

**SUNRISE AGRO PRODUCTS LIMITED**

CIN: L01111DL1985PLC021268

Regd. Office: 3/14A, First Floor, Vijay Nagar,  
Double Storey,  
Delhi-110009

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Website: [www.sunriseagroproducts.in](http://www.sunriseagroproducts.in)

**ANNUAL REPORT**

2014-2015

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting of the members of **Sunrise Agro Products Limited** will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 4.00 P.M. at the registered office of the company at 3/14 A 1<sup>ST</sup> Floor Vijay Nagar, Double Storey, Delhi-110009 to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the company as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors' and Auditors thereon and if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

**"RESOLVED THAT** the audited balance sheet as at 31st March, 2015, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted".

2. To appoint a Director in place of Mr. Rajesh Jain (DIN: 02295194), who retires by rotation, and being eligible, offers himself for re- appointment.

**"RESOLVED THAT** Mr. Rajesh Jain (DIN: 02295194), director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

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

**RESOLVED that** in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 29<sup>th</sup> Annual General Meeting held on September 30, 2014, the appointment of M/s **Devi Dayal & Associates** , Chartered Accountants (FRN- 003910N), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, be ratified by the Members on to be fixed by the Board of Directors of the Company.

**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. Rajesh Jain (DIN-02295194) who was appointed as additional Director on 17.12.2014 and who according to provisions of section 152, 161 and other applicable provisions of the Companies Act 2013, holds office upto the date of the annual general meeting be and is hereby appointed as Director of the company.

**"Resolved That** Mr. Padam Duggar (DIN-02288102) who was appointed as additional Director on 17.12.2014 and who according to provisions of section 152, 161 and other applicable provisions of the Companies Act 2013, holds office upto the date of the annual general meeting be and is hereby appointed as Director of the company.

**5. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

APPOINTMENT of Mr. Rajesh Jain as Managing Director

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Rajesh Jain as Managing Director of the Company for a period of three years with effect from 30<sup>th</sup> November, 2014 , without any remuneration.

Place: Delhi  
Date: 02.09.2015

By order of the Board  
For Sunrise Agro Products Limited

Sd/-  
Kamal Jain Dugar  
Director  
DIN 06825945

NOTES

1. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.  
**A person can act, as a proxy on behalf of the 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.**
2. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement Pursuant to Section 102(1) of the Companies Act 2013 is annexed hereto.
4. The Register of Members and Share Transfer Books will Remain closed from Tuesday, the 29<sup>th</sup> day of September, 2015 to Wednesday, the 30<sup>th</sup> day of September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting
7. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India(SEBI), it is mandatory to quote Permanent account number (PAN) for Participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
8. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.

9. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking Appointment/Re-appointment at the Annual General Meeting, is annexed to this Notice.
10. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).

If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with companies(Management and Administration) Rules,2014, the company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this notice. The instruction for E-voting is enclosed with this notice.
12. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
13. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Beetal Financial & Computer Services Pvt Ltd, Beetal House,3<sup>rd</sup> Floor 99,Madangir,Behind Local Shopping Centre New Delhi 110 062.
14. Voting Through Electronic Means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
  - II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2015 (9:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

|     |  |
|-----|--|
|     | For Members holding shares in Demat Form and Physical Form   |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul> |

|  |   |
|--|---|
|  | <p>Sequence number is printed on _____.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>                                |
| Dividend Bank Details OR Date of Birth | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sunrise Agro Products Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

Mr. Rajesh Jain and Mr. Padam Duggar were appointed as Additional Directors of the company during the year. As per the provisions of the Companies Act, 2013 the director hold office upto the date of the forth coming Annual General Meeting of the company and is eligible for appointment as Director.

Hence the passing of the resolution at Item No. 4 is recommended by the Board as an Ordinary Resolution.

Except Mr. Rajesh Jain and Mr. Padam Duggar, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company

**Item No. 5**

The Board, subject to the approval of shareholders in the General Meeting, appointed Mr. Rajesh Jain as Managing Director of the Company effective from 30.11.2014 for a period of three years without any remuneration on the approval of Nomination & Remuneration Committee. The Board recommends the resolution for approval of Members.

Except Mr. Rajesh Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Place: Delhi

By order of the Board

Date: 02.09.2015

For Sunrise Agro Products Limited

Sd/-  
Kamal Jain Dugar  
Director  
DIN 06825945

**DIRECTOR'S REPORT:**

To  
The Members,

The 30<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2015.

**FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:**

Summary of the Financial results for the period ended March 31, 2015 are given as under:

| Particulars             | Amount (Rs. in Hundreds) |               |
|-------------------------|--------------------------|---------------|
|                         | FY 2014-15               | FY 2013-14    |
| Revenue from Operation  | 0.00                     | 0.00          |
| Other Income            | 1006.00                  | 853.00        |
| <b>Total Revenue</b>    | <b>1006.00</b>           | <b>853.00</b> |
| Total Expenditure       | 963.40                   | 440.90        |
| Profit before tax       | 42.60                    | 412.10        |
| Current Tax Expense     | 13.17                    | 78.50         |
| Deferred Tax Expense    | 0.00                     | 0.00          |
| <b>Profit after tax</b> | <b>29.43</b>             | <b>333.60</b> |
| EPS (Rs.)               |                          |               |
| Basic                   | 0.01                     | 0.13          |
| Diluted                 | 0.01                     | 0.13          |

**DIVIDEND:**

Yours Directors have considered it financially prudent in the long term interest of the Company to reinvest the profits to build a strong reserve base and grow the business of the Company. No dividend has, therefore, been recommended for the year ended 31st March, 2015.

**APPROPRIATIONS AND TRANSFER TO RESERVE:**

The Company has not created any specific reserves during the financial year 2014-15.

**BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:**

The company has received total revenue of Rs. 1,00,600/- in the current year as compared to Rs. 85,300/- in the previous year. However, the company has gained the profit of Rs. 2,943/- in the current year as compared to profit of Rs. 33,360 /- in the previous year. Your directors are trying their level best to bring profitability in the company and are expected to make profits in the near future.

The detailed Management Discussion & Analysis Report is attached hereto with the Director's Report and should be read as part of this Directors Report.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There is no significant change in the nature of the business of the company.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company i.e. 31<sup>st</sup> March 2015 and the date of Director's report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No such significant orders had been passed by any regulator, courts or tribunals during the financial year 2014-15.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company has no Subsidiary, Joint Venture or associate Company.

**PUBLIC DEPOSITS:**

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

**STATUTORY AUDITORS:**

At the AGM held on September 30, 2014 the Members approved the appointment of M/s Devi Dayal & Associates, Chartered Accountants as statutory auditors for a period of five years commencing from the last AGM held on 30.09.2014 till the conclusion of the AGM to be held in 2019 subject to the ratification by the Members every year. The Board has proposed the ratification of appointment of M/s Devi Dayal & Associates, Chartered Accountants as statutory auditors for financial year 2015-2016.

**AUDITORS' REPORT:**

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

**EXTRACT OF THE ANNUAL RETURN:**

The extract of the annual return in Form No. MGT – 9 is annexed with the report.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**(A) Conservation of energy:**

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

**(B) Technology absorption:**

The Company has not imported any technology during the year 2014-15.

**(C) Foreign exchange earnings and Outgo:**

There were no inflows and outflows of the foreign exchange during the year.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As the provisions of Section 135 of the Companies Act, 2013 and the rules thereunder, do not apply on the Company. Therefore, the Company is not required to comply with the section.

**PARTICULARS OF EMPLOYEES:**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with the Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**DIRECTORS:**

There were changes in the composition of the Board of Directors of the Company subsequent to the last Directors' Report as follows:

| DIN      | NAME OF DIRECTOR     | DATE OF APPOINTMENT | DATE OF RESIGNATION |
|----------|----------------------|---------------------|---------------------|
| 02295194 | RAJESH JAIN          | 17.12.2014          | -                   |
| 02288102 | PADAM DUGGAR         | 17.12.2014          | -                   |
| 00353111 | VED PRAKASH<br>GUPTA | -                   | 21.12.2014          |
| 00460137 | SANJAY KUMAR         | -                   | 21.12.2014          |
| 00373221 | VISHAL SRIVASTAVA    | -                   | 21.12.2014          |

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors will be non rotational. Accordingly, the proposal for the same is placed in the ensuing annual general meeting of the Company.

Mr. Rajesh Jain is liable to retire by rotation and being eligible offer himself for re-appointment. Directors recommend their re-appointment.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company has constituted the following committees in terms of the provisions of the Companies Act and clause 49 of the listing agreement:

#### **I. Audit Committee**

| Name of the Director | Category                                |
|----------------------|---|
| Mr. Kamal Jain Dugar | Chairman<br>(Independent Non Executive) |
| Mr. Padam Duggar     | Member<br>(Independent Non Executive)   |
| Mr. Rajesh Jain      | Member<br>(Promoter & Executive)        |

#### **II. Nomination and Remuneration Committee**

| Name of the Director | Category                                |
|----------------------|---|
| Mr. Kamal Jain Dugar | Chairman<br>(Independent Non Executive) |
| Mr. Padam Duggar     | Member<br>(Independent Non Executive)   |
| Mr. Rajesh Jain      | Member<br>(Promoter & Executive)        |

**III. Stakeholders Relationship Committee**

| Name of the Director | Category                                |
|----------------------|---|
| Mr. Kamal Jain Dugar | Chairman<br>(Independent Non Executive) |
| Mr. Padam Duggar     | Member<br>(Independent Non Executive)   |
| Mr. Rajesh Jain      | Member<br>(Promoter & Executive)        |

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Company has conducted Nine (9) Board Meetings in the financial year 2014-15 i.e. on 10<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 2<sup>nd</sup> September, 2014, 14<sup>th</sup> November, 2014, 30<sup>th</sup> November 2014, 17<sup>th</sup> December, 2014, 21<sup>st</sup> December, 2014, 1<sup>st</sup> January 2015 & 14<sup>th</sup> January, 2015.

| Name of Director | Meetings attended |
|------------------|-------------------|
| Kamal Jain Dugar | 9                 |
| Padam Duggar     | 4                 |
| Rajesh Jain      | 4                 |

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the financial year 2014-15, the Company has made no investment in Shares. Balance of investment as at March, 2015 is Rs. 746,020. The company has not given any loans or advances during the year.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has not entered into any transaction with the related party during the financial year 2014-15 with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

**SECRETARIAL AUDIT REPORT:**

As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2014-15, given by M/s L.Gupta & Associates, Company Secretaries, Delhi for auditing the secretarial and related records is attached to this report as **Annexure I**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks. Therefore, the board does not have any explanation or comment.

**RISK MANAGEMENT POLICY:**

The Company has an integrated Risk Management Policy identifying the possible risks & mitigants factors thereto.

**INTERNAL CONTROL AND THEIR ADEQUACY:**

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to.

**INTERNAL FINANCIAL CONTROL:**

The Company has an established internal financial control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the audit committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause I of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- b) appropriate accounting policies have been selected and applied consistently and judgements and estimates which are reasonable and prudent have been made 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 of the Company for the year under review;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**STOCK EXCHANGE LISTING**

The shares of the Company are listed on the Delhi Stock Exchange Ltd (DSE) and Metropolitan Stock Exchange of India. The listing fee for the financial year 2014-15 has been paid to the stock exchanges.

**ACKNOWLEDGEMENTS:**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors  
SUNRISE AGRO PRODUCTS LIMITED

Rajesh Jain  
Director  
(DIN 02295194)

Kamal Jain Dugar  
Director  
(DIN 06825945)

Place: Delhi  
Date: 30.05.2015



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Outlook**

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

**Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

**Human resource / Industrial relations**

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year

**Opportunities & Threats and Risks & Concern**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

**Cautionary Statement:**

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

**ANNEXURE 1 TO DIRECTORS REPORT**

**Form MR 3  
Secretarial Audit Report**

**(For the Financial Year ended on 31<sup>st</sup> March, 2015)**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Board of Directors  
**SUNRISE AGRO PRODUCTS LIMITED**  
3/14A, First Floor, Vijay Nagar, Double Storey,  
Delhi-110009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUNRISE AGRO PRODUCTS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

4. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUNRISE AGRO PRODUCTS LIMITED** ("**The Company**") for the period ended on 31<sup>st</sup> March 2015 according to the provisions of:
  4. The Companies Act, 2013 (**the "Act"**) and the Rules made thereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
  4. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  4. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

**I have also examined compliance with the applicable clauses of the following:**

- 4. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the DSE Limited, Metropolitan Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:**

- maintenance of various statutory registers and documents and making necessary
- entries therein;
- closure of the Register of Members.
- forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- notice of Board meetings and Committee meetings of Directors;
- the meetings of Directors and Committees of Directors including passing of resolutions
- by circulation;
- the 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2014;
- minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- constitution of the Board of Directors / Committee(s) of Directors, appointment,
- retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- transfers and transmissions of the Company's shares and issue and dispatch of
- duplicate certificates of shares;
- declaration and payment of dividends;
- transfer of certain amounts as required under the Act to the Investor Education and
- Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- borrowings and registration, modification and satisfaction of charges wherever

- applicable;
- investment of the Company's funds including investments and loans to others;
- form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- Directors' report;
- contracts, common seal, registered office and publication of name of the Company; and,
- Generally, all other applicable provisions of the Act and the Rules made under the Act.

**3. I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. *But the company has not yet appointed any women Director in the company. Also there is no company Secretary in Whole Time employment of the company*
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. The Company has obtained all necessary approvals under the various provisions of the Act; and
5. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
6. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
7. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

**4. I further report that**

1. the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

2. The provisions of the FEMA, 1999 and the Rules and Regulations made under that Act are not applicable to the company.

**5. I further report that:**

1. the Company has complied with the requirements under the Equity Listing Agreements entered into with DSE Limited, Metropolitan Stock Exchange of India Limited;
2. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
3. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

**6. I further report that** based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**7. I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place : Delhi**

**Date : 30.05.2015**

For L. Gupta & Associates  
Company Secretaries

Loveleen Gupta  
Proprietor  
CP 4531

**SUNRISE AGRO PRODUCTS LIMITED**

CIN: L01111DL1985PLC021268

Regd. Office: 3/14A, First Floor, Vijay Nagar,  
Double Storey,  
Delhi-110009

Ph. +91 9891173870 Email: info@sunriseagroproducts.in

**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to Section 105(69) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./Client Id\* : \_\_\_\_\_

I, being the member of \_\_\_\_\_ shares of the above named Company, hereby appoint:

4. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me and on my behalf at the Annual General Meeting of the Company to be held on 30<sup>th</sup> September 2015 at 4.00 P.M. at Registered Office of the company at 3/14 A, First Floor, Vijay Nagar, Double Storey, Delhi-110009 and/or at any adjournment thereof in respect of such resolution as are indicated below :

I wish my above proxy to vote in the manner as indicated in the box below:

| Resolution No. | Description   | For | Against |
|----------------|---|-----|---------|
| 1.             | Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 <sup>st</sup> March, 2015 |     |         |
| 2.             | To re-appoint Mr. Rajesh Jain, director of  |     |         |

|    |   |  |  |
|----|---|--|--|
|    | the Company who retires by rotation.  |  |  |
| 3. | Re-appointment of M/s. Devi Dayal & Associates, Chartered Accountants as Statutory Auditors & fixing their remuneration |  |  |
| 4. | To regularize Mr. Rajesh Jain & Mr. Padam Duggar who were appointed as additional directors                             |  |  |
| 5. | To appoint Rajesh Jain as Managing Director   |  |  |

Signed this \_\_\_ day of \_\_\_, 2015

\_\_\_\_\_

(Signature of the Shareholder)

\_\_\_\_\_

(Signature of the Proxy holder (s))

|                                |
|--------------------------------|
| Affix Re. 1/-<br>revenue stamp |
|--------------------------------|

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**SUNRISE AGRO PRODUCTS LIMITED**

CIN: L01111DL1985PLC021268

Regd. Office: 3/14A, First Floor, Vijay Nagar,  
Double Storey,  
Delhi-110009

Ph. +91 9891173870 Email: info@sunriseagroproducts.in

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full Name Of The Member Attending \_\_\_\_\_  
Member's Folio No/ Client ID: \_\_\_\_\_ and DP ID:

No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2015 at 4.00 P.M. at its registered office, 3/14A, First Floor, Vijay Nagar, Double Storey, Delhi-110009.

.....  
Member's / Proxy's Signature

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

| <b>I. REGISTRATION &amp; OTHER DETAILS:</b> |  |   |
|---|--|---|
| 1   | CIN  | L01111DL1985PLC021268   |
| 2   | Registration Date  | 6/21/1985   |
| 3   | Name of the Company  | SUNRISE AGRO PRODUCTS LIMITED   |
| 4   | Category/Sub-category of the Company                                       | COMPANY LIMITED BY SHARES   |
|   |  | INDIAN-NON GOVERNMENT COMPANY   |
| 5   | Address of the Registered office & contact details                         | 3/14A, FIRST FLOOR, VIJAY NAGAR, DOUBLE STOREY, DELHI-110009  |
| 6   | Whether listed company   | YES   |
| 7   | Name, Address & contact details of the Registrar & Transfer Agent, if any. | "BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LTD<br>ADDRESS: BEETAL HOUSE , 3RD FLOOR 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE NEW DELHI 110 062<br>Ph. 011-29961281-283 Fax 011-29961284 Email: beetalrta@gmail.com |

| <b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> |  |  |  |
|---|--|--|--|
|---|--|--|--|

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1      | NIL  |                                 |                                    |

| <b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b> |  |  |  |  |  |
|--|--|--|--|--|--|
|--|--|--|--|--|--|

| SN | Name and address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|----|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1  | NIL                             |         |                                |                  |                    |

| <b>IV. SHARE HOLDING PATTERN</b> |  |  |  |  |  |  |  |  |  |
|----------------------------------|--|--|--|--|--|--|--|--|--|
|----------------------------------|--|--|--|--|--|--|--|--|--|

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year<br>[As on 31-March-2014] |          |                   | No. of Shares held at the end of the year<br>[As on 31-March-2015] |          |        |                   | % Change during the year |
|--------------------------|--|----------|-------------------|--|----------|--------|-------------------|--------------------------|
|                          | Demat  | Physical | % of Total Shares | Demat  | Physical | Total  | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |                   |  |          |        |                   |                          |
| <b>(1) Indian</b>        |  |          |                   |  |          |        |                   |                          |
| a) Individual/ HUF       | -  | 100      | 0.04%             | -  | 12,000   | 12,000 | 4.84%             | 4.80%                    |
| b) Central Govt          | -  | -        | 0.00%             |  |          | -      | 0.00%             | 0.00%                    |
| c) State Govt(s)         | -  | -        | 0.00%             |  |          | -      | 0.00%             | 0.00%                    |
| d) Bodies Corp.          | -  | -        | 0.00%             |  |          | -      | 0.00%             | 0.00%                    |
| e) Banks / FI            | -  | -        | 0.00%             |  |          | -      | 0.00%             | 0.00%                    |

|  |   |         |        |   |        |         |        |         |
|--|---|---------|--------|---|--------|---------|--------|---------|
| f) Any other   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| <b>Sub Total (A) (1)</b>   | - | -       | 0.04%  | - | 12,000 | 12,000  | 4.84%  | 4.80%   |
|  |   |         |        |   |        |         |        |         |
| <b>(2) Foreign</b>   |   |         |        |   |        |         |        |         |
| a) NRI Individuals   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| b) Other Individuals   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| c) Bodies Corp.  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| d) Any other   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| <b>Sub Total (A) (2)</b>   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| <b>TOTAL (A)</b>   | - | -       | 0.04%  | - | 12,000 | 12,000  | 4.84%  | 4.80%   |
|  |   |         |        |   |        |         |        |         |
| <b>B. Public</b>   |   |         |        |   |        |         |        |         |
| <b>1. Institutions</b>   |   |         |        |   |        |         |        |         |
| a) Mutual Funds  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| b) Banks / FI  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| c) Central Govt  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| d) State Govt(s)   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| e) Venture Capital Funds   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| f) Insurance   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| g) FIs   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| h) Foreign Venture Capital Funds   | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| i) Others (specify)  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| <b>Sub-total (B)(1):-</b>  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
|  |   |         |        |   |        |         |        |         |
| <b>2. Non-Institutions</b>   |   |         |        |   |        |         |        |         |
| a) Bodies Corp.  |   |         |        |   |        |         |        |         |
| i) Indian  | - | 217,000 | 87.50% | - | 1000   | 1,000   | 0.40%  | -99.54% |
| ii) Overseas   | - | -       | 0.00%  | - | 0      | -       | 0.00%  | 0.00%   |
| b) Individuals   |   |         |        |   |        |         |        |         |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | - | 30,900  | 12.46% | - | 42900  | 42,900  | 17.30% | 4.84%   |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | -       | 0.00%  | - | 192100 | 192,100 | 77.46% | 77.46%  |
| c) Others (specify)  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| Non Resident Indians   |   |         | 0.00%  |   | 0      | -       | 0.00%  | 0.00%   |
| Overseas Corporate Bodies  | - | -       | 0.00%  | - | -      | -       | 0.00%  | 0.00%   |
| Foreign Nationals  | - | -       | 0.00%  | - | 0      | -       | 0.00%  | 0.00%   |
| Clearing Members   | - | -       | 0.00%  | - | 0      | -       | 0.00%  | 0.00%   |
| Trusts   | - | -       | 0.00%  | - | 0      | -       | 0.00%  | 0.00%   |

|  |   |         |         |   |         |         |         |        |
|--|---|---------|---------|---|---------|---------|---------|--------|
| Foreign Bodies - D R                                   |   |         | 0.00%   |   | 0       | -       | 0.00%   | 0.00%  |
| <b>Sub-total (B)(2):-</b>                              | - | 247,900 | 99.96%  | - | 236,000 | 236,000 | 95.16%  | -4.80% |
| <b>Total Public (B)</b>                                | - | 247,900 | 99.96%  | - | 236,000 | 236,000 | 95.16%  | -4.80% |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b> |   |         | 0.00%   |   |         |         | 0.00%   | 0.00%  |
| <b>Grand Total (A+B+C)</b>                             | - | 248,000 | 100.00% | - | 248,000 | 248,000 | 100.00% | 0.00%  |

**(ii) Shareholding of Promoter**

| SN | Shareholder's Name | Shareholding at the beginning of the year |            | Shareholding at the end of the year |                          | % change in shareholding |
|----|--------------------|---|------------|-------------------------------------|--------------------------|--------------------------|
|    |                    | No. of shares                             | % of total | No. of Shares                       | % of total Shares of the |                          |
| 1  | RAJESH JAIN        | 100                                       | 0.04       | 12000                               | 4.84                     | 4.8                      |

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

| SN | Particulars                  | Date | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                   |
|----|------------------------------|------|---|-------------------|---|-------------------|
|    |                              |      | No. of shares                             | % of total shares | No. of shares                           | % of total shares |
|    | At the beginning of the year |      | 100                                       | 0.04%             |   | 0.00%             |
|    | Changes during the year      |      |   | 4.80%             | 11,900                                  | 0.00%             |
|    | At the end of the year       |      | 12,000                                    | 4.84%             |   | 0.00%             |

**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For each of the Top 10 shareholders | REASON | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                   |
|----|-------------------------------------|--------|---|-------------------|---|-------------------|
|    |                                     |        | No. of shares                             | % of total shares | No. of shares                           | % of total shares |
| 1  | RAJIV YADAV                         |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 2  | ABHISHEK BARDIA                     |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 3  | PRAKASH SETHIA                      |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 4  | BIMAL JAIN                          |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 5  | ANJU JAIN                           |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 6  | AMIT SETHIA                         |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 7  | RITESH PATAWARI                     |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 8  | TEJ KARAN BOTHRA                    |        | -   | 0.00%             | 12,300                                  | 4.96%             |
| 9  | NARENDER YADAV                      |        | -   | 0.00%             | 12,100                                  | 4.88%             |
| 10 | RAJ KUMAR BARDIA                    |        | -   | 0.00%             | 11,900                                  | 4.80%             |
| 11 | ANOOP COMMERCIAL PVT LTD            |        | 11,500                                    | 4.64%             | -                                       | 0.00%             |
| 12 | BEST HOLDINGS LIMITED               |        | 55,500                                    | 22.38%            | -                                       | 0.00%             |
| 13 | DHIRAJ COMMERCIAL PVT LTD           |        | 18,000                                    | 7.26%             | -                                       | 0.00%             |
| 14 | M.M. COMMERCIAL PVT LTD             |        | 11,500                                    | 4.64%             | -                                       | 4.96%             |
| 15 | SHUBH CREDITS LIMITED               |        | 55,500                                    | 22.38%            | -                                       | 4.96%             |
| 16 | SPARKO CREDITS LIMITED              |        | 55,500                                    | 22.38%            | -                                       | 0.00%             |
| 17 | VIKEE COMMERCIAL PVT LTD            |        | 8,000                                     | 3.23%             | -                                       | 0.00%             |

**(v) Shareholding of Directors and Key Managerial Personnel:**

| SN | Shareholding of each Directors and each Key Managerial Personnel | Date | Shareholding at the beginning of the year |                   | Cumulative Shareholding during the year |                   |
|----|--|------|---|-------------------|---|-------------------|
|    |  |      | No. of shares                             | % of total shares | No. of shares                           | % of total shares |
| 1  | RAJESH JAIN  |      |   |                   |   |                   |
|    | <b>EXECUTIVE DIRECTOR</b>  |      |   |                   |   |                   |
|    | At the beginning of the year                                     |      | 100                                       | 0.00%             |   |                   |
|    | At the end of the year   |      | 12,000                                    | 4.80%             | 11,900                                  |                   |

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

| Particulars  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | -                                | -               | -        | -                  |
| ii) Interest due but not paid                              | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | -               | -        | -                  |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| * Addition   | -                                | -               | -        | -                  |
| * Reduction  | -                                | -               | -        | -                  |
| Net Change   | -                                | -               | -        | -                  |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  | -                                | -               | -        | -                  |
| ii) Interest due but not paid                              | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | -               | -        | -                  |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

| SN. | Particulars of Remuneration   | Name of MD/WTD/ Manager |   | Total    |
|-----|---|-------------------------|---|----------|
|     |   | Name                    |   | (Rs/Lac) |
|     | Designation   |                         |   |          |
| 1   | Gross salary  |                         |   |          |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                       | - | -        |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                       | - | -        |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -                       | - | -        |
| 2   | Stock Option  | -                       | - | -        |
| 3   | Sweat Equity  | -                       | - | -        |
|     | Commission  | -                       | - | -        |

|                        |                        |   |   |   |
|------------------------|------------------------|---|---|---|
| 4                      | - as % of profit       | - | - | - |
|                        | - others, specify      | - | - | - |
| 5                      | Others, please specify | - | - | - |
| Total (A)              |                        | - | - | - |
| Ceiling as per the Act |                        |   |   |   |

#### B. Remuneration to other Directors

| SN.                            | Particulars of Remuneration                | Name of Directors |   |   | Total Amount |
|--------------------------------|--|-------------------|---|---|--------------|
|                                |  |                   |   |   | (Rs/Lac)     |
| 1                              | Independent Directors                      | -                 | - | - | -            |
|                                | Fee for attending board committee meetings | -                 | - | - | -            |
|                                | Commission                                 | -                 | - | - | -            |
|                                | Others, please specify                     | -                 | - | - | -            |
|                                | Total (1)                                  | -                 | - | - | -            |
| 2                              | Other Non-Executive Directors              | -                 | - | - | -            |
|                                | Fee for attending board committee meetings | -                 | - | - | -            |
|                                | Commission                                 | -                 | - | - | -            |
|                                | Others, please specify                     | -                 | - | - | -            |
|                                | Total (2)                                  | -                 | - | - | -            |
| Total (B)=(1+2)                |  | -                 | - | - | -            |
| Total Managerial Remuneration  |  |                   |   |   | -            |
| Overall Ceiling as per the Act |  |                   |   |   |              |

#### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

| SN.   | Particulars of Remuneration   | Name of Key Managerial Personnel |     |     | Total    |
|-------|---|----------------------------------|-----|-----|----------|
|       |   | Name                             |     |     | (Rs/Lac) |
|       |   | Designation                      | CEO | CFO | CS       |
| 1     | Gross salary  |                                  | 0   | 0   |          |
|       | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 |                                  | -   | -   | -        |
|       | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             |                                  | -   | -   | -        |
|       | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              |                                  | -   | -   | -        |
| 2     | Stock Option  |                                  | -   | -   | -        |
| 3     | Sweat Equity  |                                  | -   | -   | -        |
| 4     | Commission  |                                  | -   | -   | -        |
|       | - as % of profit  |                                  | -   | -   | -        |
|       | - others, specify   |                                  | -   | -   | -        |
| 5     | Others, please specify  |                                  | -   | -   | -        |
| Total |   | -                                | -   | -   | -        |

#### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|------|------------------------------|-------------------|---|------------------------------|------------------------------------|
|------|------------------------------|-------------------|---|------------------------------|------------------------------------|

fees imposed

|                                     |  |   | fees imposed |   |   |
|-------------------------------------|--|---|--------------|---|---|
| <b>A. COMPANY</b>                   |  |   |              |   |   |
| Penalty                             |  | - | -            | - | - |
| Punishment                          |  | - | -            | - | - |
| Compounding                         |  | - | -            | - | - |
| <b>B. DIRECTORS</b>                 |  |   |              |   |   |
| Penalty                             |  | - | -            | - | - |
| Punishment                          |  | - | -            | - | - |
| Compounding                         |  | - | -            | - | - |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |  |   |              |   |   |
| Penalty                             |  | - | -            | - | - |
| Punishment                          |  | - | -            | - | - |
| Compounding                         |  | - | -            | - | - |

# ***DEVI DAYAL & ASSOCIATES***

Chartered Accountants

D-168, LGF, Shanker Road, New Rajinder Nagar, New Delhi-110060

Phone: 28744658, 28741758, e-mail: [guptadevi@gmail.com](mailto:guptadevi@gmail.com)

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of

**M/s SUNRISE AGRO PRODUCTS LIMITED**

### **Report On the Financial Statements**

We have audited the accompanying financial statements of **M/s Sunrise Agro Products Limited** ("the Company") having regd. office at **3/14A, 1<sup>st</sup> Floor, Vijay Nagar Double Storey, Delhi-110009** which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended March 31, 2015 and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of financial statement that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India ,

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date ;  
and
- c) in the case of the Cash Flow statement, of its cash flow for the year ended on that date.



### **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of sub-section (ii) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The company has disclosed the impact of pending litigation on its financial position in its financial statement. - Refer Note 18.10 of the Significant Accounting Policies.
  - b. The Company did not have any Long-Term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund of the Company.

**For DEVI DAYAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REGN NO. -003910N**

**PLACE: DELHI**

**DATED: 30.05.2015**

**Sd/-  
(DEVI DAYAL GUPTA)  
PARTNER  
M. No. 082663**

**Enclosure to Auditor's Report pursuant to Companies  
(Auditor's Report) order, 2003 U/s 227(4A)**

**COMPANIES AUDITOR'S REPORT ORDER-2003**

1. The company does not have any fixed asset. Hence not applicable.
2. The company does not have any inventory.
3. The company has not granted during the year under report any loans, Secured or Unsecured to Firm/Companies or other parties for which register U/s 189 of the Companies Act, 2013 is required to be maintained.
4. There is an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services.
5. The company has not accepted any deposit from the public as per directions issued by the Reserve Bank of India and the provisions of section 73 and 76 of the Act and any other relevant provisions of the act and rules framed there under.
6. The maintenance of cost records has not been prescribed by the Central Government under clause d of Sub-section (1) of section 148 of the Act.
7. (a) According to information & explanation given to us there are no undisputed statutory dues payable in respect of Provident Fund/Investor Education and Protection Fund Employees State Insurance/Income Tax/Sales Tax/Wealth Tax/ Service Tax/Custom Duty/Excise Duty/Cess which are outstanding as at 31.03.2015 for the period of more than six months from the date they became payable.  
  
(b) The Company is not required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made there under.
8. The accumulated losses of the company as on 31<sup>st</sup> March, 2015 is Rs.13, 57,160/- and no cash losses has been incurred by the company during this financial year and in the immediately preceding such financial year.
9. The company has not defaulted in repayment of dues to a bank or financial institutions.
10. According to information & explanation give to us the company has not given any guarantee for loan taken by other bank or financial institution.
11. No term loans were taken by the company.
12. No fraud on or by the company has been noticed or reported during the year.

**For DEVI DAYAL & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Registration No. – 003910N  
**Sd/-**  
**(CA DEVI DAYAL GUPTA)**  
PARTNER  
M. No. 082663

**DATED: 30.05.2015**  
**PLACE: DELHI**

**SUNRISE AGRO PRODUCTS LIMITED**  
**CASH FLOW STATEMENT FOR THE F.Y. 2014-15**

(Rs. In Hundred)

| Particulars   | 2014-15 (Rs.)   | 2013-14 (Rs.) |
|---|-----------------|---------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                 |                 |               |
| Net Profit/(Loss) after tax and extraordinary items           | 29.43           | 333.60        |
| Adjustment for :  |                 |               |
| Provision for Tax   | 13.17           | 78.5          |
| Loss on Sale of Shares  | -               | -             |
| Provision for Diminution in the value of Investment           | -               | -             |
| <b>Operating Profit Before Working Capital Changes</b>        | <b>42.60</b>    | <b>412.10</b> |
| Adjustment for increase/(decrease) in operating liabilities : |                 |               |
| Trade & Others Payable  | (20.00)         | (142.54)      |
| Cash generated from operations                                | 22.60           | 269.56        |
| Net income tax paid   | -               | -             |
| <b>Net Cash from Operating Activities</b>                     | <b>22.60</b>    | <b>269.56</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                 |                 |               |
| Decrease in Long term Loans & Advances                        | 1500            | 0.00          |
| <b>Net Cash used in investing activities</b>                  | <b>1500.00</b>  | <b>0.00</b>   |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                 |                 |               |
| Interest Paid   | 0.00            | 0.00          |
| Unpaid Calls Received   | 972.50          | 0             |
| <b>Net Cash used in financing activities</b>                  | <b>972.50</b>   | <b>0.00</b>   |
| <b>Net Increase in Cash and Cash Equivalents</b>              | <b>2,495.10</b> | <b>269.56</b> |
| <b>Cash and Cash Equivalents at beginning of the year</b>     | <b>866.07</b>   | <b>596.51</b> |
| <b>Cash and Cash Equivalents at end of the year</b>           | <b>3,361.17</b> | <b>866.07</b> |

As per our report of even date attached

For, Devi Dayal & Associates

FOR & ON BEHALF OF THE BOARD

Chartered Accountants

FIRM REGN. NO.:- 003910N

Sd/-

(CA Devi Dayal Gupta)

PARTNER

M.NO. :- 082663

Sd/-

(RAJESH JAIN)

DIRECTOR

DIN : 02295194

Sd/-

(KAMAL JAIN DUGGAR)

DIRECTOR

DIN : 06825945

PLACE: NEW DELHI

DATED: 30.05.2015

**SUNRISE AGRO PRODUCTS LIMITED**  
Balance Sheet as at 31st March, 2015

(Rs. in Hundred)

| Particulars  | Note No. | As at 31 March, 2015 | As at 31 March, 2014 |
|--|----------|----------------------|----------------------|
|  |          | Amount               | Amount               |
| <b>EQUITY AND LIABILITIES</b>  |          |                      |                      |
| <b>Shareholders' Funds</b>   |          |                      |                      |
| Share Capital  | 2        | 24,800.00            | 23,827.50            |
| Reserves and Surplus   | 3        | (13,571.60)          | (13,601.03)          |
|  |          | 11,228.40            | 10,226.47            |
| <b>Non-Current Liabilities</b>   |          |                      |                      |
| Long Term Provisions   | 4        | 6,714.18             | 6,714.18             |
|  |          | 6,714.18             | 6,714.18             |
| <b>Current Liabilities</b>   |          |                      |                      |
| Other Current Liabilities  | 5        | 287.12               | 307.12               |
| Short Term Provisions  | 6        | 91.67                | 78.50                |
|  |          | 378.79               | 385.62               |
| <b>TOTAL</b>   |          | <b>18,321.37</b>     | <b>17,326.27</b>     |
| <b>ASSETS</b>  |          |                      |                      |
| <b>Non-Current Assets</b>  |          |                      |                      |
| Non-Current Investments  | 7        | 7,460.20             | 7,460.20             |
| Long-Term Loans and Advances   | 8        | 7,500.00             | 9,000.00             |
|  |          | 14,960.20            | 16,460.20            |
| <b>Current Assets</b>  |          |                      |                      |
| Cash and Cash Equivalents  | 9        | 3,361.17             | 866.07               |
|  |          | 3,361.17             | 866.07               |
| <b>TOTAL</b>   |          | <b>18,321.37</b>     | <b>17,326.27</b>     |
| Significant Accounting Policies  | 1        |                      |                      |
| Accompanying notes from 1 to 12 are an integral part of the Financial Statements |          |                      |                      |

As per our report of even date attached

**For Devi Dayal & Associates**

Chartered Accountants

FRN : 003910N

**Sd/-**

**CA Devi Dayal Gupta**

Partner

M.No. 082663

For and on behalf of the Board of Directors

**Sd/-**

**Rajesh Jain**

Director

DIN : 02295194

**Sd/-**

**Kamal Jain Duggar**

Director

DIN : 06825945

Place : New Delhi

Date : 30.05.2015

**SUNRISE AGRO PRODUCTS LIMITED**  
Statement of Profit and Loss for the period ended 31 March, 2015

(Rs. in Hundred)

| Particulars   | Note No. | For the year ended 31 March, 2015 | For the year ended 31 March, 2014 |
|---|----------|-----------------------------------|-----------------------------------|
|   |          | Amount                            | Amount                            |
| <b>Income</b>   |          |                                   |                                   |
| Other Income  | 10       | 1006.00                           | 853.00                            |
| <b>Total Revenue</b>  |          | <b>1006.00</b>                    | <b>853.00</b>                     |
| <b>Expenses</b>   |          |                                   |                                   |
| Other Expenses  | 11       | 963.40                            | 440.90                            |
| <b>Total Expenses</b>   |          | <b>963.40</b>                     | <b>440.90</b>                     |
| <b>Profit/ Loss Before Tax</b>  |          | 42.60                             | 412.10                            |
| <b>Tax Expense</b>  |          |                                   |                                   |
| Current Tax Expense for Current Year  |          | 13.17                             | 78.50                             |
| <b>Profit/ Loss From Operations</b>   |          | <b>29.43</b>                      | <b>333.60</b>                     |
| <b>Earnings Per Share (of Rs. 10/- each):</b>   |          |                                   |                                   |
| Basic (Rs.)   |          | 0.01                              | 0.13                              |
| Diluted (Rs. )  |          | 0.01                              | 0.13                              |
| Significant Accounting Policies<br>Accompanying notes from 1 to 12 are an integral part of the Financial Statements | 1        |                                   |                                   |

As per our report of even date attached

**For Devi Dayal & Associates**

Chartered Accountants

FRN : 003910N

**Sd/-**

**CA Devi Dayal Gupta**

Partner

M.No. 082663

For and on behalf of the Board of Directors

**Sd/-**

**Rajesh Jain**

Director

DIN : 02295194

**Sd/-**

**Kamal Jain Duggar**

Director

DIN : 06825945

Place : New Delhi

Date : 30.05.2015

**SUNRISE AGRO PRODUCTS LIMITED**  
**Notes forming part of the Financial Statements**

| Note | Particulars   |
|------|---|
| 1    | <b>Significant Accounting Policies</b>  |
|      | The accounts are prepared in accordance with the applicable Accounting Standards of the Institute of Chartered Accountants of India and relevant presentation requirements of The Companies Act, 1956   |
| 1.1  | Recognition of Income & Expenditure   |
|      | a) Income on account of dividend is recognised on receipt basis and all other incomes are recognised and accounted on accrual basis   |
|      | b) Items of expenditures are recognised on accrual basis.   |
| 1.2  | Valuation of Investments:   |
|      | The stock of shares held, as investments have been valued at cost being purchase price and direct costs.  |
| 1.3  | <u>Treatment of Contingent Liabilities:</u>   |
|      | Contingent Liabilities are not provided for in the accounts and are shown, if any, separately.  |
| 1.4  | Provision for income tax is made on the assessable income at the tax rate applicable to the relevant  |
|      | assessment year. Deferred income taxes are recognised for the future tax consequences attributable to timing difference using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. However, deferred tax arising from unabsorbed and carry forward losses and depreciation are recognised only when there is virtual certainty supported by convincing evidence that such assets will be realised. |

**SUNRISE AGRO PRODUCTS LIMITED**  
Notes forming part of the Financial Statements

**Note 2 Share Capital**

(Rs. in Hundred)

| Particulars   | As at 31 March, 2015 |           | As at 31 March, 2014 |           |
|---|----------------------|-----------|----------------------|-----------|
|   | Number of Shares     | Amount    | Number of Shares     | Amount    |
| <b>(a) Authorised</b><br>Equity shares of Rs. 10 each                   | 250,000              | 25,000.00 | 250,000              | 25,000.00 |
| <b>(b) Issued</b><br>Equity shares of Rs. 10 each                       | 248,000              | 24,800.00 | 248,000              | 24,800.00 |
| <b>(c) Subscribed and fully paid up</b><br>Equity shares of Rs. 10 each | 248,000              | 24,800.00 | 248,000              | 24,800.00 |
| <b>Calls Unpaid</b><br>Calls Unpaid - Others                            | -                    | -         | 19,450               | 972.50    |
| Value of Shares paid Up   | 248000.00            | 24800.00  | 228550.00            | 23827.50  |

**(d) Reconciliation of the Number of Shares and Amount Outstanding at the Beginning and at the End of the**

| Particulars               | Opening Balance | Fresh Issue | Other Changes | Closing Balance |
|---------------------------|-----------------|-------------|---------------|-----------------|
| <b>Equity Shares</b>      |                 |             |               |                 |
| Year ended 31 March, 2015 |                 |             |               |                 |
| - Number of shares        | 248,000         | -           | -             | 248,000         |
| - Amount                  | 24,800.00       | -           | -             | 24,800.00       |
| Year ended 31 March, 2014 |                 |             |               |                 |
| - Number of shares        | 248,000         | -           | -             | 248,000         |
| - Amount                  | 23,827.50       | -           | -             | 23,827.50       |

**(e) Details of Calls Unpaid**

| Particulars                                | As at 31 March, 2015 |        | As at 31 March, 2014 |        |
|--|----------------------|--------|----------------------|--------|
|  | Number of shares     | Amount | Number of shares     | Amount |
| Equity Shares<br>Calls Unpaid<br>By Others | -                    | -      | 19,450.00            | 972.50 |

**SUNRISE AGRO PRODUCTS LIMITED**  
Notes forming part of the Financial Statements

**Note 3 Reserves and Surplus**

(Rs. in Hundred)

| Particulars                             | As at 31 March, 2015 | As at 31 March, 2014 |
|---|----------------------|----------------------|
|   | Amount               | Amount               |
| Deficit in Statement of Profit and Loss |                      |                      |
| Opening Balance                         | (13,601.03)          | (13,934.63)          |
| Less: Profit/ Loss for the year         | 29.43                | 333.60               |
| <b>Closing Balance</b>                  | <b>(13,571.60)</b>   | <b>(13,601.03)</b>   |

**Note 4 Long-Term Provisions**

(Rs. in Hundred)

| Particulars                                      | As at 31 March, 2015 | As at 31 March, 2014 |
|--|----------------------|----------------------|
|  | Amount               | Amount               |
| Provision - Others                               |                      |                      |
| Provision for Diminution in value of Investments | 6,714.18             | 6,714.18             |
| <b>Total</b>                                     | <b>6,714.18</b>      | <b>6,714.18</b>      |

**Note 5 Other Current Liabilities**

(Rs. in Hundred)

| Particulars                    | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------------------|----------------------|----------------------|
|                                | Amount               | Amount               |
| Other Payables                 |                      |                      |
| Auditors' Remuneration Payable | 112.36               | 112.36               |
| Professional Charges Payable   | 174.76               | 194.76               |
| <b>Total</b>                   | <b>287.12</b>        | <b>307.12</b>        |

**Note 6 Short Term Provisions**

(Rs. in Hundred)

| Particulars        | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------|----------------------|----------------------|
|                    | Amount               | Amount               |
| Provision - Others |                      |                      |
| Provision for Tax  | 91.67                | 78.50                |
| <b>Total</b>       | <b>91.67</b>         | <b>78.50</b>         |



**SUNRISE AGRO PRODUCTS LIMITED**  
Notes forming part of the Financial Statements

**Note 7 Non-Current Investments**

(Rs. in Hundred)

| Particulars   | As at 31 March, 2015 |                 |                 | As at 31 March, 2014 |                 |                 |
|---|----------------------|-----------------|-----------------|----------------------|-----------------|-----------------|
|   | Quoted               | Unquoted        | Total           | Quoted               | Unquoted        | Total           |
|   | Amount               | Amount          | Amount          | Amount               | Amount          | Amount          |
| <b>Other Investments</b>  |                      |                 |                 |                      |                 |                 |
| Investment in Equity Instruments<br>Of other Companies:                                       |                      |                 |                 |                      |                 |                 |
| 74602 (PY 74602) Equity Shares<br>of Carefree Merchants Ltd of Rs.<br>10/- each fully paid up | -                    | 7,460.20        | 7,460.20        | -                    | 7,460.20        | 7,460.20        |
| <b>Total</b>  | -                    | <b>7,460.20</b> | <b>7,460.20</b> | -                    | <b>7,460.20</b> | <b>7,460.20</b> |

**SUNRISE AGRO PRODUCTS LIMITED**  
Notes forming part of the Financial Statements

**Note 8 Long Term Loans and Advances**

(Rs. in Hundred)

| Particulars                 | As at 31 March, 2015 | As at 31 March, 2014 |
|-----------------------------|----------------------|----------------------|
|                             | Amount               | Amount               |
| Other loans and advances    |                      |                      |
| Unsecured, considered goods |                      |                      |
| Advance to others           | 7,500.00             | 9,000.00             |
| <b>Total</b>                | <b>7,500.00</b>      | <b>9,000.00</b>      |

**Note 9 Cash and Cash Equivalents**

(Rs. in Hundred)

| Particulars        | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------|----------------------|----------------------|
|                    | Amount               | Amount               |
| Cash on Hand       | 3266.04              | 795.29               |
| Balance with Bank  |                      |                      |
| In Current Account | 95.13                | 70.78                |
| <b>Total</b>       | <b>3,361.17</b>      | <b>866.07</b>        |

**Note 10 Other Income**

(Rs. in Hundred)

| Particulars                | As at 31 March, 2015 | As at 31 March, 2014 |
|----------------------------|----------------------|----------------------|
|                            | Amount               | Amount               |
| Other Non-Operating Income |                      |                      |
| Miscellaneous Income       | 1,006.00             | 853.00               |
| <b>Total</b>               | <b>1006.00</b>       | <b>853.00</b>        |

**Note 11 Other Expenses**

(Rs. in Hundred)

| Particulars                    | As at 31 March, 2015 | As at 31 March, 2014 |
|--------------------------------|----------------------|----------------------|
|                                | Amount               | Amount               |
| Legal and Professional Charges |                      | 205.16               |
| Payment to Auditors            | 112.36               | 112.36               |
| Filing Fee                     | 35.00                | 30.00                |
| Bank Charges                   | 6.21                 | 4.50                 |
| Postage & Telegram Charges     | -                    | 9.90                 |
| Printing & Stationery          | -                    | 22.80                |
| Listing Fee                    | 337.08               | 56.18                |
| Miscellaneous Expenses         | 472.75               | -                    |
| <b>Total</b>                   | <b>963.40</b>        | <b>440.90</b>        |

**SUNRISE AGRO PRODUCTS LIMITED**  
**Notes forming part of the Financial Statements**

**Note 12 Additional information to the Financial Statements**

**(Rs. in Hundred)**

| Note                             | Particulars   |                                  |   |
|----------------------------------|---|----------------------------------|---|
| 12.1                             | Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure  |                                  |   |
| 12.2                             | Personal accounts of the parties, whether in debit or credit, are subject to confirmation of parties.   |                                  |   |
| 12.3                             | Other information pursuant to Schedule III of the Companies Act, 2013 are not given , as the same are not applicable for the year.  |                                  |   |
| 12.4                             | Provision for tax for the year comprised estimated current income tax determined to be payable in respect of taxable income . The company has not recognised deferred tax for the year due to consideraion of prudence as in the opinion of management sufficient future taxable income may not be available against which deferred tax assets can be realised. |                                  |   |
| 12.5                             | In the opinion of the Management, the value on realization of Current/ Non Current Assets, Loans & Advances in the ordinary Course of business will not be less than the amount at which they are stated in the Balance Sheet and all liabilities have been adequately provided for.  |                                  |   |
| 12.6                             | Related Party Disclosure:<br>Details of transaction entered into with related parties during the year as required by Accounting Standard -18 on Related parties. Disclosures issued by institute of Chartered Accountants of India are as under.  |                                  |   |
|                                  | <table style="width: 100%; border: none;"> <tr> <td style="width: 30%; vertical-align: top;">List of Related Parties</td> <td style="vertical-align: top;">Key Management Personnel<br/>Mr. Padam Duggar<br/>Mr. Rajesh Jain<br/>Mr. Kamal Jain Dugar</td> </tr> </table>   | List of Related Parties          | Key Management Personnel<br>Mr. Padam Duggar<br>Mr. Rajesh Jain<br>Mr. Kamal Jain Dugar |
| List of Related Parties          | Key Management Personnel<br>Mr. Padam Duggar<br>Mr. Rajesh Jain<br>Mr. Kamal Jain Dugar   |                                  |   |
|                                  | <table style="width: 100%; border: none;"> <tr> <td style="width: 30%; vertical-align: top;">Transaction with Related Parties</td> <td style="vertical-align: top;">No Transaction during the year &amp; Previous year.</td> </tr> </table>   | Transaction with Related Parties | No Transaction during the year & Previous year.   |
| Transaction with Related Parties | No Transaction during the year & Previous year.   |                                  |   |