

**14th
Annual Report
2000-2001**

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**SUNSHINE FACTORS &
EXPORTS LIMITED**

SUNSHINE FACTORS & EXPORTS LIMITED

BOARD OF DIRECTORS

Sri.D.Krishna Kumar Raju	Chairman
Sri. D.Sreerama Raju	Director
Sri.P.V.V.Prasad	Director
Sri.U.L.Ramanaiah	Director

BANKERS

Manasa Bank Ltd.

AUDITORS

M/s. MOGILI SRIDHAR & CO.,
Chartered Accountants,
6-3-655/2/3, 1st Floor,
Somajiguda,
Hyderabad - 500 082.

REGISTERED OFFICE

G-4/B, SEIE,
Kattedan,
Hyderabad - 500 077.

SHARE TRANSFER AGENTS

M/s. AARTHI CONSULTANTS PRIVATE LIMITED
1-2-285, DOMALGUDA,
HYDERABAD - 500 029.

SUNSHINE FACTORS & EXPORTS LIMITED**NOTICE**

NOTICE is hereby given that the 14TH Annual General Meeting of M/s SUNSHINE FACTORS & EXPORTS LIMITED will be held on Monday, the 30th day of July, 2001, at 3.00 P.M. at the Registered Office of the Company at G-4/3, SEIE, Kattedan, Hyderabad - 500 077, to consider the following Business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2001 and the Profit and 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 Sri D.Sree Rama Raju who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditor and fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT Mr.P.V.V.Prasad who was appointed as an Additional Director of the company by the Board, who ceases to hold office under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company".

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

"RESOLVED THAT Mr.U.L.Ramanaiah who was appointed as an Additional Director of the company by the Board, who ceases to hold office under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company".

6. To consider and if thought fit to pass with or without modification the following resolution as special Resolution :

"Resolved that the Articles of Association of the Company be and are hereby altered pursuant to Section 31 of the Companies Act, 1956 in the manner set out below :

(I) The following article be inserted immediately after the existing Article No 17 as 17A.

17A DEMATERIALISATION OF SECURITIES

Definitions : 17A for the purpose of this Article.

- 1) "Beneficial Owner" means a person whose name(s) is recorded as such with a Depository.

"Depository" means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Security" means such security as may be specified by the SEBI from time to time.

Dematerialisation of Securities

- 2) Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialise its securities in a dematerialised form pursuant to the Depositories Act, 1996.

Options for Investors

- 3) Every person subscribing to securities offered by the Company shall have the option to receive security certificate or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

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If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in depositories to be in fungible form

- 4) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

- 5) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service of documents

- 6) Notwithstanding anything in the Act, or these articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Transfer of Securities

- 7) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with in a depository

- 8) Notwithstanding anything in the Act, or these articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive numbers of Securities held in a depository

- 9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

Register and Index of beneficial owners

- 10) The Register and Index of beneficial owners maintained by a depository under Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

NOMINATION OF SHARES

- 11) Every holder of shares in, or holder of debenture of, the company, may at any time, subject to the provision of the Section 109A of the Companies Act, 1956 nominate in the manner by the board of directors, a person in whom shares or debentures of the Company shall vest in the event of his death.

Any person who become a nominee by virtue of the provision of Section 109A may upon the production of such Evidence and no such application may be required by the board and subject to the provision of Section 109B of the Companies Act, 1956, elect, either to be registered himself as holder of share or debenture, as the case may be or to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder, as the case may be, could have made.

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7. To consider and if thought fit, to pass with or without modification the following Resolution as a Special Resolution:

"RESOLVED THAT Subject to the approval of the Central Government pursuant to Section 21 of the Companies Act, 1956 and any other statutory authority the name of the Company be change in due course and for this purpose it is Resolved that the Board of Directors of the Company be and is hereby authorised to make necessary application to change of name of the company to the Registrar of Companies, Central Government or such other authority as may be required and to follow such instruction or directions as may be prescribed by them and to carry out any modifications as may be required by the Registrar of Companies, A.P. or such other authority in granting such approval."

"FUTHER RESOLVED THAT The Board be and is hereby authorised to make an application for availability of name in conformity and suitable with the change in the Main Objects proposed to be pursued by the Company and to take necessary steps for giving effect to the above Resolutions including filling an application to the Registrar of Companies with suitable alternative names and adopt the name as may be made available by the Registrar of Companies, A.P."

BY ORDER OF THE BOARD OF DIRECTORS
for SUNSHINE FACTORS & EXPORTS LIMITED

PLACE : HYDERABAD
DATE : 11-06-2001.

(D.KRISHNA KUMAR RAJU)
CHAIRMAN

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- b) PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- c) THE RELATIVE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS SET OUT ABOVE, AS REQUIRED BY SEC.173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERETO.
- d) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 25TH JULY, 2001 TO 30TH JULY, 2001 (BOTH DAYS INCLUSIVE).

