial year 2024-25 Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024. Mr. Luv Sharma was appointed as an additional Non-Executive & Independent Directors of the Company w.e.f. 26/06/2024.

The Board of Directors of the Company do hereby confirm that in their opinion that all Independent Directors of the Company fulfill the conditions specified in SEBI LODR Regulations 2015 and are Independent of management of the Company.

### **Woman Directors**

The Company, in compliance of the provisions of Section 149 read with Rule 3 of the Companies (Appointment and Qualifications of Directors), 2014 and Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 has one Non-executive Woman Directors on the Board, which is Mrs. Promila Sharma, Independent Woman Director.

### **BOARD OF DIRECTORS MEETINGS**

The Board of Directors duly met Eleven (13) times during the financial year 2024-25. The dates on which meetings were held are 27/05/2024, 14/06/2024, 18/06/2024, 26/06/2024, 19/07/2024, 23/07/2024, 07/08/2024, 02/09/2024, 05/09/2024, 18/09/2024, 13/11/2024, and 03/12/2024, 14/02/2025

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Companies Act, 2013.

The Composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings		Attendance of Last AGM
			Directors Entitled to attend	Directors attended	
<b>Mr. Surendra Kumar Jain</b>	Managing Director	Executive & Promoter	13	13	Yes
<b>Mrs. Promila Sharma</b>	Women Director	Non-Executive & Independent	13	13	Yes

<b>Mr. Bhupendra Kaushik</b>	Director	Non-Executive & Independent	13	13	Yes
<b>Mr. Subodh Kumar *</b>	Director	Non-Executive & Independent	03	03	No
<b>Ms. Rekha Bhandari</b>	Director	Non-Executive & Non Independent	13	13	Yes
<b>Mrs. Priti Jain</b>	Director	Non-Executive & Non Independent	13	13	Yes
<b>Mr. Luv Sharma</b>	Director	Non-Executive & Independent	09	09	Yes

- ❖ Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

The Minutes of the Meetings of the Board of Directors are discussed and taken note and bind with Minute's Book.

### Information Provided to the Board

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are summarized either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This inter-alia, include:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Details of any joint venture or collaboration agreement or new client win.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed structures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resource front.

- Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labor problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

## **2. INDEPENDENT DIRECTORS MEETING**

In compliance with the requirements set out in Schedule IV to the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015 and Secretarial Standard on Board Meeting (SS-1) a separate meeting of Independent Directors of the Company was held on **November 14, 2024** during the financial year 2024-25.

The meeting shall include: -

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of Chairman of the company, taking into account the views of executive directors and non-executive directors and;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **Confirmation Regarding Independent Directors**

The Board of Directors of the Company do hereby confirm that in their opinion that all Independent Directors of the Company fulfill the conditions specified in SEBI LODR Regulations 2015 and are Independent of management of the Company.

### **Familiarization Programmers for Independent Director**

With an aim to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly, familiarization program has been designed for the Independent Directors.

The Company, on regular basis makes detailed presentations to the Board including Independent Directors, on the Company's operation and business plans, the nature of industry in which Company operates, and model of respective businesses. At the time of appointing a director, a formal letter of appointment is given to him/ her, which inter alia explains the role, function, duties and responsibilities expected by him/her as a director of company. The chairman and Managing Director also have a one-to-one discussion with the newly appointed director to familiarize him/her with the company operations.

In compliance with the requirement of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Independent Directors of the Company are made aware of

their role, responsibilities, and liabilities at the time of their appointment/reappointment through a formal letter of appointment which stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.

Further, in line with the policy of the Company as framed in this regard and in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a familiarization exercise for Independent Directors of the Company was carried out during the financial year 2024-25.

The Familiarization Programmers policy for the directors is given on the website of the company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in)

### **Code of Conduct**

In order to adopt Corporate Governance practice in its true spirit, the Company has adopted a “Code of Conduct” for its employees including Managing/Executive Director and senior management. In addition, the Company has also adopted a Code of Conduct for its Non- Executive Directors, which includes duties of the Independent Directors as laid down in the Companies Act, 2013 (the “Act”). These codes are available on the website of the Company. Further, the Company’s Corporate Governance philosophy has been strengthened through the “Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices”.

#### **(i) Code of Conduct and Ethics**

The Company has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company, which also includes the duties and responsibilities of both Executive and Non-Executive directors as laid down under in the Companies Act, 2013 and SEBI Regulations. The Code of Conduct is available on the website of the Company [http://www.sunshinecapital.in/resource/Share-Holders-Information/Code\\_of\\_Conduct.aspx](http://www.sunshinecapital.in/resource/Share-Holders-Information/Code_of_Conduct.aspx)

None of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its Promoters or Directors, its Senior Management or its Subsidiaries.

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, for the Financial Year 2024-25. A declaration signed by the Mr. Surendra Kumar Jain, Managing Director and Mrs. Sangeeta, Chief Financial Officer of the Company, to this effect, appears at the end of this Report.

#### **(ii) Code of Conduct for Prevention of Insider Trading**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices (Insider Trading Code).

All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company, are governed under this Insider Trading Code.

## **COMMITTEES MEETINGS**

The Board has various committees which act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year and the related attendance details are provided below. The Board has Six Committees namely:

- (a) **Audit Committee**
- (b) **Nomination & Remuneration Committee**
- (c) **Stakeholders Relationship Committee**
- (d) **Risk Management Committee**
- (e) **Asset Liability Management Committee**
- (f) **Investment Committee**

### **A. AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in compliance with provisions of Regulation 18 of SEBI Listing Regulations 2015 and Section 177 of the Companies Act 2013 and as on March 31, 2025 comprised of Three members namely, Mrs. Promila Sharma as the Chairperson and member, Mr. Surendra Kumar Jain, and Mr. Luv Sharma as the other members. Mrs. Promila Sharma, and Mr. Luv Sharma are Non-Executive Independent Directors and Mr. Surendra Kumar Jain is an Executive Director. The Secretary of the Company also acts as Secretary of the Audit Committee.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

All the members are financially literate and having expertise in the fields of finance, accounting, development, strategy and management.

#### **Brief description of the terms of reference**

In terms of Section 177 of the Companies Act, 2013 and Regulation 18 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with Part-C of Schedule II of the Regulations the role of Audit Committee, inter-alia includes the following:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and auditor's report, including quarterly/ half yearly financial information thereon before submission to the board for approval.
- Reviewing with management the annual financial statements and auditor's report before submission to the Board, focusing primarily on:
  - ❖ Any changes in accounting policies and practices;
  - ❖ Major accounting entries based on exercise of judgment by management;
  - ❖ Qualifications in draft audit report;

- ❖ Significant adjustments arising out of audit;
  - ❖ Compliance with accounting standard;
  - ❖ Compliance with stock exchange and legal requirements concerning financial statements;
  - ❖ Any related party transactions as per Accounting Standard 18.
  - ❖ Reviewing the Company's financial and risk management policies.
  - ❖ Disclosure of contingent liabilities.
  - ❖ Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
  - ❖ Discussion with internal auditors of any significant findings and follow-up thereon.
  - ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - ❖ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - ❖ Reviewing compliances as regards the Company's Whistle Blower Policy.
- 
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of fund utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
  - Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
  - Approval or any subsequent modification of transactions of the Company with related parties.
  - scrutiny of inter-corporate loans and investments
  - Valuation of undertakings or assets of the Company, wherever it is necessary.
  - Evaluation of internal financial controls and risk management systems.
  - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
  - reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments existing as on the date of coming into force of this provision.
  - Consider and comment on rationale, cost-benefits and impacts of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
  - Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  - The Audit Committee is entrusted with the responsibility to supervise the Company's internal control and financial reporting process.



- **Mandatory review of following information:**

- ❖ Management discussion and analysis of financial condition and results of operations;
- ❖ Statement of significant related party transactions, submitted by management;
- ❖ Management letters/ letters of internal control weaknesses issued by Statutory Auditors
- ❖ Internal Audit reports related to internal control weaknesses; and:
- ❖ Appointment, removal and terms of remuneration of Internal Auditor
- ❖ Statement of deviations in accordance with regulation 32.

### **Meetings of the Committee**

The Committee met 2 times dated on 27/05/2024, 07/08/2024 and 13/11/2024, 13/02/2025 during the financial year. During the financial year ended 31<sup>st</sup> March, 2025.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors. The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and Their Attendance at the Meeting: The Composition of audit committee and their attendance at the meeting are as under:

Name of Members	Category / Designation	No. of Meetings	
		Members entitled to attend	Members attended
<b><i>Mrs. Promila Sharma</i></b>	Chairperson	4	4
<b><i>Mr. Surendra Kumar Jain</i></b>	Member	4	4
<b><i>Mr. Subodh Kumar</i></b>	Member*	1	1
<b><i>Mr. Luv Sharma</i></b>	Member	3	3

The Finance Head and Auditors attended the meeting by Invitation. The Chairman of the Audit Committee was present at the 31<sup>st</sup> Annual General Meeting of the Company held on 28<sup>TH</sup> August, 2025.

The Board of Directors of the Company had accepted all recommendations of the committee which are mandatorily required, during the Financial Year 2024-25.

### **Powers of Audit Committee**

The audit committee shall have the following powers, which includes the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.



### **Review of Information by Audit committee**

The Audit Committee shall mandatorily review the following information:

- Management Discussion and analysis of financial condition and results of operations;
- Statement of RPT (As defined by Audit Committee), submitted by Management;
- Management letters/ letters of internal control weakness issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

### **B. NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and as on March 31, 2025 comprised of three Non-Executive Directors as its members namely Mr. Bhupendra Kaushik, as the Chairperson and member, Mr. Luv Sharma and Mrs. Promila Sharma as the other two members. All the three members including Chairman of the Committee are Independent Director.

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- to recommend to the Board, compensation terms of the Executive Directors;
- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For appointment of Independent Director(s), evaluate the balance of skills, knowledge and experience on the board and on basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.
- Formulation of the criteria for evaluation of performance of independence director and the board of directors.
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors and other pertinent factors.
- Recommend to the board, all remuneration, in whatever form, payable to the senior management.

### **Scope of the Committee:**

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking into account the financial position of the Company, trend in the industry, appointees' qualification, experience, past performance, interest of the Company and members.

### **Meetings of the Committee:**

The Committee met 2 time dated on 26/06/2024 and 10/01/2025 during the financial year 2024-25.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors. The Composition of the Nomination & Remuneration Committee and their attendance at the meeting:

<i><b>Name of Members</b></i>	<i><b>Category / Designation</b></i>	<i><b>No. of Meetings</b></i>	
		<b>Members entitled to attend</b>	<b>Members attended</b>
<b>Mr. Bhupendra Kaushik</b>	Chairman	2	2
<b>Mrs. Promila Sharma</b>	Member	2	2
<b>Mr. Luv Sharma</b>	Member	1	1

### **Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations, the Annual Performance Evaluation was carried out for the Financial Year 2024-25 by the Board in respect of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship and Corporate Social Responsibility Committees.

The Nomination and Remuneration Committee (NRC) has defined the evaluation criteria, procedure, and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter-alia, structure of the Board, qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissent, recording of minutes and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of Management's performance and feedback, independence of management from the Board, access of Board and Management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence, and guidance/ support to Management outside Board/ Committee Meetings.

Criteria for evaluation of the Committees of the Board include mandate of the Committee and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, Agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and Management.

A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance was prepared after taking into consideration the Guidance note issued by SEBI vide circular no. CMD/CIR/P/2017/004 dated 05.01.2017.

The performance of the Independent Directors was also reviewed and evaluated by the entire Board and in such exercise, the director concerned whose performance was being evaluated, did not participate. The criteria used for evaluation were, the performance of each director as evidenced by the level of participation in the affairs of the Company, gauged by the inputs/ suggestions received from such a director and as to whether the concerned director fulfilled each of the criteria for independence, laid down in law.

Towards the evaluation of performance questionnaires were circulated and individual feedback meetings were held with various directors, committee members and the Chairman, all of which were compiled into detailed reports at the end of the financial year, the consolidated report being once again finally discussed and reviewed and thereupon documented and preserved in records.

### **Remuneration Policy:**

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results.

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule II to the SEBI Regulations, the Committee is responsible for inter alia formulating the criteria for determining qualification, positive attributes and independence of a Director. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other senior employees of the Company.

Company's remuneration policy is market-led and takes into account the competitive circumstances of the business so as to attract and retain quality talent and leverage performance significantly. However while fixing the remuneration for its key managerial personnel and other senior management personnel, care is taken to ensure that the financial prudence is not compromised with and that a reasonable parity commensurate with the level of responsibility and quantum of work handled, is maintained between the remuneration of personnel at different hierarchical level.

## **B. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Board is constituted in terms of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and as on March 31, 2025 comprised of Ms. Priti Jain, Chairperson, Mrs. Promila Sharma and Mr. Luv Sharma as the other two members. Out of the three, Two members excluding Chairman of the Committee, is a Non- Executive Independent Director of the Company.

### **Terms of reference:**

The terms of reference of the Stakeholders Relationship Committee (SRC) covers the areas mentioned in Section 178 (5) of the Act and Regulation 20 read with Part D (B) of Schedule II to the Listing Regulations. The terms of reference of the Stakeholders Relationship Committee, inter-alia are as follows;

(a) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

(b) Review of measures taken for effective exercise of voting rights by shareholders.

(c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company.

The Committee in order to meaningfully serve the purpose of its creation and effectively discharge its responsibility works in close coordination with the Company Secretarial Department of the Company and the Registrar and Transfer Agent appointed by the Company. The emphasis is always on working in closely with each other so that not only the investor grievances are resolved meaningfully and in time, to their utmost satisfaction, but also that suitable measures are taken to prevent the possibility of recurrence of such grievances.

Additionally, the Committee has been vested with the responsibility of approving the requests for share transfers and transmissions, requests pertaining to dematerialization of shares/subdivision/consolidation of shares/issue of renewed and duplicate certificates etc. for which purpose the authority at the basic operational level has been delegated by the Committee to Mrs. Priti Jain, the Chairman of the Committee.

The Stakeholders' Relationship Committee comprises three members of which two excluding Chairman of the Committee are Independent Director. During the Year (1) Stakeholders' Relationship Committee Meetings were convened and held.

### **Scope of the Committee**

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc., and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

### **Meetings of the Committee**

The Committee met 1 time dated on **10/12/2024** during the financial year 2024-25. The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors. The Composition of the Stakeholders' Relationship Committee and their attendance at the meeting: -

Name of Members	Category/ Designation	No. of Meetings	
		Members entitled to attend	Members attended
Ms. Priti Jain	Chairman	1	1
Mrs. Promila Sharma	Member	1	1

Mr. Luv Sharma	Member	1	1

### C. RISK MANAGEMENT COMMITTEE

The Risk Management committee has been constituted by the Board in compliance with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. In compliance with Regulation 21, the committee comprise of majority of members being the board of Directors, including atleast one Independent Director. The composition of committee as on March 31, 2025 comprises Mr. Surendra Kumar Jain, Chairperson, Mr. Promila Sharma and Mr. Luv Sharma, both are the Member of the committee.

The Risk Management Committee comprises three members out of which two including Chairman of the Committee are Non- Executive & Independent Director. During the Year (2) Risk Management Committee Meetings were convened and held.

#### Terms of reference

The terms of reference of Risk Management Committee are:

- a. To formulate a detailed Risk Management Policy which include:
  1. Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectorial, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  2. Measures for risk mitigation including systems and processes for internal control of identified risks.
  3. Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- a. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

#### Scope of the Committee

The Committee constituted to understand and assess various kinds of risks associated with the running of business and suggesting/ implementing ways and means for eliminating/ minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

### **Meetings of the Committee**

The Committee met (2) times dated on 15/06/2024, and 11/11/2024 during the financial year 2024-25. The Minutes of the Meetings of the Risk Management Committee are discussed and taken note by the board of directors.

The Composition of Risk Management Committee and their attendance at the meeting:

Name of Members	Category/ Designation	No. of Meetings	
		Members entitled to attend	Members attended
Mr. Surendra Kumar Jain	Chairman	2	2
Mr. Subodh Kumar *	Member	1	1
Mrs. Promila Sharma	Member	2	2
Mr. Luv Sharma	Member	1	1

\* Mr. Subodh Kumar, (DIN: 09734308) Independent Director of the Company has resigned from their directorship of the Company with effect June 18, 2024.

### **D. ASSET LIABILITY MANAGEMENT COMMITTEE**

The Asset Liability Management Committee of the Board comprised of three members. The composition of committee as on March 31, 2025 comprises Mr. Surendra Kumar Jain, Chairperson, Ms. Promila Sharma. and Mr. Bhupendra Kaushik, both are the Member of the committee. Mrs. Promila Sharma and Mr. Bhupendra Kaushik are Non-Executive Independent Director and Mr. Surendra Kumar Jain, Executive Director of the company. During the Year (1) Asset Liability Management Committee Meetings were convened and held.

The Asset Liability Management Committee of the Board has been entrusted with the following responsibilities:

- To ensure proper funding and capital planning, management of capital markets risks, profit planning, forecasting and analyzing interest movements etc.
- The ALCO should actively monitor the company's liquidity profile and should have sufficiently broad representation across major internal functions that can directly influence the company's liquidity risks profile (e.g., lending, investment, securities, wholesale and retail funding).
- The ALCO should ensure that the risk measurement system adequately identifies and quantifies risk exposure.

### **Meetings of the Committee**

The Committee met (1) time **11/11/2024** during the financial year 2023-24. The Minutes of the Meetings of the Asset Liability Management Committee are discussed and taken note by the board of directors. The Composition of Asset Liability Management Committee and their attendance at the meeting:



Name of Members	Category/ Designation	No. of Meetings	
		Members entitled to attend	Members attended
Mrs. Surendra Kumar Jain	Chairman	1	1
Mr. Bhupendra Kaushik	Member	1	1
Mr. Promila Sharma	Member	1	1

## E. INVESTMENT COMMITTEE

The Investment Committee of the Board was comprising of three members. The composition of committee as on March 31, 2024 comprises Mr. Surendra Kumar Jain, Chairperson, Mr. Bhupendra Kaushik and Mrs. Promila Sharma, both are the Member of the committee. Mr. Bhupendra Kaushik and Mrs. Promila Sharma, are Non-Executive Independent Director and Mr. Surendra Kumar Jain, Executive Director of the company. During the Year (1) Investment Committee meetings were convened and held.

The Investment Committee of the Board has been entrusted with the following responsibilities:

- To keep check on sale and purchase of the investment of the company.
- To review of the investments portfolio of the company.
- Approve Personal and Business Loan.

### Meetings of the Committee

The Committee meets (1) time dated on **11/11/2024** during the financial year 2024-25. The Minutes of the Meetings of the Investment Committee are discussed and taken note by the board of directors. The Composition of Investment Committee and their attendance at the meeting as follows: The Composition Investment Committee and their attendance at the meeting are as under: -

Name of Members	Category/ Designation	No. of Meetings	
		Members entitled to attend	Members attended
<i>Mr. Surendra Kumar Jain</i>	Chairperson	1	1
<i>Mrs. Promila Sharma</i>	Member	1	1
<i>Mr. Bhupendra Kaushik</i>	Member	1	1



## **COMPLIANCE OFFICER**

<b>Name of the Compliance Officer</b>	<b>Mr. Amit Kumar Jain</b> <b>Company Secretary Cum Compliance Officer</b>
<b>Contact Details</b>	<b>Registered office:</b> 209, Bhanot Plaza-II, 3 D. B. Gupta Road, New Delhi-110055
<b>E- Mail ID</b>	<a href="mailto:sunshinecapital95@gmail.com">sunshinecapital95@gmail.com</a>

## **4. SHARE HOLDERS (AGM) MEETING**

- ❖ **Annual General Meeting of Members held during the three previous financial years as mentioned below:**

<b>Year</b>	<b>Date</b>	<b>Venue</b>
2024-25	28.08.2025	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)
2023-24	12.07.2024	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)
2022-23	22.09.2023	Through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)

## **5. MANAGEMENT**

### **Disclosure of material transactions**

Pursuant to Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations’ 2015, Senior management members have given disclosures to the Board that there is no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

### **Details on materially significant related party transactions**

All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are repetitive in nature. The actual transactions entered into pursuant to the omnibus approval so granted are placed at quarterly meetings of the Audit Committee.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company’s website at the link: <http://www.sunshinecapital.in/resource/Share-Holders-Information/Policies.aspx>.

### **Details of non-compliance, penalties etc. imposed by Stock Exchange, SEBI etc. on any matter related to capital markets**

There has been no instance of any non-compliance by the Company on any matter related to capital markets or any other statute and hence, of any penalties or strictures being imposed on the Company by SEBI or the Stock Exchanges or any other statutory authorities on any such matters.

#### **Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has in place a highly effective Whistle Blower Policy which sets out the process and mechanism whereby employees at various levels in the organization can bring to the notice of the management any violations of the applicable laws, regulations as also any unethical or unprofessional conduct.

All such reports are taken up for consideration at appropriate intervals depending upon the gravity of the matter reported so that adequate rectifying measures can be initiated in the right earnest, at the appropriate levels.

Further, in order to encourage the employees to freely air their views and voice their concerns on various matters and to prevent any victimization of the employees, identity of the employees is kept strictly confidential.

It would be pertinent to mention here that the Audit Committee set by the Board, constitutes a vital component of the Whistle Blower Mechanism and instances of financial misconduct, if any, are reported to the Audit committee. No employee is denied to have a direct access to the Chairman of the Audit Committee. The Policy on vigil mechanism/ Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.sunshinecapital.in/resource/Share-Holders-Information/Policies.aspx>.

#### **Details of compliance with mandatory requirements and adoption of the discretionary requirements:**

The Company has complied with all the mandatory requirements of the applicable/relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the discretionary requirements is given at the end of the Report.

#### **Disclosures in relation to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. Number of complaints filed during the financial year 2024-25 – Nil
- b. Number of complaints received during the financial year 2024-25 – Nil
- c. Number of complaints disposed of during the financial year 2024-25 – Nil
- d. Number of complaints pending as on end of the financial year 2024-25 - Nil

#### **Fees paid to the Statutory Auditors:**

Total fees for all services, paid by the Company to statutory auditors of the Company during the year ended March 31, 2025, was Rs 1,18,000/- (Rupees One Lakh Eighteen Thousand only).

## Presentation to investors

There was no presentation made to investor in the last year.

## Subsidiary/ Associate/ Joint Venture Company

The Company does not have any subsidiary/ Associate/ Joint Venture company.

## Appointment/ Re-Appointment of Directors

According to the Companies Act, 2013, at least two third of the Board should consist of retiring directors. Out of these, one third is required to retire every year and, if eligible, may seek re-appointment by the shareholders. Accordingly, **Mr. Surendra Kumar Jain** retires from Board by rotation this year and, being eligible, has offered his candidature for re-appointment.

## 6. MEANS OF COMMUNICATIONS

7.

Annual Reports, notice of the meetings and other communications to the Members are sent through e-mail, post or courier. However, this year as per the directions given in the circulars issued by Ministry Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") the companies are allowed to send Annual Report by e-mail to all the Members of the company. Therefore, the Annual Report for FY 2024-25 and Notice of 31<sup>st</sup> AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

The quarterly, half yearly and annual results were published in leading national dailies and regional dailies. The Company is also maintaining a functional website [www.sunshinecapital.in](http://www.sunshinecapital.in) wherein all the communications are updated including the quarterly financial results of the Company. The Annual reports containing the Audited Annual Accounts, Auditors' Reports, Boards' Report, the Management Discussion and Analysis Report forming part of Boards' Report and other material information are circulated to the members and others entitled thereto. Annual Reports of the Company are emailed to all shareholders who have provided their email IDs in the records of the Depository. All the disclosures and communications to be filed with the Stock Exchanges were submitted through e-filing platform/email and there were no instances of non-compliances. The Company's website contains a separate dedicated section 'Shareholders information' where general information to the shareholders of the Company is available.

The financial results, press releases and other reports/ intimations required under the SEBI (LODR) Regulations are filed electronically and also uploaded on the Company's website at [www.sitalleasingfinance.com](http://www.sitalleasingfinance.com). Annual Report and Financial Statements are sent to all the shareholders at their addresses registered with the Company/RTA.

### a) Management Discussion and Analysis

A statement of Management Discussion and Analysis is appearing in ***Annexure-I*** in this Annual report in terms of requirement of the Code of Corporate Governance which is appearing in ***Annexure-II***.

### b) BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report etc. are filed electronically on the Listing Centre.

**c) SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralized web-based complaints redress system.

**8. GENERAL SHAREHOLDERS INFORMATION**

**a) DATE OF BOOK CLOSURE**

The Company's Register of Members and Share Transfer Books will remain close from, 22<sup>nd</sup> August, 2025 to 28<sup>th</sup> August, 2025 (both days inclusive).

**b) FINANCIAL YEAR**

The financial year of the Company is a period of twelve months beginning on 1<sup>st</sup> April every calendar year and ending on 31<sup>st</sup> March the following calendar year.

**c) DIVIDEND**

No dividend is proposed to be declared in AGM or declared in last AGM.

**d) STOCK EXCHANGES AND FEES**

The Shares of the Company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

**Payment of Listing Fee:** Annual listing fee for the Financial Year 2024-25 has been paid by the Company to BSE, within the stipulated time.

**e) SCRIP CODE**

Security ID is **SCL**

Scrip code on BSE is **539574**.

ISIN for Dematerialization is **INE974F01025**.

**f) MARKET PRICE DATA**

Trading Highlights in BSE during the year 204-25 has been attached in **Annexure - V**.

**g) SUSPENSIONS DETAILS**

There was no suspension of securities took place in last year.

**h) REGISTRAR**

**Skyline Financial Services Pvt. Ltd.** are acting as the Registrar and Transfer Agents of the Company for handling the share related matters, both in physical and dematerialized mode.

**Registered Office:**

**Administrative Office:**

D-153 A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020.

**Contact No.:** 011-40450193-97

011-26812682-83.

**E-Mail ID:** info@skylinerta.com

**Mumbai Office:**

505, A Wing, Dattani Plaza, Andheri Kurla  
Road, Safeed Pool, Mumbai-400072.

**Contact No.:** +91-22-28511022

**E-Mail ID:** info@skylinerta.com

#### i) SHARE TRANSFER SYSTEM

- The Board meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.
- All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc.
- Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges.
- Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996.
- The Company has designated the following e-mail IDs, namely [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com) for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are, therefore, requested to correspond with the RTA for transfer/ transmission of shares, change of address any queries pertaining to their shareholding, dividend, etc., at their address given in this report.

#### j) COMPANY REGISTRATION DETAILS

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L65993DL1994PLC060154**.

#### k) REGISTERED OFFICE

The Registered Office of the Company is situated at **209, Bhanot Plaza II, 3 D.B Gupta Road, New Delhi -110055**. While the Corporate office of the Company is situated at **16/121-122, Jain Bhawan, First Floor Faiz Road, W.E.A Karol Bagh, New Delhi -110005**.

##### Contacting Details:-

##### Managing Director:

Mr. Surendra Kumar Jain

Mob No. : 011-23582393 / +91-9891709895

Mail ID: [sunshinecapital95@gmail.com](mailto:sunshinecapital95@gmail.com)

##### Compliance Officer

Mr. Amit Kumar Jain

Mob No. : 9891709895

**1) SHAREHOLDING PATTERN AS ON MARCH 31, 2025**

Category	No. of Share holders	No. of Shares (Face Value of INR 10/- each)	No. of Shares in Demat Form	% of Share Holding
Promoters	5	994,796,000	994,796,000	19
Body Corporate	45	3669993538	3666084538	70
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	135394	316261653	313392653	6.05
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	185	149957310	149957310	2.87
NRI/OCBs/ Clearing Members/Trust	127	679999908	679999908	1.3
Bank/Financial Institutions	1	27500000	27,500,000	0.53
Firm	6	242101	242101	0
HUF	188	2421490	2411490	0.05
Others				
<b>Total</b>	<b>135,951</b>	<b>5,229,172,000</b>	<b>5,222,384,000</b>	<b>100</b>

**m) OUTSTANDING CONVERTIBLE INSTRUMENTS**

There was no outstanding convertible securities as at the end of Financial Year March 31, 2025.

**n) ADR/ GDR**

The Company did not have issued any ADR or GDR in any previous year as company presently is domestic trading.

**o) COMMODITY PRICE RISK, FOREIGN RISK, ETC.**

As no trading took place in stock exchanges in last year, no question of risk arises. However, company has in place hedging and risk mitigating policies.

**p) PLANT LOCATION**

The Company is engaged in business of trading of securities, which does not require any plant.

**q) ADDRESS FOR CORRESPONDENCE**

The shareholders may address their communication/ suggestion/ grievances/ queries to the Company's registered office or our Share Transfer Agent:

**Skyline Financial Services Pvt. Ltd.**

Address: D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020, Tel No: 011-26812682-83, 011-40450193-97 Web: [www.skylinerta.com](http://www.skylinerta.com)

The Question relating to share and requests for transactions such as transfer, transmission and nomination facilities, change of address, may please be taken up with the Registrar and Transfer Agent at above given address.

## **OTHER DISCLOSURES**

### **A. RELATED PARTY TRANSACTIONS**

There have been no materially significant related party transactions with the Company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the Company. Members may refer to Disclosures of transactions with related parties i.e., Promoters, Directors, Relatives, or Management made in the Balance Sheet in Notes to the Accounts. The policy is also given on the company's website under the head policies.

### **B. PENALTIES FILES BY COMPANY IN LAST THREE YEARS**

No penalty paid by company from last three years to any authorities.

### **C. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

In pursuant to the provision of Section 177(9) & (10) of the Companies Act, 2013, The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e., [www.sunshinecapital.in](http://www.sunshinecapital.in).

### **D. COMPLIANCE WITH REGULATIONS**

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other statutory authority.

### **E. ACCOUNTING STANDARDS**

The Company has followed the Accounting Standards laid down by the Companies Act, 2013.

### **F. AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The Secretarial Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations' 2015.

### **G. SECRETARIAL AUDIT**

A Qualified Practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.



## **H. PROHIBITION OF INSIDER TRADING**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has constituted a comprehensive Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

## **I. CODE OF CONDUCT**

In order to adopt Corporate Governance practice in its true spirit, the Company has adopted a “Code of Conduct” for its employees including Managing/Executive Director and senior management. In addition, the Company has also adopted a Code of Conduct for its Non- Executive Directors, which includes duties of the Independent Directors as laid down in the Companies Act, 2013 (the “Act”). These codes are available on the website of the Company. Further, the Company’s Corporate Governance philosophy has been strengthened through the “Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices”

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations’2015, the Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company’s website i.e. [www.sunshinecapital.in](http://www.sunshinecapital.in). The Declaration by the Chairperson and Managing Director of the Company forms part of this Report.

## **J. DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) READ WITH SCHEDULE V SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 IN REPECT OF COMPLIANCE WITH THE COMPANY’S CODE OF CONDUCT**

This is to confirm that the Members of Board of Directors and senior management personnel of the company have affirmed their compliance with the Code of Conduct of Sunshine Capital Limited, as applicable to them, for the financial year ended 31<sup>st</sup> March 2025.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR SUNSHINE CAPITAL LIMITED**

DATE: 04/08/2025  
PLACE: NEW DELHI

Sd/-  
**SURENDRA KUMAR JAIN**  
**MANAGING DIRECTOR**  
DIN: 00530035

Sd/-  
**PRITI JAIN**  
**DIRECTOR**  
DIN: 00537234

# INDEPENDENT AUDITORS' REPORT

To  
The Members of **SUNSHINE CAPITAL LIMITED**  
**Report on the audit of the financial statements**

## **Opinion**

We have audited the accompanying standalone financial statements of **SUNSHINE CAPITAL LIMITED** ("the Company"), which comprise the balance sheet as at **March 31, 2025**, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date. The company should have prepared a financial statements in compliance with IND AS as prescribed, which may significantly affect the financial statements of the company.

## **Basis for opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<b>Impairment of Loans including Expected Credit Loss ("ECL")</b>  The Company has reported gross loan assets of INR 9846.98 lacs against which an impairment loss of INR 4771.28 lacs has been recorded. The Company recognised	Assessed the appropriateness of management's judgment and estimates used in the impairment analysis through procedures that included, but were not limited, to the following: <ul style="list-style-type: none"><li>• Obtained an understanding of the method adopted by the Company including the key inputs and</li></ul>

<p>impairment provision for loan assets partly based on the Expected Credit Loss approach laid down under 'Ind AS 109 – Financial Instruments. The calculation of impairment losses on loans is complex and is based on the application of significant management judgement and the use of different modelling techniques and assumptions which are uncertain and could have a material impact on reported profits. However, the Company has applied a single-stage approach based on changes in credit quality to measure expected credit loss on loans which is as follows:</p> <ul style="list-style-type: none"> <li>• If the repayment is defaulted more than 90 days then it is considered as credit-impaired at the end of the year.</li> <li>• Significant management judgement and assumptions involved in measuring ECL is required with respect to:</li> <li>• Determining the criteria for a significant increase in credit risk</li> <li>• Factoring in future economic assumptions</li> <li>• Techniques used to determine probability of default, loss given default and exposure at default.</li> </ul> <p>These parameters are derived from the Company's historical data.</p> <p>In view of the above, the measurement of impairment loss on loans was determined to be a Key Audit Matter in our audit of the financial statements.</p>	<p>assumptions. Since methods and parameters are based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios.</p> <ul style="list-style-type: none"> <li>• Considered the Company's accounting policies for estimation of expected credit loss on loans and assessed the compliance with the policies in terms of Ind AS 109. However, we observed that company has not complied with Ind AS 109.</li> <li>• Tested the design and operating effectiveness of key financial controls over the completeness and accuracy of the key inputs and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. Also evaluated the controls over the impairment process, validation of data and related approvals.</li> <li>• Reconciled the total financial assets considered for ECL estimation with the books of account to ensure the completeness.</li> <li>• Assessed the adequacy and appropriateness of disclosures in compliance with the Ind AS 107 in relation to ECL which was found not to have been implemented.</li> </ul>
<p><b>Loan borrowed converted to Equity Shares</b></p> <p>The Company is a NBFC registered under Section 45-IA of the Reserve Bank of India Act, 1934, and as a part of its business activities was engaged in lending/ granting of the loans. The company had requested conversion of borrowed loans from other corporate entities to Equity Capital and waiver of interest due till date of allotment of such shares to the extent of Rs 67,000.00 lacs.</p> <p>The variety of terms that define contract of loan where terms of loans, such as repayment schedule, Rate of Interest, securities associated, overdues if any etc. This area was of most significance in our audit due to the magnitude of amount involved and there</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>• Considered Company's loan policy and its compliance.</li> <li>• Assessed the design and tested the operating effectiveness of internal controls related to loans.</li> <li>• Performed sample tests of individual transaction and other related documents. Further, in respect of the samples tested we checked that the loans has been taken as per the policy.</li> <li>• Selected sample of loans obtained and checked the documents.</li> <li>• We checked the documents related to valuation of the loans where such loans converted to Equity</li> </ul>

conversion of the same to equity capital. Accordingly, due to the significant risk associated in accordance with terms of applicable AS, it was determined to be a key audit matter in our audit of the standalone financial statements.	<p>Capital</p> <ul style="list-style-type: none"> <li>• Obtained few balance confirmations as at the year end to evaluate loans.</li> <li>• We checked the Shareholders List maintained by RTA.</li> </ul>
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### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statement**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and the applicable NBFC Regulations, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We have also:

- **Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.**
- **Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation

**Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The previously issued standalone financial statements were audited by the predecessor auditor whose report for the year ended **31 March 2024** issued on **28 Nov 2024** expressed an unmodified opinion on those standalone financial statements were also prepared without complying to companies accounting standard rules 2021 to comply with Ind As.

#### **Report on other legal and regulatory requirements**



As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account..
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014, as amended and the Companies (Accounting Standards) Amendment Rules, 2016, as amended, to the extent they are not inconsistent with the accounting principles prescribed in the applicable NBFC Regulation.
- (e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-'B';
- (g) As no remuneration has been paid by the Company to its Directors, the provisions of Section 197 of the Companies Act, 2013 are not applicable; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to our;
  - a. The Company does not have any pending litigations which would impact on its financial position.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. The company was not required to transfer any amount during the year to the Investor Education and Protection Fund by the Company.
  - d. (a) The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other



persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement **subject to the fact that no that some expenses have been booked on cash basis.**

- e. The Company has not declared or paid any dividend during the year and has not proposed a final dividend during the year.

- f. *With respect to the proviso to rule 3 sub section 1 of companies (Accounts) rules 2014, the company did not maintain the accounting software which has a feature of recording of audit trail of each and every transaction, creating and edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.*

**For VRSK & Associates (FRN:011199N)**  
**Chartered Accountant**

**CA. ANKUSH GUPTA (M.NO: 086499)**

**PARTNER**

Place: New Delhi

Date: 30.05.2025

**UDIN: 25086499BMLIIZ8417**

## **Annexure “A” to the Independent Auditor’s Report\***

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of **SUNSHINE CAPITAL LIMITED** of even date;

**Referred to in our Report of even date:**

### ***i. Property, Plant and equipment***

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment.  
  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, Property, plant and equipment have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the Property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable. The company has not taken any property on lease
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

### ***ii. In respect of Inventories***

- a. The Company is in the business of providing loans and investments. The investments which form part of stock are held by the company in the Dematerialised account maintained with the National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CSDL), hence the company does not have physical inventory. The balance of stock lying with the depository is verified by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of verification of stock lying in Dematerialised account followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on verification of the inventories.

### ***iii. In respect of Loans, Investments, Guarantees and Securities***

The Company is a NBFC registered under Section 45-IA of the Reserve Bank of India Act, 1934, and as a part of its business activities was engaged in lending/ granting of the loans.

- a. The reporting under clause 3(iii)(a) of the Order regarding loans, and advances in the nature of loans are not applicable.
- b. Based on our audit procedures and according to the information and explanations provided by the management, in our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- c. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, we are of the opinion that in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated and the repayments or receipts are regular except some loans as disclosed in financial statements.
- d. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, subject to point no. c) above, as there is no stipulation of schedule of repayment of principal and payment of interest, overdue amount cannot be ascertained.
- e. As the principal business of the company is to give loans and advances, therefore, the reporting under clause 3(iii)(e) of the order is not applicable to the Company.
- f. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, the company has granted loans and advances in the nature of loans either repayable on demand or without specifying any terms and conditions. The amount is not ascertainable.

iv. **In respect of Loans, Investments, Guarantees and Securities covered u/s 185 & 186 of the Companies Act, 2013**

On the basis of checking of records and according to the information and explanations given to us, We are of the opinion that provisions of section 185 of Companies Act are not applicable to the company as it is a registered Non-Banking Financial Company However, the provision of section 186 of Companies Act have not been complied with as the company has invested in companies with more than 2 layers of subsidiary companies.

v. **In respect of Deposits from Public**

The Company has not accepted any deposits and in our opinion, the Company is not holding any amounts which are deemed to be deposits during the year.

vi. **In respect of maintenance of cost record**

To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

vii. **In respect of statutory dues**

- a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable to the Company, with the appropriate authorities during the year. There were no undisputed amounts payable in respect thereof which were outstanding at the year-end for a period of more than six months from the date they become payable except TDS payable on audit fees amounting to Rs.1.00 lakhs.
- b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute.

**viii. In respect of transactions not recorded in books but surrendered in Income Tax Assessments**

According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

**ix. Borrowings**

- (a) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year, except as detailed below:

Nature of borrowing including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Unsecured Loan	Abhijit Trading Co Ltd	NIL	NIL	NIL	Interest waived due to agreement for conversion of loan to equity
Unsecured Loan	Blue Bell Finance Ltd.	NIL	NIL	NIL	
Unsecured Loan	Calyx Securities Pvt Ltd	NIL	NIL	NIL	
Unsecured Loan	Hibiscus Holdings Pvt Ltd	NIL	NIL	NIL	
Unsecured Loan	Intellectual Builders Private Limited	NIL	NIL	NIL	
Unsecured Loan	Lavender Holdings Pvt Ltd	NIL	NIL	NIL	

- (b) According to the information and explanations given to us, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, no term loan availed by the Company.
- (d) On an overall examination of the financial statements of the Company, we report that the company has not raised funds on short-term basis.
- (e) Based on the audit procedures and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. Further, the Company is not having any joint venture or associate.
- (f) The Company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**x. In respect of money raised by way of initial public offer or private placement.**

- (a) In our opinion and according to the information and explanations given to us The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
- (b) According to the information and explanation given to us, the Company has made preferential allotment of fully paid up equity shares during the year by converting unsecured loans extended by various companies due to financial difficulties and non-servicing of interest dues.

**xi. In respect of fraud**

- a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) In our opinion and according to the information and explanations given to us by the company has not received any whistle-blower complaint during the year under review.

**xii. In respect of Nidhi Company**

The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii)(a)-(c) of the Order are not applicable.

**xiii. In respect of Related Party Transactions**

The Company has undertaken related party transactions as covered by section 177 & section 188 of The Companies Act, 2013 during the year under consideration, and are disclosed in the financial statements by way of notes to accounts. However, the provisions of Section 188 have not been complied with.

**xiv. In respect of Internal Audit**

In our opinion and according to the information and explanations given to us, the company has appointed an internal auditor as per provisions of Section 138 of Indian Companies Act 2013 read with Rule 13 Of Companies (Accounts) Rules, 2014. However, the report for last quarter was not made available to us.

**xv. In respect of Non-Cash Transactions**

In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence provisions of Section 192 of the Act are not applicable to the Company.

**xvi. In respect of Registration with RBI**

- (a) The Company is required to and has been registered under section 45-IA of the Reserve Bank of India Act, 1934 as Non-Banking financial institution without accepting Public Deposit .
- (b) As the company has already obtained the registration (as referred in clause (a)), so there is no question that during the year company would conduct any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

- (c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,
- (d) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

**xvii. In respect of Cash Losses**

The Company has not incurred any cash losses in the current financial year.

**xviii. In respect of Resignation of Auditors**

There has been resignation of the statutory auditors during the year. One auditor was appointed during the year however his appointment was not ratified in the EGM, due to which his appointment was not regularized with the MCA.

**xix. In respect of ability to meet obligations of the company.**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

**xx. In respect of Corporate Social Responsibility.**

The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.

**xxi. Qualification/ Adverse comments in CARO for Consolidated Financial Statements.**

The Company has no subsidiary or joint venture but an associate company. There are no adverse or qualification remarks by the respective auditors in the companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

**For VRSK & Associates (FRN:011199N)  
Chartered Accountant**

**CA. ANKUSH GUPTA (M.NO: 086499)  
PARTNER  
Place: New Delhi  
Date: 30.05.2025  
UDIN: 25086499BMLIIZ8417**



## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **SUNSHINE CAPITAL LIMITED** of even date:

### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial statements of **SUNSHINE CAPITAL LIMITED** (“the Company”) as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company’s business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors’ responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

### **Meaning of internal financial controls over financial reporting**

A Company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable



assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, does not adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VRSK & Associates (FRN:011199N)**  
**Chartered Accountant**

**CA. ANKUSH GUPTA (M.NO: 086499)**  
**PARTNER**  
Place: New Delhi  
Date: 30.05.2025  
**UDIN: 25086499BMLIIZ8417**

To  
The Members of **SUNSHINE CAPITAL LIMITED**  
**Report on the audit of the financial statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of **SUNSHINE CAPITAL LIMITED** (“the Company”), which comprise the balance sheet as at **March 31, 2025**, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at **31 March 2025**, and its **Profit** and total comprehensive **Profit**, changes in equity and its cash flows for the year ended on that date.

### **Basis for opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“the ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key Audit Matters</b>	<b>Auditor’s Response</b>
<p><b>Impairment of Loans including Expected Credit Loss (“ECL”)</b></p> <p>The Company has reported gross loan assets of INR 9846.98 lacs against which an impairment loss of INR 4771.28 lacs has been recorded. The Company recognised impairment provision for loan assets partly based on the Expected Credit Loss approach laid down under ‘Ind AS 109 – Financial Instruments. The calculation of impairment losses on loans is complex and is based on the</p>	<p>Assessed the appropriateness of management’s judgment and estimates used in the impairment analysis through procedures that included, but were not limited, to the following:</p> <ul style="list-style-type: none"><li>• Obtained an understanding of the method adopted by the Company including the key inputs and assumptions. Since methods and parameters are based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses</li></ul>

<p>application of significant management judgement and the use of different modelling techniques and assumptions which are uncertain and could have a material impact on reported profits. However, the Company has applied a single-stage approach based on changes in credit quality to measure expected credit loss on loans which is as follows:</p> <ul style="list-style-type: none"> <li>• If the repayment is defaulted more than 90 days then it is considered as credit-impaired at the end of the year.</li> <li>• Significant management judgement and assumptions involved in measuring ECL is required with respect to: <ul style="list-style-type: none"> <li>• Determining the criteria for a significant increase in credit risk</li> <li>• Factoring in future economic assumptions</li> <li>• Techniques used to determine probability of default, loss given default and exposure at default.</li> </ul> </li> </ul> <p>These parameters are derived from the Company's historical data.</p> <p>In view of the above, the measurement of impairment loss on loans was determined to be a Key Audit Matter in our audit of the financial statements.</p>	<p>incurred within the portfolios.</p> <ul style="list-style-type: none"> <li>• Considered the Company's accounting policies for estimation of expected credit loss on loans and assessed the compliance with the policies in terms of Ind AS 109. However, we observed that company has not complied with Ind AS 109.</li> <li>• Tested the design and operating effectiveness of key financial controls over the completeness and accuracy of the key inputs and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. Also evaluated the controls over the impairment process, validation of data and related approvals.</li> <li>• Reconciled the total financial assets considered for ECL estimation with the books of account to ensure the completeness.</li> <li>• Assessed the adequacy and appropriateness of disclosures in compliance with the Ind AS 107 in relation to ECL which was found not to have been implemented.</li> </ul>
<p><b>Loan borrowed converted to Equity Shares</b></p> <p>The Company is a NBFC registered under Section 45-IA of the Reserve Bank of India Act, 1934, and as a part of its business activities was engaged in lending/ granting of the loans. The company had requested conversion of borrowed loans from other corporate entities to Equity Capital and waiver of interest due till date of allotment of such shares to the extent of Rs 67,000.00 lacs.</p> <p>The variety of terms that define contract of loan where terms of loans, such as repayment schedule, Rate of Interest, securities associated, overdues if any etc. This area was of most significance in our audit due to the magnitude of amount involved and there conversion of the same to equity capital. Accordingly, due to the significant risk associated in accordance with terms of applicable IndAS, it was determined to be a key audit matter in our audit of the consolidated financial statements.</p>	<p><b>Our audit procedures included the following:</b></p> <ul style="list-style-type: none"> <li>• Considered Company's loan policy and its compliance.</li> <li>• Assessed the design and tested the operating effectiveness of internal controls related to loans.</li> <li>• Performed sample tests of individual transaction and other related documents. Further, in respect of the samples tested we checked that the loans has been taken as per the policy.</li> <li>• Selected sample of loans obtained and checked the documents.</li> <li>• We checked the documents related to valuation of the loans where such loans converted to Equity Capital</li> <li>• Obtained few balance confirmations as at the year end to evaluate loans.</li> <li>• We checked the Shareholders List maintained by RTA.</li> </ul>

## **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statement**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and the applicable NBFC Regulations, as amended from time to time.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to

influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We have also:

- **Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.**
- **Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.**
- **Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.**
- **Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.**
- **Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation**

**Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements**

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The previously issued consolidated financial statements were audited by the predecessor auditor whose report for the year ended **31 March 2024** issued on **28 Nov 2024** expressed an unmodified opinion on those consolidated financial statements were also prepared without complying to companies accounting standard rules 2021 to comply with Ind As.

### **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, are not applicable to consolidated financial statements.

As required by Section 143(3) of the Act, we report that:

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (j) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- (k) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account..
- (l) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014, as amended and the Companies (Accounting Standards) Amendment Rules, 2016, as amended, to the extent they are not inconsistent with the accounting principles prescribed in the applicable NBFC Regulation.
- (m) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (n) with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-'A';
- (o) As no remuneration has been paid by the Company to its Directors, the provisions of Section 197 of the Companies Act, 2013 are not applicable; and
- (p) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to our;
  - g. The Company does not have any pending litigations which would impact on its financial position.



- h. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- i. The company was not required to transfer any amount during the year to the Investor Education and Protection Fund by the Company.
- j. (a) The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement subject to the fact that no that some expenses have been booked on cash basis .
- k. The Company has not declared or paid any dividend during the year and has not proposed a final dividend during the year.
- l. *With respect to the proviso to rule 3 sub section 1 of companies (Accounts) rules 2014, the company did not maintain the accounting software which has a feature of recording of audit trail of each and every transaction, creating and edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.*

**For VRSK & Associates (FRN:011199N)**  
**Chartered Accountant**

**CA. ANKUSH GUPTA (M.NO: 086499)**  
**PARTNER**  
 Place: New Delhi  
 Date: 30.05.2025  
**UDIN: 25086499BMLIIZ8417**



## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **SUNSHINE CAPITAL LIMITED** of even date:

### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial statements of **SUNSHINE CAPITAL LIMITED** (“the Company”) as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company’s business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors’ responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

### **Meaning of internal financial controls over financial reporting**

A Company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial controls with reference to financial statements includes those policies

and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, does not adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VRSK & Associates (FRN:011199N)**  
**Chartered Accountant**

**CA. ANKUSH GUPTA (M.NO: 086499)**  
**PARTNER**  
Place: New Delhi  
Date: 30.05.2025  
**UDIN: 25086499BMLIIZ8417**

## **CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Board of Directors**  
**Sunshine Capital Limited**  
**209, Bhanot Plaza -II**  
**3, D B Gupta Road New Delhi -110055**

We have examined all relevant records of “**Sunshine Capital Limited**” (‘the Company’) for the purpose of certifying of the conditions of Corporate Governance under Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March, 2025. We have obtained all the information and explanations, which are to the best of our knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. Our Examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations’ 2015.

**For and on behalf of**  
**M/s Parul Agrawal & Associates**  
**(Company Secretaries)**

**Date 04/08/2025**  
**Place: New Delhi**

**Sd/-**  
**Parul Agrawal**  
**(Company Secretary)**  
**M. No.-A35968**  
**C.P. No.-22311**  
**Peer Review No. 3397/2023**  
**UDIN: A035968G000926187**

## **CEO/CFO/MD CERTIFICATION**

The Managing Director and Chief Financial Officer have certified, in terms of Part B of Schedule II of the SEBI (LODR) Regulations, 2015 to the Board that the Financial Statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certification of the Financial Statements and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2025 is enclosed below.

We, **Surendra Kumar Jain**, Managing Director and **Sangeeta**, Chief Financial officer of the Sunshine Capital Limited, to the best of my knowledge and belief hereby certify that: -

- (a) We have reviewed the financial statements and the cash flow statements for the year ended 31/03/2025 and that the best of my knowledge and belief: -
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are to the best of my knowledge and belief, no transactions have been entered into by the company during the years that are fraudulent, illegal or violate the company's Code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and that the same did not reveal any deficiencies;
- (d) There was no significant changes in internal control over financial reporting during the period.
- (e) There was no significant changes in accounting policies during the year; and
- (f) There was no instances of significant fraud of which we have become aware having involvement therein of the management or an employee having a significant role in Company's internal control system over financial reporting.

**By the order of Board of Directors  
For Sunshine Capital Limited**

**Date: 04/08/2025  
Place: New Delhi**

**Sd/-  
Surendra Kumar Jain  
(Managing Director)  
DIN: 00530035**

**Sd/-  
Sangeeta  
(Chief Financial Officer)  
PAN: GWQPS5568P**

## **DECLARATION BY THE MANAGING DIRECTOR**

**[Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

As required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2025.

**Sd/-**

**For Sunshine Capital Limited**

**Surendra Kumar Jain**

**MANAGING DIRECTOR**

**DIN: 00530035**

**Date: 04/08/2025**

**Place: New Delhi**

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015).*

To  
The Members  
Sunshine Capital Limited  
(L65993DL1994PLC060154)  
209, Bhanot Plaza -II  
3, D B Gupta Road New Delhi -110055

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sunshine Capital Limited having CIN L65993DL1994PLC060154 and having registered office at 209 Bhanot Plaza II 3 D B Gupta Road, New Delhi, Delhi, India, 110055 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers,.

I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory.

Name	DIN	Date of Appointment
Mr. Surendra Kumar Jain	00530035	09/03/1995
Ms. Promila Sharma	09735554	05/11/2022
Mr. Bhupendra Kaushik	07016552	05/11/2022
Ms. Priti Jain	00537234	9/05/2023
Mr. Luv Sharma	09480544	26/06/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board are the responsibility of the management of the Company Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Disclaimer: We have not been made available with details or clarification or non-applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable

to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.

**For Parul Agrawal & Associates  
(Company Secretaries)**

**Date: August 04, 2025  
Place: New Delhi**

Sd/-  
**PCS Parul Agrawal  
ACS No. 35968  
C P No.: 22311  
Peer Review No. 3397/2023  
UDIN: A035968G000926462**



## **INDEPENDENT AUDITORS' REPORT**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,**  
**The Members,**  
**SUNSHINE CAPITAL LIMITED**  
**(L65993DL1994PLC060154)**  
**209 Bhanot Plaza II 3 D B Gupta Road New Delhi - 110055**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUNSHINE CAPITAL LIMITED**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **SUNSHINE CAPITAL LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUNSHINE CAPITAL LIMITED** ("the Company") for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and rule made thereunder; **Except non-compliance with the provision of Section 135 of Companies Act, 2013;**
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not Applicable in the period of Audit**]

- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021. **[Not Applicable in the period of Audit]**
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **[Not Applicable in the period of Audit]**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **[Not Applicable in the period of Audit]**
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **[Not Applicable in the period of Audit]**

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India. **Except According to the Secretarial Standard 1, Notice of Board Meeting is not in compliance;**
- The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

**Levy of penalty by the Bombay Stock Exchange (for Rs. 2,24,200/- including GST) for Non-Compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015 for the half year ended March 2024;**

**Levy of penalty by the Bombay Stock Exchange (for Rs. 1,12,100/- including GST) for Non-Compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 for the period ended June 30, 2024;**

- The Reserve Bank of India Act, 1934 and Guidelines applicable on the Company.

I further state that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors as on March 31, 2025. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proof of sending notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance maintained by the Company.
- On the basis of the Minutes of the Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views.
- Based on review of compliances mechanism established by the Company and on the basis of certificates issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its sizes and operations, **except few mentioned above in this report** to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.
- The compliance by the Company of applicable financial laws, likes direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and designated professionals.

**For Parul Agrawal & Associates  
Company Secretaries**

**PCS Parul Agrawal  
ACS No. 35968  
C P No.: 22311  
Peer Review No. 3397/2023  
UDIN: A035968G000927562**

**Date: 04/08/2025**

**Place: Delhi**

This report is to be read with our letter of even date which is annexed as Annexure “A” and forms an integral part of this report.

**Annexure-A**

**To,  
The Members,  
SUNSHINE CAPITAL LIMITED  
(L65993DL1994PLC060154)  
209 Bhanot Plaza II 3 D B Gupta Road New Delhi - 110055**

**Subject: My Report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of Laws, rules, regulations and happening of events etc.
5. The compliance of provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future validity of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.

**For Parul Agrawal & Associates  
Company Secretaries**

**PCS Parul Agrawal  
ACS No. 35968  
C P No.: 22311  
Peer Review No.3397/2023  
UDIN: A035968G000927562**

**Date: 04/08/2025  
Place: New Delhi**

