

To,
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Date: 06.07.2024

Subject: Notice of the 30th Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the notice of 30th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 12th July, 2024 at 12:30 P.M. through Video Conferencing / Other Audio Visual Means for the financial year 2023-24. The aforesaid Notice is also available on the website of the company at <http://www.sunshinecapital.in/>

For and on behalf of
Sunshine Capital Limited

Surendra Kumar Jain
Managing Director
DIN: 00530035

SUNSHINE CAPITAL LIMITED
CIN: L65993DL1994PLC060154
Regd. Off: 209 Bhanot Plaza-II, 3. D.B. Gupta Road, New Delhi- 110055
Corp. Off: 16/121-122, Jain Bhawan, First Floor, Faiz Road, W.E.A
Karol Bagh, New Delhi - 110005
Email Id: sunshinecapital95@gmail.com, Contact: 9891709895
Website: www.sunshinecapital.in

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on **Friday, 12th July, 2024 at 12:30 P.M. IST** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. **Approval and Adoption of Audited Financial Statements of the Company for the year ended March 31, 2024 along with Auditor’s Report and Board’s Report.**

To receive, consider and adopt the Balance Sheet as on March 31, 2024, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in equity and Notes on accounts for the year ended March 31, 2024 along with report of Board of directors and auditors thereon and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT the Company do hereby adopt the Audited Balance Sheet as on March 31, 2024, Statement of Profit and Loss, Cash Flow Statement, Statement of changes in equity and notes on accounts for the year ended March 31, 2024 along with report of Board of directors and auditors thereon for the year ending on that date.”

2. **To Appoint Mr. Surendra Kumar Jain (Holding DIN: 00530035) Who is retiring by rotation and eligible offers himself for reappointment as per Section 152(6) of Companies Act, 2013**

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

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

SPECIAL BUSINESSES:

ITEM NO. 1: TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the Supplementary Loan Agreement executed between the persons belonging to the Promoter & Promoter Group and the Persons not forming part of the Promoter & Promoter Group and the Company as approved by the Board of Directors of the Company at their meeting held on June 14, 2024 for inserting, inter alia, which includes a clause for conversion of Unsecured Loan into Equity, a copy of which agreement duly initialed by the Chairman is available for inspection, be and is hereby approved.

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

ITEM NO.: 2 INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed there under and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 1,04,16,72,000/- (Rupees One Hundred Four Crores Sixteen Lakhs and Seventy-Two Thousand Only) divided into 1,04,16,72,000 (One hundred Four Crores Sixteen Lakhs and Seventy-Two Thousand) Equity Shares of Rs. 1/- (Rupee One) each to ₹100,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 100,00,00,00,000 (Ten Thousand Crores) equity shares of face value Rs. 1/- (Rupee One) each ranking pari-passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be ₹100,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 100,00,00,00,000 (Ten Thousand Crores) Equity Shares of Re. 1/- (Rupee One) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as maybe determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution.”

ITEM NO. 3: ISSUANCE OF UPTO 4,18,75,00,000 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO ‘PROMOTER & PROMOTER GROUP’ AND PERSONS NOT FORMING PART OF THE PROMOTER & PROMOTER GROUP

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed("Stock Exchange(s)"),and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"),the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI LODR Regulations"),as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 4,18,75,00,000/- (Four Hundred Eighteen Crores and Seventy Five Lakh) Equity Shares of face value of Rs.1/- (Rupee One Only) fully paid up, to persons belonging to Promoter & Promoter Group and Persons not forming part of the Promoter and Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 6,70,00,00,000/- (Rupees Six Hundred Seventy Crores Only) or at an issue price of Rs.1.60/- (Rupee One and Sixty Paise Only) per Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (“Proposed Allottee”):

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1	Abhijit Trading Company Limited	Promoter Group	93,75,00,000
2	Blue Bell Finance Limited	Non-Promoter	74,15,62,500
3	Calyx Securities Private Limited	Non-Promoter	42,96,87,500
4	Hibiscus Holdings Private Limited	Non-Promoter	66,62,50,000
5	Intellectual Builders Private Limited	Non-Promoter	68,12,50,000
6	Lavender Holdings Private Limited	Non-Promoter	73,12,50,000
Total			4,18,75,00,000

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Wednesday, June 12, 2024, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, July 12, 2024.”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder’s resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

ITEM NO 4. TO APPROVE THE APPOINTMENT OF MR. NARENDER (DIN: 10413009) AS A NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narender (DIN: 10413009) who was appointed as an Additional Non-Executive Independent Directors w.e.f. June 18, 2024, for a period of 5 years w.e.f. June 18, 2024, i.e., the date of appointment and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Directors of the Company, not liable to retire by rotation.”

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

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

**Date: 18.06.2024
Place: New Delhi**

**SURENDRA KUMAR JAIN
(Managing Director)
DIN: 00530035**

**PRITI JAIN
(Director)
DIN: 00537234**

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
3. Since this AGM will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (“the Board”) have engaged the services of Registrar and Transfer Agent of the Company, Skyline Financial Services Pvt. Ltd. (“Skyline” or “RTA”). The Board of Directors has appointed Mrs. Parul Agarwal (Membership No. ACS A35968) of **M/s Parul Agrawal & Associates**, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
7. Remote e-voting will commence at **09:00 A.M. on Tuesday, 09th July, 2024** and will end at **5:00 P.M. on Thursday, 11th July, 2024**, then remote e-voting will be blocked.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 05th July, 2024** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purpose only. The Register of Member and Share Transfer Book of the Company shall remain closed from **Saturday, July 06th, 2024 to Friday, July 12th, 2024** (both days inclusive) for the purpose of AGM.

9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
10. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2024, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company's RTA, Skyline Financial Services Pvt. Ltd. at <https://www.skylinerta.com/>.
11. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.sunshinecapital.in and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of the Registrar and Transfer Agent of the Company, Skyline Financial Services Pvt. Ltd. ("RTA") at ("RTA") <https://www.skylinerta.com/>.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, Skyline Financial Services Pvt. Ltd. for assistance in this regard.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, Skyline Financial Services Pvt. Ltd., in case the shares are held in physical form.
14. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Corporate Members intending to depute their authorized representatives to attend the meeting through VC/OVAM are requested to send to the Company a certified true copy of the Board Resolution together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
15. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.

16. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021. The Securities and Exchange Board of India (“SEBI”) vide its Circular Nos.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/004 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the AGM.

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

18. The relevant details of the directors sought to be appointed/reappointed, including their brief resume and the nature of their expertise in specific functional areas, are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/ reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.

19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at <https://www.skylinerta.com/>. However, if he / she is already registered with Skyline Financial Services Pvt. Ltd. for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

20. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.cdsl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

22. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

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

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

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

The remote e-voting period begins on Tuesday, 09th July, 2024 at 9:00 A.M. and ends on Thursday, 11th July, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 05th July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 05th July, 2024.

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

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

Step 1: Access to CDSL e-Voting system

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

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

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

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

3. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evoting.cdsl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with CDSL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to CDSL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. CDSL** and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download CDSL Mobile App “**CDSL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdsl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.	

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sunshinecapital95@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Adhar Card) to sunshinecapital95@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@cdsl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sunshinecapital95@gmail.com. The same will be replied by the company suitably.
6. Members, who would like to ask questions during the AGM with regard to the resolution to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company's email address sunshinecapital95@gmail.com at least seven (7) days in advance before the start of the meeting i.e. by July 05, 2024 by 09.00 p.m. Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.

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

Date: 18th June, 2024
Place: New Delhi

SURENDRA KUMAR JAIN
(Managing Director)
DIN: 00530035

PRITI JAIN
(Director)
DIN: 00537234

EXPLANATORY STATEMENT

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

ITEM NO. 1: TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:

The Company has availed financial assistance from certain Promoter & Promoter group and the Persons not forming part of the Promoter & Promoter Group to meet the requirement of working Capital of the Company in the form of Unsecured Loan. However, Company is not able to repay the debts to them due to financial crunch of the Company and cash flow mismatch. Accordingly, on receiving the request from the Promoter & Promoter group and the Persons not forming part of the Promoter & Promoter Group to convert the said Unsecured Loan into Equity.

Considering the financial condition of the Company and with the intention to get the Company back on track the Promoter group and the person's not forming part of the Promoter & Promoter Group have agreed to convert the said outstanding Unsecured Loan into Equity Shares. Accordingly, Board at its meeting held on June 14, 2024 approved the conversion of Unsecured Loan of the following Promoter group and the persons not forming part of the Promoter & Promoter Group into Equity shares subject to the approval of Shareholders.

Sr. No.	Name of the Investors
1.	Abhijit Trading Company Limited
2.	Blue Bell Finance Limited
3.	Calyx Securities Private Limited
4.	Hibiscus Holdings Private Limited
5.	Intellectual Builders Private Limited
6.	Lavender Holdings Private Limited

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 1 for the approval of the members.

Except Mr. Surendra Kumar Jain, Managing Director of the Company and Ms. Priti Jain, Directors of the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 1 of this Notice.

ITEM NO. 2: APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is Rs. 104,16,72,000/- (Rupees One Hundred Four Crores Sixteen Lakhs and Seventy-Two Thousand Only) divided into 1,04,16,72,000 (One hundred Four Crores Sixteen Lakhs and Seventy-Two Thousand) Equity Shares of Rs. 1/- (Rupee One) each, it is proposed to increase the Authorized Share Capital to Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 100,00,00,00,000 (Ten Thousand Crores) equity shares of face value Rs. 1/- (Rupee One) by the creation of additional 98,95,83,28,000 Equity Shares equity shares of Rs. 1/- (Rupee One) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of this Notice.

ITEM NO. 3: ISSUANCE OF UP TO 4,18,75,00,000 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO 'PROMOTER GROUP' AND PERSONS NOT FORMING PART OF THE PROMOTER & PROMOTER GROUP

The Special Resolutions contained in Item No. 3 of the Notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot upto 4,18,75,00,000/- (Four Hundred Eighteen Crores and Seventy-Five Lakhs) Equity Shares of face value of Rs.1/- (Rupee One Only) each towards conversion of loan to the extent of Rs. 670,00,00,000/- (Rupees Six Hundred Seventy Crores Only), to the persons belonging to the Promoter Group and to the persons not forming part of the Promoter & Promoter Group of the Company at an Issue Price of Rs.1.60/- (Rupee One and Sixty Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations

The Promoter Group and the Investors not forming part of the Promoter & Promoter Group have extended loans to the Company and the Company proposes to convert loans worth Rs. 670,00,00,000/- (Rupees Six Hundred Seventy Crores Only) into Equity Shares on a private placement basis.

The proposed Preferential Issue is to be issued to the persons belonging 'Promoter Group and persons not having part of the Promoter Group' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on June 14, 2024.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 3 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

The Board of Directors at its meeting held on June 14, 2024, have, subject to the approval of the Members of the Company and such other approvals as may be required and approved the issuance and allotment of upto 4,18,75,00,000/- (Four Hundred Eighteen Crores and Seventy Five Lakh) Equity Shares of face value of Rs. 1/- (Rupee One Only) fully paid up, to persons belonging to Promoter Group and to the persons not forming part of the Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 670,00,00,000/- (Rupees Six Hundred Seventy Crores Only) per Equity Share at an Issue Price of Rs. 1.60/- (Rupee One and Sixty Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations to the following Proposed Allottees.

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1	Abhijit Trading Company Limited	Promoter Group	93,75,00,000
2	Blue Bell Finance Limited	Non-Promoter	74,15,62,500
3	Calyx Securities Private Limited	Non-Promoter	42,96,87,500
4	Hibiscus Holdings Private Limited	Non-Promoter	66,62,50,000
5	Intellectual Builders Private Limited	Non-Promoter	68,12,50,000
6	Lavender Holdings Private Limited	Non-Promoter	73,12,50,000
Total			4,18,75,00,000

b. Objects of the Issue:

There are Unsecured Loans from the Promoter Group and the Persons not forming part of the Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Abhijit Trading Company Limited, Blue Bell Finance Limited, Calyx Securities Private Limited, Hibiscus Holdings Private Limited, Intellectual Builders Private Limited and Lavender Holdings Private Limited to the extent of Rs. 6,70,00,00,000/- (Rupees Six Hundred Seventy Crores Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Promoter Group and the Persons not forming part of the Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares which is in best interest of the Company, and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds

The issue of securities as mentioned in Item No. 3 of this Notice is pursuant to conversion of unsecured loan of person belonging to the Promoter Group and the Persons not forming part of the Promoter Group and allocation of the same is as following:

S. No.	Name of the proposed allottees	Outstanding loan proposed to be converted
<i>Person(s) belonging to the Promoter and Promoter Group</i>		
1.	Abhijit Trading Company Limited	Upto ₹1,50,00,00,000
<i>Persons other than Promoter and Promoter Group</i>		
2.	Blue Bell Finance Limited	Up to ₹1,18,65,00,000
3.	Calyx Securities Private Limited	Up to ₹68,75,00,000
4.	Hibiscus Holdings Private Limited	Up to ₹1,06,60,00,000
5.	Intellectual Builders Private Limited	Up to ₹1,09,00,00,000
6.	Lavender Holdings Private Limited	Up to ₹117,00,00,000
	Total	Up to ₹6,70,00,00,000

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

Interim Use of Proceeds

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

Appraisal and Monitoring Agency

As the size of this Issue is above Rs.100 Crores so, our Company has appointed Informatics Valuation and Rating Private Limited as monitoring agency for this Issue.

c. Basis on which the price has been arrived at along with report of the registered valuer

The Board of the Company has fixed the Issue price of Rs.1.60/- (Rupee One and Sixty Paise Only) each which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. Minimum price is Rs. 1.60/- per equity share in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018.

The shares of the Company are listed on BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is https://www.sunshinecapital.in/resource/Share-Holders-Information/Image/Final-Valuation-Report_Sunshine-Capital_Signed.pdf

d. Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Wednesday, June 12, 2024 being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, July 12, 2024.

e. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Except as following none of the promoters& promoter group, directors or key management personnel of the issuer intent to subscribe to the offer:

Sr. No.	Name of the Proposed Allottees	Outstanding Loan proposed to be converted	Maximum no. of Equity Shares proposed to be allotted	Category
1.	Abhijit Trading Company Limited	Up to ₹150,00,00,000	93,75,00,000	Promoter Group

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

f. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (g) below.

g. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. N.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Equity Shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1.	Abhijit Trading Company Ltd.	Promoter Group	Not Applicable#	Nil	Nil	93,75,00,000	93,75,00,000	17.93%
2.	Blue Bell Finance Limited	Non-Promoter	Moni	Nil	Nil	74,15,62,500	74,15,62,500	14.18%
3.	Calyx Securities Pvt. Ltd.	Non-Promoter	Ram Sunder	Nil	Nil	42,96,87,500	42,96,87,500	8.22%
4.	Hibiscus Holdings Private Limited	Non-Promoter	Parmanand Chaubey	Nil	Nil	66,62,50,000	66,62,50,000	12.74%

5.	Intellectual Builders Private Limited	Non-Promoter	Suresh Rai	Nil	Nil	68,12,50,000	68,12,50,000	13.03%
6.	Lavender Holdings Private Limited	Non-Promoter	Dharmendra Gupta	Nil	Nil	73,12,50,000	73,12,50,000	13.98%

As Abhijit Trading Company Limited is a Listed Company.

h. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares
A	Promoter & Promoter Group Shareholding					
A1	Indian Promoter	5,72,96,000	5.50%	93,75,00,000	99,47,96,000	19.02%
A2	Foreign Promoter	-	-		-	-
	Sub Total (A)	5,72,96,000	5.50%	93,75,00,000	99,47,96,000	19.02%
B	Public Shareholding					
B1	Institutions	0	0.00%	0	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0	0.00%
	Mutual Funds	0	0.00%	0	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0	0.00%

B4	Central Government/State Government(s)/ President of India	0	0.00%	0	0	0.00%
B5	Non-Institutions					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,59,80,854	1.53%	0	1,59,80,854	0.31%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	9,94,79,360	9.55%	0	9,94,79,360	1.90%
	Non-Resident Indians (NRIs)	1,92,440	0.02%	0	1,92,440	0.00%
	Foreign Companies	0	0.00%	0	0	0.00%
	Bodies Corporate	76,91,26,420	73.84%	3,25,00,00,000	4,01,91,26,420	76.86%
	Any Other (specify)	9,95,96,926	9.56%	0	9,95,96,926	1.90%
	Sub Total B= B1+B2+B3+B4+B5	98,43,76,000	94.50%	3,25,00,00,000	4,23,43,76,000	80.98%
	Total Shareholding(A+B)	1,04,16,72,000	100.00%	4,18,75,00,000	5,22,91,72,000	100.00%

j. Consequential Changes in the control and change in management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year the Company has not made any allotments on preferential basis till date.

l. Principle terms of assets charged as securities.

Not applicable.

m. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

o. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Existing promoters will continue as promoter of the Company and pursuant to this allotment to the proposed allottees belongs to other than promoter shall be covered under the head on non – promoter/public under shareholding pattern of the Company.

p. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue
1.	Abhijit Trading Company Limited	17.93%
2.	Blue Bell Finance Limited	14.18%
3.	Calyx Securities Private Limited	8.22%
4.	Hibiscus Holdings Private Limited	12.74%
5.	Intellectual Builders Private Limited	13.03%
6.	Lavender Holdings Private Limited	13.98%

q. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable since the proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

r. Amount which the company intends to raise by way of such securities.

Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

s. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://www.sunshinecapital.in/resource/Share-Holders-Information/General.aspx>.

t. Other disclosures/Undertaking

i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

vi. The Company is in compliance with the conditions for continuous listing.

vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.

viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

x. None of the allottees have previously subscribed to any shares of the Company during the last one year.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 3 as Special Resolution for your approval.

Except Mr. Surendra Kumar Jain, Managing Director of the Company and Ms. Priti Jain, Director of the Company, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the accompanying notice, except mentioned in point no. e above or to the extent of their shareholding, if any in the Company.

ITEM NO. 4: APPOINTMENT OF MR. NARENDER (DIN:- 10413009) AS AN INDEPENDENT DIRECTOR.

Mr. Narender (DIN:-10413009) was appointed as an Additional Director Non - Executive Independent Director w.e.f. June 18, 2024 for a term and a period upto 5 years w.e.f. the date of appointment as an Additional Director under provisions of the Companies Act, 2013 (the Act) and will be regularized as independent Director by the Shareholders at the Annual General Meeting (AGM).

Based on the opinion of Board and on its evaluation Mr. Narender fulfills the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint him as an Independent Director for a term and a period upto 5 years w.e.f. August 10, 2023.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except Mr. Narender to the extent to whom the resolution relates.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.4 as a Special Resolution.

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

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

**Date: 18th June, 2024
Place: New Delhi**

**SURENDRA KUMAR JAIN
(Managing Director)
DIN: 00530035**

**PRITI JAIN
(Director)
DIN: 00537234**

Item No. 4: Appointment of Mr. Narender

Name of director	Narender
Nationality	Indian
Date of Appointment	18/06/2024
Qualifications	Bachelor of Arts
Number of Shares held in the Company	NIL
Expertise in specific Functional areas	Expertise in Financial sector
Directorship on the other Listed Companies (excluding foreign Companies)	None
Membership / Chairmanship of Committees of the Board of Listed Companies	Nil
Relationship between Director Inter-se	Nil