

SUNSHINE CAPITAL LIMITED

20TH ANNUAL REPORT (2014-2015)

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SUNSHINE CAPITAL LIMITED

CORPORATE INFORMATION

CIN	:	L74899DL1994PLC060154	
BOARD OF DIRECTORS	:	Priti Jain Surennder Kumar Jain Sujan Mal Mehta Anil Prakash Rajni	Managing Director Director Director Director Director
COMPANY SECRETARY	:	Megha Bansal	
STATUTORY AUDITORS	:	Anil Kumar (Chartered Accountant) BA-52/B Janakpuri New Delhi-110058	
REGISTRAR AND TRANSFER AGENT	:	Skyline Financial Services Pvt Ltd D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020	
BANKERS	:	ICICI Bank Connaught Place New Delhi-110001	
REGISTERED OFFICE	:	209 Bhanot Plaza II, 3 D B Gupta Road, New Delhi-110055	
CORPORATE OFFICE	:	16/121-122, Jain Bhawan, Faiz Road, W.E.A Karol Bagh, New Delhi-110005	
EMAIL	:	sunshinecapital95@gmail.com	
INVESTORS HELPDESK & EMAIL	:	sunshinecapital95@gmail.com	
WEBSITE	:	www.sunshinecapital.in	
CONTACT NO.	:	011-23582393	

SUNSHINE CAPITAL LIMITED

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

CIN: L74899DL1994PLC060154

E-mail Id: sunshinecapital95@gmail.com

Website: www.sunshinecapital.in

Ph. No.: 011-23582393

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Company will be held on Wednesday, the 30th Day of September, 2015 at 11.00 A.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

ORDINARY BUSINESS:

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

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

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

“RESOLVED THAT Mr. Surender Kumar Jain (DIN: 00530035), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

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

“RESOLVED THAT pursuant to provisions to Section 139 of the Companies Act, 2013 and other applicable provisions if any of the act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar, Chartered Accountant, New Delhi, having Membership No. 86223, be and is hereby re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 5, 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi

Date: 31.08.2015

**Megha Bansal
Company Secretary
M. NO.: 36741**

Notes:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
- (vi) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- (vii) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e Skyline Financial Services Pvt Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.

- (viii) The Securities and Exchange Board of India (SEBI) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- (ix) Electronic copy of the Annual Report for financial year 2014-15 along with the Notice of the 20th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 along with Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (x) Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.sunshinecapital.in and on the website of the Registrar www.skylinerta.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: sunshinecapital95@gmail.com
- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company during normal business hours on all working days.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.

Voting through electronics means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.sunshinecapital.in.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

6. Home page of remote “e-Voting” opens. Click on **e-Voting: Active Voting Cycles**.
7. Select **EVEN (E-Voting Event Number)** of Sunshine Capital Limited. Members can cast their vote online from **September 26, 2015 (9:00 am)** till **September 29, 2015 (5:00 pm)**.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (tripathiaстик@gmail.com) with a copy marked to evoting@nsdl.co.in.

General instructions:

- a. **The e-voting period commences on September 26, 2015 (9:00 am) till September 29, 2015 (5:00 pm)**. During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date** i.e. 23rd September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 23rd September, 2015.
- f. M/s Astik Tripathi & Associates, Practising Company Secretary (COP No. 10384) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.sunshinecapital.in and on the website of NSDL on or before Saturday, 3rd October, 2015.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 20th Annual General Meeting of the Company.

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 4 of the Notice.

By Order of the Board of Directors

Place: New Delhi

Date: 31.08.2015

**Megha Bansal
Company Secretary
M. NO.: 36741**

**Details of Directors Retiring by Rotation and Seeking Re-Appointment at the
Annual General Meeting
(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Date of Appointment	Qualifications	Expertise in specific Functional areas	Director of other Companies (excluding foreign Companies)
Mr. Surender Kumar Jain	09/03/1995	L.L.B.	Legal Sector	<ol style="list-style-type: none"> 1. Sital Leasing And Finance Limited 2. Sri Amarnath Finance Limited 3. Transnational Growth Fund Limited. 4. RKG Finvest Limited 5. ECHT Finance Limited 6. Shri Niwas Leasing And Finance Limited 7. Euro Asia Laboratories Limited

DIRECTOR'S REPORT

To
The Members
Sunshine Capital Limited

The Directors have pleasure in submitting their Annual Report on the business and operations of the Company alongwith the Audited Financial Statement for the financial year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

Financial Result of the Company for the year under review along with the figures for previous year are as follows:

Particulars	31st March, 2015	31st March, 2014
Profit/(Loss) after depreciation	4,879,982	4,046,592
Less: Current Provision for Standard Assets	4,080	25,111
Provision for Sub-Standard Assets	-	(10,656,325)
Profit/(Loss) before tax	4,875,902	14,677,806
Less: Provision for Taxation	-	-
Current Tax	(1,526,660)	(1,190,050)
Previous Year Tax	(90)	-
Deferred Tax	27,266	25,490
Profit/(Loss) after tax	3,376,418	13,513,246
Add: Balance brought forward from last year	9,250,994	(1,564,702)
Surplus available for appropriation	12,627,412	11,948,545
Less: Appropriations	-	-
Fixed assets Written off	5,640	
Transfer to Reserve Fund u/s 45IC of RBI Act, 1934	669,848	2,697,551
Surplus carried to Balance Sheet	11,951,924	9,250,994

OPERATIONAL PERFORMANCE:

During the financial year 2014-15, the Company has recorded revenue of ₹ 1,19,25,159 /-. The Company has earned net profit of ₹ 3,376,418/- during the year as compared to profit ₹ 13,513,246/- in the last year. The Directors are optimistic about future performance of the Company.

TRANSFER TO RESERVES:

During the year under review Company has transferred ₹ 669,848/- to the Reserves Fund from the profits of the Company in accordance with the provision of Section 451C of the Reserve Bank of India.

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.

NBFC REGISTRATION:

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

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

DIVIDEND:

As the company kept the profits for investment in better projects it regret not to recommend any dividend. But the directors are hopeful better result in ensuring future.

DEPOSITS:

During the year, the Company has not invited/accepted any deposits under Companies Act, 2013.

NO. OF BOARD MEETINGS HELD:

The Board of Directors duly meets 15 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which meetings were held are as follows:

25th April, 2014, 30th April, 2014, 05th May, 2014, 05th June, 2014, 12th June, 2014, 14th August, 2014, 26th August, 2014, 30th September, 2014, 27th October, 2014, 30th October, 2014, 15th December, 2014, 6th January, 2015, 19th January, 2015, 21st February, 2015, 23rd February, 2015.

BOARD OF DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rajni was appointed as an Independent Director by the Board on 5th June, 2014.

RE-APPOINTMENT OF DIRECTOR:

Mr. Surender Kumar Jain, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends their re-appointment.

CESSATION:

During the year Mr. Vivek Kumar expressed his inability to continue as a Director due to other commitments and submitted his resignation. The Board of Directors has accepted the same and placed on record its appreciation for the services rendered by Mr. Vivek Kumar during his tenure as Director of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

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 Clause 49 of the Listing Agreement and annexed herewith to this report marked as **Annexure-I**.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

KEY MANAGERIAL PERSONNEL:

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- (i) Mrs. Priti Jain, Managing Director
- (ii) Ms. Priyanka Sharma, Company Secretary

COMPANY SECRETARY:

Ms. Megha Bansal an Associate member of the ICSI, Delhi has been appointed by the Board of Directors as Company Secretary of the Company with effect from 01st April, 2015.

During the year Ms. Priyanka Sharma, Company Secretary of the Company has shown her desire to discontinue her services as Secretary of the Company, due to her pre-occupation. The Board of Directors has accepted the same and placed on record her appreciation for the services rendered by Ms. Priyanka Sharma during her tenure as Secretary of the Company.

AUDITORS OBSERVATIONS:

With reference to observations of Statutory Auditors with heading of opinion of the Auditor's Report, Management comments are as given below:

(a) The management has considered all long term investments are to be carried at cost less diminution in the value except for temporary diminution. The management of the company has considered this diminution of 12.00 Crores as temporary diminution. In the future years whenever the market will boom, the market price of the investment will increase.

AUDITORS:

STATUTORY AUDITORS:

Mr. Anil Kumar (M. No. 86223), Chartered Accountant as Statutory Auditors of the company needs to be holds office until the conclusion of the ensuing annual general Meeting and is recommended for re-appointment. A Certificate from the Auditor has been received to the effect that his re-appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified for re-appointment within the meaning of section 141 of the said Act.

AUDITORS' REPORT:

The Auditors' Report is annexed herewith marked as **Annexure-II** and forms part of the Annual Report.

SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS:

The Company has appointed Mr. Astik Mani Tripathi Proprietor of M/s Astik Tripathi & Associates having C.P. No. 10384 to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report and the Secretarial Audit Report is annexed herewith marked as **Annexure-III** to this report in Form No. MR-3.

There is a qualification in the report that Company did not appoint Chief Financial Officer during the audit period. The Management clarified that, it is in the search of suitable candidate for the post of Chief Financial Officer.

EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return for the financial year 2014-15 is being attached with the Directors report in Form No. MGT-9 marked as **Annexure-IV**.

APPOINTMENT OF INTERNAL AUDITOR:

The Company has appointed Mr. Deepak Tyagi as an Internal Auditor of the Company for the financial year 2014-15. Mr. Deepak Tyagi placed the internal audit report to the Company which is self explanatory and need no comments.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2014-15 is annexed herewith to the financial statements in Form No. AOC -2.

LISTING OF SHARES:

The Equity Shares of the Company i.e. 1,30,20,900 equity shares of Rs. 10/- are listed at the Delhi Stock Exchange Limited and Jaipur Stock Exchange, but as per SEBI circular No. WTM/PS/45/MRD/DSA/NOV/2014 dated 19th November, 2014, DSE has been derecognized as Stock Exchange.

Application for listing of 1,30,20,900 Equity Shares has been proposed on BSE Limited as per BSE Direct Listing Norms in order to create Value for all the stakeholders.

DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE974F01017 has been allotted for the Company. Therefore, the investors may keep their shareholding in the electronic mode with their Depository Participates. 63.02% of the Company's Paid-up Share Capital is in dematerialized form as on 31st March, 2015 and balance 36.98% is in physical form.

CREDIT RATING:

The Directors of the Company are also happy to report that the Company gets its membership Certificate from all four CICs i.e., 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. A sound rating/upgrade in a challenged business environment speaks volumes about the Company's performance and its systems & processes.

EXPOSURE TO REAL ESTATE:

The following are details of loan provided to the Companies engaged in real estate business during the financial year 2014-15:

S. No.	Name of Companies	Amount (in Rs.)
1.	Sunworld Developers Pvt. Ltd.	4,10,00,000/-
2.	Sunworld Residnecy Pvt. Ltd.	1,90,00,000/-
3.	Sunworld City Pvt. Ltd.	1,09,00,000/-

CAPITAL FUND TO RISK WEIGHTED ASSETS:

Percentage to capital funds to risk weighted assets/exposures

Particulars	(in %)
Tier-I Capital	100.74
Tier-II Capital	0.20
Total	100.94

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 1998:

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserves Bank) directions, 1998, 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.

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;
- The Directors had 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 31st March, 2015 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.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

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.

CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with Stock Exchanges, a report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance forms part of the Annual Report.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour 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.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND 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 following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

- No of complaints received : 0
- No of complaints disposed off : N.A.

DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

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 provided elsewhere in this Annual Report in Management Discussion and Analysis.

PARTICULARS OF EMPLOYEES:

None of the employee was drawing in excess of the limits by the Companies Act, 2013 and rules made there under which needs to be disclosed in the directors report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

	Particulars	Current Year 2014-15	Previous Year 2013-2014
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

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

Place: New Delhi
Date: 31.08.2015

Priti Jain
Chairman & Managing Director
DIN: 00537234

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OUTLOOK:

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

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.

FINANCIAL PERFORMANCE:

The Company has achieved a turnover of ₹ 1,19,25,159/- during the year with net profitability of ₹ 33,76,418/-. The company's income from operations primarily includes income from trading and distributions of financial products such as Interest income from Inter-Corporate Loan and Long Term Investments.

FUTURE OUTLOOK:

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specific initiatives that we would like to highlight which the company would be undertaking in the financial year 2014-15. The Company is effectively putting together a growth strategy in the area of Debt Syndication, Private Placement, Corporate/Personal Loan, Advisory Services, Arranger and Distributions of Mutual Fund & Liaison for Financial Products.

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.

RISK MANAGEMENT:

The 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.

HUMAN RESOURCE:

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls ensure optimal utilization and protection of resources, IT security, accurate reporting of financial transactions and compliance with applicable laws and regulations. The Internal Control systems are guided to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded, and reported correctly. The Company has an exhaustive budgetary control system. Actual performance is reviewed with reference to the budget by the management on an ongoing basis. The Company's internal auditors review business processes and controls. The Audit Committee of the Board then discusses significant findings and corrective measures initiated.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The employees are satisfied and having good relationship with the Management.

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 31st March, 2014, 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.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

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).

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.

1. BOARD OF DIRECTORS:

The Board of Company consists of 5 Directors with a fair representation of executive, non-executive, independent directors and women director.

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

Name of the Director	Designation	Category
Mrs. Priti Jain	Managing Director	Executive & Non Independent
Mr. Surender Kumar Jain	Director	Non-Executive & Non Independent
Mr. Sujan Mal Mehta	Director	Non-Executive & Independent
Mr. Anil Prakash	Director	Non-Executive & Independent
Mrs. Rajni	Director	Non-Executive & Independent

Meeting of Board of Directors:

There were 15 (Fifteen) Board Meetings held during the year ended March 31, 2015. These were on **25th April, 2014, 30th April, 2014, 05th May, 2014, 05th June, 2014, 12th June, 2014, 14th August, 2014, 26th August, 2014, 30th September, 2014, 27th October, 2014, 30th October, 2014, 15th December, 2014, 6th January, 2015, 19th January, 2015, 21st February, 2015, 23rd February, 2015.**

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / 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	Number of Board Meetings during the year	
	Held	Attended
Mr. Surender Kumar Jain	15	15
Mrs. Priti Jain	15	15
Mr. Sujan Mal Mehta	15	15
Mr. Anil Prakash	15	15
Mrs. Rajni ¹	15	12
Mr. Vivek Kumar ²	15	2

¹*Appointed as Director w.e.f 05.06.2014*

²*Ceased to be Director w.e.f 30.04.2014*

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 surmised 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 strictures 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 resources 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 labour 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. INDEPEDNENT DIRECTORS:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the provisions of section 149(6) Companies Act. 2013. The Company has also obtained declarations form all Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are induced in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

Performance Evaluation of non-executive and Independent Directors:

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, Industry and administration. Their presence on the Board is advantageous and fruitful in taking business decision.

Meeting of Independent Directors:

One Meeting of Independent Directors was held on 5th March, 2015 during the financial year ended March 31, 2015.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole ;
- Review the performance of Chairperson 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.

3. COMMITTEES OF THE BOARD:

The Board has seven Committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and the Risk Management Committee.

A. 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.

Brief description of the terms of reference:

- 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 draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements 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.
- ❖ 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 and;
 - Appointment, removal and terms of remuneration of Internal Auditor.

Constitution & Re- Constitution of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil Prakash*	Member	4	4
Mr. Surender Kumar Jain	Member	4	4
Mrs. Rajni**	Chairperson	4	3
Mr. Vivek Kumar***	Member	4	1
Mr. Sujan Mal Mehta***	Member	4	1

*** Ceased from the Chairmanship w.e.f. 06.01.2015**

****Appointed as Chairperson w.e.f. 06.01.2015**

*****Ceased from Committee w.e.f. 06.01.2015**

Meetings of the Committee:

The Committee met 4 (Four) times on 5th May, 2014, 14th August, 2014, 30th October, 2014 and 19th January, 2015 during the financial year ended March 31, 2015.

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.

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 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 related party transactions (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 Remuneration Committee was reconstituted and renamed as Nomination & Remuneration Committee as per the requirements of the Companies Act, 2013.

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 in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members. The Committee also acts a nomination Committee, as per circular of RBI dated 08 May, 2007, to ensure 'fit and proper' status of the Directors appointed / reappointed and recommend their appointment / reappointment to the Board of Directors. During the year the Remuneration Committee met on **12th April, 2014 and 12th December, 2014.**

Constitution & Re-Constitution of the Nomination & Remuneration Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil Prakash	Chairman	2	2
Mr. Surender Kumar Jain	Member	2	2
Mrs. Rajni*	Member	2	1
Mr. Vivek Kumar**	Member	2	1

***Appointed as Chairperson w.e.f 06.01.2015**

****Ceased from the Committee w.e.f 06.01.2015**

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The shareholders/investors grievance committee has been renamed and reconstituted as the Stakeholders' Relationship Committee as per the requirements of the Companies Act, 2013.

Scope of the Committee:

The scope of the Shareholders Grievance 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.

Constitution & Re-Constitution of the Stakeholders' Relationship Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil Prakash	Chairman	3	3
Mr. Surender Kumar Jain	Member	3	3
Mrs. Rajni	Member	3	2
Mr. Vivek Kumar*	Member	3	1

*** Ceased from the Committee w.e.f 06.01.2015**

During the year under review, 3 (Three) meeting of this committee was held on **24th April, 2014, 11th June, 2014 and 27th October, 2014.**

This Committee looks into redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, dividend warrants etc.

Compliance Officer:

NAME OF THE COMPLIANCE OFFICER	Mr. Surender Kumar Jain
CONTACT DETAILS	209 Bhanot Plaza II, 3 D B Gupta Road, New Delhi-110055
E- MAIL ID	sunshinecapital95@gmail.com

D. RISK MANAGEMENT COMMITTEE:

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

Constitution of Risk Management Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil Prakash	Chairman	4	4
Mr. Surender Kumar Jain	Member	4	4
Mrs. Rajni	Member	4	3
Mr. Vivek Kumar*	Member	4	1

Meeting of Risk Management Committee of Board of Directors was held on 10th April, 2014, 8th July, 2014, 9th October, 2014 and 16th January, 2015.

E. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Board has approved the Whistle Blower Policy, a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the audit committee.

The Company has adopted a formal Vigil Mechanism/ Whistle-blower policy. The approved policy is available on the Company's website www.sunshinecapital.in.

F. Asset Liability Management Committee:

The Asset Liability Management Committee of the Board was comprises of the following Directors during the financial year 2014-15: -

Mr. Anil Prakash	Chairman
Mr. Surender Kumar Jain	Director
Mrs. Rajni	Director

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

- To ensure proper funding and capital planning, management of market risks, profit planning, forecasting and analyzing interest rate movements etc.

During the financial year, Four (4) Asset Liability Management Committee Meetings were held on 16th April, 2014, 15th July, 2014, 30th October, 2014 and 19th January, 2015 and was attended by all the members.

The Asset Liability Management Committee of the Board was reconstituted on 6th January, 2015 comprising of the following Directors: -

Mr. Anil Prakash	Chairman
Mrs. Priti Jain	Director
Mr. Surender Kumar Jain	Director

G. INVESTMENT COMMITTEE:

The Investment Committee of the Board was comprises of the following Directors during the financial year 2014-15:-

Mr. Anil Prakash	Chairman
Mr. Surender Kumar Jain	Director
Mrs. Rajni	Director

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.
- Approve Personal and Business Loan.
- Approve the opening and operating of Letters of Credit, Buyers Credit, Forex facility etc.

The Asset Liability Management Committee of the Board was reconstituted on 6th January, 2015 comprising of the following Directors: -

Mr. Anil Prakash	Chairman
Mrs. Priti Jain	Director
Mr. Surender Kumar Jain	Director

4. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee and Risk Management Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, 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.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

- Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.
- Independent Directors at a meeting without anyone from the non independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.
- The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

5. SUBSIDIARY COMPANY:

The Company does not have any subsidiary company.

6. GENERAL BODY MEETING:

Annual General Meeting held during the previous financial year:

Year	Date	Venue	Time
2014	05.09.2014	209, Bhanot Plaza-II, 3, D.B. Gupta Road New Delhi-110055.	03:00 P.M.
2013	06.06.2014	209, Bhanot Plaza-II, 3, D.B. Gupta Road New Delhi-110055.	10:00 A. M.
2012	29.09.2012	209, Bhanot Plaza-II, 3, D.B. Gupta Road New Delhi-110055.	11:30. A.M.

7. MANAGEMENT:

A. Management Discussion and Analysis:

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

B. Disclosure of material transactions:

Pursuant to clause 49 of the listing agreement, senior management members have given disclosures to the Board that there are 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.

8. APPOINTMENT/REAPPOINTMENT OF DIRECTORS:

According to the Companies Act, 2013, at least two-third of the Board should consist of retiring directors. Of these, one-third is required to retire every year and, if eligible, may seek re-appointment by the shareholders.

Accordingly Mr. Surender Kumar Jain retires from Board by rotation this year and, being eligible, has offered his candidature for re-appointment. His candidature has been recommended by the remuneration and nomination committee to the Board, which in turn has recommended the same for approval of the shareholders.

9. MEANS OF COMMUNICATIONS:

A. The Unaudited/ Audited Financial Results have been published in a Hindi National Newspaper and an English National Newspaper. The results were sent to the Stock Exchanges on quarterly basis. Details of publication of Financial Results are given below:

Period	Name of Newspaper
Audited Financial Results for the year ended 31.03.2015	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 31.12.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.09.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.06.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)

The audited yearly / unaudited quarterly results of the Company are also displayed on the website of the Company at www.sunshinecapital.in as per the requirements of the Clause 54 of the Listing Agreement the website of the Company is regularly updated.

B. Half yearly results are not sent to the shareholders. Annual Report and Financial Statements are sent to all the shareholders at their addresses registered with the Company/RTA.

10. 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.

B. Accounting Standards:

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

C. 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

D. Auditors Certificate on Corporate Governance:

The Statutory Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by Clause 49 of the Listing Agreement.

E. 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.

F. Prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, 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.

G. Code Of Conduct:

In terms of Clause 49 of the Listing Agreement(s), 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. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

11. GENERAL SHAREHOLDERS INFORMATION:

A. 20th Annual General Meeting:

Date : 30th September, 2015

Time : 11.00 A.M.

Venue : 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005

B. Date of Book Closure:

The Company's Register of Members and Share Transfer Books will remain close from 24th September, 2015 to 30th September, 2015 (both days inclusive)

C. Financial Year:

1st April to 31st March

D. Registered Office:

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

E. Stock Exchanges:

Shares of the Company are listed on Delhi Stock Exchange (DSE) & Jaipur Stock Exchange (JSE).

F. Market Price Data:

There has been no trading in DSE & JSE during the year 2014-2015.

G. Registrar and Share Transfer Agents:

Skyline Financial Services Pvt Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, is the Registrar and Share Transfer Agents of the Company.

H. Share Transfer System:

- The Share Transfer Committee 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 Clause 47(C) of the Listing Agreement 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, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely www.sunshinecapital.in 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 and queries pertaining to their shareholding, dividend, etc., at their address given in this report.

I. Dematerialization of Shares:

The shares of the Company are permitted for trading on dematerialized form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. As on March 31, 2015, 63.02% of the share capital of the Company stands dematerialized and balance 36.98% is in the physical form. The ISIN with NSDL and CDSL is INE974F01017.

J. Shareholding Pattern as on March 31, 2015:

Category	No. of shareholders	No. of Shares (Face value of Rs. 10/-each)	No. of shares in demat form	% of shareholding
Promoters	4	716200	716200	5.50
Body Corporate	29	5278950	2395900	40.54
NRI/OCBs/Clearing Members/Trust	0	0	0	0
Bank/Financial Institutions	0	0	0	0
Indian Public	574	7024750	5092950	53.95
HUF	1	1000	0	0.01
Total	608	13020900	8205050	100

K. Distribution Schedule of Shareholding as on March 31, 2015:

Shareholding of Nominal Value		No. of Shareholder	% of Shareholder	No of Shares held	% of Shareholding
(Rs.)	(Rs.)				
Upto	500	215	35.36	101200	0.78
501	1000	279	45.89	268100	2.06
1001	2000	13	2.14	21900	0.17
2001	3000	5	0.82	13000	0.10
3001	4000	4	0.66	15400	0.12
4001	5000	4	0.66	18700	0.14
5001	10000	15	2.47	120050	0.92
10001	ABOVE	73	12.01	12462550	95.71
TOTAL		608	100	13020900	100

L. 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
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, NewDelhi-110020
Tel No: 011-26812682
Fax No: 011-26812683
Website: www.skylinerta.com
E-mail: viren@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.

12. CEO AND CFO CERTIFICATION:

The Chairman & Managing Director of the Company have given the certification on financial reporting and internal controls to the Board in terms of Clause 49(IX). The Chairman & Managing Director also gives quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of Listing Agreement.

13. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimation etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

DECLARATION

I hereby confirm that all the Board Members and senior management personnel of the company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended 31st March 2015 in term of the Listing Agreement with the Stock Exchanges.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 31.08.2015

Priti Jain
Chairman & Managing Director
DIN: 00530078

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Sunshine Capital Limited

I have examined all relevant records of **Sunshine Capital Limited** ('the Company') for the purpose of certifying of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31st March, 2015. I have obtained all the information and explanations, which are to the best of my knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. My 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 my examination of the records produced explanations and information furnished, i certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

Place: New Delhi
Date: 21.05.2015

Anil Kumar
Chartered Accountant
M. No. 86223

CEO/CFO CERTIFICATION

I, Priti Jain, Managing Director of Sunshine Capital Limited, to the best of my knowledge and belief hereby certify that:-

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31-03-2015 and that to the best of my knowledge and belief:-
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) 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 entered into by the company during the year that are fraudulent, illegal or violate the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference.
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) I further declare that the board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the Current Year.

For and on behalf of the Board of Directors

**Place: New Delhi
Date: 31.08.2015**

**Priti Jain
Chairman & Managing Director
DIN: 00537234**

DECLARATION OF INDEPENDENCE

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

Dear Sir,

Sub: Declaration under sub-section (6) of section 149

I, Rajni, hereby certify that I am a Non-executive Director of Sunshine Capital Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

Thanking You,

Yours faithfully,

**Rajni
(Independent Director)
DIN: 06890499**

DECLARATION OF INDEPENDENCE

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

Dear Sir,

Sub: Declaration under sub-section (6) of section 149

I, Anil Prakash, hereby certify that I am a Non-executive Director of Sunshine Capital Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

Thanking You,

Yours faithfully,

Anil Prakash
(Independent Director)
DIN: 05187809

DECLARATION OF INDEPENDENCE

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

Dear Sir,

Sub: Declaration under sub-section (6) of section 149

I, Sujan Mal Mehta, hereby certify that I am a Non-executive Director of Sunshine Capital Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

Thanking You,

Yours faithfully,

Sujan Mal Mehta
(Independent Director)
DIN: 01901945

Independent Auditor's Report

To the Members of
SUNSHINE CAPITAL LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of **SUNSHINE CAPITAL LIMITED** which comprise the Balance Sheet as at **March 31, 2015**, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of significant accounting policies, other explanatory information together with notes to account thereon.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters in section 134(5) of the Companies Act, 2013 (the Act) with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the act for the safeguarding of Assets of the company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimated that are reasonable and prudent and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances ,but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements read together with NOTES thereon, **subject to Note No. 4, regarding non provision of diminution in value of Non- Current Investments amounting to ₹ 12.00 Crore (Previous year ₹ 12.06 Cr.) by virtue of which Profit of the company has been overstated by ` 12.00 Crore (Previous year ₹ 12.06 Cr.)**, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (c) In the case of cash flow statement of the cash inflows for the year ended on that date;

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure "I" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by the Non-Banking Companies Auditor's Report (Reserve Bank) directions, 2008, I give in the annexure 'II', a statement on the matters specified in paragraph 3 & 4 of the said directions.
3. As required by section 143(3) of the Act, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b) in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those book;
 - c) the Balance Sheet, Statement of Profit and Loss, and cash flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In my opinion, the aforesaid Financial Statements, comply with the Accounting Standards specified under section 133 of the act, read with 7 of Companies (Accounts) Rules, 2014.
 - e) on the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the act.
 - f) 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 my opinion and to the best of my information and according to the explanations given to me:
 - (i) the Company has disclosed the impact of pending litigations on its financial position in its Financial Statement as referred to in note no. 29(a), (b) and (c) to the financial statement.
 - (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

CA. ANIL KUMAR
(Chartered Accountant)
M. No. 86223

Place: New Delhi
Date: 21.05.2015

ANNEXURE I TO THE AUDITOR'S REPORT

The Annexure referred to in my report of even date to the members of **SUNSHINE CAPITAL LIMITED** as at and for the year ended 31st March, 2015, I report that:

1. Fixed Assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to me, all the fixed assets have been physically verified by the management in a phased periodical manner, which in my opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

2. Inventories:

- a) The inventories have been physically verified during the year by the management. In my opinion, the frequency of verification is reasonable.
- b) In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories 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 me, no material discrepancies were noticed on physical verification.

3. Loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013

- a) In my opinion and according to the information and explanations given to me, the company has not granted any unsecured loans to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
 - b) In View of the facts mentioned in Point No- a, above the provisions of clause regarding reasonableness of interest charges or paid are not applicable to the company during the year under report.
4. In my opinion and according to the information and explanations given to me, the Company has an adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchases of stock-in-trade and fixed assets and for the sale of such stock-in-trade and services. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in such internal control system.
 5. In my opinion and according to the information and explanations given to me, the company has not accepted deposits from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
 6. I have been informed that maintenance of cost records has not been prescribed by the Central Government of the Companies Act, for the year under review.

7. **Statutory Dues:**

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- b) According to the information and explanations given to me, there is a pending tax demands of which information given below:

ACT	Appeal Before	pending	Assessment year	Amount of demand (In ₹)
Income Tax Act	ITAT		2008-09	35,33,80,053/-
Income Tax Act	CIT (A)		2008-09	3,99,00,000/-
Income Tax Act	ITAT		200-10	5,14,66,300/-

- c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.

8. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. Based on my audit procedures and according to the information and explanations given to me, I am of the opinion that Since the company has neither taken any loans from a financial institution or a bank nor issued any debentures, hence the provisions the order regarding default in repayment of dues to a financial institution or bank or debenture holders doesn't arise.
10. According to the information and explanations given to me, the Company has not given any guarantees for loans taken by others from a bank or financial institution.
11. According to the information and explanations given to me, I report that the company has not raised any term loans during the year.
12. Based on the audit procedures performed and the information and explanations given to me, I report that no fraud on or by the Company has been noticed or reported during the year, nor have I been informed of such case by the management.

CA. ANIL KUMAR
(Chartered Accountant)
M. No. 86223

Place: New Delhi
Date: 21.05.2015

Annexure II to the Auditor's Report

(Referred to in paragraph 5 of my report of even date)

To The Members of SUNSHINE CAPITAL LTD.

I have examined the books of accounts and other relevant documents/records of **SUNSHINE CAPITAL LTD.** as at 31.03.2015 for the purpose of audit and report on the basis of explanation and information given to me and in terms of Non-Banking financial Companies Auditors Report (Reserve Bank) Directions, 2008 on the following matters:

- i) The Company has been incorporated on JULY 11, 1994 and has applied for the registration as provided in section 45-IA of the Reserve Bank of India Act 1934.
- ii) The company is engaged in the business of non-banking financial institution and has obtained certificate of registration with RBI dated 25.09.1998, Reg. Cert. No. B-14.01266.
- iii) The company is holding Certificate of Registration issued by Reserve Bank of India and the company is entitled to continue to hold such Certificate of Registration in terms of its assets / income pattern as at 31.03.2015.
- iv) The company has passed the Board Resolution for non acceptance of any public deposit.
- v) The company has not accepted any public deposits during the financial year 2014-15.
- vi) The Company has complied with the Prudential Norms on income recognition, accounting standards, asset classification, provisioning for bad and doubtful debts (if any), and concentration of credit / investment as applicable to it in terms of the directions issued by the Reserve Bank of India in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 1998. (Revised on 22nd Feb 2007, vide notification no. DNBS. 192/DG (VL)-2007)
- vii) The capital adequacy ratio as disclosed in the return submitted to the Reserve Bank of India in terms of NBFC Prudential Norms (Reserve Bank) Directions, 2007 has been correctly arrived at and such ratio complies with the minimum capital to risk assets ratio prescribed by Reserve Bank of India.
- viii) The company has furnished to Reserve Bank of India the annual statement of capital funds, risk assets / exposures and risk asset ratio (NBS-7) within the stipulated time.
- ix) The company has no branches and offices during the financial year 2014-15.

CA. ANIL KUMAR
(Chartered Accountant)
M. No. 86223

Place: New Delhi

Date: 21.05.2015

SUNSHINE CAPITAL LIMITED
BALANCE SHEET AS AT 31-03-2015

(IN ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
I			
<u>EQUITY AND LIABILITIES</u>			
1 Shareholders Funds			
(A) Share Capital	1	13,02,09,000	13,02,09,000
(B) Reserves And Surplus	2	91,72,00,201	91,38,29,423
2 Non Current Liabilities			
(A) Long Term Provisions	3	20,96,492	20,92,412
3 Current Liabilities			
(A) Other Current Liabilities	4	42,236	72,736
(B) Short Term Provisions	5	15,26,660	12,06,146
TOTAL		1,05,10,74,589	1,04,74,09,717
II			
<u>ASSETS</u>			
1 Non-Current Assets			
(A) Fixed Assets	6	3,44,15,348	3,57,18,002
(B) Non-Current Investments	7	24,08,14,734	24,08,14,734
(C) Deferred Tax Assets	8	3,11,273	2,84,007
(D) Long-Term Loans And Advances	9	15,21,72,226	12,18,36,685
(E) Other Non Current Assets	10	-	-
<u>Current Assets</u>			
(A) Current investment	11	60,96,84,000	60,96,84,000
(B) Stock In Trade	12	8,38,257	8,38,257
(C) Cash And Cash Equivalents	13	42,62,351	11,02,102
(D) Short-Term Loans And Advances	14	85,76,398	3,71,31,931
TOTAL		1,05,10,74,589	1,04,74,09,717

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

In Terms Of My Report Of Even Date Annexed

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
(Chartered Accountant)
M. NO. 86223

SURENDRA KUMAR JAIN
(Director)
DIN: 00530035

PRITI JAIN
(Managing Director)
DIN : 0537234

Place: New Delhi
Date: 21.05.2015

MEGHA BANSAL
(Company Secretary)
M. No. A36741

SUNSHINE CAPITAL LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2015

(IN ₹)

PARTICULARS	NOTE NO.	CURRENT PERIOD	PREVIOUS PERIOD
		2014-15	2013-14
Revenue From Operations	15	1,16,92,437	1,05,97,046
Other Income	16	2,32,722	26,062
Total Revenue		1,19,25,159	1,06,23,108
Cost of Trading Goods	17	-	8,38,257
Change in Stock In Trade	18	-	(8,38,257)
Employee Benefits Expenses	19	7,79,973	7,20,690
Depreciation And Amortization Expenses	20	5,32,775	6,44,291
Other Expenses	21	57,32,429	52,11,535
Total Expenses		70,45,177	65,76,515
Profit After Depreciation		48,79,982	40,46,592
Less: Contingent Provision For Standard Assets	22	4,080	25,111
Less: Provision For Doubtful Assets	22	-	(1,06,56,325)
Profit Before Tax		48,75,902	1,46,77,806
Tax Expense			
Current Tax		(15,26,660)	(11,90,050)
Earliar Years Tax		(90)	-
Deferred Tax		27,266	25,490
Profit (Loss) For The Period		33,76,418	1,35,13,246
Earning Per Equity Share			
Basic		0.26	1.04
Diluted		0.26	1.04

Schedules referred to above and notes attached there to form an integral part of the Statement of Profit & Loss

In Terms Of My Report Of Even Date Annexed

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
(Chartered Accountant)
M. NO. 86223

SURENDRA KUMAR JAIN
(Director)
DIN: 00530035

PRITI JAIN
(Managing Director)
DIN : 0537234

Place: New Delhi
Date: 21.05.2015

MEGHA BANSAL
(Company Secretary)
M. No. A36741

SUNSHINE CAPITAL LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2015

(IN ₹)

PARTICULARS	NOTE NO.	CURRENT PERIOD	PREVIOUS PERIOD
		2014-15	2013-14
Revenue From Operations	15	1,16,92,437	1,05,97,046
Other Income	16	2,32,722	26,062
Total Revenue		1,19,25,159	1,06,23,108
Cost of Trading Goods	17	-	8,38,257
Change in Stock In Trade	18	-	(8,38,257)
Employee Benefits Expenses	19	7,79,973	7,20,690
Depreciation And Amortization Expenses	20	5,32,775	6,44,291
Other Expenses	21	57,32,429	52,11,535
Total Expenses		70,45,177	65,76,515
Profit After Depreciation		48,79,982	40,46,592
Less: Contingent Provision For Standard Assets	22	4,080	25,111
Less: Provision For Doubtful Assets	22	-	(1,06,56,325)
Profit Before Tax		48,75,902	1,46,77,806
Tax Expense			
Current Tax		(15,26,660)	(11,90,050)
Earliar Years Tax		(90)	-
Deferred Tax		27,266	25,490
Profit (Loss) For The Period		33,76,418	1,35,13,246
Earning Per Equity Share			
Basic		0.26	1.04
Diluted		0.26	1.04

Schedules referred to above and notes attached there to form an integral part of the Statement of Profit & Loss

In Terms Of My Report Of Even Date Annexed

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
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Place: New Delhi
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MEGHA BANSAL
(Company Secretary)
M. No. A36741

SUNSHINE CAPITAL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

(₹ In Lacs)

	PARTICULARS	2014-15	2013-14
A.	<u>CASH FLOWS FROM OPERATION ACTIVITIES :</u>		
	Net Profit Before Tax And Extraordinary Items	48.80	40.47
	Adjustments For :		
	Depreciation	5.33	5.40
	Profit on sale of fixed asset	(1.90)	-
	Preliminary Expenditure Written Off	-	1.04
	Operating Profit Before Working Capital Changes	52.23	46.91
	Adjustments For :		
	Decrease In Current Assets	(1.48)	119.69
	Increase/ decrease In Current Liabilities	(0.31)	1.77
	Cash Generated From Operations	50.45	168.37
	Direct Tax Paid	(12.06)	(11.91)
	Net Cash From Operating Activities	38.38	156.46
B.	<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed assets	(0.19)	(187.82)
	Sale of Fixed Assets	9.73	-
	Sale OF Investment	-	3.40
	Net Cash Used In Investment Activities	9.54	(184.42)
C.	<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
	Loans & Advances given	(16.32)	6.12
	Repayment Short Term Borrowings	-	-
	Net Cash From In Financing Activities	(16.32)	6.12
	NET INCREASE IN CASH AND CASH EQUIVALENTS	31.60	(21.84)
	CASH & CASH EQUIVALENTS (Opening Balance)	11.02	32.86
	CASH & CASH EQUIVALENTS (Closing Balance)	42.62	11.02

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of My Report Of Even Date Annexed

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
(Chartered Accountant)
M. NO. 86223

SURENDRA KUMAR JAIN
(Director)
DIN: 00530035

PRITI JAIN
(Managing Director)
DIN : 0537234

Place: New Delhi
Date: 21.05.2015

MEGHA BANSAL
(Company Secretary)
M. No. A36741

Notes to the Financial Statements

Note1: SIGNIFICANT ACCOUNTING POLICIES

a) **Basis for Preparation of Accounts :**

The financial Statement have been prepared inconformity with generally accepted accounting principle to comply in all material respect with the notified accounting standards ('AS') under companies accounting standards Rules, as amended, the relevant provisions of the companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India (RBI) as applicable to an Non – Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. The company adopts accrual system of accounting unless otherwise stated.

b) **Use of estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years

c) **Fixed Assets :**

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use.

d) **Depreciation & Impairment of Assets:**

Depreciation on fixed assets is provided on Written down Value method, over the useful lives and in the manner prescribed in Schedule II to the Companies Act, 2013.

Notes to the Financial Statements

e) Investment:

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. As in case of Sunshine Capital Limited such decline is presumed to be temporary hence no provision has been created.

f) Loan Income:

- a. In respect of loan agreements, the income is accrued by applying the implicit rate in the transaction on declining balance on the amount financed for the period of the agreement.
- b. Dividend income on investments is accounted for as and when the right to receive the same is established.
- c. No income is recognized in respect of Non-Performing assets, if any, as per the prudential norms for income recognition introduced for Non Banking Financial Corporation by Reserve Bank of India vide its notification DFC.No.119/DG/ (SPT)-98 date 31-01-1998 and revised notification no. DNBS.192/DG (VL)-2007 dated 22/02/2007.

g) Employee Benefits

Company do not follow the provision of the accounting Standard-15 "Employee benefits" as the company do not have employee more than 10 personnel's. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.

In case the company's employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

h) Provisioning of Assets:

The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms Reserve Bank) Directions, 2007, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate.

Loan assets which as per the management are not likely to be recovered are considered as bad debts and written off.

Notes to the Financial Statements

i) Provision, Contingent Liabilities and Contingent Assets :

- (i) A provision is recognized when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

In respect of Non-Banking Finance Companies the provision for non-performing assets/investments and contingent provision against standard assets has been made as per prudential norms and Circular No. DNBS.PD.CC.No.207/03.02.2002/2010-11 as prescribed by the Reserve Bank of India.

- (ii) Contingent Liabilities are disclosed separately by way of note to financial statement after careful evaluation by the management of the facts and legal aspects of the matter involved in case of :

- a . A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- b. A possible obligation, unless the probability of outflow of resources is remote.

j) Taxation

Provision for current tax is made in accordance with and at the rates specified under the Income-Tax Act, 1961, in accordance with Accounting Standard 22 –‘Accounting for taxes on Income’, issued by the Institute of Chartered Accountant of India.

k) Earnings per share :

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

l) Cash and Cash equivalents:

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

Notes to Financial Statements

NOTE 1. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Authorised Share Capital 13,110,000 Equity Share of ₹ 10 /-	13,11,00,000	13,11,00,000
	13,11,00,000	13,11,00,000
Issued, Subscribed & Paid up Share Capital Shares at the end of the Accounting Period 13,020,900 Equity Shares of ₹10/-	13,02,09,000	13,02,09,000
Total	13,02,09,000	13,02,09,000

- 1.1 The company has only one class of equity Shares having Par Value of ₹ 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.
- 1.2 There is no Shareholders' having more than 5% Shares of the share capital.
- 1.3 The reconciliation of the number of Shares outstanding is set out Below:

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Equity Shares at the beginning of the year	1,30,20,900	1,30,20,900
Add : Issued during the year	-	-
Equity Shares at the end of the Year	1,30,20,900	1,30,20,900

Notes to Financial Statements

NOTE 2: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
<u>Reserve Under Section 45(IC)</u>		
At The Beginning Of The Accounting Period	45,78,429	18,80,878
Additions During The Year	6,69,848	26,97,551
At The End Of The Accounting Period	<u>52,48,277</u>	<u>45,78,429</u>
<u>Securities Premium Account</u>		
At The Beginning Of The Accounting Period	90,00,00,000	90,00,00,000
Additions During The Year	-	-
At The End Of The Accounting Period	<u>90,00,00,000</u>	<u>90,00,00,000</u>
<u>Surplus in Statement of Profit And Loss</u>		
At The Beginning Of The Accounting Period	92,50,994	(15,64,702)
Additions During The Year	33,76,418	1,35,13,246
(Balance In Statement Of Profit & Loss)		
<u>Transfer To Reserves</u>		
Fixed assets written off	(5,640)	
Reserve U/S 45(IC)	(6,69,848)	(26,97,551)
At The End Of The Accounting Period	<u>1,19,51,924</u>	<u>92,50,994</u>
Grand Total	91,72,00,201	91,38,29,423

NON CURRENT LIABILITIES

NOTE: 3 LONG TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Provision for Standard Assets	3,04,191	3,00,111
Provision for Loss Assets	17,92,301	17,92,301
Total	20,96,492	20,92,412

Notes to Financial Statements

CURRENT LIABILITES:

NOTE 4 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Expenses Payable	42,236	72,736
Total	42,236	72,736

NOTE 5 : SHORT TERM PROVISION

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Provision for Taxation	15,26,660	12,06,146
Total	15,26,660	12,06,146

Notes to the Financial Statement

Note : 6 Fixed Asset

Sr	Particulars	Gross Block			Depreciation			Net Block			
		Value at the beginning	Addition during the year	Deduction during the year	Value at the beginning	Addition during the year	Deduction during the year	Adjustment	Value at the end	WDV as on 31.03.2015	WDV as on 31.03.2014
	Tangible Assets										
1	Land	3,35,74,535	-	-	-	-	-	-	-	3,35,74,535	3,35,74,535
2	Vehicles	27,98,064	-	27,98,064	18,93,128	1,21,948	7,82,988	12,32,088	-	-	9,04,936
3	Office Equipment	1,20,084	18,750	7,870	99,218	17,620	-	3,935	1,12,903	18,061	20,866
4	Plant & Machinery	1,98,733	-	3,082	1,03,820	63,189	-	1,541	1,65,468	30,183	94,913
5	Furniture & fixture	17,27,446	-	328	6,04,395	3,30,018	-	164	9,34,249	7,92,569	11,22,751
	SUB TOTAL	3,84,18,562	18,750	28,09,344	27,00,561	5,32,775	7,82,988	12,37,728	12,12,620	3,44,15,348	3,57,18,002
	Total (Current Year)	3,84,18,562	18,750	28,09,344	27,00,561	5,32,775	7,82,988	12,37,728	12,12,620	3,44,15,348	3,57,18,002
	(Previous Year)	1,96,36,462	1,87,82,100	-	21,60,484	5,40,077	-	-	27,00,561	3,57,18,002	1,74,75,797

In Terms Of My Report Of Even Date Annexed

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
(Chartered Accountant)
M. NO. 86223

SURENDRA KUMAR JAIN
(Director)
DIN : 00530035

SURENDRA KUMAR JAIN
(Managing Director)
DIN : 0537234

MEGHA BANSAL
(Company Secretary)
M. No. A36741

Place: New Delhi
Date: 21.05.2015

Notes to Financial Statements

NON CURRENT ASSETS

NOTE 7: NON CURRENT INVESTMENT

IN ₹

PARTICULARS		AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Quoted Equity Shares			
375000 (375000)	Shalini Holdings Ltd. of ₹ 10 /-each	15,00,00,000	15,00,00,000
1480000 (1480000)	Sri Amarnath Finance Limited of ₹ 10 /-each	8,88,00,000	8,88,00,000
	Investment in Jewellery	20,14,734	20,14,734
Total		24,08,14,734	24,08,14,734

* Fair Value of the Quoted Shares

11,87,78,464

11,82,14,532

* Market Value of the Jewellery

28,37,268

30,87,447

NOTE 8 : DEFFERED TAX ASSETS (NET)

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Opening Balance	2,84,007	2,58,517
Created During the Year	27,266	25,490
Reversed During the Year	-	-
Closing Balance	3,11,273	2,84,007

NOTE :9 LONG TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Unsecured Loan		
Loans at agreement values less installment received (include overdue Amount)		
Standard Assets	12,16,76,715	12,00,44,384
Doubtful Assets (NPA)	17,92,301	17,92,301
Capital Advance		
Advance Against Property	2,87,03,210	-
Total	15,21,72,226	12,18,36,685

Notes to Financial Statements

NOTE :10 OTHER NON CURRENT ASSETS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Preliminary & Pre Operative Expenses (To The Extent Not Written Off Or Adjusted)		
Opening Balance	-	1,04,214
Less: Written Off During The Year	-	1,04,214
Total	-	-

NOTE :11 CURRENT INVESTMENT

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Unquoted Equity Shares		
150000 Aquarius Fincap & Credits Pvt. Ltd. of ₹10 each	15,02,25,000	15,02,25,000
153000 Microland Developers Pvt. Ltd. of ₹10 each	15,31,53,000	15,31,53,000
153000 NKS Holdings Pvt. Ltd. of ₹10 each	15,31,53,000	15,31,53,000
153000 Solomon Holdings Pvt. Ltd. of ₹10 each	15,31,53,000	15,31,53,000
Total	60,96,84,000	60,96,84,000

* Fair Value of the Unquoted Shares

68,14,62,686

68,14,81,930

NOTE : 12 STOCK IN TRADE

IN ₹

As per Annexure 'a' Attached

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Stock in Trade (Quoted security)	8,38,257	8,38,257
Total	8,38,257	8,38,257

* Market value of Quoted Shares

20,26,997

12,62,486

Notes to Financial Statements

NOTE : 13 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Cash in Hand	5,95,940	1,42,744
Bank balance with Current Account	36,66,411	9,59,358
Total	42,62,351	11,02,102

NOTE : 14 SHORT TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Receivable from Revenue Authority	85,76,398	84,28,720
Advance for booking of property	-	2,87,03,210
Total	85,76,398	3,71,31,931

NOTE : 15 REVENUE FROM OPERATION

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Profit on Sale of Investment	-	3,81,370
Interest On Loan	1,16,92,437	1,02,15,676
Total	1,16,92,437	1,05,97,046

NOTE : 16 OTHER INCOME

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Dividend Income	21,958	26,062
Other Income	20,752	-
Profit on sale of Fixed Assets	1,90,012	-
Total	2,32,722	26,062

Notes to Financial Statements

NOTE : 17 COST OF TRADING GOODS

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Purchases of Trading goods	-	8,38,257
Total	-	8,38,257

NOTE : 18 CHANGE IN STOCK IN TRADE

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Balance at the beginning of the year	8,38,257	-
Balance at the Closing of the year	8,38,257	8,38,257
Total	-	(8,38,257)

NOTE : 19 EMPLOYEE BENEFITS EXPENSES

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Salary Expenses	7,64,368	7,03,865
Staff Welfare Expenses	15,605	16,825
Total	7,79,973	7,20,690

NOTE : 20 DEPRICIATION & AMORTIZATON EXPENSES

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Depreciation	5,32,775	5,40,077
Preliminary & Pre-Operative Exp.Written Off	-	1,04,214
Total	5,32,775	6,44,291

Notes to Financial Statements

NOTE : 21 OTHER EXPENSES

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Advertisement Expenses	92,818	1,00,400
Annual Charges For Credit Rating	20,225	-
Audit Remuneration	11,236	11,236
Business Promotion	3,43,273	-
Bank Charges	1,943	2,079
Car Insurance	-	36,497
Trading Expenses	10,779	300
Conveyance Expenses	88,641	76,494
Director Remuneration expenses	24,00,000	24,00,000
Income Tax Appeal Fees	-	10,500
Interest on TDS	762	-
Legal & Professional charges	8,75,599	3,64,640
Listing Compliance Charges	7,60,789	1,87,125
General Expenses	22,924	22,930
Postal Charges	12,617	3,315
Printing & Stationery	75,761	17,978
Rent	6,60,000	6,60,000
Repair & Maintenance	2,96,123	5,20,602
Secretarial & Filing Fees Expenses	13,800	91,500
SEBI Fees	-	6,63,750
Telephone Exp.	18,139	20,689
Tour & Travels Expenses	27,000	21,500
Total	57,32,429	52,11,535

NOTE : 22 PROVISIONS

IN ₹

PARTICULARS	CURRENT PERIOD 2014-15	PREVIOUS PERIOD 2013-14
Provision on Standard Assets	4,080	25,111
Provision on doubtful Assets	-	(1,06,56,325)
Total	4,080	(1,06,31,214)

Notes to the Financial Statements

24. Previous year's figures have been reworked, regrouped, rearranged & reclassified wherever necessary to confirm to the current year presentation.
25. In the opinion of Board of Director, the current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
26. As per AS-13, all long term investments are to be carried at cost less diminution in the value except for temporary diminution. There is non provision of diminution in the value of Non Current Investment to the tune of ` 12.00 Crore (P. Y. 12.06 Crore) by virtue of which profit of the company has been overstated by ` 12.00 Crore.
27. As per the Provision of AS-2, Accounting of Inventories, Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.
28. Statutory Reserve represents the Reserve Fund created u/s 45-IC of the Reserve Bank of India Act, 1934. An amount of ` 6, 69,848/-. (Previous Year ` 26,97,551/-) representing 20% of Net Profit is transferred to the fund for the year.

29. Contingent liabilities and pending litigations:

- (a) There is a pending Tax demand of ` 35, 33, 80,053/- against the company. The above demand was raised by Department in A.Y. 2008-09 as the company has raised share capital of ` 100 crore in A.Y. 2008-09. The same has been added by the Assessing Officer. The Company has filed an appeal with ITAT. The demand of appeal is pending before ITAT till date. The Company is hopeful to get relieved from ITAT.
- (b) There is a pending penalty prosecution by CIT Appeals for the above Capital Addition of ` 100 Crore. The amount of penalty demand by the department is of ` 3,99,00,000/- .
- (c) There is also a pending Tax demand of ` 5,14,66,300/- against the company. The above demand was raised by Department in A.Y. 2009-10. The Company has filed an appeal with ITAT. The demand of appeal is pending before ITAT till date. The Company is hopeful to get relieved from ITAT.

30. Contingent Assets:

The company has filed suit for recovery of amount from Sunderdeep Educational Society. The company has issued a notice in response of the same on 20th December, 2012 to the Sunderdeep Educational Society, 35, Nyay Ganj, Sunder Deep Nagar, NH-24, Ghaziabad-201001 and to Mr. Manoj Kumar Gupta Secretary of Sunder Deep Educational Society for recovery of Principal Amount of ` 17,00,000/- along with interest of ` 4,01,095/- i.e. a total sum of ` 21,01,095/-. The case is pending before Hon'ble High Court and the company is hopeful of recovery.

Notes to the Financial Statements

31. Related Party Disclosures : As per Accounting Standard 18 on Related Party disclosures issued by the Institute of Chartered Accountants of India, the nature and volume of transactions of the Company during the year with the related parties are enclosed :

Name of the Related Party	Relationship	Nature of Transaction	Number of Transaction	Amount of Transaction	Amount o/s on B.S Date
Surendra Kumar Jain	Director of the Company	Salary	12	24,00,000	0.00

32. Segment Reporting: The Company's business activity falls within single primary/secondary business segment viz., Finance Activity. The disclosure requirement of Accounting Standard (AS) – 17 "Segment Reporting" issued by the Institute of Chartered Accountant of India, therefore is not applicable.

33. Information as required by Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007 is Furnished vide Annexure -1 Attached Herewith.

34. The Company has the borrower companies are involved in the business of Real estate. List of the borrowers is given below:

Sr.No.	Name of the Borrower	Amount As on 31.03.2015
1.	Sunworld City Pvt. Ltd.	10,900,000
2.	Sunworld Developers Pvt. Ltd.	41,000,000
3.	Sunworld Residency Pvt. Ltd.	19,000,000

35. Provision for Standard and Non-Performing Assets: Provision for non performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. The Company also makes additional provision towards loan assets, based on the management's best estimate. Additional provision of 0.25% on Standard assets has also been made during the year, as per stipulation of RBI on Standard assets. Company has made provisions for Standard Assets as well as Non-Performing Assets as per the table below:

Particulars	(In `)	
	2014-15	2013-14
Sub standard Assets	17,92,301.00	17,92,301.00
Total Non-Performing Assets	17,92,301.00	17,92,301.00
Provision already available	0.00	12,448,626.00
Additional Provision made during the year	0.00	0.00
Reversed Provision During the Year	0.00	(10,656,325)
Total Provision at the end of the Year	17,92,301.00	17,92,301.00
Standard Assets	121,676,715.00	120,044,384.00
Provision already available	300,111.00	275,000.00
Additional provision made during the year	4,080.00	25,111.00
Total Provision at the end of the Year	304,191.00	300,111.00

Notes to the Financial Statements

36. Earnings per Share as per "AS- 20" issued by the Institute of Chartered Accountants of India:

	(In Rupees)	
	Year ended	Year ended
Particulars	March 31, 2015	March 31, 2014
Profit/(Loss) after taxation as per Profit and Loss Account (in Rupees)	3,376,418	13,513,246
Weighted average number of Equity Shares outstanding during the year	13,020,900	13,020,900
Nominal value of Equity shares (in `)	10/-	10/-
Basic earnings per share (in `)	0.26	1.04
Diluted earnings per share (in `)	0.26	1.04

37. The company estimates the deferred tax charted/(credit) using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year.

Details of Deferred tax Assets/ (Liabilities) are as follows:-

Calculation Of Deferred tax Asset	
WDV as per Companies Act	34,415,348
WDV as per Income Tax	35,422,704
Timing Difference	1,007,356
Deferred Tax Asset	311,273

38. Micro and Small Scale Business Industries:-

There are no Micro, Small and Medium Enterprises, to whom the company owes dues which outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

Auditor'S Report Signed in Terms of my Separate Report of even date

FOR SUNSHINE CAPITAL LIMITED

CA. ANIL KUMAR
(Chartered Accountant)
M. No. 086223

SURENDRA KUMAR JAIN
(Director)
DIN: 00530035

PRITI JAIN
(Managing Director)
DIN: 0537234

Place: New Delhi
Date: 21.05.2015

MEGHA BANSAL
(Company Secretary)
M. No. A36741

Annexure 'A'**Detail of Closing Stock in Trade**

PARTICULARS	QUANTITY	AS AT	AS AT
		31ST MARCH 2015	31ST MARCH 2014
ACC Ltd.	150	72,308	72,308
Alok Industries Ltd.	1200	17,868	17,868
Andhra Bank Ltd.	899	49,477	49,477
Ashok Leyland Ltd.	200	5,493	5,493
Bank Of Maharashtra	1300	30,303	30,303
Belmer Lawrie Ltd.	19	2,525	2,525
Bongaigaon Refinery Ltd.	850	37,281	37,281
Ceat Ltd.	1000	35,590	35,590
Container Corporation Ltd.	30	19,237	19,237
DCM Financial Ltd.	1000	19,256	19,256
Deepak Fertilizer Ltd.	300	16,084	16,084
Dhampur Sugar Ltd.	20	1,389	1,389
Escort Finance Ltd.	200	13,657	13,657
Finolex Pipes Ltd.	400	12,008	12,008
HDIL	500	45,340	45,340
Himachal Futuristic Comm. Ltd.	2000	32,080	32,080
ICICI Bank Ltd.	150	18,992	18,992
IFCI Ltd.	500	27,113	27,113
Insilco Ltd.	500	18,231	18,231
KM Sugar Mills Ltd.	7500	48,122	48,122
LML Ltd.	500	12,811	12,811
Manglore Chemical Ltd.	200	8,973	8,973
Media Vedio Ltd.	100	6,559	6,559
NHPC Ltd.	1000	35,190	35,190
Omaxe Ltd.	125	13,604	13,604
ONGC Ltd.	200	31,343	31,343
Pavitra Bhumi Pvt. Ltd.	2400	24,000	24,000
Pennar Alluminium Ltd.	10000	5,684	5,684
Reliance Power Ltd.	320	69,279	69,279
Rural Electrification Corp. Ltd.	200	17,504	17,504
Sangotir Construction Ltd.	6000	12,000	12,000
Tata Motors Ltd.	274	8,654	8,654
Tata Steel Ltd.	50	9,126	9,126
Uniroyal Marine Ltd.	500	1,050	1,050
Unitech Ltd.	1000	32,139	32,139
Venus Sugar Ltd.	500	22,207	22,207
Vijaya Bank Ltd.	200	5,782	5,782
TOTAL		8,38,257	8,38,257

Schedule of the

Balance sheet of a non deposit taking non-banking financial company

Sunshine Capital Limited

(As required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Directions,2007)

(Rs. In Lacs)

Particulars			
Liabilities Side:			
(1)	Loan and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount Overdue
	a) Debenture : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(Other than falling within the meaning of public deposit*)		
	b) Deferred Credit		
	c) Term Loans	NIL	NIL
	d) Inter corporate Loan and Borrowing	NIL	NIL
	e) Commercial Paper	NIL	NIL
	f) Other loans (Specify nature	NIL	NIL
		NIL	NIL
	• Please See Note 1 below		
Assets side:			
		Amount outstanding	
(2)	Break up of Loans and Advance including bill receivables [other than those included in (4) below]:		
	a) Secured	NIL	
	b) Unsecured	1234.69	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtor:		

	<ul style="list-style-type: none"> a) Financial Lease b) Operating Lease 	<ul style="list-style-type: none"> NIL NIL
	<ul style="list-style-type: none"> (ii) Stock on hire including hire charges under sundry debtors: <ul style="list-style-type: none"> a) Assets on Hire b) Repossessed Assets 	<ul style="list-style-type: none"> NIL NIL
	<ul style="list-style-type: none"> (iii) Other Loans counting towards AFC activities <ul style="list-style-type: none"> a) Loans where assets have been repossessed b) Loans other than (a) above 	<ul style="list-style-type: none"> NIL NIL
(4)	<p><u>Break up of Investment:</u></p> <p><u>Current Investment:</u></p> <ul style="list-style-type: none"> 1. <u>Quoted:</u> <ul style="list-style-type: none"> (i) Share: (a) Equity <li style="padding-left: 20px;">(b) preference (ii) Debenture and Bonds (ii) Units of Mutual Funds (iv) Government Securities (v) Others (Please Specify) 2. <u>Unquoted:</u> <ul style="list-style-type: none"> (i) Share: (a) Equity <li style="padding-left: 20px;">(b) preference (ii) Debenture and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (JEWELLERY) <p><u>Long Term Investment:</u></p> <ul style="list-style-type: none"> 1. <u>Quoted:</u> <ul style="list-style-type: none"> (i) Share: (a) Equity <li style="padding-left: 20px;">(b) preference (ii) Debenture and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please Specify) 	<ul style="list-style-type: none"> NIL NIL NIL NIL NIL NIL 6096.84 NIL NIL NIL NIL NIL NIL 2388.00 NIL NIL NIL NIL NIL

	<p>2. <u>Unquoted:</u></p> <p>(i) Share: (a) Equity (b) preference</p> <p>(ii) Debenture and Bonds</p> <p>(iii) Units of Mutual Funds</p> <p>(iv) Government Securities</p> <p>(v) Others (Please Specify)</p>	<p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>20.14</p>		
(5)	<p>Borrower group wise classification of assets financed as in (2) and (3) above:</p> <p>Please see note 2 below</p>			
	Category	Amount of Net of provision		
		Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than Related parties	NIL	1213.72	1213.72
	Total	NIL	1213.72	1213.72
(6)	<p>Investor group wise classification of all investments (current and long term) in share and securities (both quoted and unquoted):</p> <p>Please see note 3 below:</p>			
	Category	Market Value / Break up or Fair value of NAV		Book value (Net of Provision)
	1. Related Parties**			
	(a) Subsidiaries	NIL		NIL
	(b) Companies in the same group	821.64		888.00
	(c) Other related parties	NIL		NIL
	2. Other than Related parties	7180.77		7596.84
	Total	8002.41		8484.84

**** As per Accounting Standard of ICAI (Please see note 3)**

(7) Other Information:

	Particulars	Amount
(i)	Gross Non Performing Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	20.96
(ii)	Net Non Performing assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(iii)	Assets acquired in satisfaction of debt	NIL

Notes:

1. As defined in paragraph 2 (1) (xii) of the Non Banking Financial Companies acceptance of public deposits (Reserve Bank) directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non Banking financial (Non- Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank Directions, 2007).
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investment and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investment and break up / fair value /NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in(4) above.

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 proviso to section 188: NIL

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

(a) Name(s) of the related party and nature of relationship: Surendra Kumar Jain (Director)

(b) Nature of contracts/arrangements/transactions: Operating (Remuneration)

(c) Duration of the contracts / arrangements/transactions: Yearly

(d) Salient terms of the contracts or arrangements or transactions including the value: NIL

(e) Date(s) of approval by the Board: 10/07/2010

(f) Amount paid as advances, if any: NIL

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

To,
The Members,
SUNSHINE CAPITAL LIMITED
209 Bhanot Plaza II, 3 D B Gupta Road,
New Delhi – 110055

Date of Incorporation: 11/07/1994
Authorized Share Capital: **131,100,000.00**
Paid up Share Capital: **130,209,000.00**

I have conducted the secretarial audit of the compliance of applicable statutory provisions **Sunshine Capital Limited** hereinafter referred to as ("**the company**"). Secretarial Audit was conducted in a manner that provided us 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 **31st Day of March, 2015 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes except appointment of Company secretary 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 **31st Day of March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- 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 the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the company during the audit period)

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Other Acts:

The provisions of Chapter III B of the Reserve Bank of India Act, 1934 with respect to NBFC are applicable to company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the company during the audit period)**
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. ***The company has not appointed Chief Financial Officer during the audit period as per the provisions of section 203(1) of the Companies Act, 2013 and rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.***

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non - Executive Directors, including appointment of Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: New Delhi

Date: 21.05.2015

**Astik Tripathi and Associates
Company Secretaries**

**Astik Mani Tripathi
Proprietor
ACS No. 27667
C P No.: 10384**

This report is to be read with my 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
209 Bhanot Plaza II, 3 D B Gupta Road,
New Delhi - 110055

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 our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, i followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, i have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 21.05.2015

AstikTripathi and Associates
Company Secretaries

Astik Mani Tripathi
Proprietor
ACS No. 27667
C P No.: 10384

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1994PLC060154
ii.	REGISTRATION DATE	11/07/1994
iii.	NAME OF COMPANY	SUNSHINE CAPITAL LIMITED
iv.	CATEGORY OF COMPANY	Having Share Capital
v.	SUB-CATEGORY OF COMPANY	Indian Non-Government Company
vi.	ADDRESS OF COMPANY	209 Bhanot Plaza II, 3 D B Gupta Road, New Delhi-110055
vii.	LISTED/UNLISTED	Listed
viii.	NAME & ADDRESS OF RTA	SkyLine Services Private Limited D-153/A 1st Floor, Okhla Industrial area, Phase-1, New Delhi- 110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	FINANCIAL SERVICES	0809	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%OF SHARES HELD	APPLICABLE SECTION
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i. Category-wise share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	401300	314 900	716200	5.50	716200	-	716200	5.50	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	401300	314 900	716200	5.50	716200	-	716200	5.50	0.00
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-

h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	19950 0	5392350	559185 0	42.95	2395 900	288305 0	5278950	40.54	(2.41)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	43850	498200	542050	4.16	4395 0	497700	541650	4.16	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	44810 0	5721700	616980 0	47.38	5049 000	143410 0	6483100	49.79	2.41
c) Others (specify)	-	-	-	-	-	-	-	-	-
HUF	-	1000	1000	0.01	-	1000	1000	0.01	0.00
Sub-total (B)(2):-	64760 0	1165710 0	123047 00	94.50	7488 850	115558 50	1230470 0	94.50	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	64760 0	1165710 0	123047 00	94.50	7488 850	115558 50	1230470 0	94.50	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-

Grand Total (A+B+C)	10927 50	1192815 0	130209 00	100	8205 050	481585 0	1302090 0	100	0.00
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B.
Shareholding
of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Jugesh Kumar Aggarwal	100	0.00	-	-	-	-	0.00
Shish Ram Bharra	100	0.00	-	-	-	-	0.00
Priti Jain	2,73,320	2.10	-	2,73,720	2.10	-	0.00
Babita Jain	2,54,000	1.95	-	2,54,000	1.95	-	0.00
Virendra Kumar Jain	100	0.00	-	300	0.00	-	0.00
J.B. Munirajulu	100	0.00	-	-	-	-	0.00
P.S. Sethi	100	0.00	-	-	-	-	0.00
S.P. Singh	100	0.00	-	-	-	-	0.00

Dhirendra Kumar	100	0.00	-	-	-	-	0.00
Surender Kumar Jain	1,88,180	1.45	-	1,88,180	1.45	-	0.00

C. Change in Promoters' Shareholding (please specify, if there is no change):

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	7,16,200	5.50	7,16,200	5.50
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year	7,16,200	5.50	7,16,200	5.50

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	26,00,000	19.99	260000	19.99

Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the End of the year (or on the date of separation, if separated during the year)	26,00,000	19.99	260000	19.99

Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	461500	3.54	461500	3.54
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	400	0.01	400	0.01
At the End of the year	461900	3.55	461900	3.55

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

vi. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to managing Director, Whole -time Directors and / or Manager:

S.I. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	-----	----	----	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961 (b) Value of perquisites u/s 17(2) Income tax Act, 1961 (c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-

4.	Commission - As % of profit - others, Specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	-----	-----	
	1. Independent Directors • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	2. Other Non – Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MAMAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD

SL. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	Megha Bansal	-	21,000 p.m.
	(b) Value of perquisites	-	-	-	-

	u/s 17(2) Income tax Act, 1961				
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	-	-	21,000 p.m.

(vii) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

SUNSHINE CAPITAL LIMITED

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

CIN: L74899DL1994PLC060154

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 20th Annual General Meeting of the Company being held on Wednesday, the 30th Day of September, 2015 at 11.00 a.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

SUNSHINE CAPITAL LIMITED

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

CIN: L74899DL1994PLC060154

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1994PLC060154

Name of the company: Sunshine Capita Limited

Registered office: 209 Bhanot Plaza II, 3 D B Gupta Road, New Delhi-110055

Name of Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id:
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

3. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual general meeting of the company, to be held on Wednesday, the 30th Day of September, 2015 at 11.00 a.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015.
2.	Ordinary Resolution that Mr. Surender Kumar Jain retires by rotation and being eligible for re-appointment, as a Director of the Company.
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for re-appointment of Mr. Anil Kumar, Chartered Accountant, as Statutory Auditor of the Company and fixing his remuneration.
Special Business	
4.	Special Resolution for Adoption of new set of Articles of Association.

Signed this day of 20.....

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If Undelivered, Please return to:

Sunshine Capital Limited

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