

SUNRISE INDUSTRIAL TRADERS LIMITED.

ANNUAL REPORT AND ACCOUNTS

2002-2003.

THIRTYFIRST ANNUAL REPORT AND ACCOUNTS

2002-2003.

BOARD OF DIRECTORS:

Shri B.R.Raheja	Chairman.
Shri B.J.Sheth	Director.
Smt.P.B.Raheja	Director.
Smt. C.J.Ahuja	Director.
Shri S.B.Raheja	Director.
Shri D.B.Raheja.	Director.

BANKERS:

Bank Of India
Stock Exchange Branch,
Mumbai - 400 023.

AUDITORS:

R.A.RAJANI & CO.
Chartered Accountants.
9, Ashiana, 31st Road,
Bandra.
Mumbai-400 050.

REGISTERED OFFICE:

503 Commerce House,
140 Nagindas Master Road,
Mumbai - 400 023.

SUNRISE INDUSTRIAL TRADERS LIMITED.

NOTICE

NOTICE is hereby given that the Thirty First ANNUAL GENERAL MEETING of SUNRISE INDUSTRIAL TRADERS LIMITED, will be held on Saturday, the 27th day of September, 2003 at 5.00 p.m. at the Registered Office of the Company at 503, Commerce House, 140 Nagindas Master Road, Fort, Mumbai-400 023. to transact the following business:-

1. To receive and adopt the Directors' Report and the Audited Statement of Accounts for the financial year ended on 31st March 2003.
2. To appoint a Director in place of Mr.B.J.Sheth & Mr.D.B.Raheja who retires by rotation and being eligible offers themselves for re-appointment.
3. To appoint the Auditors to hold the office from the conclusion of this General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

Special business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

Resolved that pursuant to provisions of section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association be are hereby altered by adding the following Article as Article No. 6 (a) after the existing Article No.6 .

Subject to the provisions of Section 77A, 77AA and 77B of the Companies Act, 1956 and all other applicable provisions of law, Rules, Regulations as may be in force at any time and from time to time the Company shall have power to acquire, purchase, hold, own, resale any of its own shares and any other security as may be specified under the Act, Rules and Regulations from time to time and make payment thereof out of funds at its disposals or in any manner as may be permissible in respect of such acquisition / purchases, on such terms and conditions and at such time or times in one or more tranches as the Board may in its discretion decide and deem fit.

By Order of the Board

MUMBAI.

Dated: 30/6/2003.

B.R.RAHEJA.

Chairman.

- Notes: 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the company. Proxy in order to be effective must be lodged with the company not less than 48 hours before the meeting.
2. The Register of Members and the Register of Share Transfer shall remain closed from Friday 19th September, 2003 to Saturday 27th September, 2003 (both days inclusive)
 3. The Explanatory Statement as required U/s 173 (2) of Companies Act, 1956 in respect of item No. 4 of accompanying notice is annexed hereto.

**EXPLANATORY STATEMENT as required by Section 173
Of the Companies Act, 1956.**

Pursuant to provision of section 173 (2) of the Companies Act, 1956.

The following explanatory statement sets out all material facts in respect of special business at item No. 4 of the accompanying nature dated 30th June 2003.

Item No.: 4

The Company can purchase its own shares & make the payment for the same from its own funds as provided under the Companies Act, 1956 provided the Company has power to purchase the shares under Articles of Association as provided under section 77A of the Companies Act, 1956. Since the Articles of Association does not provide the power of Company to purchase its own shares, the Articles of Association are proposed to be altered by insertion of Article No. 6 (a) after the Article No. 6. The Special resolution is proposed under item No. 4 of the accompanying notice dated 30/6/2003 as required under section 31 of the Companies Act, 1956.

All the directors may be deemed to be concerned and/or interested in the said special resolution to the extent of the shares that may be offered by them to the Company for buy back

The existing print of Memorandum and Articles of Association is available for a inspection at the registered office of the Company on any working day from 11.00 A.M. to 3.00 P.M. up to the date of Annual general meeting.

Mumbai:
Dated: 30/6/2003

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B.R.RAHEJA
Chairman