

# **EIGHTEENTH ANNUAL REPORT 2011-2012 OF SUN AND SHINE WORLDWIDE LIMITED**

(Formally Known as Robinson Worldwide Trade Limited)

## **BOARD OF DIRECTOR**

HITESHBHAI MANHARBHAI PATEL	-DIRECTOR
JIMISH JITENDRABHAI SONI	-DIRECTOR
MANISHKUMAR KACHARALAL PATEL	-DIRECTOR

## **AUDITOR**

M/S. Y. D. & CO.  
Chartered Accountants  
LUDHIANA

## **SHARE TRANSFER AGENT**

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED  
NO. 9, SHIV SHAKTI INDUSTRIAL ESTATE,  
GROUND FLOOR, J. R. BORICHA MARG,  
MUMBAI-400011,  
MAHARASHTRA, INDIA

## **REGISTERED OFFICE**

320, Vrundavan Enclave, Nr. Relaince Petrol Pump,  
Nr. AEC Cross Road, Naranpura,  
Ahmedabad-380013, Gujarat, India

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## N O T I C E

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**NOTICE** is hereby given that the **Eighteenth Annual General Meeting** of the Members of **SUN AND SHINE WORLDWIDE LIMITED** (Formally known as **ROBINSON WORLDWIDE TRADE LIMITED**) will be held at the Registered Office of the Company at **320, Vrundavan Enclave, Nr. Relaince Petrol Pump, Nr. AEC Cross Road, Naranpura, Ahmedabad-380013, Gujarat, INDIA** on **Saturday, 1st day of September, 2012 at 11:00 A. M.** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Hiteshbhai Manharbhai Patel**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N]** be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Jimish Jitendrabhai Soni, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 29th December, 2011 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Jimish Jitendrabhai Soni, be and is hereby appointed as a Director, subject to retire by rotation of the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Manishkumar Kacharalal Patel, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 29th December, 2011 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Manishkumar Kacharalal Patel, be and is hereby appointed as a Director, subject to retire by rotation of the Company.

**By Order of the Board**  
**For, SUN AND SHINE WORLDWIDE LIMITED**

**PLACE: AHMEDABAD**

**DATE: 03.08.2012**

**(HITESHBHAI PATEL)**  
**CHAIRMAN**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.

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3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
6. M/s. Purva Sharegistry (India) Private Limited having its registered office at 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Mumbai-400011, Maharashtra, INDIA are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:  
**Mr. Hiteshbhai Manharbhai Patel** is Director of the Company. He has been associated with the Company w.e.f. 30th August, 2010. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Hiteshbhai Manharbhai Patel retires by rotation and being eligible offers himself for re-appointment.
8. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item No. 4 and 5 of the Notice is annexed hereto.

**ANNEXURE TO NOTICE: EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

**Item No.4**

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Jimish Jitendrabhai Soni, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 29th December 2011 Who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Jimish Jitendrabhai Soni, a director subject to retirement by rotation.

None of the Directors except Mr Jimish Jitendrabhai Soni is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

**Item No.5**

In terms of provisions of section 260 of Companies Act 1956 and provisions of Articles of Association of company Mr Manishkumar Kacharalal Patel, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 29th December 2011 who holds the office of Directors up to the date of the ensuing Annual General Meeting.

In Pursuant to section 257 of the Companies Act 1956 together with requisite deposit fee signifying his intention to propose the name of Mr Manishkumar Kacharalal Patel, a director subject to retirement by rotation.

None of the Directors except Mr Manishkumar Kacharalal Patel is concerned or interested in this resolution.

Your Directors recommend this resolution for your approval.

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## DIRECTORS' REPORT

***Dear Shareholders,***

Your Directors here by present the Eighteenth Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

### FINANCIAL PERFORMANCE:

Key aspects of Company' financial performance for the year 2011-12 is tabulated below:

[Amount in Rupees]

Particular	2011-12	2010-11
Total Income	8,70,10,000	Nil
Total Expenditure	8,75,61,163	13,34,424
Profit/(Loss) Before Extraordinary items and Taxation	(5,51,163)	(13,34,424)
Extraordinary items	3,00,000	15,00,000
Profit/(Loss) before Tax (PBT)	(8,15,163)	(28,34,424)
Less: current Tax including Deferred Tax	32,542	42,457
Net Profit/(Loss) after Tax for the year	(8,18,621)	(27,91,967)

### REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate targeted revenue from the operation the Company hence total Income was stood at Rs. 8,70,10,000/- and has incurred net loss of Rs. 8,18,621/- for the year ended 31st March, 2012.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

### DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

### FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

### DIRECTORS:

Mr. Hiteshbhai Manharbhai Patel Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Mr Jimish Jitendrabhai Soni and Mr Manishkumar Kacharalal Patel were appointed as additional directors of the Company with effect from 29.12.2011 and are eligible for re-appointment as directors of the Company at the forthcoming Annual General Meeting and whose period of office will be liable to retire by rotation.

Mr Navneet Singh and Mr Shambhu Bhagat were ceased as a Director of the Company with effect from 29.12.2011 due to resignation. The management appreciated the services given by him during the tenure of the office as a Director.

### AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

### CHANGE OF NAME

The name of the Company has been changed to **SUN AND SHINE WORLDWIDE LIMITED** in terms of Certificate dated 18th day of July, 2011 issued by the Registrar of Companies, pursuant to approval of the shareholders in Extra Ordinary General Meeting through passing of Special Resolution dated 21st day of May, 2011, the name of the company was changed from **ROBINSON WORLDWIDE TRADE LIMITED** to **SUN AND SHINE WORLDWIDE LIMITED**.

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**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

**PARTICULARS OF EMPLOYEES:**

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

**CORPORATE GOVERNANCE REPORT:**

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company is not engaged in manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board  
For, SUN AND SHINE WORLDWIDE LIMITED**

**PLACE: AHMEDABAD**

**DATE: 03.08.2012**

**(HITESHBHAI PATEL)  
CHAIRMAN**

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**Annexure to Director's Report****MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

**Internal Controls Systems and their adequacy:**

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

**Human Resources**

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

**Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012****1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

**2. BOARD OF DIRECTORS**

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

**Numbers of Board Meetings held and the dates on which such meetings were held:**

During the financial year 2011-12 the Board met 6 (Six) times on 06.06.2011, 21.06.2011, 12.08.2011, 15.11.2011, 29.12.2011, 13.02.2012. The maximum gap between two meetings was not more than 4 months.

**Attendance record of Directors attending the Board meetings and Annual General Meetings:**

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
Mr. Hiteshbhai Manharbhai Patel	Executive & Non Independent	6	6	Yes
#Mr. Jimish Jitendrabhai Soni	Non Executive & Independent	6	2	No
#Mr. Manishkumar Kacharalal Patel	Non Executive & Independent	6	2	No
*Mr. Navneet Singh	Non Executive & Independent	6	4	Yes
*Mr. Shambhu Bhagat	Non Executive & Independent	6	--	No

**\* Resigned w.e.f. 29.12.2011      #Appointed w.e.f. 29.12.2011**

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

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### 3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Hiteshbhai Manharbhai Patel, Mr. Jimish Jitendrabhai Soni and Mr. Manishkumar Kacharalal Patel.

**Mr. Jimish Jitendrabhai Soni is Chairman of the Committee.**

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

#### Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

#### Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

#### Attendance at the Audit Committee Meetings- 2012

During the year the Audit Committee met 4 times on 06.06.2011, 12.08.2011, 15.11.2011, 13.02.2012 attendance of the members as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Hiteshbhai Manharbhai Patel	Non Independent/ Executive Director	4	4
#Mr. Jimish Jitendrabhai Soni	Independent/ Non-Executive Director	4	1
#Mr. Manishkumar Kacharalal Patel	Independent/ Non-Executive Director	4	1
*Mr. Navneet Singh	Independent/ Non-Executive Director	4	3
*Mr. Shambhu Bhagat	Independent/ Non-Executive Director	4	--

\* Resigned w.e.f. 29.12.2011 #Appointed w.e.f. 29.12.2011

### 4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

### 5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of three directors namely, Mr. Hiteshbhai Manharbhai Patel, Mr. Jimish Jitendrabhai Soni and Mr. Manishkumar Kacharalal Patel.

Mr. Hiteshbhai Manharbhai Patel is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. Mr. Hiteshbhai Manharbhai Patel, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

Mr. Hiteshbhai Manharbhai Patel has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

## 6. GENERAL BODY MEETINGS

### Location and time for last 3 years Annual General Meetings:

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2010-11	806, Saffron Tower, 8th Floor, Panchwati to Ambawadi Road, Nr. Bank of Baroda, Ahmedabad-380006	30.06.2011	02.30 P.M.	No Special Resolution was passed in the meeting
2009-10	806, Saffron Tower, 8th Floor, Panchwati to Ambawadi Road, Nr. Bank of Baroda, Ahmedabad-380006	30.09.2010	02.30 P.M.	No Special Resolution was passed in the meeting
2008-09	403, Sanjay Appartment, Opp. C. N. Vidyalaya, Polytechnic Road, Ahmedabad-380 015	30.09.2009	12:00 P.M.	- Increased Authorized Capital (Ordinary Resolution) - Alteration in MOA & AOA (Ordinary Resolution) - Issue of convertible warrant on preferential basis

The above resolution which was put to vote by show of hands, was passed unanimously. No special resolution was passed through Postal Ballot during the Financial Year 2011-12. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

## 7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

## 8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

## 9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.
Date and time of Annual General Meeting	1st September, 2012, and 11:00 A.M.
Venue of Annual General Meeting	320, Vrundavan Enclave, Nr. Relaince Petrol Pump, Nr. AEC Cross Road, Naranpura, Ahmedabad-380013, Gujarat, INDIA
Dates of Book Closure	30th August, 2012 to 31st August, 2012
Listing on Stock Exchange	BSE Limited, Mumbai and Ahmedabad Stock Exchange Limited, Ahmedabad
Stock Code and Scrip ID	532154 (BSE) and SUNSHINE (BSE) and 49701 (ASE)
Demat ISIN No.	INE560F01014
<b>Financial Year Calendar (tentative and subject to change) (01.04.2012 to 31.03.2013)</b>	
Financial reporting for the First quarter ending on 30th June, 2012	Last week of July, 2012
Financial reporting for the Half year ending on 30th September, 2012	Last week of October, 2012
Financial reporting for the Third quarter ending on 31st December, 2012	Last week of January, 2013
Financial reporting for the Year ending on 31st March, 2013	Last week of April, 2013
Annual General Meeting for the year ending on 31st March, 2013	Last week of September 2013

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