

February 23, 2024

To,  
The Manager  
Department of Corporate Service,  
Bombay Stock Exchange Limited  
P.J. Towers, Dalal Street  
Mumbai-400001

**SCRIP CODE- 539574 (SUNSHINE CAPITAL LIMITED)**

**Sub.: Scrutinizer report and result of venue voting at the Extra-Ordinary General Meeting held on Friday, February 23, 2024.**

Dear Sir/Madam,

Pursuant to Regulation 44 SEBI (LODR), 2015, details regarding the attendance, voting at the Extra-Ordinary General Meeting of the Company held on Friday, February 23, 2024 together with the report of scrutinizer and result of venue voting are attached herewith.

Please acknowledge and take the same on your records;

Thanking you,

Yours faithfully

**For Sunshine Capital Limited**

**SURENDRA  
KUMAR JAIN**

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

**Encl.: A/a**

**SCRUTINIZER'S REPORT**

To

**The Chairman** of the Extra Ordinary General Meeting of **SUNSHINE CAPITAL LIMITED (CIN L65993DL1994PLC060154)**, held on Friday, February 23, 2024 at 1:00 p.m. Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

Dear Sir,

**Sub: Consolidated Scrutinizer’s Report on voting through remote e-voting and venue voting at the Extra Ordinary General Meeting of SUNSHINE CAPITAL LIMITED held on Friday, February 23, 2024 at 1:00 p.m. Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).**

I, Kirti Sharma, proprietor of M/s. Kirti Sharma & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **SUNSHINE CAPITAL LIMITED** (the Company) to scrutinize the remote e-voting and venue voting at the Extra Ordinary General Meeting (EGM) of the Company, held on **Friday, February 23, 2024 at 1.00 p.m. Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)**, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings.

**Dispatch of Notice**

The Notice of Extra Ordinary General Meeting dated January 29, 2024 (hereinafter referred as Notice of EGM), were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be. The electronic transmission of the Notice of Extra Ordinary General Meeting was completed by January 31, 2024.

**Cut-off date**

The shareholders of the Company holding shares as on the “cut-off” date, i.e., February 16, 2024, were entitled to vote on the resolutions set out at item nos. 1 to 3 of the Notice of the EGM.

**Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (“LODR”), relating to e-voting on the resolutions contained in the Notice of the EGM.

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SHARMA** Digitally signed  
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### **Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot at the meeting, are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the EGM of the Company as under:

#### **A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., February 16, 2024, were entitled to vote on the resolutions as contained in the Notice of the EGM.
3. The voting period for remote e-voting commenced at 9.00 a.m. on Tuesday, February 20, 2024 and ended at 5.00 p.m. on Thursday, February 22, 2024, and the CDSL e-voting platform was blocked thereafter.
4. After the closure of period for remote e-voting and before the start of EGM, the details relating to members who have cast votes through remote e-voting, but not the manner in which they have cast their votes, were accessed.

#### **B. Relating to e-voting at EGM**

1. Upon completion of transaction of all items, the Chairman invited the shareholders present at the EGM through VC to vote on resolution as contained in Notice of EGM using e-voting facility provided by CDSL during the EGM.
2. Only those members who were present at the EGM through VC and who had not voted on remote e- voting earlier were allowed to cast their votes through e-voting system during the EGM.
3. The shareholders of the Company holding shares as on the "cut-off" date, i.e., February 16, 2024, were entitled to vote on the resolutions as contained in the Notice of the EGM.

#### **C. Result of remote e-voting and voting at EGM are as under:**

1. The votes cast through remote e-voting were unblocked at 1.28 p.m. in presence of two witnesses, who are not in the employment of the Company.

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2. The details of the voting by the members, who voted “For” or “Against” through remote e-voting and ballot papers were diligently scrutinized.

3. The combined result of voting are as under:

### **SPECIAL BUSINESS**

#### **Resolution - 1**

**Ordinary Resolution** - SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RE. 1/- PER SHARE

(i) Voted in **favour** of the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	46	46
No. of Votes cast by them	11374111	11374111
% of total no. of valid vote cast	100.00%	100.00%

(ii) Voted **against** the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	Nil	Nil
No. of Votes cast by them	Nil	Nil
% of total no. of valid vote cast	Nil	Nil

(iii) **Invalid** Votes:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

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**Resolution - 2**
**Ordinary Resolution - INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

 (i) Voted in **favour** of the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	46	46
No. of Votes cast by them	11374111	11374111
% of total no. of valid vote cast	100.00%	100.00%

 (ii) Voted **against** the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	NIL	NIL
No. of Votes cast by them	NIL	NIL
% of total no. of valid vote cast	NIL	NIL

 (i) **Invalid** Votes:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

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**Resolution - 3**

**Ordinary Resolution** – ISSUE OF BONUS SHARES IN THE PROPORTION OF 7 (SEVEN) NEW FULLY PAID-UP EQUITY SHARE OF RE. 1/- (RUPEE ONE) EACH FOR EVERY 1 (ONE) EXISTING FULLY PAID-UP EQUITY SHARES OF RE. 1/- (RUPEE ONE) EACH HELD BY THEM (I.E. IN THE RATIO OF 7:1)

(i) Voted in **favour** of the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	46	46
No. of Votes cast by them	11374111	11374111
% of total no. of valid vote cast	100.00%	100.00%

(ii) Voted **against** the resolution:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	NIL	NIL
No. of Votes cast by them	NIL	NIL
% of total no. of valid vote cast	NIL	NIL

(iii) **Invalid** Votes:

	<b>Voting by Remote e- voting and Venue Voting at the EGM</b>	<b>Total</b>
Number of Members voted	Nil	Nil
Total No. of votes cast by them	Nil	Nil

**KIRTI SHARMA** Digitally signed  
by KIRTI SHARMA  
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1. Based on the above voting details, I report that the resolutions contained at item nos. 1 to 3 have been duly approved by the shareholders with requisite majority.
2. The register of remote e-voting and all electronic data will remain in my safe custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.
3. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) CDSL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

**For Kirti Sharma & Associates  
Practicing Company Secretaries**

**KIRTI**

**SHARMA**

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KIRTI SHARMA  
Date: 2024.02.23  
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**Kirti Sharma**

**Proprietor**

**ACS No.: 41645**

**CP No.: 26705**

**Peer Review No. 3710/2023**

**UDIN: A041645E003480729**

**Date: February 23, 2024**

**Place : Kolkata**

## SUNSHINE CAPITAL LIMITED

## Item No. 1

Ordinary Resolution :SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RE. 1/- PER SHARE

Promoter / Public	Number of Shares held	Number of Votes polled	% of Votes polled on Outstanding shares	Number of Votes- in favour	Numbers of Votes Casted but Not counted (5)	Number of Votes-Against	% of Votes in favour on Voted polled	% of Votes Against on Voted polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)	(7)=[(4)/(2)]*100	(8)=[(6)/(2)]*100
<b>Mode of Voting : (Remote E-voting)</b>								
Promoters and Promoters group	716200	442480	61.7816	442480	0	0	100.0000	0.0000
Public - Institutional Holders	0	0	0	0	0	0	0.0000	0.0000
Public-Others	12304700	10931631	88.8411	10931631	0	0	100.0000	0.0000
<b>Total (A)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : (Venue Voting)</b>								
Promoters and Promoters group	716200	0	0.0000	0	0	0	0.0000	0.0000
Public - Institutional Holders	0	0	0.0000	0	0	0	0.0000	0.0000
Public-Others	12304700	0	0.0000	0	0	0	0.0000	0.0000
<b>Total (B)</b>	<b>13020900</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

## SUNSHINE CAPITAL LIMITED

## Item No. 2

Ordinary Resolution : INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Promoter / Public	Number of Shares held	Number of Votes polled	% of Votes polled on Outstanding shares	Number of Votes- in favour	Numbers of Votes Casted but Not counted (5)	Number of Votes-Against	% of Votes in favour on Voted polled	% of Votes Against on Voted polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)	(7)=[(4)/(2)]*100	(8)=[(6)/(2)]*100
<b>Mode of Voting : (Remote E-voting)</b>								
Promoters and Promoters group	716200	442480	61.7816	442480	0	0	100.0000	0.0000
Public - Institutional Holders	0	0	0	0	0	0	0	0.0000
Public-Others	12304700	10931631	88.8411	10931631	0	1	100.0000	0.0000
<b>Total (A)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : (Venue Voting)</b>								
Promoters and Promoters group	716200	0	0.0000	0	0	0	0.0000	0.0000
Public - Institutional Holders	0	0	0.0000	0	0	0	0.0000	0.0000
Public-Others	12304700	0	0.0000	0	0	0	0.0000	0.0000
<b>Total (B)</b>	<b>13020900</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

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**SUNSHINE CAPITAL LIMITED**

**Item No. 3**

**Ordinary Resolution : ISSUE OF BONUS SHARES IN THE PROPORTION OF 7 (SEVEN) NEW FULLY PAID-UP EQUITY SHARE OF RE. 1/- (RUPEE ONE) EACH FOR EVERY 1 (ONE) EXISTING FULLY PAID-UP EQUITY SHARES OF RE. 1/- (RUPEE ONE) EACH HELD BY THEM (I.E. IN THE RATIO OF 7:1)**

Promoter / Public	Number of Shares held	Number of Votes polled	% of Votes polled on Outstanding shares	Number of Votes- in favour	Numbers of Votes Casted but Not counted	Number of Votes-Against	% of Votes in favour on Voted polled	% of Votes Against on Voted polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)	(7)=[(4)/(2)]*100	(8)=[(6)/(2)]*100
<b>Mode of Voting : (Remote E-voting)</b>								
Promoters and Promoters group	716200	442480	61.7816	442480	0	0	100.0000	0.0000
Public - Institutional Holders	0	0	0	0	0	0	0	0.0000
Public-Others	12304700	10931631	88.8411	10931631	0	1	100.0000	0.0000
<b>Total (A)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : (Venue Voting)</b>								
Promoters and Promoters group	716200	0	0.0000	0	0	0	0.0000	0.0000
Public - Institutional Holders	0	0	0.0000	0	0	0	0.0000	0.0000
Public-Others	12304700	0	0.0000	0	0	0	0.0000	0.0000
<b>Total (B)</b>	<b>13020900</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Result (A+B)</b>	<b>13020900</b>	<b>11374111</b>	<b>87.3527</b>	<b>11374111</b>	<b>0</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

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