



CERTIFICATE ON NO MATERIAL DEVELOPMENTS

To,

The Board of Directors

Sunshine Pictures Limited

A -102, 1st Floor, Bharat Ark, Azad Nagar, Veera Desai Road,
Andheri (W), Mumbai City, Mumbai, Maharashtra, India, 400053.

And

GYR Capital Advisors Private Limited

(Formerly known as Alpha Numero Services Private Limited)

428, Gala Empire, Near JB Tower,

Drive in Road, Thaltej,

Ahemdabad-380 054,

Gujarat, India.

Referred to as "Book Running Lead Manager" ("BRLM")

Dear Sirs,

Re: Proposed public issue of equity shares of face value of Rs. 10/- each (the "Equity Shares") of Sunshine Pictures Limited (the "Company") (the "Issue")

Sub: Certificate on Material Developments after March 31, 2026

We, M/s. Satyanarayan Goyal & Co. LLP, Statutory Auditors of the Company, have been requested by the Company to certify whether any material developments have taken place in the financial position of the Company after **March 31, 2026**, being the latest date of the restated financial statements proposed to be included in the Red Herring Prospectus and the Prospectus in relation to the Issue. In this regard, based on our examination of the relevant E-forms and documents filed with the relevant Registrar of Companies, relevant statutory registers and records, relevant share transfer forms, relevant books of accounts, the minutes of the audit committee meetings, board meetings and shareholders' meetings of the Company held between March 31, 2026 and May 15, 2026, and upon necessary discussions with and representations by the management of the Company, we confirm that as on May 15, 2026, except as stated in the **Annexure**, no developments have taken place and which materially and adversely affect or are likely to affect the trading or profitability of the Company or the value of its assets, or its ability to pay its liabilities within the next twelve months.

We further certify that there have arisen no circumstances that materially or adversely affect, or is likely to affect, the revenue or the profitability of the Company and associates or the value of its assets or its ability to pay its liabilities within the next 12 months, save and except as stated in the Annexure.

We conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Note requires that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time. Further, we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements', as revised from time to time.

This certificate may be relied upon by the Company, BRLM and Legal Counsel appointed in relation to the Issue.
This certificate is for information and for inclusion in the Red Herring Prospectus, Prospectus, the Preliminary



International Wrap/Issuing Memorandum, the Abridged Prospectus and any other addendum thereto of the Company to be submitted/filed with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai at Maharashtra ("ROC") and the stock exchanges, or any other material (including in any corporate advertisement or investor presentation made by or on behalf of the Company) to be issued in relation to the Issue (together referred as "Issue Documents") prepared in connection with the Issue or any other document to be issued or filed in relation to the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and / or for the records to be maintained by the BRLM in connection with the Issue, and in accordance with applicable law, and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of this certificate.

We confirm that any changes to the above that come to our attention will immediately be intimated to the BRLM and the Legal Counsel to the Issue in writing till the date the Equity Shares of the Company commences trading on the stock exchanges. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

We hereby indemnify and keep indemnified, saved, defended and harmless the BRLM and Legal Counsel to the proposed Issue of the Company and all persons claiming under them ("Indemnified Persons"), from and against all losses and/or damages arising as a result of the aforementioned representations made by us in order to disclose details of the same in the Issue Documents including the Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Issuing Memorandum, the Abridged Prospectus, etc., for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any third parties and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the BRLM and/or Legal Counsel to the Issue as a result of any statements, representations, assurances, confirmations hereinunder given being untrue.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Issue Documents.

Yours sincerely,

For *Satyannarayan Goyal & Co LLP*
Chartered Accountants
(Registration No. 006636C/C400333)

Sair

CA Shubham Jain

Partner

Membership No. 441604

Place: **Mumbai**

Date: July 27, 2026

UDIN: 26441604LAICIL9725



Encl: As above

CC:

Legal Counsel to the Issue

Vidhigya Associates

B-607/608, 6th floor, Mittal Commercial,

Off M. V. Road, Near Mittal Estate, Marol,

Andheri East, Mumbai 400 059, Maharashtra, India

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