CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SUNSHINE PICTURES PRIVATE LIMITED ("THE COMPANY") HELD ON WEDNESDAY, 14th AUGUST, 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 01: APPOINTMENT AND APPROVAL OF REMUNERATION OF MR. ARYAMAN VIPUL SHAH (DIN: 10738097) 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), consent of the Members of the Company be and is hereby accorded to appoint Mr. Aryaman Vipul Shah (DIN: 10738097) as Wholetime Director of the Company, for a period of 5 (Five) years with effect from August 13th, 2024 liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, 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. Maurya Vipul Shah subject to the same not exceeding the limits specified in this 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 August 13th, 2024 to August 12th, 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 his 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 Gross Salary not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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 WHOLETIME 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.

(b) The WHOLETIME Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife 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 Whole-time Director shall cease.

(c) This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen 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 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 Whole-time Director's employment;

1. the Whole-time 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 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 himself as connected with the Company or any of the Subsidiaries or associated companies.

3. The Whole-time 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."

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FOR, SUNSHINE PICTURES PRIVATE LIMITED

SUNSHINE PICTURES LIMITED MUMBAI

VIPUL AMRUTLAL SHAH	**SHEFALI VIPUL SHAH**
MANAGING DIRECTOR	**DIRECTOR**
DIN: 00675495	**DIN: 01367101**

Date: 14TH AUGUST, 2024
Place: Mumbai

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SUNSHINE PICTURES PRIVATE LIMITED ("THE COMPANY") HELD ON WEDNESDAY, 14th AUGUST, 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 02: APPOINTMENT AND APPROVAL OF REMUNERATION OF MR. MAURYA VIPUL SHAH (DIN: 10740884) 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), consent of the Members of the Company be and is hereby accorded to appoint Mr. Maurya Vipul Shah (DIN: 10740884) as Wholetime Director of the Company, for a period of 5 (Five) years with effect from August 13th, 2024 liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, 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. Maurya Vipul Shah subject to the same not exceeding the limits specified in this 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 August 13th, 2024 to August 12th, 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 his 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 Gross Salary not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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 WHOLETIME 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.

(b) The WHOLETIME Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife 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 Whole-time Director shall cease.

(c) This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen 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 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 Whole-time Director's employment;

1. the Whole-time 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 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 himself as connected with the Company or any of the Subsidiaries or associated companies.

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3. The Whole-time 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 TRUE COPY//

FOR, SUNSHINE PICTURES PRIVATE LIMITED

SUNSHINE PICTURES LIMITED MUMBAI

VIPUL AMRUTLAL SHAH	**SHEFALI VIPUL SHAH**
MANAGING DIRECTOR	**DIRECTOR**
DIN: 00675495	**DIN: 01367101**

Date: 14TH AUGUST, 2024
Place: Mumbai

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 No. 1:

APPOINTMENT OF ARYAMAN VIPUL SHAH (DIN: 10738097) AS WHOLETIME DIRECTOR OF THE COMPANY:

Mr. Aryaman Vipul Shah (DIN: 10738097) 22 years old, has served for more than 1 years in the different pivotal roles in the fields of Finance, Academics and Business Management.

Mr. Aryaman Vipul 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. Aryaman Vipul Shah as Whole-time Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

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 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 Whole-time 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.

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

Remuneration:

Basic Gross Salary not exceeding 50,00,000/- (Rupees Fifty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

CIN : U55100MH2007PTC172341

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The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration-specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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.

2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife 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 Whole-time Director shall cease.

3. This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen 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 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 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 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 Whole-time Director's employment;

- The Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation

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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 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 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;

A. General Information

1. Nature of Industry:
The company is into the trading industry of Commodities. The major activity of the company is production of films, feature films, short films, movies in analogue and digital form.

2. Date or expected date of commencement of commercial production:
The Company was incorporated on 14/07/2007 under the Companies Act, 2013.

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:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	2650.91
2	Profit before Interest, Depreciation and Tax	420.70
3	Finance Charges	16.08
4	Depreciation	108.91
5	Profit before Taxes	295.71
6	Provisions for Taxation/ Deferred Tax	37.09
7	Net Profit/(Loss) for the Current Year	258.62

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

3. Information about the appointee:

Mr. Aryaman Vipul Shah 22 years old, has served for more than 1 years in the different pivotal roles in the field Business Management.

Past remuneration:

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Mr. Aryaman Vipul Shah has not drawn any remuneration from the company till date.

Recognition or awards:
NA

Job profile and his suitability:
Mr. Aryaman Vipul Shah 22 years old, has served for more than 1 years in the different pivotal roles in the field Business Management.

Remuneration proposed:

Basic Gross Salary not exceeding 50,00,000/- (Rupees Fifty Lakhs only) per annum per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of 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 of Mr. Aryaman Vipul Shah, 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. Aryaman Vipul Shah holds the position of Whole Time Director of the company, holds 30780 shares of the company.

Other Information:

(1) Reasons of loss or inadequate profits: The company has registered decent amount of profits and thus, this clause is not applicable.

(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. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. November 2, 2023. The Board recommends this ordinary resolution for the approval of the Shareholders.

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Information about the directors who are proposed to be appointed at the Extra Ordinary 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	Mr. Aryaman Vipul Shah
Director Identification Number.	10738097
Date of Birth	06/01/2002
Age.	22 yrs
Educational Qualification.	Bachelor of Science in Marketing and Management
Experience (No. of Years)	More than 1 years of experience
Business field in which Experience.	Business Management
Directorship held in any other Company.	Nill
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 August 14, 2024	30780 Shares
Remuneration paid or sought to be paid	Not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum
Relationship with other Directors/KMPs	NA
No. of meetings attended during the year	NA

Item No. 2:

<u>APPOINTMENT OF MR. MAURYA VIPUL SHAH (DIN: 10740884) AS WHOLETIME DIRECTOR OF THE COMPANY:</u>

Mr. Maurya Vipul Shah (DIN: 10740884) 21 years old, has served for more than 1 years in the different pivotal roles in the field Business Management.

Mr. Maurya Vipul 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. Maurya Vipul Shah as Whole-time Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Nature of duties:

CIN : U55100MH2007PTC172341

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- 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 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 Whole-time 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.

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

Remuneration:

Basic Gross Salary not exceeding 50,00,000/- (Rupees Fifty Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time.

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and further subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of profit, the Whole-time Director shall be entitled to remuneration mentioned above within the overall maximum remuneration-specified in Table A of Section II of Schedule V to the Companies Act, 2013.

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.

2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in

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any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Whole-time Director shall cease.

3. This appointment may be terminated by fifteen days' notice on either side or the Company paying fifteen 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 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 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 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.

2. Up on the termination by whatever means of the Whole-time Director's employment;

- The Whole-time 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 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 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;

B. General Information

1. Nature of Industry:

The company is into the trading industry of Commodities. The major activity of the company is production of films, feature films, short films, movies in analogue and digital form.

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admin@sunshinepictures.in www.sunshinepictures.in

2. Date or expected date of commencement of commercial production:
The Company was incorporated on 14/07/2007 under the Companies Act, 2013.

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:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	**2650.91**
2	Profit before Interest, Depreciation and Tax	**420.70**
3	Finance Charges	**16.08**
4	Depreciation	**108.91**
5	Profit before Taxes	**295.71**
6	Provisions for Taxation/ Deferred Tax	**37.09**
7	Net Profit/(Loss) for the Current Year	**258.62**

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

6. Information about the appointee:

Mr. Maurya Vipul Shah 21 years old, has served for more than 1 years in the different pivotal roles in the field of Business Management.

Past remuneration:
Mr. Maurya Vipul Shah has not drawn any remuneration from the company till date.

Recognition or awards:
NA

Job profile and his suitability:

Mr. Maurya Vipul Shah 21 years old, has served for more than 1 years in the different pivotal roles in the field of Business Management.

Remuneration proposed:

Basic Gross Salary not exceeding 50,00,000/- (Rupees Fifty Lakhs only) per annum per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of 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 of Mr. Maurya Vipul Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed

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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. Maurya Vipul Shah holds the position of Whole Time Director of the company holds 30780 shares of the company.

Other Information:

(1) Reasons of loss or inadequate profits: The company has registered decent amount of profits and thus, this clause is not applicable.

(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. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. November 2, 2023. The Board recommends this ordinary resolution for the approval of the Shareholders.

Information about the directors who are proposed to be appointed at the Extra Ordinary 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	Maurya Vipul Shah
Director Identification Number.	10740884
Date of Birth	14/02/2003
Age.	21 yrs
Educational Qualification.	Higher Secondary Certificate (HSC)
Experience (No. of Years)	More than 1 years of experience
Business field in which Experience.	Business Management
Directorship held in any other Company.	Nill
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

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Shareholding in Company as on August 14, 2024	30780 Shares
Remuneration paid or sought to be paid	Not exceeding Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum
Relationship with other Directors/KMPs	NA
No. of meetings attended during the year	NA

Item No. 3
CONVERSION OF THE COMPANY FROM "PRIVATE LIMITED" TO "PUBLIC LIMITED" BY DELETING WORD "PRIVATE" FROM THE NAME OF THE COMPANY AND CONSEQUENT AMENDEMENT TO THE MEMORANDUM OF ASSOCIATION

The Board of directors of the company, at its meeting held on August 13, 2024, discussed the pros and cons of a public limited company and a private limited company, and Considering the business opportunities and the favorable market conditions which can be profitably leveraged by the Company with proper expansion, the Board of directors is of the view to convert the Company into a Public Limited Company and obtain privileges available to public limited companies.

Pursuant to the provisions of Section 13, Section 14, Section 18 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the approval of the Members of the Company at a General Meeting is required by way of a Special Resolution for:

(a) conversion of the Company into a Public Limited Company by deleting the word 'Private' wherever it appears in the MOA and AOA of the Company;

(b) amending the Clause: I of the Memorandum of Association of the Company;

Accordingly, to facilitate the above, the Resolution at item no. 8 seek your consent way of a Special Resolution, as stated in the Notice convening this meeting.

None of the Directors of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item No. 04
TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) is based on the provisions applicable to Private Limited Company and now the Company is converting into Public Limited Company and therefore, the existing Articles of Association of the Company needs to be suitably amended by removing the definition of the Private Limited Company and also by incorporating the articles required for Public Limited Company.

Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company and hence, this matter has been placed before the Members for approval.

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The new AOA to be substituted in place of existing AOA are primarily based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. A copy of the new set of Articles of Association of the Company proposed to be adopted together with the propose alterations would be available for inspection by the members at the Registered office of the Company during business hours on any working day up to and including the date of the Extra-ordinary General Meeting.

Your directors recommend the proposed special resolution for your consideration for adoption of new sets of Articles of Association of the Company.

None of the Directors or key managerial personnel or any relative thereof, in anyway, concerned or interested in the special resolution as set out in Item no. 09 except to the extent of their shareholding in the Company.

Registered Office:
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Date: 13th August, 2024
Place: Mumbai

By order of the Board,
For, **SUNSHINE PICTURES PRIVATE LIMITED**

VIPUL AMRUTLAL SHAH
Managing Director
DIN: 00675495

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