

SUNSHINE PICTURES LIMITED

(Formerly Known as Sunshine Pictures Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNSHINE PICTURES LIMITED ("THE COMPANY") HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A -102, 1ST FLOOR, BHARAT ARK, AZAD NAGAR, VEERA DESAI ROAD, ANDHERI (W.), MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400053

ITEM: APPROVAL OF APPOINTMENT AND REMUNERATION OF VIPUL AMRUTLAL SHAH (DIN: 00675495) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY: "Special Resolution"

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to approve the terms and conditions of appointment of **Mr. Vipul Amrutlal Shah (DIN: 00675495)** as Chairman and Managing Director of the Company, for a period of 5 (Five) years with effect from September 20th, 2024 not liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to **Mr. Vipul Amrutlal Shah** subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from today i.e. from September 20th, 2024 to September 19th, 2029.

2) Nature of duties:

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in his as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3) Remuneration: The Basic Gross Salary of Mr. Vipul Amrutlal Shah (DIN: 00675495) shall not exceed Rs. 3,00,00,000/- (Rupees Three Crores only) per annum, inclusive of all salary components, perquisites, benefits, incentives, and allowances. Additionally, he shall also be paid for professional services rendered to the company, including film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, he shall be eligible for reimbursement of other expenses as approved by the Board of Directors of the Company from time to time.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

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(a) The Managing Director is also required to maintain confidentiality, no competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.

(c) This appointment may be terminated by ninety days' notice on either side or the Company paying ninety days remuneration in lieu of such notice.

(d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
- In the event the Board expresses its loss of confidence in the Managing Director.
- In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- Up on the termination by whatever means of the Managing Director's employment;

1. The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Managing Director is at the material time a Director or other officer;

2. The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.

3. The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

//CERTIFIED TO BE TRUE//
FOR, SUNSHINE PICTURES LIMITED
(Formerly SUNSHINE PICTURES PRIVATE LIMITED)


MAURYA VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10740884

Date: 30/09/2024
Place: Mumbai


ARYAMAN VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10738097



CIN : U55100MH2007PLC172341

SUNSHINE PICTURES LIMITED

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM: APPROVAL OF APPOINTMENT AND REMUNERATION OF MR. VIPUL AMRUTLAL SHAH (DIN: 00675495) AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY: "Special Resolution"

Mr. Vipul Amrutlal Shah is 57 years old, is Graduate and possess more than 30 years of experience in the field of entertainment industry. He has produced and/or directed several successful films such as – Waqt, Aankhen, Namaste London, Singh is King, Holiday to name a few – which are loved by film audiences even today.

Mr. Vipul Amrutlal Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vipul Amrutlal Shah as Chairman and Managing Director, and approval of his remuneration for the approval of the shareholders of the Company by special resolution.

Except Mrs. Shefali Vipul Shah, Mr. Vipul Amrutlal Shah himself, Mr. Aryaman Vipul Shah and Mr. Maurya Vipul Shah none of the Directors and Key Managerial Personnel (KMP) of the company is related to Mr. Vipul Amrutlal Shah.

Nature of duties:

Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of appointment of Mr. Vipul Amrutlal Shah as Managing Director are as follows:

Remuneration:

The Basic Gross Salary of Mr. Vipul Amrutlal Shah (DIN: 00675495) shall not exceed Rs. 3,00,00,000/- (Rupees Three Crores only) per annum, inclusive of all salary components, perquisites, benefits, incentives, and allowances. Additionally, he shall also be paid for professional services rendered to the company, including film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, he shall be eligible for reimbursement of other expenses as approved by the Board of Directors of the Company from time to time.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

1. The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

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2. The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.
3. This appointment may be terminated by Ninety days' notice on either side or the Company paying Ninety days remuneration in lieu of such notice.
4. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;
 - a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - c. In the event the Board expresses its loss of confidence in the Managing Director.
 - d. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
1. Up on the termination by whatever means of the Managing Director's employment;
 - The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries' and associated companies of which the Managing Director is at the material time a Director or other officer;
 - The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 - The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
 - The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information

1. Nature of Industry:

The company is into the business of Media Business. producing commercial feature films, broadcasting, telecasting, relaying, transmitting, content developing, animation running any video, audio, voice, over television, radio, internet, telecom or any other media.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 14/07/2007 under the Companies Act, 1956 and the business was commenced since then.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

1. Financial performance of the Company for F.Y. 2022-23 based on given indicators:

- The Company has earned total revenue of INR 2690.46/- Lakhs
- The Company has earned net profit of INR 231.11/- Lakhs

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2. Foreign investments or collaborations, if any: N.A.

3. Information about the appointee:

Mr. Vipul Amrutlal Shah is 57 years old, is Graduate and possess more than 30 years of experience in the field of entertainment industry. He has produced and/or directed several successful films such as- Waqt, Aankhen, Namaste London, Singh is King, Holiday to name a few – which are loved by film audiences even today.

Past remuneration: N.A

Recognition or awards: NA

Job profile and his suitability:

Mr. Vipul Amrutlal Shah is 57 years old, is Graduate and possess more than 30 years of experience in the field of entertainment industry. He has produced and/or directed several successful films such as- Waqt, Aankhen, Namaste London, Singh is King, Holiday to name a few – which are loved by film audiences even today.

Remuneration proposed:

The Basic Gross Salary of Mr. Vipul Amrutlal Shah (DIN: 00675495) shall not exceed Rs. 3,00,00,000/- (Rupees Three Crores only) per annum, inclusive of all salary components, perquisites, benefits, incentives, and allowances. Additionally, he shall also be paid for professional services rendered to the company, including film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, he shall be eligible for reimbursement of other expenses as approved by the Board of Directors of the Company from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile has Bachelor of Arts and, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Vipul Amrutlal Shah holds a directorship in the company and has 30,781 equity shares, amounting to 25.00%. Except Mrs. Shefali Vipul Shah, Mr. Vipul Amrutlal Shah himself, Mr. Aryaman Vipul Shah and Mr. Maurya Vipul Shah none of the Directors and Key Managerial Personnel (KMP) of the company is related to Mr. Vipul Amrutlal Shah.

Other Information:

(1) Reasons of loss or inadequate profits: N.A

(2) Steps taken or proposed to be taken for improvement: NA.

(3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. September 20, 2024. The Board recommends this Special resolution for the approval of the Shareholders.

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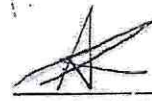
Information about the directors who are proposed to be appointed at the 17th Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Annual general meeting of the company.

Particulars	VIPUL AMRUTLAL SHAH
Director Identification Number	00675495
Date of Birth	08/06/1967
Age.	57 years
Educational Qualification.	Graduate
Experience (No. of Years)	More than 30 Yrs.
Business field in which Experience.	Entertainment Industry
Date of Appointment as Director in the Company.	14/07/2007
Directorship held in any other Company.	1. Screenwriters Rights Association of India
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on September 30, 2024	30781 equity shares (25 %)
Remuneration paid or sought to be paid	Not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) per annum. Additionally, he shall also be paid for professional services rendered to the company, including film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. He shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses.
Relationship with other Directors/KMPs	Mr. Aryaman Vipul Shah and Mr. Maurya Vipul Shah are the sons of Mr. Vipul Amrutlal Shah, and Mrs. Shefali Vipul Shah is the wife of Mr. Vipul Amrutlal Shah.
No. of meetings attended during the year	6 out of 6 meetings

//CERTIFIED TO BE TRUE//
For, SUNSHINE PICTURES LIMITED
(Formerly SUNSHINE PICTURES PRIVATE LIMITED)


MAURYA VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10740884

Date: 30/09/2024
Place: Mumbai


ARYAMAN VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10738097



CIN : U55100MH2007PLC172341

Regd. Office : A/102, Bharat Ark, 1st Floor, Azad Nagar, Veera Desai Road, Andheri (West), Mumbai - 400 053.
Tel. : 022-69035100 E-mail : admin@sunshinepictures.in Website : www.sunshinepictures.in

SUNSHINE PICTURES LIMITED

(Formerly Known as Sunshine Pictures Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNSHINE PICTURES LIMITED ("THE COMPANY") HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A -102, 1ST FLOOR, BHARAT ARK, AZAD NAGAR, VEERA DESAI ROAD, ANDHERI (W,), MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400053

ITEM: APPOINTMENT AND APPROVAL OF REMUNERATION OF MRS. SHEFALI VIPUL SHAH (DIN: 01367101) AS WHOLE TIME DIRECTOR OF THE COMPANY: Special Resolution

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) and subject to approval of members of the company, consent of the Board of Directors of the Company be and is hereby accorded to appoint Mrs. Shefali Vipul Shah (DIN: 01367101) as Whole-Time Director of the Company, for a period of 5 (Five) years with effect from September 20, 2024 liable to retire by rotation and on the terms and conditions including remuneration as set out with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Shefali Vipul Shah subject to the same not exceeding the limits specified by the shareholders' approval passed through special resolution or any supplement approval thereof.

Terms and conditions of Appointment and Remuneration:

1) Tenure of Appointment:

For a period of 5 years commencing from today i.e. from September 20th, 2024 to September 19th, 2029.

2) Nature of duties:

a. Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-Time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-Time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in her as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

b. The Whole-Time Director undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3) **Remuneration:** Basic Salary not exceeding Rs. 1,20,00,000/- (Rupees One Crores Twenty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). Additionally, she shall also be paid for professional services rendered to the company, including fees for acting, film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shefali Vipul Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, Mrs. Shah shall also be entitled to reimbursement of expenses as approved by the Board of Directors of the Company from time to time.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

(a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

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(b) The Whole-Time Director hereby covenant that during her tenure of office as such, she shall not be interested or otherwise concerned directly, or through her husband and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, her appointment as Whole-Time Director shall cease.

(c) This appointment may be terminated by Ninety days' notice on either side or the Company paying Ninety days remuneration in lieu of such notice.

(d) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-Time Director of any of the stipulations to be executed between the Company and the Whole-Time Director; or
- In the event the Board expresses its loss of confidence in the Whole-Time Director.
- In the event the Whole-Time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
- Up on the termination by whatever means of the Whole-Time Director's employment;

1. The Whole-Time Director shall immediately tender her resignation from offices held by her in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her name and on her behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Whole-Time Director is at the material time a Director or other officer;

2. The Whole-Time Director shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the Subsidiaries or associated companies.

3. The Whole-Time Director's appointment is by virtue of her employment in the Company and her appointment shall be subject to the provisions of Section 167 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

//CERTIFIED TO BE TRUE//
For, SUNSHINE PICTURES LIMITED
(Formerly SUNSHINE PICTURES PRIVATE LIMITED)


MAURYA VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10740884

Date: 30/09/2024
Place: Mumbai


ARYAMAN VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10738097



CIN : U55100MH2007PLC172341

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EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM: APPOINTMENT AND APPROVAL OF REMUNERATION OF MRS. SHEFALI VIPUL SHAH (DIN: 01367101) AS WHOLE-TIME DIRECTOR OF THE COMPANY: Special Resolution

Mrs. Shefali Vipul Shah (DIN: 01367101), 51 years old, holds a Bachelor of Commerce degree and possesses extensive experience in the film industry. She is actress by profession and has delivered powerful performances in various films such as Satya, Monsoon Wedding, Gandhi, My Father, Dil Dhadakne Do, and Once Again. Mrs. Shefali Vipul Shah has won numerous awards, including the Filmfare Award, Stardust Award, Tokyo International Film Festival Award, and Asian Academy Creative Award.

Mrs. Shefali Vipul Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Shefali Vipul Shah as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

Except Mr. Vipul Amrutlal Shah, Mr. Aryaman Vipul Shah, Mr. Maurya Vipul Shah and Mrs. Shefali Vipul Shah herself, none of the Directors and Key Managerial Personnel (KMP) of the company are related to Mrs. Shefali Vipul Shah.

Nature of duties:

Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in her as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

The Whole-time Director undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

The principal terms and conditions of appointment of Mrs. Shefali Vipul Shah as Whole-time Director are as follows:

Remuneration:

Basic Salary not exceeding Rs. 1,20,00,000/- (Rupees One Crores Twenty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). Additionally, she shall also be paid for professional services rendered to the company, including fees for acting, film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shefali Vipul Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, Mrs. Shah shall also be entitled to reimbursement of expenses as approved by the Board of Directors of the Company from time to time.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

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2. The Whole-time Director hereby covenant that during her tenure of office as such, she shall not be interested or otherwise concerned directly, or through her husband and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, her appointment as Whole-time Director shall cease.
3. This appointment may be terminated by Ninety days' notice on either side or the Company paying Ninety days remuneration in lieu of such notice.
4. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice
 - a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which she is required to render services; or
 - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
 - c. In the event the Board expresses its loss of confidence in the Whole-time Director.
 - d. In the event the Whole-time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.
1. Up on the termination by whatever means of the Whole-time Director 's employment;
 - The Whole-time Director shall immediately tender her resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of h her failure to do so the Company is hereby irrevocably authorised to appoint some person in her name and on her behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
 - The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
 - The Whole-time Director's appointment is by virtue of her employment in the Company and her appointment shall be subject to the provisions of Section 167 of the Act.
 - The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information

1. Nature of Industry:

The company is into the business of Media Business. producing commercial feature films, broadcasting, telecasting, relaying, transmitting, content developing, animation running any video, audio, voice, over television, radio, internet, telecom or any other media.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on 14/07/2007 under the Companies Act, 1956 and the business was commenced since then.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2022-23 based on given indicators:

- The Company has earned total revenue of **INR 2690.46/- Lakhs**
- The Company has earned net profit of **INR 231.11/- Lakhs**

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5. Foreign investments or collaborations, if any: N.A.

6. Information about the appointee:

Mrs. Shefali Vipul Shah (DIN: 01367101), 51 years old, holds a Bachelor of Commerce degree and possesses extensive experience in the film industry. She is actress by profession and has delivered powerful performances in various films such as Satya, Monsoon Wedding, Gandhi, My Father, Dil Dhadakne Do, and Once Again. Mrs. Shefali Vipul Shah has won numerous awards, including the Filmfare Award, Stardust Award, Tokyo International Film Festival Award, and Asian Academy Creative Award.

Past remuneration: N.A

Recognition or awards:

Award	Year	Category	Work
Alberto Sordi Family Award	2022	International cultural figure	
Asian Academy Creative Awards	2019	Best Actress in a Leading Role	Delhi Crime (S1)
Critics' Choice Film Awards, India	2023	Best Supporting Actress	Darlings
Filmfare Awards	1999	Best Actress (Critics)	Satya
FOI Online Awards	2016	Special Mention	Dil Dhadakne Do
Indo German Filmweek Awards	2023	Best Actress	Three of Us
Indian Film Festival of Melbourne	2022	Best Actress	Jalsa
International Emmy Awards	2023	Best Actress	Delhi Crime (S2)
International Police Award Arts Festival Premio Apoxiomeno	2022	Best Actress	Delhi Crime (Season 1)
iReel Awards	2019	Best Actress in a Drama Series	Delhi Crime (S1)
National Film Awards	2009	Best Supporting Actress	The Last Lear
New York Indian Film Festival	2023	Best Actress	Three of Us
Screen Awards	1999	Best Supporting Actress	Satya
Screen Awards	2016	Best Ensemble Cast	Dil Dhadakne Do
Stardust Awards	2006	Best Supporting Actress	Waqt: The Race Against Time
Stardust Awards	2016	Best Supporting Actress	Dil Dhadakne Do
Tokyo Film Festival	2008	Best Actress	Gandhi, My Father
Zee Cine Awards	2008	Best Actress (Critics)	Gandhi, My Father

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Job profile and her suitability:

Mrs. Shefali Vipul Shah (DIN: 01367101), 51 years old, holds a Bachelor of Commerce degree and possesses extensive experience in the film industry. She is actress by profession and has delivered powerful performances in various films such as Satya, Monsoon Wedding, Gandhi, My Father, Dil Dhadakne Do, and Once Again. Mrs. Shefali Vipul Shah has won numerous awards, including the Filmfare Award, Stardust Award, Tokyo International Film Festival Award, and Asian Academy Creative Award.

Remuneration proposed:

Basic Salary not exceeding Rs. 1,20,00,000/- (Rupees One Crores Twenty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). Additionally, she shall also be paid for professional services rendered to the company, including fees for acting, film direction fees, consultancy fees, and/or other applicable fees as per the terms of relevant agreements. Mr. Shefali Vipul Shah shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses. Furthermore, Mrs. Shah shall also be entitled to reimbursement of expenses as approved by the Board of Directors of the Company from time to time.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile Mrs. Shefali Vipul Shah has and, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mrs. Shefali Vipul Shah holds a directorship in the company and has 30,781 equity shares, amounting to 25.00%. None of the Directors and Key Managerial Personnel (KMP) of the company are related to Mrs. Shefali Vipul Shah, except for Mr. Aryaman Vipul Shah and Mr. Maurya Vipul Shah, who are her sons and Mr. Vipul Amrutlal Shah is the spouse of Mrs. Shefali Vipul Shah.

Other Information:

(1) Reasons of loss or inadequate profits: N.A

(2) Steps taken or proposed to be taken for improvement: NA.

(3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. September 20, 2024. The Board recommends this Special resolution for the approval of the Shareholders.

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Information about the directors who are proposed to be appointed at the 17th Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Annual general meeting of the company.

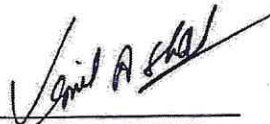
Particulars	Shefali Vipul Shah
Director Identification Number.	01367101
Date of Birth	22/05/1973
Age.	51 years
Educational Qualification.	Bachelor of Commerce
Experience (No. of Years)	22 Years
Business field in which Experience.	Film/entertainment industry
Date of Appointment as Director in the Company.	14/07/2007
Directorship held in any other Company.	Nil
Member of any Committees of the Directors in the Company.	Nil
Member of any committees of the Directors in other Companies with names of the Company.	Nil
Member of any Trade Association/ Charitable Organization/ NGOs etc.	Nil
Shareholding in Company as on September 30, 2024	30781 (25%)
Remuneration paid or sought to be paid	Not exceeding Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs) per annum. In addition, she shall be eligible for professional fees such as consultancy fees, filmmaking fees, and any other fees subject to the executed agreement. She shall also be entitled to the use of a personal car provided by the company, along with reimbursement of all related expenses.

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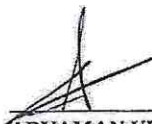
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Relationship with other Directors/KMPs	Mr. Aryaman Vipul Shah and Mr. Maurya Vipul Shah are the sons of Mrs. Shefali Vipul Shah, and Mr. Vipul Amrutlal Shah is her husband.
No. of meetings attended during the year	6 out of 6 meetings

//CERTIFIED TO BE TRUE.//
For, SUNSHINE PICTURES LIMITED
(Formerly SUNSHINE PICTURES PRIVATE LIMITED)


VIPUL AMRUTLAL SHAH
MANAGING DIRECTOR
DIN: 00675495

Date: 30/09/2024
Place: Mumbai


ARYAMAN VIPUL SHAH
WHOLE TIME DIRECTOR
DIN: 10738097



CIN : U55100MH2007PLC172341

Regd. Office : A/102, Bharat Ark, 1st Floor, Azad Nagar, Veera Desai Road, Andheri (West), Mumbai - 400 053.
Tel. : 022-69035100 E-mail : admin@sunshinepictures.in Website : www.sunshinepictures.in