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## SUNRISE INDUSTRIAL TRADERS LIMITED

Date : 20<sup>th</sup> August, 2016

BSE Limited.  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.

Dear Sirs,

**Compliance with Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings and details of the Voting Results of 44<sup>th</sup> Annual General Meeting and Certified copy of Resolutions.**

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of E-voting to the Shareholders to enable them to cast their votes electronically on all the resolutions set out in the Notice of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on 20<sup>th</sup> August, 2016 at 11.30 a.m. at 503, Commerce House, 140 Nagindas Master Road, Fort, Mumbai - 400 023. The E-voting facility was kept open from 12<sup>th</sup> August, 2016 (9.00 a.m. IST) and ends on Friday, 19<sup>th</sup> August, 2016 (5.00 p.m. IST).

Further, the Company had also provided voting facility to the shareholders present at the 44<sup>th</sup> Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The Board of Directors had appointed Mr. Kishor V. Ved, Practicing Company Secretary, (FCS 5411) as the Scrutinizer for the Ballot, E- voting process to scrutinize the process in a fair and transparent manner. Mr. Kishor V. Ved has carried out the scrutiny of all the Ballot forms and electronic votes received up to 5.00 p.m. on 19<sup>th</sup> August, 2016 and also of the votes cast during the 44<sup>th</sup> AGM and has submitted his report dated 20<sup>th</sup> August, 2016.





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The Results as per the Scrutinizers Report dated 20<sup>th</sup> August, 2016 are as follows :

Item No.	Resolutions	Numbers of Votes in Favour	Numbers of Votes Against	Mode of Voting (Show of hands/ poll/ postal ballot/ E-voting)	Remarks
<b>ORDINARY RESOLUTIONS</b>					
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016, together with the reports of the Board of Directors and the Auditors thereon.	3,54,750	NIL	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
2.	Appointment of Mr. D. B. Raheja (DIN - 00145896), Director of the Company who retires by rotation and is eligible for re-appointment.	11,350	NIL	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
3.	Appointment of Auditors for the Financial Year 2016 – 17, from the conclusion of this Annual General meeting till the year 2019 and to fix their remuneration.	3,54,750	NIL	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
<b>SPECIAL RESOLUTIONS</b>					
4.	Re-appointment of Mr. Suresh B. Raheja (DIN - 00077245) as a Whole-time Director and Chief Executive Officer in the category of Key Managerial Personnel of the Company.	11,350	NIL	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
5.	Holding of Office or Place of Profits by Mr. Alkesh S. Raheja.	11,350	NIL	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority





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## SUNRISE INDUSTRIAL TRADERS LIMITED

Based on the consolidated Report of the Scrutinizer, annexed as Annexure – 1 all Resolutions as set out in the Notice of 44<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details regarding the voting results in the specified format as Annexure 2.

The copies of the voting results will also be available on the website of the Company and at the Registered Office of the Company.

Further pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the certified true copy of the resolutions passed at the 44<sup>th</sup> AGM of the Company as Annexure - 3.

Kindly acknowledge and take the same on the records.

Thanking you,

Yours faithfully,  
Sunrise Industrial Traders Limited

  
(Suresh B. Raheja)  
Whole-time Director  
(DIN – 00077245)





**Kishor V. Ved**  
B.Com., F.C.S.  
Practicing Company Secretary

D/215, Neelkanth Business Park,  
Near Vidyavihar Bus Depot,  
Vidyavihar (West), Mumbai - 400 086.  
Tel. (O) : +91 22 2510 0327  
Cell : +91 90040 00831  
E-mail : vedkishor1@rediffmail.com  
kishore.ved@gmail.com

Consolidated Scrutinizer's Report  
[Pursuant Section 108 of the Companies Act, 2103 and Companies  
(Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
44<sup>th</sup> Annual General Meeting,  
Sunrise Industrial Traders Limited,  
held on 20<sup>th</sup> August, 2016  
at 503, Commerce House,  
140, Nagindas Master Road,  
Fort, Mumbai - 400 023

20<sup>th</sup> August, 2016

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on passing resolutions through electronic Voting (remote e-voting) and physical ballot forms conducted and votes cast at the 44<sup>th</sup> Annual General Meeting of Members of Sunrise Industrial Traders Limited (the Company) held on Saturday, the 20<sup>th</sup> August, 2016 at 11.30 a.m. at 503, Commerce House, 140, Nagindas Master Road, Fort, Mumbai - 400 023.**

I, Kishor V. Ved, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of **SUNRISE INDUSTRIAL TRADERS LIMITED ("the Company")** for the purpose of :

- (i) Scrutinizing the remote e-voting under the provision of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies ( Management and Administration ) Rules, 2014 as amended ; and
- (ii) Ballot forms at the 44<sup>th</sup> Annual General Meeting of the Members of **the Company** held on Saturday, the 20<sup>th</sup> August, 2016 at 11.30 a.m. at 503, Commerce House, 140, Nagindas Master Road, Fort, Mumbai - 400 023.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means for the resolutions contained in the Notice to the 44<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means and voting at AGM is restricted to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and ballot forms submitted at the AGM.



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

The Company had appointed Karvy Computershare Pvt. Ltd. (Karvy), the Registrar and share Transfer Agents (RTA) of the Company, as the Service provider for extending the facility of electronic voting to the Shareholders of the Company from 12<sup>th</sup> August, 2016 (9.00 a.m. IST) and ends on Friday, 19<sup>th</sup> August, 2016 (5.00 p.m. IST) and the shareholders of the company holding shares as on the "cut-off" date of 11<sup>th</sup> August, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The Company had also provided voting facility to the shareholders present at the 44<sup>th</sup> AGM, who had not cast their votes earlier through remote e-voting facility or by physical ballot.

After reconciling the votes casted at the AGM, the e-voting results were unblocked by me on 20<sup>th</sup> August, 2016.

On completion of voting at the meeting, Karvy provided me with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.

Subsequently, the votes casted at the meeting and received through ballot papers were reconciled with the records maintained by Karvy.

Accordingly, the details containing, inter alia, list of Equity Shareholders, who voted "for", "against", "Invalid" and "Abstain" for each of the resolutions that were put to vote, were generated from e-voting website <https://evoting.karvy.com> (Karvy Website).

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from Karvy Computershare Pvt. Ltd., e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions at 44<sup>th</sup> AGM of the Company.

**Ordinary Resolution No. 1:**

To receive, consider and adopt the Audited Balance Sheet and the Audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2016 and Cash Flow Statement as at that date together with Schedules and notes attached thereto and the Report of the Directors' and the Report of Auditors' thereon.

Voting	No. of Shares cast			% of total number of Valid votes cast
	In favour	Against	Abstained	
E-voting	3,45,400	0	0	0
Physical	9,350	0	0	0
<b>Total</b>	<b>3,54,750</b>	<b>0</b>	<b>0</b>	<b>0</b>





**Ordinary Resolution No. 2:**

To appoint a Director in place of Mr. D. B. Raheja (DIN - 00145896), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

Voting	No. of Shares cast			% of total number of Valid votes cast
	In favour	Against	Abstained	
E-voting	2,000	0	3,43,400	0
Physical	9,350	0	0	0
<b>Total</b>	<b>11,350</b>	<b>0</b>	<b>3,43,400</b>	<b>0</b>

**Ordinary Resolution No. 3:**

To appoint the Auditors for the Financial Year 2016 – 17, from the conclusion of this Annual General meeting till the year 2019 and to fix their remuneration.

Voting	No. of Shares cast			% of total number of Valid votes cast
	In favour	Against	Abstained	
E-voting	3,45,400	0	0	0
Physical	9,350	0	0	0
<b>Total</b>	<b>3,54,750</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Special Resolution No. 4:**

Re-appointment of Mr. Suresh B. Raheja (DIN - 00077245) as a Whole-time Director and Chief Executive Officer in the category of Key Managerial Personnel of the Company.

Voting	No. of Shares cast			% of total number of Valid votes cast
	In favour	Against	Abstained	
E-voting	2,000	0	3,43,400	0
Physical	9,350	0	0	0
<b>Total</b>	<b>11,350</b>	<b>0</b>	<b>3,43,400</b>	<b>0</b>

**Special Resolution No. 5:**

Holding of Office or Place of Profits by Mr. Alkesh S. Raheja, relative of Director of the Company

Voting	No. of Shares cast			% of total number of Valid votes cast
	In favour	Against	Abstained	
E-voting	2,000	0	3,43,400	0
Physical	9,350	0	0	0
<b>Total</b>	<b>11,350</b>	<b>0</b>	<b>3,43,400</b>	<b>0</b>



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

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All the above resolutions No. 1 to 5 stand passed under remote e-voting and ballot papers at the AGM with requisite majority.

The electronic data and all other relevant records to the voting are under my safe custody and will be handed over to Mr. Suresh B. Raheja, Whole-time Director of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 44<sup>th</sup> AGM.

Thanking you,

Yours truly,

*Kishor V. Ved.*

(Kishor V. Ved)  
Practicing Company Secretary  
F.C.S. No. 5411 & C.O.P. NO. 4691



**Countersigned by –**  
For Sunrise Industrial Traders Limited

*S B Raheja.*  
Suresh B. Raheja  
Chairman / Whole-time Director & CEO

Mumbai, 20<sup>th</sup> August, 2016

Mumbai, 20<sup>th</sup> August, 2016





Resolution required: (Ordinary/ Special)		ORDINARY - Re-appointment of Mr. D. B. Raheja as Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	344250	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	154750	2000	1.2924	2000	0	17.6211	0.0000
	Poll		9350	6.0420	9350	0	82.3789	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	499000	11350	7.334410339	11350	0	100	0
	Total	499000	11350	2.2745	11350	0	100.0000	0.0000



*Rahy*

Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of M/s R. A. Rajani & Co Chartered Accountants as Statutory Auditors & fixing their remuneration							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	344250	343400	0.0000	343400	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>0</b>	<b>343400</b>	<b>0</b>	<b>343400</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	154750	2000	69.2184	2000	0	17.6211	0.0000
	Poll		9350	1.8737	9350	0	82.3789	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>499000</b>	<b>11350</b>	<b>71.0921</b>	<b>11350</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>	<b>499000</b>	<b>354750</b>	<b>71.0922</b>	<b>354750</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	



B. Kalyan

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Suresh B Raheja as Whole Time Director & Chief Executive Officer - Key Managerial Personnel.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	344250	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	154750	2000	1.2924	2000	0	17.6211	0.0000
	Poll		9350	6.0420	9350	0	82.3789	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	499000	11350	7.334410339	11350	0	100	0
Total	499000	11350	2.2745	11350	0	100.0000	0.0000	



*S. Kalyan*



Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Alkesh S Raheja to hold office or place of profit.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	344250	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0.0000	00	0	0.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	154750	2000	1.2924	2000	0	17.6211	0.0000
	Poll		9350	6.0420	9350	0	82.3789	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	499000	11350	7.334410339	11350	0	100	0
Total	499000	11350	2.2745	11350	0	100.0000	0.0000	



*Alkesh S Raheja*



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## SUNRISE INDUSTRIAL TRADERS LIMITED

### Annexure 3

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED BY THE MEMBERS OF SUNRISE INDUSTRIAL TRADERS LIMITED AT THEIR 44<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SATURDAY, THE 20TH AUGUST, 2016, AT 11.30 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT 503, COMMERCE HOUSE, 140, NAGINDAS MASTER ROAD, FORT, MUMBAI - 400023:

#### ORDINARY BUSINESS :

#### **ORDINARY RESOLUTIONS NO. 1. APPROVAL OF ACCOUNTS AS AT 31ST MARCH, 2016:**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016 and the Audited Statement of Profit and Loss for the year ended on that date and Cash Flow Statement alongwith Schedules and Notes attached thereto and the Report of the Directors' and the Report of Auditors' thereon be and are hereby approved and adopted."

#### **ORDINARY RESOLUTION NO. 2. – RE-APPOINTMENT OF MR. D. B. RAHEJA AS DIRECTOR LIABLE TO RETIRE BY ROTATION:**

"RESOLVED THAT Mr. D. B. Raheja (DIN - 00145896), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **ORDINARY RESOLUTION NO. 3. - APPOINTMENT OF AUDITORS:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s R. A. Rajani & Co., Chartered Accountants (Firm Regt. No. 114606W), Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this Annual General Meeting till the year 2019, subject to ratification at the every Annual General Meeting and they be paid remuneration as mutually agreed between them and the Board of Directors of the Company and the said Auditors be paid out-of-pocket expenses incurred by them in connection with the audit of accounts of the Company."







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## SUNRISE INDUSTRIAL TRADERS LIMITED

### SPECIAL BUSINESS :

**SPECIAL RESOLUTIONS NO. 4. - RE-APPOINTMENT OF MR. SURESH B. RAHEJA AS A WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER IN THE CATEGORY OF KEY MANAGERIAL PERSONNEL OF THE COMPANY:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee at their meeting held on 28th May, 2016 and pursuant to section 196 and 197 and any other applicable provisions, if any read with Schedule V of the Companies, 2013 and Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Suresh B. Raheja (DIN - 00077245) as a Whole-time Director and Chief Executive Officer in the category of Key Managerial Personnel of the Company on monthly salary of Rs.2,05,000/- (Rupees Two Lakhs Five Thousand only) for a period of 5 (five) years from 1st June, 2016 to 31st May, 2021, (both days inclusive) and further, during the currency of Mr. Suresh B. Raheja, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. Suresh B. Raheja as provided in Section V of the Act as notified from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, amend and vary the terms and conditions of the said appointment from time to time and also further authorized to do all such acts, deeds and things as may be necessary, expedient or desirable, to give effect to this resolution or otherwise best in the interest of the Company.”

### SPECIAL RESOLUTION NO. 5.- HOLDING OF OFFICE OR PLACE OF PROFITS BY MR. ALKESH S. RAHEJA:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, the consent of the company be and is hereby given to hold office or place of profits for the SUNRISE INDUSTRIAL TRADERS LTD. appointment of Mr. Alkesh S. Raheja, relative of Mr. Suresh B. Raheja and Mr. D. B. Raheja, Directors of the Company, as an employee of the Company on a monthly salary of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month for the period of 3 (three) years with effect from 1st April, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, amend and vary the terms and conditions of the said appointment from time to time and also further authorized to do all such acts, deeds and things as may be necessary, expedient or desirable, to give effect to this resolution or otherwise best in the interest of the Company.”

Certified True Copy  
FOR SUNRISE INDUSTRIAL TRADERS LIMITED

  
S. B. RAHEJA  
WHOLE-TIME DIRECTOR  
(DIN - 00077245)  
Mumbai, 20<sup>th</sup> August, 2016

