

**ANNUAL REPORT**  
**SUNRISE ASIAN LIMITED**  
**(Formerly known as Akai Asian Limited)**

**DIRECTORS REPORT**

To,  
The Members of Sunrise Asian Limited

Dear Shareholders,

We have pleasure in presenting the Thirtieth Annual Report together with the Audited Statement of Account of your company for the year ended 31st March 2011.

**1. FINANCIAL RESULTS:**

<b><u>10</u></b>	<b><u>2010-11</u></b>	<b><u>2009-</u></b>
<b>Lakh)</b>	<b>(Rs. in Lakh)</b>	<b>(Rs. in</b>
Turnover & other Income	72.91	16.70
Profit (Loss) for the year before		
Interest & Depreciation	8.11	(34.36)
Interest	0.02	(00.01)
Depreciation	0.01	(00.02)
Profit (Loss) before Tax, Prior year		
Adjustments & appropriation	8.08	(34.39)
Less: Prior period adjustments	Nil	Nil
Less: Provision for Current Tax	2.78	Nil
Profit after Tax	5.30	34.39)
Balance brought forward	(628.88)	(636.86)
Less: Transfer to Reserve	Nil	42.38
Balance carried forward	(623.58)	(628.88)

**2. OPERATIONS**

During the year under review, the income from operation of the Company is Rs. 72.91 Lakh as compared to Rs. 16.70 Lakh during the previous year and has earned profit after tax of Rs. 5.30 Lakh as compared to loss of Rs. 34.39 Lakh during the previous year. However the Directors are hopeful of even better performance in the future.

**3. DIVIDEND**

To deploy the resources in the more meaningful manner, your directors abstain from declaring any dividend for the year.

#### **4. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A):**

##### **Industry Structure and Development**

The global economy staged a remarkable rebound in the last financial year reducing the fears of a double dip recession that some had bad forecast in 2009. The recovery was aided by the continuation of stimulus measures adopted during 2008-2009 by developed as well as emerging economics including India. Increased liquidity in the developed economies impacted sentiment and boosted consumption as well as investment.

The Company is primarily engaged in the business of commodities market and F&O activities. Commodities market was boom throughout the year. The company is trying to keep up with the pace of growth of the Indian market. The company is building various earning platform for the forthcoming year to come out from the red into the green.

##### **Company's Financial Review**

The Company has earned net profit of Rs.5.30 Lakh for the year 2010-2011 as compared to loss of Rs.34.39 Lakh incurred in the previous year 2009-2010. The Company's income is mainly derived from the investments and activity from Commodity market, Finance Consultancy and Textiles Sector.

##### **Resources & Liquidity**

Company has invested the liquid resources in Inter Corporate Deposits to earn interest income wherever it was considered appropriate.

##### **Risk, Internal Control System and Adequacy**

The company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by the management and well documented policies and guidelines to ensure the reliability of financial and all other records to prepare financial statements. The company continuously upgrades these systems in line with best accounting practices. The company is benefited from having a team of professionals as promoter and independent directors, who are capable of exercising various checks and control effectively.

##### **Environment, Health and Safety**

Environment, Health and Safety (EHS) is one of the primary values of your company. Your company's EHS policy is to consider compliance to statutory EHS requirements as the minimum performance standard and is committed to go beyond and adopt stricter standards wherever appropriate. Your company also gives priority and attention to the health and safety of its employees and trains all the employees to work as per prescribed procedures designated to meet all EHS requirements.

##### **Human Resource Development**

Human Resources is one of the key assets that has been nurtured and encouraged for active participation in company's growth. The company has well defined appraisal system in place for recognition of talented and deserving employees, whose includes line and staff function personal. The industrial relations remained cordial during the year. The company have never faced any staffs unrest or any discomfort in relations with its staff due to the professional approach of the management towards this factor.

## **5. DEPOSITS**

The company has not accepted any fixed deposit from the public within the meaning of Section 58A of Companies Act, 1956 and the rules made there under.

## **6. AUDITORS' QUALIFICATION**

As regards Auditors Qualification in their report, your attention is drawn to notes forming part of the accounts, which are self-explanatory.

## **7. DIRECTORATE**

In Accordance with Articles of Associations of the Company Mr. O. P. Gupta, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers him-self for re-appointment.

## **8. DIRECTOR RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended March 31, 2011, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed and no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company as at March 31, 2011 and of the profit of the Company for the year ended on that date;
- 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; and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

## **9. AUDITORS**

M/S Vikash Jindal & Associates, Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting and being eligible is appointed for the next year.

#### **10. AUDIT COMMITTEE**

The Company has constituted an Audit Committee of Directors as required under section 292A of the Companies Act, 1956. Some of the terms of reference of audit committee are to review the financial reporting process and to examine accountancy, Taxation and disclosure aspect of significant transactions.

#### **11. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO**

- a) Conservation of energy: During the year your company is not engaged any manufacturing Activities.
- b) Technology Absorption: The Technology selected by your company is most modern and the State of the part.
- c) Foreign Exchange Earnings & Outgo: The particulars with respect of Foreign Exchange Earning And Expenditure pursuant to Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is NIL

#### **12. CORPORATE GOVERNANCE**

In terms of clause 49 of the Listing Agreement with the Stock Exchanges a report on the corporate Governance is appended as annexure to this report.

#### **13. PARTICULARS OF EMPLOYEES**

As there were no employees drawing remuneration more than the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of the employees) Rules 1975, as amended from time to time, statement under section 217(2A) is not annexed.

#### **14. DEMATERIALISATION**

The Shares of the Company are traded compulsorily in demat form and are available for trading under both the Depository systems in India i.e. NSDL (National Securities Depository Limited and CDSL (Central Depository Service (India) Limited)

Under the Depository system, the International Securities Identification Number (ISIN) allotted to the company's Equity Shares is

#### **15. ACKNOWLEDGMENT**

Your company and its Directors wish to take this opportunity to offers their sincere thanks to various departments of the Central / State Government, Financial Institutions, Banks and Investors for their valuable support and assistance.

Your Directors also wish to place on record their appreciation for devoted services rendered by the staff and Executives of the Company.

#### **16. CAUTIONARY STATEMENT**

The statements in this report including Management's Discussion and Analysis report reflects Company's projections estimates, expectations or predictions and contain forward looking statements that involve risks and uncertainty. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of the expectations as on that date.

By order of the Board of Directors

SUNRISE ASIAN LIMITED

Place: Mumbai  
Date: 31.05.2011

Sd/-  
SANJAY DHELIA  
DIRECTOR

## **SUNRISE ASIAN LIMITED**

### **REPORT ON CORPORATE GOVERNANCE**

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your company's philosophy of Corporate Governance has evolved from its continued faith in fundamentals of fairness, accountability, disclosures and transparency. The Company believes that Corporate Governance is a pre-requisite for attaining sustainable growth in this competitive corporate world.

The governance practices followed by your company have played a vital role in its journey of continued success. All the procedures, policies and practices followed by your company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers and commitment in compliance with regulations and statutes in latter as well as spirit have enabled your company to enhance shareholder value.

Your Company has complied with all regulation stipulated by the Clause 49 of the Listing Agreement. The Company's policies and practices cover most of the elements of the corporate governance voluntary guidelines, 2009 issued by the Ministry of Corporate Affairs.

#### **2. BOARD OF DIRECTORS**

##### **(i) Composition of Board, Directorships and Committees position held in other Companies as at 31<sup>st</sup> March 2011**

Directors	No. of outside Directorship Held	Outside Committees#	
		As Chairman	As member
Mr. S.P. Kalantari	1	None	1
Mr. O.P. Gupta	None	None	None
Mr. Sanjay Dhelia	1	None	1

# Only three Committees viz. Audit Committee, Shareholders' Grievance Committee and Remuneration committee are considered for this purpose

##### **(ii) Attendance of Directors in meetings held during the financial year 2010-11**

S. N.	Nature & Date of Meetings	Name of Directors		
		S.P. Kalantari	O.P. Gupta	Sanjay Dhelia
1	Board on 31.05.2010	Present	Present	Present
2	Board on 30.07.2010	Present	Present	Present
3	Board on 30.10.2010	Present	Present	Absent
4	Board on 01.11.2010	Present	Absent	Present
5	Board on 31.01.2011	Absent	Present	Present
6	Members on 30.09.10	Present	Present	Present

The Board of Directors meets atleast once in a quarter to review the quarterly financial results and operation of the company. In addition to the above, the Board also meets as and when necessary to address specific issue relating to the business.

### 3. AUDIT COMMITTEE

#### (i) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 292A of the Companies Act, 1956 and covers all the aspects stipulated by the SEBI Guidelines.

#### (ii) Composition Name of Members and Chairman

The Audit Committee is comprised of two directors. During the financial year ended 31.03.2011, four Committee Meetings were held on 25<sup>th</sup> May, 2010, 28<sup>th</sup> July, 2010, 27<sup>th</sup> October, 2010 & 28<sup>th</sup> January, 2011. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

Sr.No	Members	Meetings attended
1	Mr. S. P. Kalantari	Yes
2	Mr. O.P. Gupta	Yes

- (iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. M/s. Vikash Jindal & Associates

- (iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 30<sup>th</sup> September, 2010 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.

- (v) An Audit Committee meeting was held on 25<sup>th</sup> May, 2010 where the Annual Financial Statements for the year ended 31<sup>st</sup> March, 2010 were reviewed and examined by the members of the Audit Committee before recommending the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly/Half Yearly Un-audited Financial Results on the following dates before recommending the same to the Board.

Financial Reporting	Date of Approval by Audit Committee
Quarter/Year ended 31 <sup>st</sup> March, 2010	25 <sup>th</sup> May, 2010
Quarter ended 30 <sup>th</sup> June, 2010	28 <sup>th</sup> July, 2010
Quarter/Half Year ended 30 <sup>th</sup> Sept. 2010	27 <sup>th</sup> October, 2010
Quarter ended 31 <sup>st</sup> December, 2010	28 <sup>th</sup> January, 2011

### 4. REMUNERATION COMMITTEE

#### (i) Terms of Reference

The Company has constituted a Remuneration Committee to determine the remuneration payable to the Directors and to approve the selection, appointment and remuneration of

relatives of Directors for holding an office of profit pursuant to section 314 of the Companies Act, 1956.

**(ii) Remuneration Policy**

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industries practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against earmarked objectives.

The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him.

**5. SHAREHOLDERS COMMITTEE**

- (i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Mr. S.P. Kalantari Director of the Company. The Committee met twice during the year.
- (ii) The Company has constituted the Shareholders / Investors Grievance Committee headed by Mr. Sanjay Dhelia, Director to specifically look into redressing of Shareholders' and Investors' complaints. It met one time during the year 2010-2011.

Mr. Sanjay Dhelia has also been designated by the Board as the 'Compliance Officer' of the Company for complying with the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

- (iii) Number of Shareholders' complaints received during the year : Nil
- Number not solved to the satisfaction of the Shareholders : Nil
- Number of pending share Transfers : Nil

**6. (i) DETAILS OF GENERAL MEETING**

Financial Year	Date of the meeting	Venue	Time
2007-2008	30-09-2008	401-405, Dalamal House, J Bajaj Road, Nariman Point, Mumbai – 400 021	3.30 P.M.
2008-2009	30-09-2009	401-405, Dalamal House, J Bajaj Road, Nariman Point, Mumbai – 400 021	3.30 P.M.
2009-2010	30-09-2010	3 <sup>rd</sup> Floor, Forbes Building, Charan Jeet Singh Rai Marg, Fort, Mumbai – 400 002	3.30 P.M.

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

- (ii) No Postal Ballot was put through during the last year as well as year 2010-2011 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.