

**SUNRISE INDUSTRIAL TRADERS LIMITED**

**ANNUAL REPORT AND ACCOUNTS**

**2013 - 2014**

# **FOURTY SECOND ANNUAL REPORT AND ACCOUNTS**

## **2013 – 2014**

### **BOARD OF DIRECTORS:**

Shri D.B. Raheja	Non Executive Chairman
Shri B. J. Sheth	Independent Director
Shri S. B. Raheja	Whole Time Director
Smt. N. J. Desai	Independent Director

### **BANKERS:**

Bank of India  
Stock Exchange Branch,  
Dalal Street, Fort,  
Mumbai - 400 001

### **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 - 400 001

**NOTICE**

NOTICE is hereby given that the Forty Second Annual General Meeting of SUNRISE INDUSTRIAL TRADERS LIMITED, will be held on Saturday, the 30<sup>th</sup> August, 2014 at 11.30 a.m. at the Registered Office of the Company at 503, Commerce House, 140, Nagindas Master Road, Fort, Mumbai - 400 001, to transact the following Business as an **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014 and the Audited Balance Sheet as at that date together with the Report of the Directors' and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. D. B. Raheja (DIN - 00145896), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.
3. To appoint a Director in place of Mrs. Nita J. Desai (DIN - 02222912) at this Annual General Meeting and being eligible, offered herself for re-appointment.
4. To pass, with or without, modification(s) the following as an Ordinary Resolution:  
"RESOLVED THAT M/s R. A. Rajani & Co., Chartered Accountants (Firm Regt. No. 114606W), Mumbai, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and they be paid remuneration as mutually agreed between them and the Board of Directors of the Company and the said Auditors be paid out-of-pocket expenses incurred by them in connection with the audit of accounts of the Company."

**SPECIAL BUSINESS:**

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

**Appointment of Mr. Bhupatlal J. Sheth as an Independent Director**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bhupatlal J. Sheth. (DIN No. 00145803), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> August, 2014 up to 29<sup>th</sup> August, 2019 (both days inclusive)

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

**Appointment of Mrs. Nita J. Desai as an Independent Director**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Nita J. Desai (DIN No. 02222912), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> August, 2014 up to 29<sup>th</sup> August, 2019 (both days inclusive)."

**By Order of the Board of Directors**

**MUMBAI**

**Date : 29-05-2014**

**S. B. RAHEJA**  
**Whole-time Director**  
**(DIN – 00077245)**

Notes:

1. 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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Register of Share Transfer shall remain closed from Saturday, the 16<sup>th</sup> August, 2014 to Friday, the 29<sup>th</sup> August, 2014 (both days inclusive).
3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business No. 5 & 6 to be transacted at the meeting is annexed hereto.

**Annexure to the Notice****(The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013)****Item No. 5 & 6 : Appointment of Mr. B. J. Sheth and Mrs. Nita J. Desai as the Independent Directors:**

Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai are the existing Independent Directors of the Company and have held the positions as such for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to appoint Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> August, 2014 up to 29<sup>th</sup> August, 2019 (both days inclusive). Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai for the office of Directors of the Company. The Company has also received declarations from Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai are independent of the management.

Copy of the draft letters for respective appointments of Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regard to their respective appointments. The relatives of Mr. Bhupatlal. J. Sheth and Mrs. Nita J. Desai may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Special Resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the shareholders.

**By Order of the Board of Directors****MUMBAI****Date : 29-05-2014****S. B. RAHEJA**  
**Whole-time Director**  
**(DIN – 00077245)**

## DIRECTORS' REPORT

The Directors have pleasure in submitting the Forty Second Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2014.

### FINANCIAL RESULTS:

During the financial year under review, the Company has earned a Net Profit After Taxation of Rs.2,81,44,218/- (Previous Year : Net Profit After Taxation : Rs. 2,24,31,552/-). The Company is operating in one segment viz. shares, debentures etc.

### DIVIDEND:

In order to conserve resources, the directors have not recommended any dividend for the year ended 31st March, 2014.

### DIRECTORS:

As per Articles of Association of the company, Mr. D B. Raheja (DIN - 00145896) & Mrs. Nita Desai (DIN - 02222912), Directors of the Company will retire by rotation and being eligible; offered themselves for re-appointment at the ensuing Annual General Meeting. The Board recommends their re-appointment. The Company has received declarations from Mr. B. J. Sheth (DIN – 000145803) and Mrs. Nita J. Desai (DIN - 02222912), existing Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Bombay Stock Exchange. The Board recommends Special Resolutions No. 5 & 6 for your approval. Pursuant to the requirements of the provisions of provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company at their meeting held on 29th may, 2014, has appointed Mr. Suresh B. Raheja, Whole-time Director as the Chief Executive Officer, Whole-time Key Managerial Personnel of the Company for a period commencing from 29th May, 2014 to 31st May, 2016 (both days inclusive).

### NON-ACCEPTANCE OF DEPOSITS:

The Company has not accepted any public deposits during the financial year.

### DIRECTORS RESPONSIBILITY STATEMENT:

As required under section 217(2AA) of the Companies Act, 1956, Your Directors hereby confirm that:

- In preparation of the annual accounts for the year ended 31st March, 2014, the applicable accounting standards read with the requirements set out under Schedule VI of the Companies Act, 1956, have been followed and there are no material departures from the same;
- They 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 the state of affairs of the Company as at 31st March, 2014 and of its Profit for the year ended on that date;
- They 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
- The Directors have prepared the annual accounts on a “going concern basis”.

**PARTICULARS OF EMPLOYEES:**

None of the employees of your company is drawing remuneration of Rs.5,00,000/- per month or Rs.60.00 Lakhs per annum as limits laid down under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

**PARTICULARS UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:**

The relevant information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 are not applicable to the Company as the Company is carrying on Investment & share trading business. There was no foreign exchange earning and outgo during the year under report.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

In compliance of the provisions of section 383A of the Companies Act, 1956, the company has obtained a compliance certificate from a Practising Company Secretary for the year ended 31st March, 2014 and the same is annexed hereto.

**AUDITORS AND AUDITORS' REPORT:**

You are requested to re-appoint the Auditors M/s. R. A. Rajani & Co. (Firm Regt. No. 114606W) from the conclusion of this General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. The Company has received a letter from M/s. R. A. Rajani & Co. to the effect that their re-appointment, if made, would be within the prescribe limits under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**REPORT ON CORPORATE GOVERNANCE:**

A report on Corporate Governance approved by the Board of Directors of the Company and a certificate from Mr. Kishor V. Ved, Practising Company Secretary, Mumbai, for the year ended 31st March, 2014 is set out in the Annexure to the Directors' report. The Company has fully complied with the Corporate Governance practices specified under the Companies Act, 1956 and the Listing Agreement with Bombay Stock Exchange.

For and on behalf of the Board of Directors

Mumbai, Dated: 29-05-2014

(S. B. Raheja)  
(Whole time Director)

(B. J. Sheth)  
(Director)

**CS KISHOR V. VED****B. Com., F.C.S.****Practising Company Secretary****Flat No. 102, 1<sup>st</sup> Floor,  
Nageshwar Krupa,  
Ratan Bhuvan No.2 CHSL,  
Garden Lane, Ghatkopar (W),  
Mumbai – 400 086****COMPLIANCE CERTIFICATE****[Under Section 383A of the Companies Act, 1956 & Rule 3 of the Companies (Compliance Certificate) Rules, 2001]****REGISTRATION NO. : L67120MH1972PLC015871**  
**AUTHORISED CAPITAL : Rs. 50,00,000/-**  
**PAID-UP CAPITAL : Rs. 49,90,000/-**

To,  
The Members,  
Sunrise Industrial Traders Limited  
503, Commerce House,  
140, N. M. Road, Fort,  
Mumbai - 400 023

I have examined the registers, records, books and papers of SUNRISE INDUSTRIAL TRADERS LIMITED ('the Company') as required to be maintained under the Companies Act, 1956 ('the Act') and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2014 ('financial year'). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers / records stated in Annexure "A" to this certificate as per applicable provisions of the Act and rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under.
3. The Company is a public limited company and has maintained minimum prescribed paid up capital.
4. The Board of Directors duly met 6 (Six) times on 26.04.2013, 30.05.2013, 14.06.2013, 29.07.2013, 28.10.2013 and 30.01.2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed including circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 24.07.2013 to 02.08.2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 3rd August, 2013, after giving due notice to the members of the Company and the resolutions including circular resolutions passed thereat were duly recorded and signed in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans either to its directors or persons or firms or companies referred in the Section 295 of the Act.

**Kishor V. Ved, Practising Company Secretary**

9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under Section 301(3) of the Act.
11. The Company has obtained necessary approvals from the Board of Directors and members pursuant of Section 314 of the Act and the Company is not required to obtain the approval of the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
  - (i) There is no allotment and transmission of shares during the financial year. The Company has delivered all the share certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
  - (ii) The Company has not deposited any amount in separate bank accounts as no dividend is declared during the financial year.
  - (iii) The Company was not required to pay and post warrants for dividends to any member of the Company as no dividend was declared during the financial year. In view of that provision of the Act relating to transfer of un-claimed / un-paid dividend amount to un-paid dividend account of the company is not applicable to the Company.
  - (iv) The provisions of the Act relating to transfer of amount remaining in un-paid Dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained un-claimed or un-paid for a period of seven years to Investor Education and Protection Fund are not applicable to the Company.
  - (v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. During the financial year, the Company has not appointed any additional directors, alternate directors and directors to fill casual vacancy.
15. The Company has not appointed any managing director / manager during the financial year and the Company is not required to obtain the approval of the Central Government for the same.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such other authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.



**Kishor V. Ved, Practising Company Secretary**

21. There was no redemption of preference shares or debentures of the Company during the financial year.
22. There was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the financial year.
24. The Company has not borrowed any funds during the financial year and hence, the provisions of Section 293(1)(d) of the Act are not attracted.
25. The Company has made investments in other body corporates. It may be noted that provisions of Section 372A of the Act do not apply to the Company, being an investment company. The Company has not made any loans or advances or made or given guarantees or provided securities to other bodies corporate.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the financial year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year.
30. The Company has not altered its Articles of Association during the financial year.
31. During the financial year, no prosecution has been initiated against the Company and the Company has not received any show cause notice and no fines or penalties or any other punishment was imposed on the Company for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. As explained to me, the Provident Fund Act is not applicable to the Company.

Place : Mumbai

Date : 29-05-2014

F. C. S. No. : 5411 &amp; C.P. No. : 4691

Signature :

Name of Practising

Company Secretary : KISHOR V. VED

Kishor V. Ved, Practising Company Secretary

**Annexure to Compliance Certificate for the year ended 31<sup>st</sup> March, 2014 of M/s. Sunrise Industrial Traders Limited.****Annexure A : Registers / Records as maintained by the Company –****NAME OF THE REGISTER**

Register of Members and index U/s. 150(1)

Copies of Annual Returns prepared u/s. 163(1)

Minutes of Meeting of the Board of Directors and proceedings of the General Meetings U/s. 193(1)

Books of Accounts U/s.209(1)

Register of Contracts U/s.301(1)

Register of Directors U/s. 303

Register of Directors' shareholdings U/s.307(1)

Register of Directors attendance at Board Meetings &amp; Committee meetings

Register of application and allotment of shares

Register of Transfer of shares

Register of Members' Attendance at General Meetings.

**Annexure B : Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended 31<sup>st</sup> March, 2014:**

Sr. No.	Form No. / Return	Filed under relevant Section of the Act.	Particulars	Date of filing	Whether filed within prescribed time. Yes / No	If delay in filing whether requisite additional fee paid Yes/N. A.
1	66	383A	Compliance Certificate for the Financial year ended 31-03-2013	10.08.2013	Yes	Not Applicable
2	20B	159	Annual Return dated 03-08-2013	26.08.2013	Yes	Not Applicable
3	23AC & 23ACA	220(1)	Balance Sheet as at 31-03-2013	30.08.2013	Yes	Not Applicable

Place : Mumbai

Date : 29-05-2014

F. C. S. No. : 5411 &amp; C.P. No. : 4691

Signature :

Name of Practising

Company Secretary : KISHOR V. VED