

SUNRISE DISTILLERIES LIMITED

CIN: L15511DL1985PLC021272

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

Ph. +91 9868008427 Email: info@sunrisedistilleries.in

Website: www.sunrisedistilleries.com

ANNUAL REPORT

2014-2015

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the members of **Sunrise Distilleries Limited** will be held on Wednesday, the 30th day of September, 2015 at 2:30 p.m. at the registered office of the company at 3/14A 1ST 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. Kamal Jain Dugar (DIN: 06825945), who retires by rotation, and being eligible, offers himself for re- appointment.

"RESOLVED THAT Mr. Kamal Jain Dugar (DIN: 06825945), 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."

1. 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 28th Annual General Meeting held on September 30, 2014, the appointment of M/s **Devi Dayal & Associates**, Chartered Accountants (Registration No. 003910N), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 30th Annual General Meeting (AGM) of the Company, be ratified by the Members on remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

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

APPOINTMENT OF MR. KAMAL JAIN DUGAR 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. Kamal Jain Dugar as Managing Director of the Company for a period of three years with effect from 28th November, 2014 , without any remuneration.

Place: Delhi
Date: 02.09.2015

By order of the Board
For Sunrise Distilleries Limited

Sd/-
Kamal Jain Dugar
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 29th day of September, 2015 to Wednesday, the 30th 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. Limited, Beetal House, 3rd Floor 99, Madangir, Behind Local Shopping Centre New Delhi – 110062.

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 29th 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 27th September, 2015 (9:00 am) and ends on 29th 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 23rd 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.
- (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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. Sequence number is printed on _____. • 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
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"> 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).

- (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 Distilleries 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 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.
 - 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 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.23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.

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

The Board, subject to the approval of shareholders in the General Meeting, appointed Mr. Kamal Jain Dugar as Managing Director of the Company effective from 28.11.2014 for a period of three years without any remuneration on the approval of Nomination Committee. The Board recommends the resolution for approval of Members.

Except Mr. Kamal Jain Dugar, 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 Distilleries Limited

Sd/-
Kamal Jain Dugar

DIN 06825945

DIRECTOR'S REPORT:

To
The Members,

The 29th Annual Report of the Company for the financial year ended 31st 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	885.00	808.00
Total Revenue	885.00	808.00
Total Expenditure	860.40	444.90
Profit before tax	24.60	363.10
Current Tax Expense	7.60	69.20
Deferred Tax Expense	0.00	0.00
Profit after tax	17.00	293.90
EPS (Rs.)		
Basic	0.00	0.06
Diluted	0.00	(7.13)

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 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. 88,500/- in the current year as compared to Rs. 80,800/- in the previous year. However, the company has gained the profit of Rs. 1,700/- in the current year as compared to profit of Rs. 29,390/- 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. 31st 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 applicable on the Company. Therefore, the Company is not required to comply with the section.

PARTICULARS OF EMPLOYEES:

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

DIRECTORS:

There was change 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	08.09.2014	-
02288102	PADAM DUGGAR	08.09.2014	-
00904439	RAJENDRA SINGH NEGI	-	18.12.2014
00460137	SANJAY KUMAR	-	18.12.2014
00353620	GOPALA RAJAKUMAR	-	18.12.2014

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. Kamal Jain Dugar 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. Rajesh Jain	Chairman (Independent Non Executive)
Mr. Padam Duggar	Member (Independent Non Executive)
Mr. Kamal Jain Dugar	Member (Promoter & Executive)

II. Nomination and Remuneration Committee

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

III. Stakeholders Relationship Committee

Name of the Director	Category
Mr. Rajesh Jain	Chairman (Independent Non Executive)
Mr. Padam Duggar	Member (Independent Non Executive)
Mr. Kamal Jain Dugar	Member (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 30th May, 2014, 14th August, 2014, 2nd September, 2014, 8th September, 2014, 25th October, 2014, 14th November, 2014, 28th November, 2014, 18th December, 2014 & 15th January, 2015.

Name of Director	Meetings attended
Kamal Jain Dugar	9
Rajesh Jain	6
Padam Duggar	6

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. 2,039,000. The company has not given any loans or advances during the year to other than related parties.

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 except as given under Note 22 of the financial statements. Form AOC-2 has been annexed with the director's report.

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 (c) 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 DISTILLERIES 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 31st 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 DISTILLERIES 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 DISTILLERIES 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 31st 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUNRISE DISTILLERIES LIMITED** ("**The Company**") for the period ended on 31st March 2015 according to the provisions of:
 - I. The Companies Act, 2013 (**the "Act"**) and the Rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. 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:

- i) 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 28th Annual General Meeting held on 30th 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 DISTILLERIES LIMITED

CIN: L15511DL1985PLC021272

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

Ph. +91 9868008427 Email: info@sunrisedistilleries.in

Website: www.sunrisedistilleries.com

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:

1. 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 30th September 2015 at 02:30 P.M. at Registered Office of the company at 3/14A, 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 31st March, 2015		
2.	To re-appoint Mr. Kamal Jain Dugar, 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 appoint Mr. Kamla Jain Dugar as		

	Managing Director		
--	-------------------	--	--

Signed this ____ day of ____, 2015

Affix Re. 1/-
revenue stamp

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

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.
6. 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 DISTILLERIES LIMITED

CIN: L15511DL1985PLC021272

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

Ph. +91 9868008427 Email: info@sunrisedistilleries.in

Website: www.sunrisedistilleries.com

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 29th Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2015 at 2:30 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.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L15511DL1985PLC021272
2	Registration Date	6/21/1985
3	Name of the Company	SUNRISE DISTILLERIES 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 ADDRESS: BEETAL HOUSE , 3RD FLOOR 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE NEW DELHI 110 062 Ph. 011-29961281-283 Fax 011-29961284 Email: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(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		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				

IV. SHARE HOLDING PATTERN									
(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 [As on 31-March-2014]			No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year	
	Demat	Physical	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	150	0.03%	-	43,250	43,250	8.72%	8.69%	
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%
Sub Total (A) (1)	-	150	0.03%	-	43,250	43,250	8.72%	8.69%
								0.00%
(2) Foreign								0.00%
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%
Sub Total (A) (2)	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	150	0.03%	-	43,250	43,250	8.72%	8.69%
B. Public								
1. Institutions								
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%
Sub-total (B)(1):-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions								
a) Bodies Corp.								
i) Indian	-	455600	91.85%	0	4000	4,000	0.81%	-99.12%
ii) Overseas	-	-	0.00%		0	-		0.00%
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	40,250	8.11%		67950	67,950	13.70%	68.82%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	0.00%	747700	380800	380,800	76.77%	0.00%
c) Others (specify)	-	-	0.00%		0	-		
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%
Sub-total (B)(2):-		495,850	99.97%	-	452,750	452,750	-8.69%
Total Public (B)	-	495,850	99.97%	-	452,750	452,750	-8.69%
C. Shares held by Custodian for GDRs & ADRs	-	-	0.00%				0.00%
Grand Total (A+B+C)	-	496,000	100.00%	-	496,000	496,000	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 during the
		% of total Shares of the	No. of Shares	% of total Shares of the	No. of Shares	
1	KAMAL JAIN DUGAR	150	0.03%	20150	4.06	4.03%
2	RAJESH JAIN	0	0.00%	23100	4.66	4.66%

(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		150	0.03%		0.00%
	Changes during the year		43,250	8.72%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		43,400	8.75%		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	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
	Name	REASON				
1	ARJUN SHAH		-	0.00%	24,700	4.98%
2	C.S. BANTHIA		-	0.00%	24,700	4.98%
3	NARENDER YADAV		-	0.00%	24,700	4.98%
4	ABHISHEK BARDIA		-	0.00%	24,700	4.98%
5	PRAKASH SETHIA		-	0.00%	24,700	4.98%
6	BIMAL JAIN		-	0.00%	24,700	4.98%
7	YOGESH PATAWARI		-	0.00%	24,700	4.98%
8	AMIT SETHIA		-	0.00%	24,700	4.98%
9	TEJ KARAN BOTHRA		-	0.00%	24,700	4.98%
10	RITESH PATAWARI		-	0.00%	24,100	4.86%
11	YOG COMMERCIAL PVT LTD		54,800	11.04%	-	0.00%
12	BEST HOLDINGS LTD		47,000	9.48%	-	0.00%
13	SPARKCO CREDITS LIMITED		37,000	7.45%	-	0.00%
14	STATUS CHIT & PROPERTY		31,000	6.25%	-	0.00%

15	ANGAD LEASING LTD		25,700	5.18%	-	0.00%
16	PHALGUN TRADE LINKS LTD		25,000	5.04%	-	0.00%
17	SUJAL EXPORTS LIMITED		25,000	5.04%	-	0.00%
18	ANOOP COMMERCIAL PVT		20,000	4.03%	-	0.00%
19	NAYAN LEASING LIMITED		20,000	4.03%	-	0.00%
20	LIKHAMI EXPORTS LIMITED		15,100	3.04%	-	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	KAMAL JAIN DUGAR					
	EXECUTIVE DIRECTOR					
	At the beginning of the year		150	0.03%	-	0.00%
	At the end of the year		20,150	4.06%	20,000	4.03%
2	RAJESH JAIN					
	NON EXECUTIVE DIRECTOR					
	At the beginning of the year		-	0.00%	-	0.00%
	At the end of the year		23,100	4.66%	23,100	4.66%

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

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 Amount (Rs/Lac)
		Name			
	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				-
4	Commission				-
	- 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 Amount (Rs/Lac)
		Name			
	Designation	CEO	CFO	CS	
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,				-
	(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)
A. COMPANY					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
B. DIRECTORS					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
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

INDEPENDENT AUDITOR'S REPORT

To the Members of

M/s SUNRISE DISTILLERIES LIMITED

Report On the Financial Statements

We have audited the accompanying financial statements of **M/s Sunrise Distilleries Limited** ("the Company") having regd. office at **3/14A, 1st 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 31st March, 2015 is Rs.46, 08,703/- 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 DISTILLERIES LIMITED
CASH FLOW STATEMENT FOR THE F.Y. 2014-15

(Rs. In Hundred)

Particulars	2014-15 (Rs.)	2013-14 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) after tax and extraordinary items	17	293.90
Adjustment for :		
Provision for Diminution in the value of Investment	-	-
Provision for Tax	7.6	69.2
Interest on Fixed Deposit	(19.59)	-
Operating Profit Before Working Capital Changes	5.01	363.10
Adjustments for (increase) / decrease in operating assets:		
Long -term loans and advances	-	-
Adjustments for (increase) / decrease in operating liabilities:		
Trade & Others Payables	(39.09)	(981.62)
Cash generated from operations	(34.08)	(618.52)
Net income tax paid	-	-
Net Cash from Operating Activities	(34.08)	618.52
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest on Fixed Deposit	19.59	0.00
Net Cash used in investing activities	19.59	0.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Refund of Share Application Money	0.00	1500.00
Unpaid Calls Received	932.50	0.00
Net Cash used in financing activities	932.50	1500.00
Net Increase in Cash and Cash Equivalents	918.01	881.48
Cash and Cash Equivalents at beginning of the year	4,480.62	3,599.14
Cash and Cash Equivalents at end of the year	5,398.63	4,480.62

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 DISTILLERIES 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
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	49,600.00	48,667.50
Reserves and Surplus	3	(46,087.03)	(46,104.03)
		3,512.97	2,563.47
Non-Current Liabilities			
Other Long-Term Liabilities	4	5,000.00	5,000.00
Long Term Provisions	5	16,991.50	16,991.50
		21,991.50	21,991.50
Current Liabilities			
Other Current Liabilities	6	284.16	315.65
		284.16	315.65
TOTAL		25,788.63	24,870.62
ASSETS			
Non-Current Assets			
Non-Current Investments	7	20,390.00	20,390.00
Long-Term Loans and Advances		0.00	0.00
		20,390.00	20,390.00
Current Assets			
Cash and Cash Equivalents	8	5,398.63	4,480.62
		5,398.63	4,480.62
TOTAL		25,788.63	24,870.62
Significant Accounting Policies Accompanying notes from 1 to 11 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 Dugar

Director

DIN : 06825945

Place : New Delhi

Date : 30.05.2015

SUNRISE DISTILLERIES 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
Income			
Other Income	9	885.00	808.00
Total Revenue		885.00	808.00
Expenses			
Other Expenses	10	860.40	444.90
Total Expenses		860.40	444.90
Profit/ Loss Before Tax		24.60	363.10
Tax Expense			
Current Tax Expense for Current Year		7.60	69.20
Profit/ Loss From Operations		17.00	293.90
Earnings Per Share (of Rs. 10/- each):			
Basic (Rs.)		0.00	0.06
Diluted (Rs.)		0.00	(7.13)
Significant Accounting Policies Accompanying notes from 1 to 11 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 Dugar

Director

DIN : 06825945

Place : New Delhi

Date : 30.05.2015

SUNRISE DISTILLERIES LIMITED
Notes forming part of the Financial Statements

Note	Particulars
1	Significant Accounting Policies
	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 DISTILLERIES 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
(a) Authorised Equity shares of Rs. 10 each	500,000	50,000.00	500,000	50,000.00
(b) Issued Equity shares of Rs. 10 each	496,000	49,600.00	496,000	49,600.00
(c) Subscribed and fully paid up Equity shares of Rs. 10 each	496,000	49,600.00	496,000	49,600.00
Calls Unpaid Calls Unpaid - Others	-	-	18,650	932.50
Value of Shares paid Up	496000.00	49600.00	477350.00	48667.50

(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
Equity Shares				
Year ended 31 March, 2015				
- Number of shares	496,000	-	-	496,000
- Amount	49,600.00	-	-	49,600.00
Year ended 31 March, 2014				
- Number of shares	496,000	-	-	496,000
- Amount	49,600.00	-	-	49,600.00

(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 Calls Unpaid By Others	-	-	18,650.00	932.50

SUNRISE DISTILLERIES 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	(46,104.03)	(46,397.93)
Less: Profit/ Loss for the year	17.00	293.90
Closing Balance	(46,087.03)	(46,104.03)

Note 4 Other Long-Term Liabilities

(Rs. in Hundred)

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
Others		
Kasunia Enterprises Pvt. Ltd.	5,000.00	5,000.00
Total	5,000.00	5,000.00

Note 5 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	16,991.50	16,991.50
Total	16,991.50	16,991.50

Note 6 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	-	39.09
Other Payable	95.00	95.00
Short Term Provision	76.80	69.20
Total	284.16	315.65

SUNRISE DISTILLERIES 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
Other Investments						
Investment in Equity Instruments						
Of other Companies:						
199900 (PY 199900) Equity Shares of Shubh Credits Ltd of Rs. 10/- each fully paid up	-	19,990.00	19,990.00	-	19,990.00	19,990.00
1000 (PY 1000) Equity Shares of Carefree Merchants of Rs. 10/- each fully paid up	-	400.00	400.00	-	400.00	400.00
Total	-	20,390.00	20,390.00	-	20,390.00	20,390.00

SUNRISE DISTILLERIES LIMITED
Notes forming part of the Financial Statements

Note 8 Cash and Cash Equivalents

(Rs. in Hundred)

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
Cash on Hand	5232.49	2,830.33
Balance with Bank In Current Account	166.14	1,650.29
Total	5,398.63	4,480.62

Note 9 Other Income

(Rs. in Hundred)

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
Other Non-Operating Income		
Miscellaneous Income	865.41	808.00
Interest on Fixed Deposit	19.59	0.00
Total	885.00	808.00

Note 10 Other Expenses

(Rs. in Hundred)

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Amount	Amount
Printing and Stationery	26.25	23.50
Payment to Auditors	112.36	112.36
Postage Charges	11.50	13.20
Filling Fees	35.00	30.00
Directors' Sitting Fees	-	-
Bank Charges	6.21	4.50
Professional Charges	100.00	205.16
Listing Fee	337.08	56.18
Miscellaneous expenses	232.00	
Total	860.40	444.90

SUNRISE DISTILLERIES LIMITED
Notes forming part of the Financial Statements

Note 11 Additional information to the Financial Statements

(Rs. in Hundred)

Note	Particulars														
13.1	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure														
13.2	Personal accounts of the parties, whether in debit or credit, are subject to confirmation of parties.														
13.3	Other information pursuant to Schedule III of the Companies Act, 2013 are not given , as the same are not applicable for the year.														
13.4	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.														
13.5	In the opinion of the Management, the calue 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.														
13.6	<p>Related Party Disclosure: 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 indiaare as under:</p>														
	<table style="width: 100%; border: none;"> <tr> <td style="width: 30%;">List of Related Parties</td> <td>Key Management Personnel</td> </tr> <tr> <td></td> <td>Mr. Sanjay Kumar</td> </tr> <tr> <td></td> <td>Mr. Gopala Rajakumar</td> </tr> <tr> <td></td> <td>Mr. R.S.Negi</td> </tr> <tr> <td></td> <td>Mr. Padam Dugar</td> </tr> <tr> <td></td> <td>Mr. Rajesh Jain</td> </tr> <tr> <td></td> <td>Mr. Kamal Jain Duggar</td> </tr> </table>	List of Related Parties	Key Management Personnel		Mr. Sanjay Kumar		Mr. Gopala Rajakumar		Mr. R.S.Negi		Mr. Padam Dugar		Mr. Rajesh Jain		Mr. Kamal Jain Duggar
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