

SUNRISE AGRO PRODUCTS LIMITED

3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi – 110009.

Date:

Ref. No.....

To,
Department of Corporate Services- Compliances
Metropolitan Stock Exchange of India Ltd
Vibgyor Tower, 4th Floor, G Block
C-62, Bandra Kurla Complex, Bandra (E)
Mumbai- 400098, Maharashtra

Sub: Submission of Annual Report along with Notice of AGM for the year ended 31st March 2019

Dear Concern,

This is with reference to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find enclosed herewith Annual Report of the Company along with Notice of Annual General Meeting for the financial year ending 31st March 2019.

This is for your kind information and record please.

Thanking You,

For and on behalf of
Sunrise Agro Products Limited



Abhishek Bardia
Managing Director

Enclosed : C.C

Date: 05.09.2019
Place: New Delhi

Sunrise Agro Products Limited

CIN: L01111DL1985PLC021268

Regd. Office: 3/14A 1st Floor Vijay Nagar Double Storey, New Delhi 110009

Telefax: 27132054 , Email:-sunriseagroproductsltd@gmail.com

Notice

Notice is hereby given that 34th Annual General Meeting of the Members of Sunrise Agro Products Limited will be held on Monday the 30th Day of September, 2019 at 01:00 p.m. at 3/14A, 01st Floor, Vijay Nagar, Double Storey, Delhi-110009 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

**For and on behalf of
Sunrise Agro Products Limited**

Sd/-

Abhishek Bardia

(Managing Director)

DIN: 06670438

Address: 20-B, Old Gupta Colony, Delhi 110009

Place: Delhi

Date: 12/08/2019

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF.
2. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding FIFTY and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Proxy Holder shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the

Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
5. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures on the revenue stamp of Re. 1/- only at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

8. **BOOK CLOSURE**

The Company has notified closure of Register of Members and Share Transfer Books from **Monday, September 23rd, 2019 to Monday, September 30th, 2019** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/M/s Beetal Financial & Computer Services Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /M/s Beetal Financial & Computer Services Private Limited.
10. As per the provisions of Section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s Beetal Financial & Computer Services Pvt Ltd for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform M/s Beetal Financial & Computer Services Pvt Ltd, immediately of:

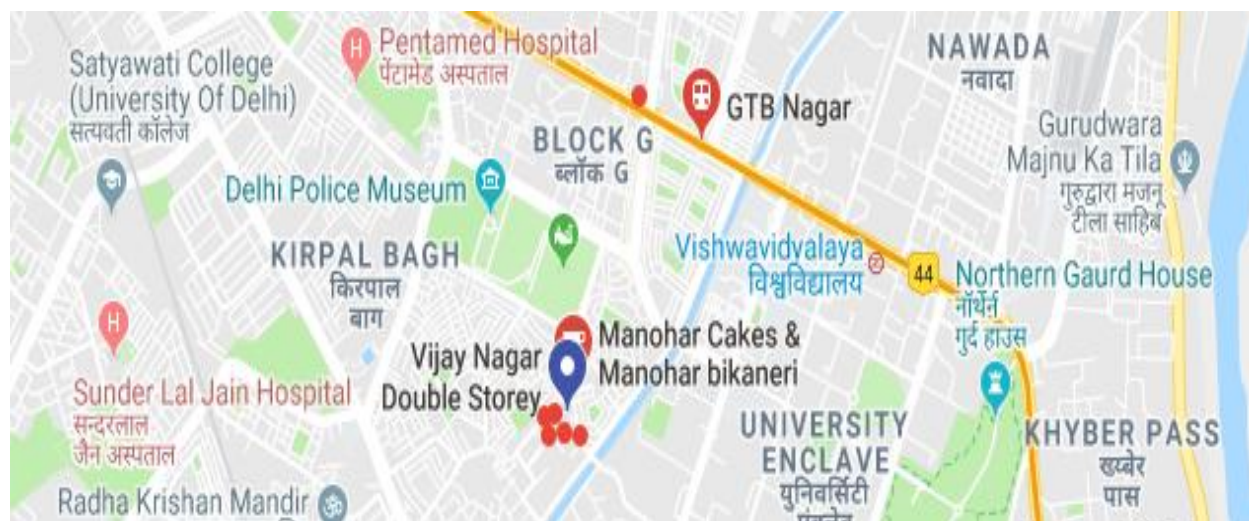
- (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
16. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. **23rd September 2019** and the person who is not a member as on the cut-off date should treat this notice as information purpose only.
17. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

18. VOTING OPTIONS

- i. Pursuant to Section 108 of Companies Act, 2013, Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders can vote on all the business to be transacted at the general meeting by way of any one of the following methods:
 - a) Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual general meeting.
 - b) Voting at venue of the Annual general meeting through ballot paper.
- ii. The shareholders who have cast their votes through remote e-voting may attend the meeting, however, shall not be eligible to cast their vote again at the venue of the Annual General Meeting.
- iii. In case a shareholder votes through remote e-voting as well as cast his/her vote at the venue of the meeting, then the vote cast through remote e-voting shall only be considered and the voting done at the venue of the meeting shall not be considered by the scrutinizer.
- iv. **The shareholders as on the cut-off date viz. Monday, 23rd September, 2019 shall only be eligible to vote on the resolutions mentioned in the notice of Annual general meeting.**

- v. The voting period commence on Friday, 27th September, 2019 (09:00 AM) and ends on the close of Sunday, 29th September, 2019 (05:00 PM). The E-voting module shall also be disabled by CDSL for voting thereafter. For detailed Procedure and manner of E-voting, Please refer the instruction of E-voting Form forming part of this notice.
- v. The shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- vi. The Company has appointed Mr. Dharamveer Dabodia, practicing company secretary, as the scrutinizer for conducting the voting process in a fair and transparent manner.
- vii. The scrutinizer will submit his final and consolidated report to the Chairman of the Company after completion of scrutiny of the e-voting and the results of e-voting will be announced at the Registered Office of the Company on Monday 1st October, 2018. The results of the e-voting will be posted on the website of Agency i.e. CDSL immediately after the results declared by the Chairman and any other authorized person by the and the same shall be communicated to the Stock Exchange where shares of the Company are listed.
- viii. The results of Annual general meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual general meeting within the prescribed time limits.
- ix. The results of voting will be sent immediately to Stock Exchange and shall also be displayed at Company's registered office.
- x. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e., **Monday 23rd September, 2019** may sent the request at **sunriseagroproductsltd@gmail.com**.
- xi. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under "Help" section or write an email to helpdesk.evoting@cdslindia.com.

The route map for the AGM Venue is attached here for the convenience of Shareholders.



SUNRISE AGRO PRODUCTS LIMITED**CIN: L01111DL1985PLC021268**

Regd. Office: 3/14A 1st Floor Vijay Nagar Double Storey, New Delhi 110009

Telefax: 011-27132054, Email: sunriseagroproductsltd@gmail.com

Form No. MGT-11**Proxy form****[Pursuant to section 105(6) 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	DP ID

I/We, being the member(s) of _____ shares of the Sunrise Agro Products Limited. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 30th day of September, 2019 at 01:00 p.m. at Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2019		

Signed this ____ day of ____ 20__

Signature of Shareholder_____

Signature of Proxy holder_____

Affix Revenue Stamp of Re. 1/- Only

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) The proxy need not be a member of the company

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ATTENDANCE SLIP

(Please complete this attendance Slip and hand it over at the venue of the meeting)

34th Annual General Meeting on 30th September, 2019

Full name of the members attending _____(In block capitals)

Ledger Folio No./Client ID No. _____ 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 34th Annual General Meeting of the M/s Sunrise Agro Products Limited at 3/14A 1st Floor Vijay Nagar, Double Storey, New Delhi -110009, on Monday, 30th September 2019.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will may 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.

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E-VOTING FORM

1. Folio No./DP ID./ Client ID

2. Name and Address

3. Name of the Joint Holder(s),
If any

4. No. of Shares held

EVEN	USER ID	PASSWORD

Important Note: Those Shareholders, who hold shares of the Company as on cut off date (23rd September, 2019) will only be eligible to vote either through e-voting or physically at the AGM venue.

Instruction

The Instructions for Shareholders voting electronically are as under: -

- i. The voting period begins on **Friday, 27th September, 2019 (09:00 AM) and ends on Sunday, 29th September, 2019 (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 viz. **Monday, 23rd September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. To initiate the voting process log on to the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab to cast your vote.
- iv. Thereafter enter User ID as under:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in physical form should enter folio number registered with the Company
- v. Next enter the image verification Code as displayed and click on "Login" tab.

- vi. If you are holding shares in dematerialized form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing password is to be used.
If you have forgotten the changed password then enter User ID and the image verification code and click on forgot password tab. Enter the details as prompted by the system.
- vii. If you are first time user, then fill up the following details in the appropriate boxes:

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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. 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 (DOB)	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. 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 (iv)

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting or resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- x. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this notice.
- xi. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xii. 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

- xiv. After selecting the resolution you have decided to vote on, click the “SUBMIT” tab. 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.
- xv. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvii. Additional instructions for non-individual shareholders and custodians
 - a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as Corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - b. After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
 - d. 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.
 - e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under “Help” section or write an email to helpdesk.evoting@cdslindia.com.

34TH

ANNUAL

REPORT

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: CORPORATE INFORMATION:-

Board of Directors:

<u>Name</u>	<u>Designation</u>
<ul style="list-style-type: none">• Mr. Abhishek Bardia• Mr. Sarla Bardia• Mr. Arjun Sah	<ul style="list-style-type: none">• Managing Director• Director• Director
Registered Office	3/14A, 1st Floor Vijay Nagar, Double Storey, New Delhi -110009
Auditors	M/s Devi Dayal & Associates Chartered Accountants, D-168, LGF, Shanker Road, New Rajinder Nagar, New Delhi - 110060
Registrar and Share transfer Agent	M/S Beetal Financial & Computer Services Private Limited Address: Beetal House, 3 rd Floor 99 Madangir, Behind Local Shopping Centre New Delhi -110062 Contact No. - 011-29961281-283 Fax No. - 011-29961284
Listed with Stock Exchange	Metropolitan Stock Exchange of India Limited Vibgyor Tower, 4 th Floor, G Block C62, Bandra Kurla Complex, Bandra (E), Mumbai City, Maharashtra-400098.

SUNRISE AGRO PRODUCTS LIMITED
CIN: L01111DL1985PLC021268, Phone No.011-27132054
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6	Financials for the financial year ending 31 st March,2019

Dear Shareholder(s)

Sub:- Dematerialisation of your physical share and PAN updation

The SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019.

The shareholders, who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. However, only the requests for transmission and transposition of securities in physical form will be accepted by the listed companies / their RTAs.

The Company has earlier issued an intimation to all the shareholders regarding the subject and again request to take necessary action as soon as possible to demat the shares, in case you are holding shares in physical mode.

Further, all the shareholders are requested to provide their self attested copy of PAN to RTA at the below mentioned address:

Beetal Financial and Computers Services Pvt Ltd.
Beetal House, 3rd Floor
99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi- 110062
Phone- 91-11-2996 1281-83
Fax- 91-11-2996 1284

Thanking you
With Best Regards
Sd/-
Abhishek Bardia
Managing Director

DIRECTORS REPORT

To,
The Members,
Sunrise Agro Products Limited

Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)

(In Hundred)

Particulars	2018-19	2017-2018
Total Revenue	101689.25	4,53,786.26
Profit/(Loss) Before Interest and Depreciation	203.18	299.77
Finance Charges	Nil	Nil
Gross Profit	203.18	299.77
Provision for Depreciation	Nil	Nil
Net Profit/(Loss) Before Tax	203.18	299.77
Provision for Tax	52.83	281.46
Net Profit/(Loss) After Tax	150.35	18.31

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'SAFFAIR

The company has generated total revenue of Rs. 1,01,68,925/- in the current year as compared to Rs. 4,53,78,626/- in the previous year. The company has earned Net profit of 15035/- in the current year as compared to Rs.1831/-in the previous year. Directors are identifying the prospective areas and will make appropriate investments that will maximize the revenue of the company in the current financial year.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of Business of the company

4. DIVIDEND

Your board of Directors has not recommended any dividend for the year ended 31st March 2019 as there is inadequate profit for distribution.

5. RESERVES

The Board did not transfer any amount to reserve.

6. SHARE CAPITAL

During the year, the company has not issued any equity shares with differential rights under Section 43 read with rule 4(4) of the Companies (Share Capital and debenture rules, 2014 of the Companies Act, 2013 and also has not issued any

Equity Shares or any sweat equity shares under section 54(1)(d) read with rule 8(13) of Companies (Shares Capital and Debentures Rules, 2014) of the Act.

There was no change in the share capital of the company during the period under review.

7. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED AND RESIGNED DURING THE YEAR

There were no Director and KMP appointed and resigned during the FY 2018-19.

8. MEETINGS& BOARD OF DIRECTORS

In the Compliance of Provisions of clause (b) of sub-section (3) of Section 134 of Companies Act, 2013, there were Four Board Meetings held during the financial year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Board of Directors, which comprises qualified entrepreneurs. The Board has formed three Committees-viz. Audit Committee, Nomination and remuneration Committee, Stakeholders Relationship Committee.

The Board of your Company presently consist Three (3) Directors who constitute an optimum combination of professionalism, knowledge and experience. Out of these three Directors, One is Executive Directors, and two are Non Executive Directors. None of the Directors on the Board are members of more than ten (10) committees or hold the post of Chairman on more than five Committees. The Directors have made necessary disclosures regarding the Committee positions on the Board of other Public Companies, as on March 31, 2019.

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the numbers of Directorships and Committee Chairmanships/ Memberships held by them in other Companies are given below.

The Composition of Board and Attendance Record of Directors for 2018-19:

Name of Director	Category	Shareholding in Company (No. of Shares)	No. of Board Meetings during the year 2018-19		Whether Attended the Last AGM
			Held	Attended	
Sarla Bardia	Director	-	4	4	Yes
Arun Sah	Director	11800	4	4	Yes
Abhishek Bardia	Managing Director	12300	4	4	Yes

During the Year Four (4) Board Meetings were held, the dates on which these meeting were held are 30thMay 2018,14th August 2018,14th November 2018 and 14th February 2019. Further none of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

COMMITTEES OF THE BOARD

(A) AUDIT COMMITTEE

The Audit Committee continued working under Chairmanship of Ms. Sarla Bardia with Mr. Arjun Sah and Mr. Abhishek Bardia as co-members. During the year, the committee met four times with below mentioned attendance of the members:

The composition of the Audit Committee as at March 31, 2019 and date of the Meetings of the Committee are as under:

Date of the Meeting held: 30th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019.

Name of Director	Category
Sarla Bardia	Chairman Non Executive Director
Arjun Sah	Member Non Executive Director
Abhishek Bardia	Member Promoter and Executive

The Committee oversees the work carried out by the Management and Internal Auditors on the financial reporting process and the safeguards employed by them.

Powers of the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee:

- Reviewing with the Management the quarterly unaudited financial statements, audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
- Review the investments made by the Company.
- Compliance with listing and other legal requirements relating to financial statements.

- Disclosure of any Related party transactions.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Listing Entity.
- Matters required to be included in the Directors' Responsibility Statement to be included in Boards Report in terms of clause (c) of Sub Section 3 of Section 134 of the Companies Act, 2013.

(B) NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has constituted the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Remuneration Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category
Sarla Bardia	Chairman Non-executive Director
Arjun Sah	Member Non-executive Director
Abhishek Bardia	Member Promoter and Executive

During the financial year 2018-19, The Nomination and Remuneration Committee of Directors met 1 (One) time on 14th February, 2019.

(C) STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Board has constituted the **Stakeholders' Relationship Committee**.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Stakeholders' Relationship Committee as at March 31, 2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category
SarlaBardia	Chairman Nonexecutive Director
ArjunSah	Member NonExecutive Director
AbhishekBardia	Member Promoter and Executive

During the year, no investor grievance has pending.

During the financial year 2018-19, the Stakeholder' Relationship committee of directors met two times, the dates of the meeting were 30th May 2018 and 14th November,2018.

9. BOARD EVALUATION

Pursuant to the provisions of the section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations,2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders relationship Committees.

10. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

All independent Directors have given their Independency declaration as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

11. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy in compliance with Section 178 of the Companies Act, 2013 and other applicable provisions of SEBI LODR Regulations, 2015 for selection and appointment of Directors, Senior Management and their remuneration.

MANAGERIAL REMUNERATION:

1	Ratio of remuneration of each director to median remuneration of employees	
	SarlaBardia	NIL
	AbhishekBardia	NIL
	ArjunSah	NIL
2	Percentage increase in remuneration of each director and KMPs	
	SarlaBardia	NIL
	AbhishekBardia	NIL
	ArjunSah	NIL
3	Percentage increase in the median remuneration of employees	NIL
4	Number of permanent employees	NIL
7	Average percentile increase in salary of employees, other than managerial personnel, comparison with percentile increase in managerial and justification	There is no increase in Non-managerial personnel's.
	Managerial Increase	NIL
	Non Managerial Increase	NIL
11	Affirmation that the remuneration is as per the remuneration policy of the Company	

12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company do not have any Subsidiary Company/Joint Ventures/Associate company during the year.

13. AUDITORS:

M/s. Devi Dayal& Associates, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on September,2017,

for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

However, in accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the company is within the prescribed limits under section 141 (3)(g) of Companies Act, 2013

14. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

16. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. DharamveerDabodia, Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The point wise comments are enumerated as follows.

Reply to the observations in the Secretarial Audit:

- I. Appointment of Company Secretary & Chief Financial Officer: The compulsory appointment of Chief Financial Officer was introduced in Companies Act, 2013. Company is searching a suitable candidate keeping in mind the company's financial position and business and appoint the Chief Financial Officer and Company Secretary soon.
- II. Nonpayment of dividend to the preference shareholders
Due to insufficient funds, company has not paid dividend to the preference shareholders. Company will pay the same in the upcoming years.
- III. Non compliance of Section 152(6) of the Companies Act, 2013
The Company has noted the observation and we will comply the same as per the requirement of the Companies Act, 2013.
- IV. Additional Fees on the MCA Forms
The company has already pay the additional fees to MCA and will try to do filling in due course of time.
- V. Non-filling of INC-22A
Due to non-availability of CS and CFO company has not file the same and will file the same as soon as appointment of CS and CFO were made.

17. INTERNAL AUDIT & CONTROLS

In terms of Section 138 of the Companies Act, 2013 and Rule 13 of Company (Accounts) Rules, 2013, the Company has appointed M/s “VP Gupta & Co.”, Chartered Accountants as Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed and corrective steps taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

19. RISK MANAGEMENT POLICY

Sunrise Agro Products Limited has in place comprehensive risk management and minimization procedures, which are reviewed by the Board of Directors.

20. PARTICULARS OF EMPLOYEES

The require Details of the every employee of the Company as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to company as there is no such employee in the company falling under the criteria laid down. However, the list of top ten employees as required under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as Annexure - III.

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

22. COMPLIANCE TO REGULATION 34 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT), REGULATIONS 2015 (DETAILS OF SUSPENSE A/C)

The said clause is not applicable on the company as there are no unclaimed shares in the company.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

The Company has not received any significant or material orders passed by the regulators or courts or tribunals which impacting the going concern status and company's operations in future.

24. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has well placed internal financial control system, which ensures the all assets are safeguard, and protected and that the transactions are authorized, recorded and reported correctly.

25. DEPOSITS

The company has neither accepted nor renewed any deposits falling under chapter V of Companies Act, 2013.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 of Companies act, 2013

The Company has neither provided any security or guarantee nor given any loan or advances during the year falling under the preview of Section 186 of the Companies Act, 2013.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the Financial Year 2018-19, the company has not entered into any transaction with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

28. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2019 is annexed for the reference of the stakeholders.

30. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACTS, 2013

The Company does not have any women employee at present so adoption and set up of policy for Committee for implementation of said policy i.e. prevention of Sexual Harassment of Women at workplace does not arise.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy. The Company has not imported any technology during the year 2018-19.

Further Company has not earned and make any expenditure in foreign currency during the financial year 2018-19, therefore foreign exchange In-Flow and Out-Flow was Rs. Nil during the year.

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the applicability of the provisions of section 135 of the Companies Act, 2013, Company does not required to comply with the section.

33. HUMAN RESOURCES

Your Company does not have large “human resources”. However, your Company continuously invests in attraction, retention and development of talent on an ongoing basis.

34. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors after due inquiry confirms that: -

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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 laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) 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.

35. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15(2) of SEBI LODR Regulations, 2015, certain companies are exempted for the compliance of corporate governance provisions and the said provisions are also not applicable to our company. However, your Board of Directors are trying their best to comply the prescribed corporate governance compliances.

36. LISTING WITH STOCK EXCHANGES:

During the year, the Equity Shares of the Company are listed on the platform of Metropolitan Stock Exchange of India Limited. Further the Company confirms that it has paid the Annual Listing Fees for the year 2018-2019 to MCX where the Company's Shares are listed.

37. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has duly followed the applicable Secretarial standards, SS-1 & SS-2 relating to Meeting of the Board of Directors and General Meeting respectively.

38. COST RECORD

The Central Government has not specified maintenance of cost record under section 148(1) of the Company Act, 2013 in respect of our Company's product

39. 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

Sd/-
Abhishek Bardia
Managing Director
DIN-06670438

Sd/-
Arjun Sah
Director
DIN-06675558

Place: New Delhi
Date: 12/08/2019

ANNEXURE INDEX

ANNEXURE No.	CONTENT
I	Annual Return Extracts in MGT 9
II	MR-3 Secretarial Audit Report

Annexure-I to Directors Report for the Year ended 31stMarch 2019

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2019

**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:

Sr. No	CIN	L01111DL1985PLC021268
1	Registration Date	21/06/1985
2	Name of the Company	Sunrise Agro Products Limited
3	Category of the Company Sub-category of the Company	Company Limited by shares Indian Non-Government Company
4	Address of the Registered office & contact details	3/14A 1st floor Vijay Nagar Double Storey Delhi-110009
5	Whether Listed company	Yes
6	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S Beetal Financial & Computer Services Private Limited Address: Beetal House, 3 rd floor 99, Madangir, Behind Local Shopping Centre New Delhi - 110062 Contact No.- 011-29961281-283 Fax No.- 011-29961284

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	Financing and investing activities	641	97.37%

III.PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	%age of Shares	Applicable Section
Nil					

i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	1000	1000	0.40	0	1000	1000	0.40	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	0	235000	235000	94.7581	0	235000	235000	94.76	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	236000	236000	94.76	0	236000	236000	94.76	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	236000	236000	94.76	0	236000	236000	94.76	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	248000	248000	100	12000	236000	248000	100	0

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Rajesh Jain	12000	4.84	0	12000	4.84	0	Nil

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

S N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12000	4.84	12000	4.84
	There was no change in Promoters Shareholding during the year 2018-19	Nil	Nil	Nil	Nil
	At the end of the year	12000	4.84	-	-

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

1.	AbhishekBardia	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-
2.	AmitSethia	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-

3.	Anju Jain	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-

4.	ArjunSah	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of	No. of shares	% of total shares of the

			the company		company
	At the beginning of the year	11800	4.76	11800	4.76
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	11800	4.76	-	-

5.	Bimal Jain	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-

6.	C.s. Banthia	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11900	4.80	11900	4.80
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	11900	4.80	-	-

7	Girijesh Surana	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10400	4.19	10400	4.19
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	10400	4.19	-	-

8	L. p Anchalia	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11800	4.76	11800	4.76
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	11800	4.76	-	-

9.	Narender Yadav	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12100	4.88	12100	4.88
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12100	4.88	-	-

10	Prakash Sethia	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-

E) **Shareholding of Directors and Key Managerial Personnel:**

1.	Abhishek Bardia {Managing Director}	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	12300	4.96	12300	4.96
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	12300	4.96	-	-

2.	Arjun Sah {Director}	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	11800	4.76	11800	4.76
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	11800	4.76	-	-

3.	Sarla Bardia {Director}	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	There was no changes	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

INDEBTEDNESS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
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)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S N	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
	Managing Director	Mr. Abhishek Bardia (MD)	
1	Gross salary	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Max 5% of Profit	Max 5% of

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Directors (Independent Directors)	SarlaBardia	ArjunSah	
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2	Other Non-Executive Directors		Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Grand Total=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act	Sitting Fee- 1Lakh per Meeting		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

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

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	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors
Sunrise Agro Products Limited

Sd/-
Abhishek Bardia
Managing Director
DIN-06670438

Sd/-
Arjun Sah
Director
DIN-06675558

Date: 12/08/2019
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

❖ FUTURES PROSPECTS

The management of the Company cautioned the Readers that this management discussion and analysis report is only future prospects and not confirmation. The statement/future prospects involve risks and uncertainties. The actual results may be varying from future prospects.

❖ COMPANY BUSINESS

The company is currently engaged in the financial business activity. The company has earned non operational income also during the year. The company is trying to improve/spread the business of the company throughout the India.

❖ INDUSTRY STRUCTURE AND DEVELOPMENTS

Since the Company is not working well itself in the business, it will diversify into the field of other business segment also. The Company is building up its network to play a significant role from time to time.

❖ BUSINESS OVERVIEW

The Revenue from non - operating activities during the year 2018-19 is Rs. 7686.85(in hundred) as compared to 11,916.66 (in hundred)in the previous year.

The financial highlights are as under: -

	(Rs. in Hundred)
Revenue/Sales for the year 2018-2019	1,01,689.25
Provision for taxation	52.83
Profit/(Loss) after tax	150.35
Paid up equity share capital as on 31 st March 2019	24,800

❖ INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The

Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This improved the management of the affairs of the Company and strengthened transparency and accountability.

❖ **SEGMENT REPORTING**

The company is not currently engaged in any kind of business activities.

❖ **OUTLOOK**

Company decides to continue to focus on core business and also will try to keep the relation with outsider as wider as possible. We will continue to focus on our performance. It is believed that the economic recovery is in its way.

❖ **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The industrial relation is very cordial and peaceful. The implementation of Corporate Governance in the Company showing various measures to provides more scope for development of human resource thereby allowing the employee better opportunities to achieve higher performance and efficiency in their respective assignments and employment. The Company don't have any employee except the Managing Director.

❖ **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The operating performance of the Company has been discussed in Directors Report under the head 'Financial Highlights and Operations and Overall Performance' in the current year.

❖ **CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include change in Government's policies, economic developments, political factors and such other factors beyond the control of the company.

❖ **STRATEGY**

As like the other business enterprises company is also having strategy for expansion of business.

❖ **LEADERSHIP AND CORPORATE GOVERNANCE**

The company exceptionally believe in good corporate governance and trying to follow all the rules, regulations, law prescribed by the applicable law for the time being such as Corporate Law, Listing Agreement with Stock Exchange etc.

❖ **RISKS AND CONCERNS**

The ever existing risks that company is exposed to is 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.

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

To,
The Members
Sunrise Agro Products Limited

As provided under regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31st, 2019.

For and on behalf of
Sunrise Agro Products Limited

Sd/-
Abhishek Bardia
Managing Director

Date:12/08/2019
Place: NewDelhi

PRACTICING COMPANY SECRETARY'S CERTIFICATE THJAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTOR OF THE COMPANIES BY THE BOARD/MINISTRY OF CORPORATE AFFAIRS OR ANY STATUTORY AUTHORITY.

As required by item 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, I certify that none of the Directors on the Board of Sunrise Agro Products Limited have been debarred or disqualified from being appointed or continuing as the Director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority.

For **Dharamveer Dabodia and Associates**
Company Secretaries

CS Dharamveer Dabodia

Prop.

ACS No. 29365
CP No.: 14305
Place: New Delhi
Date: 10th August, 2019

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Sunrise Agro Products Limited

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 my verification of the Company's 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, I hereby report that in my opinion the company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

PARA ONE

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 financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made hereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made hereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
- (iv) *Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) *The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) *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;
 - (g) *The Securities and Exchange Board of India (Delisting of Equity Shares)

- Regulations, 2009; and
(h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

* No Event took place under these regulations during the Audit Period.

(vi) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that company has complied with all the provisions of said Acts except the below mentioned observation in respect of the said Acts.

1. The Stamp Duty Act, 1899

Observations in Clause (i) Para One of my Report

1. The Company has not appointed Company Secretary & Chief Financial Officer as required under section 203 of the Companies Act, 2013.
2. The Company has not paid dividend to the Preference Shareholders of the Company.
3. The Company has not complied with the requirement of Director liable to retirement by rotation as required under section 152 (6) of the Companies Act, 2013.
4. According to information and Explanation and verification of forms and returns maintained by Company, the Company as required under Section 403 paid the prescribed additional fees in case of delayed filing.
5. The compliance status of the Company at MCA 21 portal is ACTIVE Non-Compliant on account of non-filing of eForm INC-22A.

PARA SECOND

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

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.
- (ii) The Listing Regulations entered into by the Company with Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited)

Based on my verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit i hereby report that in my opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that,

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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed note 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.

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

I further report that during the audit period the company has:

1. Received, considered and adopted the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon by the Shareholders in Annual General Meeting of the Company held on 29th September, 2018.

For Dharamveer Dabodia and Associates
Company Secretaries

CS Dharamveer Dabodia

Prop.

ACS No. 29365

CP No.: 14305

Place: New Delhi

Date: 10th day of August, 2019

Note: This report is to be read with my letter of even date, which is annexed as Annexure-A, and forms as integral part of this report.

Annexure A to the Secretarial Audit Report for the Financial Year ending 31st March 2019.

To

The Members

Sunrise Agro Products Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, i have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Dharamveer Dabodia and Associates
Company Secretaries

CS Dharamveer Dabodia
Prop.

ACS No. 29365
CP No.: 14305

Place: New Delhi
Date: 10th day of August, 2019

INDEPENDENT AUDITOR'S REPORT

To The Members Of

SUNRISE AGRO PRODUCTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SUNRISE AGRO PRODUCTS LIMITED** ("the Company"), which comprising the Balance Sheet as at March 31st, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2019, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 'ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters (KAM)

This section of our auditor's report is intended to describe the matters selected from those communicated with *those charged with governance* that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no such matters to report.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charges with Governance 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with 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 of 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 financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the board of directors is responsible for the assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Company incorporated in India, we give in the Annexure A, statement on the matters specified in Paragraph 3 and 4 of the Order, to the extent applicable.

1. 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 relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branch not visited by us.
 - (c) The Balance Sheet, the Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement and 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 Companies (Accounts) Rules, 2014 and with the returns received from the branch not visited by us.
 - (e) On the basis of the written representations received from the directors of the Company as on March 31st, 2019, and taken on record by the Board of Directors of the Company, none of the Directors of the Company is disqualified as on March 31st, 2019, from being appointed as a director in terms of section 164(2) of the Act.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditors of 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:
 - (i) The Company has no pending litigations to impact its financial position in the standalone financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) The Company did not require transferring funds to the Investor Education and Protection Fund.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement of the matters specified in paragraphs 3 and 4 of the order.

**For DEVI DAYAL & ASSOCIATES
Chartered Accountants
Firm Reg. No. 003910N**

**(CA Devi Dayal Gupta)
Partner
Membership. No. 082663**

**Place: New Delhi
Date: 30.05.2019**

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal & Regulatory Requirements' section of our report to the members of SUNRISE AGRO PRODUCTS LIMITED of even date)

- (i) The company does not have any Fixed Assets, accordingly reporting under clause 3(i)(a), 3(1)(b) of the order is not applicable to the company.
- (ii)
 - a) The management had physically verified the inventory at reasonable intervals.
 - b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were found on physical verification
- (iii) According to the information and explanations given to us , the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act 2013 and hence reporting under clause 3(iii), of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities made by the Company, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the company.
- (vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activity carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the company.
- (vii) According to the information and explanations given to us and the records of the company examined by us in respect of statutory and other dues whichever is applicable to the company :
 - a. The Company has been regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and any other statutory dues with the appropriate authorities during the year.
 - b. According to the information and explanations given to us there are no outstanding disputed dues.
- (viii) As the company has not taken loan from any financial institution or bank, hence reporting under clause 3(viii) of the order is not applicable to the company.
- (ix) Accordingly to information and explanations given to us, the company did not raise any moneys by way of initial Public offer or further public offer (including

debt instruments) or term loans during the year. Thus reporting under clause 3(ix) of the order is not applicable to the company.

- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no material fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the reporting under clause 3(xii) of the order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us the company is in compliance with Section 177 and Section 188 of Companies Act, 2013 where applicable, for all transactions with the related parties and details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the reporting under Clause 3(xiv) of the order are not applicable to the Company.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013 and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For DEVI DAYAL & ASSOCIATES
Chartered Accountants
Firm Reg. No. 003910N**

**(CA Devi Dayal Gupta)
Partner
Membership. No. 082663**

**Place: New Delhi
Date: 30.05.2019**

Annexure - B to the Independent Auditor's Report (Standalone)

(Referred to in paragraph 1(f) under 'Report on Other Legal & Regulatory Requirements' section of our report to the members of **SUNRISE AGRO PRODUCTS LIMITED** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of **SUNRISE AGRO PRODUCTS LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DEVI DAYAL & ASSOCIATES
Chartered Accountants
Firm Reg. No. 003910N**

**(CA Devi Dayal Gupta)
Partner
Membership. No. 082663**

**Place: New Delhi
Date: 30.05.2019**

SUNRISE AGRO PRODUCTS LIMITED

CIN: L01111DL1985PLC021268

Balance Sheet as at 31st March, 2019

(Rs. in Hundred)

	Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
			Amount	Amount
	ASSETS			
1	Non-Current Assets			
a)	Financial Assets			
i)	Investments		-	-
ii)	Loans and Advances	2	116,665.83	7,500.00
			116,665.83	7,500.00
2	Current Assets			
a)	Financial Assets			
i)	Trade Receivables	3	3,059.75	28,633.15
ii)	Investment		-	-
iii)	Cash and Cash Equivalents	4	8,097.02	2,538.51
b)	Inventories		928,810.10	1,016,812.50
c)	Other Current Assets	5	2,651.78	3,747.75
			942,618.66	1,051,731.91
	TOTAL ASSETS		1,059,284.49	1,059,231.91
	EQUITY AND LIABILITIES			
1	Equity			
a)	Share Capital	6	545,050.00	545,050.00
b)	Other Equity (Reserves and Surplus)	7	513,752.13	513,601.78
			1,058,802.13	1,058,651.78
2	Liabilities			
	Non-Current Liabilities			
a)	Financial Liabilities			
i)	Long Term Provisions	8	-	-
			-	-
	Current Liabilities			
a)	Financial Liabilities			
i)	Other Current Liabilities	9	429.53	335.97
ii)	Short Term Provisions	10	52.83	244.16
			482.36	580.13
	TOTAL LIABILITIES		1,059,284.49	1,059,231.91
	Significant Accounting Policies	1		
	Accompanying notes from 1 to 15 are an integral part of the Financial Statements			

As per our report of even date attached

For Devi Dayal & Associates

Chartered Accountants

FRN : 003910N

For and on behalf of the Board of Directors

CA Devi Dayal Gupta

Partner

M.No. 082663

ARJUN SAH

Director

DIN : 06675558

ABHISHEK BARDIA

Director

DIN : 06670438

Place : New Delhi

Date : 30.05.2019

SUNRISE AGRO PRODUCTS LIMITED
CIN: L01111DL1985PLC021268
Statement of Profit and Loss for the period ended 31 March, 2019

(Rs. in Hundred)

Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
		Amount	Amount
Income			
Revenue from Operation	11	94,002.40	441,869.60
Other Income	12	7,686.85	11,916.66
Total Revenue		101,689.25	453,786.26
Expenses			
Purchase	13	6,000.00	23,936.90
Change in Inventory	14	88,002.40	417,932.70
Employee Benefit Expense		-	-
Other Expenses	15	7,483.66	11,616.89
Total Expenses		101,486.06	453,486.49
Profit/ Loss Before Tax		203.18	299.77
Tax Expense			
Current Tax Expense for Current Year		52.83	244.16
Short & Excess Provision for Income Tax of Last Year		0.00	37.30
Profit/ Loss From Operations		150.35	18.31
Other Comprehensive Income		-	-
Earnings Per Share (of Rs. 10/- each):			
Basic (Rs.)		0.06	0.01
Diluted (Rs.)		0.06	0.01
Significant Accounting Policies	1		
Accompanying notes from 1 to 15 are an integral part of the Financial Statements			

As per our report of even date attached

For Devi Dayal & Associates
Chartered Accountants
FRN : 003910N

For and on behalf of the Board of Directors

CA Devi Dayal Gupta
Partner
M.No. 082663

ARJUN SAH
Director
DIN : 06675558

ABHISHEK BARDIA
Director
DIN : 06670438

Place : New Delhi
Date : 30.05.2019

SUNRISE AGRO PRODUCTS LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDING AS ON 31.03.2019

1 Share Capital

	Particulars	As At 31st March 2019		As At 31st March 2018	
		Number	Rs. (In Hundred)	Number	Rs. (In Hundred)
a)	Equity shares				
	Outstanding at the beginning of the period	248,000	24,800.00	248,000	24,800.00
	Issued during the period	-	-	-	-
	Outstanding at the end of the period	248,000	24,800.00	248,000	24,800.00
b)	Preference Shares				
	Outstanding at the beginning of the period	5,202,500	520,250.00	5,202,500	520,250.00
	Issued during the period	-	-	-	-
	Outstanding at the end of the period	5,202,500	520,250.00	5,202,500	520,250.00

2 Other Equity

	Particulars	As At 31st March 2019	As At 31st March 2018
		Rs. (In Hundred)	Rs. (In Hundred)
	Retained Earnings	513,752	513,602
	Other Comprehensive Income	-	-
	TOTAL	513,752	513,602

SUNRISE AGRO PRODUCTS LIMITED
Notes forming part of the Financial Statements

Note	Particulars
1	<p>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, 2013</p>
1.1	<p>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.</p>
1.2	<p>Basis of Preparation of financial statements These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act , 2013 (` Act') (to the extent notified) . The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.</p>
1.3	<p>Valuation of Investments The stock of shares held, as investments have been valued at cost being purchase price and direct costs.</p>
1.4	<p>Classification of Assets and Liabilities into Current/Non-Current</p>

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classifications of assets and liabilities.

1.5 Treatment of Contingent Liabilities:

Contingent Liabilities are not provided for in the accounts and are shown, if any, separately.

- 1.6** 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.

- 1.7** Bank Balance is Negative Due to Bank Reconciliation Statement Otherwise as Per Bank, Balance is Positive.

SUNRISE AGRO PRODUCTS LIMITED
Notes forming part of the Financial Statements

Note 2 Long Term Loans and Advances

Particulars	(Rs. in Hundred)	
	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Other loans and advances		
Unsecured, considered goods	116,665.83	7,500.00
Advance to others		-
Total	116,665.83	7,500.00

Note 3 Trade Receivables

Particulars	(Rs in Hundred)	
	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Jasnath Infrastructure Pvt Ltd	-	19,997.60
Metropolitan Stock Exchange India Ltd.	16.50	-
Narayan Commodity Booking Pvt Ltd	140.98	156.80
SMC Global Securities Ltd	2,189.78	-
Tarini Enterprises Ltd	712.50	8,478.75
Total	3,059.75	28,633.15

Note 4 Cash and Cash Equivalents

Particulars	(Rs. in Hundred)	
	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Cash on Hand	6,970.91	3,497.49
Balance with Bank		
In Current Account	1,126.11	-958.98
Total	8,097.02	2,538.51

Note 5 Other current Assets

Particulars	(Rs in Hundred)	
	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Deferred Revenue expenses	2,201.00	3,301.50
TDS 2017-18	202.09	446.25
TDS 2018-19	248.69	-
Total	2,651.78	3,747.75

SUNRISE AGRO PRODUCTS LIMITED
Notes forming part of the Financial Statements

Note 6 Share Capital

(Rs. in Hundred)

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of Shares	Amount	Number of Shares	Amount
(a) Authorised				
Equity share capital of Rs. 10 each	250,000	25,000.00	250,000	25,000.00
Preference share capital of Rs. 10 each	5,350,000	535,000.00	5,350,000	535,000.00
	5,600,000	560,000.00	5,600,000	560,000.00
(b) Issued				
Equity shares of Rs. 10 each	248,000	24,800.00	248,000	24,800.00
0.5% Non convertible Non cumulative Preference shares of Rs 10 each	5,202,500	520,250.00	5,202,500	520,250.00
	5,450,500	545,050.00	5,450,500	545,050
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each	248,000	24,800.00	248,000	24,800.00
0.5% Non convertible Non cumulative Preference shares of Rs 10 each	5,202,500	520,250.00	5,202,500	520,250.00
	5,450,500	545,050.00	5,450,500	545,050
Calls Unpaid				
Calls Unpaid - Others	-	-	-	-
Value of Shares paid Up	5450500.00	545050.00	5450500.00	545050.00

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

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares				
Year ended 31 March, 2019				
- Number of shares	248,000	-	-	248,000
- Amount	24,800.00	-	-	24,800.00
Year ended 31 March, 2018				
- Number of shares	248,000	-	-	248,000
- Amount	24,800.00	-	-	24,800.00
Preference Shares				
Year ended 31 March, 2019				
- Number of shares	5,202,500	-	-	5,202,500
- Amount	520,250.00	-	-	520,250.00
Year ended 31 March, 2018				
- Number of shares	5,202,500	-	-	5,202,500
- Amount	520,250.00	-	-	520,250.00

(e) Terms/rights attached to Equity Shares

The company has only one class of equity share having a par value of Rs.10 per share. Each holder of share is entitled to one vote per share and all the equity shareholders has the right to attend every general meeting of the company. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the paid up value of number of equity shares held by the shareholders.

(f) Details of shareholders holding more than 5% shares in the company as on 31 March 2019

Equity Shares	No. of Shares	Paid Up Value	% Holding of paid up Share capital
	-		-
Preference Shares			
Dwinger Agents Private Limited	1,375,000.00	10.00	26.43
Efficient Industrial Finance Limited	475,000.00	10.00	9.13
Jasnath Infrastructure Private Limited	782,500.00	10.00	15.04
Sukh Shanti Minerals Private Limited	1,095,000.00	10.00	21.05
Verbena Developers Private Limited	1,475,000.00	10.00	28.35
	5,202,500.00		100.00

SUNRISE AGRO PRODUCTS LIMITED
Notes forming part of the Financial Statements

Note 7 Reserves and Surplus

(Rs. in Hundred)

Particulars	As at 31 March, 2019	As at 31 March,
	Amount	Amount
Securities Premium Reserve	-	-
Provision in Diminution in value of investment	-	-
Deficit in Statement of Profit and Loss		
Opening Balance	513,601.78	513,583.47
Less: Profit/ Loss for the year	150.35	18.31
Closing Balance	513,752.13	513,601.78

Note 8 Long-Term Provisions

(Rs. in Hundred)

Particulars	As at 31 March, 2019	As at 31 March,
	Amount	2018 Amount
Provision - Others		
Provision for Diminution in value of Investments	-	-
Total	-	-

Note 9 Other Current Liabilities

(Rs. in Hundred)

Particulars	As at 31 March, 2019	As at 31 March,
	Amount	2018 Amount
Other Payables		
Auditors' Remuneration Payable	7.00	229.00
TDS Payable	16.50	-
Office Rent Payable	350.00	-
Modern Advertising	-	23.96
DBS Publicity Pvt Ltd	56.03	83.01
Total	429.53	335.97

Note 10 Short Term Provisions

Particulars	As at 31 March, 2019	As at 31 March,
	Amount	2018 Amount
Provision - Others		
Provision for Tax	52.83	244.16
Total	52.83	244.16

SUNRISE AGRO PRODUCTS LIMITED
Notes forming part of the Financial Statements

Note 11 Revenue From Operation

(Rs in Hundred)

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Sales	94,002.40	441,869.60
Total	94,002.40	441,869.60

Note 12 Other Income

(Rs. in Hundred)

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Commission Received	2,370.00	11,510.00
Interest Received	5,309.08	
Brokerage Refund	-	406.66
Daily Future MTM	7.77	-
Total	7,686.85	11,916.66

Note 13 Purchase

(Rs in Hundred)

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Purchase	6,000.00	23,936.90
Total	6,000.00	23,936.90

Note 14 Change in Inventory

(Rs in Hundred)

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Opening Stock	1,016,812.50	1,434,745.20
Less: Closing Stock	928,810.10	1,016,812.50
Total	88,002.40	417,932.70

Note 15 Other Expenses

(Rs. in Hundred)

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Amount	Amount
Payment to Auditors	236.00	229.00
Advertisement Expense	253.37	311.81
Bank Charges	323.59	41.22
Charges	31.91	-
Commodity Transaction Tax	-	179.75
Daily Future MTM	-	4,421.66
Deferred Exp w/off	1,100.50	1,100.50
Fee & Subscription	502.12	639.21
Filing Fee	30.00	-
Listing Fee	649.00	402.50
MCX Short Margin Penalty	-	604.63
Miscellaneous Expenses	-	454.20
NCDEX Short Margin Penalty	-	43.81
Office Rent	600.00	600.00
Other Expense	1,696.54	-
Postage and Stamp	97.12	18.20
Professional Fees	141.60	770.40
Salary	1,800.00	1,800.00
STT Charges	1.91	-
Website Expense	20.00	-
Total	7,483.66	11,616.89

SUNRISE AGRO PRODUCTS LIMITED
CASH FLOW STATEMENT FOR THE F.Y. 2018-19

(Rs. In Hundred)		
Particulars	2018-19 (Rs.)	2017-18 (Rs.)
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit/(Loss) after tax and extraordinary items	150.35	18.31
Adjustment for :		
Provision for Tax	52.83	281.46
Provision for Diminution in the value of Investment	-	-
Operating Profit Before Working Capital Changes	203.18	299.77
Adjustment for increase/(decrease) in operating liabilities/assets :		
Trade & Others Payable	-97.78	-349,780.77
Inventories	88,002.40	397,935.10
trade receivables	25,573.40	-8,635.55
Other Current Assets	1,095.97	689.75
Cash generated from operations	114,777.17	40,508.30
Net income tax paid	-52.83	-281.46
Net Cash from Operating Activities	114,724.34	40,226.84
<u>B.CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Investment	-	-
Decrease in Long term Provision	-	-
Sale of Investment	-	-
increase in Long term Loans & Advances	-109,165.83	-
Net Cash used in investing activities	-109,165.83	-
Proceeds From Share Premium	-	-
Proceeds From issue of Preference shares	-	-
Net Cash used in financing activities	-	-
Net Increase in Cash and Cash Equivalents	5,558.51	40,226.84
Cash and Cash Equivalents at beginning of the year	2,538.51	-37,688.33
Cash and Cash Equivalents at end of the year	8,097.02	2,538.51

As per our report of even date attached

FOR DEVI DAYAL & ASSOCIATES

FOR & ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

FIRM REGN. NO.:- 003910N

(CA Devi Dayal Gupta)

(ARJUN SAH)

(ABHISHEK BARDIA)

PARTNER

DIRECTOR

DIRECTOR

M.NO. :- 082663

DIN : 06675558

DIN: 06670438

PLACE: NEW DELHI

DATED: 30.05.2019

Notes to financial statements for the year ended 31st March, 2019

1. SIGNIFICANT ACCOUNTING POLICIES

Accounting Convention

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

Fixed Assets

Cost of acquisition of Fixed Assets includes Value of inward freight, duties and taxes and incidental expenses related to acquisition. Expenses capitalized include borrowing costs attributable to qualifying assets, if any

Depreciation & Amortization

Fixed assets are stated at cost less accumulated depreciation. All assets are provided on Written down Value Method on pro-rata basis at the rates specified in Schedule-XIV of Companies Act,1956.

Intangible Assets

There are no Intangible assets to be amortized over the useful life in accordance with the Accounting Standard AS -26 issued by ICAI.

Inventories

Valuation of stock in trade is made at Cost or Net Realizable Value whichever is lower Inventories are valued on FIFO method.

Recognition of Revenue

The company recognizes revenue on the sale of products, net of discounts, and revenues are recognized when collectability of the resulting receivables is reasonably assured.

Tax on Income.

Current Income Tax amount is the tax payable on the taxable income for the year determined in accordance with provisions of Income Tax Act. Deferred Tax is recognized on timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future income will be available against which such deferred tax assets can be realized.

Impairment of Assets

At each Balance Sheet date an assessment is made whether there is any indication of impairment of the carrying amount of the Company's assets. The recoverable amount of such assets are estimated, if any, Indication exist impairment loss is recognized wherever the carrying amount of the assets exceeds its recoverable amount.

Claims

Claims are accounted for as Income or charged to expense as and when settled with the parties during the year.

Preliminary Expenses

All Preliminary Expenses incurred on Incorporation of the Company have been fully amortized as per Accounting Standard-26.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short-term investments with an original maturity of three months or less

Borrowing cost

Borrowing cost other than those directly attributable to the acquisition of qualifying assets is recognized as an expense in the period in which they are incurred

Contingent liabilities & provisions

Provisions

A Provisions is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the outflow to settle the obligation at the reporting date .These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past event whose Existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future event beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation .A contingent liabilities also arises in extremely rare cases where there is a liabilities that cannot be recognized because it can not be measured reliably. Contingent liabilities, if any, are disclosed by way of notes to the accounts after careful evaluation of facts and legal aspects of the matter involved and are not recognized as an item of expense in the profit and loss account. Contingent gains are not recognized.

2. Corporation Information

M/S SUNRISE AGRO PRODUCTS LIMITED (The Company) is a Private Limited Company incorporated under the provisions of Companies Act, 1956.

3. Cess

The Company had not made any provision for Cess payable u/s 441A of the Companies Act, 1956. The said provision shall be made as and when the requisite notification is issued by the Central Government in this regard.

4. Segment reporting

The Company's primary operation is and is operating in a single segment, and, therefore, the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" are not applicable.

5. Related party disclosure

(A) Disclosure in respect of Related Parties pursuant to AS 18:

- (a) List of Related Party where control exists:-
 - (I) Subsidiary Company

- (II) Enterprises in which the relatives of key Management personal are able to exercise Significant influence
- (b) Other related parties:
 - (III) Key Management Personal
 - (IV) Relatives of key Management Personal

(B) During the year the following transactions were carried out with the aforesaid related parties:

-----NIL-----

6. Earnings per share - basic & diluted

Particular	Year Ended March 31, 2019	Year Ended March 31, 2018
Net Profit/(Loss) after Tax (in Rupees)	15035	1831
Weighted Average number of Equity Shares Outstanding during the period at the Beginning & End of the year (in Nos.)	248000	248000
Face Value	10	10
Earning per Equity Share (Basic and Diluted)	0.06	0.01

7. Provisions

Provisions are recognized for Income Tax. The Provisions are recognized on the basis of past events and the probable settlement of the present obligations as a result of the past events in accordance with AS-29 issued by the ICAI. The movements in provisions are as under:

Particular	Year Ended March 31, 2019	Year Ended March 31, 2018
a)Opening Balance:	24416.00	5290.00
b)New Provisions(including short provisions of last year)	5283.00	24416.00
c)Provision Utilized	-	-
d)Reversals	24416.00	5290.00
e)Closing Balance	5283.00	24416.00

8. Break-up of payments made to statutory auditors is disclosed as under:-

	31.03.2019 AMOUNT(RUPEES)	31.03.2018 AMOUNT(RUPEES)
Audit Fees	23,600.00	22,900.00
Total	23,600.00	22,900.00

