

20TH ANNUAL REPORT 2014-2015 OF SUN TECHNO OVERSEAS LIMITED

BOARD OF DIRECTOR

RAMANLAL TRIVEDI	-DIRECTOR
UDAYRAJ SHEKHVA	-DIRECTOR
KALPESH PALAN	-DIRECTOR

AUDITOR

M/S. DHVANISH SHAH & ASSOCIATES,
CHARTERED ACCOUNTANTS,
AHMEDABAD

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,
Off Andheri-Kurla Road, Jarimari, Sakinaka,
Mumbai-400072 Maharashtra, INDIA
Ph No: +91-22-2852 0461 / 2852 0462
Fax No: +91-22-2851 1809
E mail: service@satellitecorporate.com

REGISTERED OFFICE

104, SAMEDH BUILDING,
BESIDE ASSOCIATED PETROL PUMP,
C. G. ROAD,
AHMEDABAD-380006, GUJARAT, INDIA

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N O T I C E

NOTICE is hereby given that the **20TH ANNUAL GENERAL MEETING** of the Members of **SUN TECHNO OVERSEAS LIMITED** will be held at the Registered Office of the Company at **104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006, GUJARAT, INDIA** on **Tuesday, 29th day of September, 2015 at 12:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial Statement for the year ended on 31 March, 2015 and the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass with or without modification, as an Special Resolution, the following:
“**RESOLVED THAT** pursuant to the provisions of Section 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W) in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”
3. To consider and if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
“**RESOLVED THAT** Mr. KALPESH HARISHBHAI PALAN (DIN-02332642), who was appointed as an Additional Director of the Company on 28.08.2015 under Section 149 ,152 & 161 of the Companies Act, 2013 to the extent applicable holds office up to the date of this Annual General Meeting but being eligible, offers himself for re-appointment and in respect of whom the company has received Notice in writing from member proposing his candidature for office of Director, be and hereby appointed as director of the Company and whose office liable to retire by rotation”
4. To consider and if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. UDAYRAJ RAJENDRABHAI SHEKHVA (DIN-06649796), who was appointed on 28.08.2015 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013, and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 29, 2020.”
5. To consider and if thought fit, to pass with or without modification, as an Ordinary Resolution, the following:
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. RAMANLAL NAGJIBHAI TRIVEDI (DIN-01658705), who was appointed on 05.02.2015 as an Additional Director of the Company and holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013, and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 29, 2020.”

By Order of the Board
For, SUN TECHNO OVERSEAS LIMITED

PLACE: AHMEDABAD

DATE: 31.08.2015

Sd/-
(RAMANLAL TRIVEDI)
CHAIRMAN

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.

2. 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 representatives to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2015 to 29th September, 2015.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be re-appointed is given in the annexure to the Notice.
6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
7. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.
8. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
11. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
12. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/S Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SUN TECHNO OVERSEAS LIMITED" From the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) -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 last 8 digits of the demat account/folio number in the PAN field. -In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. -Please enter the DOB or Dividend Bank Details in order to login. If 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 the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <SUN TECHNO OVERSEAS LIMITED> 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 Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(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) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(B) The voting period begins on 26.09.2015 AT 09.00 A.M. and ends on 28.09.2015 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding 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 Company has appointed Ms. SHUBHAM AGARAWAL, Practicing Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Accordance with the provisions of sections 139, and other applicable provision if any of the Companies Act, 2013 and rules there under, the said appointment would require the approval its shareholders in General Meeting by way of Special Resolution and company has also received a Special Notice under sector 140 (4) from the member of the company proposing such appointment at the ensuing Annual General Meeting.

Therefore, your company seeks your approval to appoint M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W) in place of existing auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting.

The Board recommends the resolution to be passed as Special resolution.

None of the Directors or KMP or relatives of Directors and KMP are in any way concerned with or interested, financially or otherwise in the resolution.

Item No. 3

The Board of Directors at their meeting held on 28.08.2015 co-opted Mr. KALPESH HARISHBHAI PALAN in the Board as Additional Director as per section 160 and other applicable provision of the Company Act, 2013 his tenures of office expires at the ensuing Annual General Meeting. Mr. KALPESH HARISHBHAI PALAN having rich experience in the field of Finance and Marketing hence considering the same Board recommends keeping him on the board.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. KALPESH HARISHBHAI PALAN is interested or concerned in the resolution.

Item No. 4

Mr. UDAYRAJ RAJENDRABHAI SHEKHVA was appointed as an Additional Director of the Company with effect from 28.08.2015 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. UDAYRAJ RAJENDRABHAI SHEKHVA holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. UDAYRAJ RAJENDRABHAI SHEKHVA as Independent Director of the Company and to hold office for five consecutive years for a term up to September 29, 2020.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. UDAYRAJ RAJENDRABHAI SHEKHVA is interested or concerned in the resolution.

Item No. 5

Mr. RAMANLAL NAGJIBHAI TRIVEDI was appointed as an Additional Director of the Company with effect from 05.02.2015 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. RAMANLAL NAGJIBHAI TRIVEDI holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. RAMANLAL NAGJIBHAI TRIVEDI as Independent Director of the Company and to hold office for five consecutive years for a term up to September 29, 2020.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. RAMANLAL NAGJIBHAI TRIVEDI is interested or concerned in the resolution.

PLACE: AHMEDABAD

DATE: 31.08.2015

By Order of the Board
For, SUN TECHNO OVERSEAS LIMITED

Sd/-
(RAMANLAL TRIVEDI)
CHAIRMAN

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 20th Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2015**.

OPERATIONS REVIEW:

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. 1327795/-.

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

The Company does not have any significant business activity and not carried out any business during the year under review.

DIVIDEND:

Considering the loss incurred in the current financial year and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

TRANSFER TO RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

SHARE CAPITAL:

The issued, subscribed and paid up capital of the Company is Rs 652603000/- divided into 652603000 equity shares of Rs 1/- each. There was no change in the share capital during the year.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, associate companies & joint ventures.

FIXED DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

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

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. KALPESH PALAN appointed as an additional director as on 28.08.2015 and holds office up to the date of this Annual General Meeting be and hereby appointed as director of the Company and whose office liable to retire by rotation.

MR. UDAYRAJ SHEKHVA and Mr. RAMANLAL TRIVEDI appointed as an additional Director on 28.08.2015 and 05.02.2015 respectively holds office up to the date of this Annual General Meeting and is hereby appointed as an Independent Director for five consecutive years for a term up to September 29, 2020.

Mr. GIRISHBHAI DOSHI appointed as on 01.12.2014 as additional Director and same resigned as on 31.08.2015. Mr. ANAND TRIVEDI, Mr. SANDEEP MOHITE and Mr. JIVAN SATISH KATHE resigned as on 02.03.2015, 31.08.2015 and 01.12.2014 respectively.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

During the year under review, company vide postal ballot notice dated 18.06.2014 and result thereof dated 02.08.2015 approved shifting of Registered office from State of Gujarat to State of Maharashtra but company failed to obtain Approval from respective Regional Director (RD) and Registrar of Companies (ROC) hence company did not make any further proceeding for the same.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

MEETINGS:

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year ten Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement.

AUDIT COMMITTEE:

The terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 and details thereof have been furnished in the Corporate Governance Report forming a part of this Annual Report.

BOARD EVALUATION:

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

AUDITORS AND AUDITORS' REPORT:

M/S. DHVANISH SHAH & ASSOCIATES, Chartered Accountants, Ahmedabad (FRN 139838W), in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) and hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Ms. SHUBHAM AGARAWAL, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
b)	Updating of website with regard to various policies is pending	The company will take necessary steps to update website with regard to various policies which are pending.
c)	The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
d)	As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.	The Company is in process for appointing of Women Director and once suitable and if any willing candidate agrees to join the Company.
e)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
f)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
g)	The company has not maintained the attendance register for Board and committee meeting	The company will take necessary steps to maintain the attendance register for board and committee meetings.
h)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
i)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

INTERNAL CONTROL SYSTEMS:

As there is no significant business activities hence there was no systems set up for Internal Controls.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- 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.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Since there are no women employees in the Company hence no comments

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

BUSINESS RISK MANAGEMENT:

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for:

- a. Government Policies
- b. Human Resource Risk

VIGIL MECHANISM

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, SUN TECHNO OVERSEAS LIMITED**

PLACE: AHMEDABAD

DATE: 31.08.2015

Sd/-
(RAMANLAL TRIVEDI)
CHAIRMAN

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT**

1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

2. OVERALL REVIEW:

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

3. RISK AND CONCERNS:

The Company's future development would depend upon the commencement of its operational activities

4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year under review, the Company did not carry out any activity.

6. CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Form No. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

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

To,
The Members,
SUN TECHNO OVERSEAS LIMITED
AHMEDABAD

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SUN TECHNO OVERSEAS 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 March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- i) The Companies Act, 1956 (the Old Act) and the rules made thereunder;
- ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iv) 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, 1992;
 - (c) 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;
- v) The provisions of the following Acts, Rules, Regulations and Guidelines were not applicable to the Company during the year under report:
 - (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (c) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (g) The Securities and Exchange Board of India (Issue of Sweat Equity) Regulations, 2002
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards. Major heads/groups of Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:
 - (i) Acts prescribed under prevention and control of pollution;
 - (ii) Acts prescribed under environmental protection;
 - (iii) Such other Local laws etc. as may be applicable in respect of the office of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (come in to the force as on 01.07.2015 hence not applicable to the Company during the audit period as 31.03.2015).
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following qualifications:

a) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.

b) Updating of website with regard to various policies is pending.

c) The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.

d) As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.

e) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.

f) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.

g) The company has not maintained the attendance register for Board and committee meeting.

h) Statutory Registrar as per companies Act 2013 is yet to be updated.

i) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

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.

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I cannot comment for the same as corresponding documents are not available for inspection.

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 not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

I further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year.

PLACE: BHILWARA

DATE: 31.08.2015

Sd/-

[SHUBHAM AGARAWAL]

Company Secretaries C. P. NO.: 10640

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

ANNEXURE-A

To,
The Members,
SUN TECHNO OVERSEAS LIMITED
AHMEDABAD

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of 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 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 our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever 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 and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on 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.

PLACE: BHILWARA
DATE: 31.08.2015

Sd/-
[SHUBHAM AGARAWAL]
Company Secretaries
C. P. NO.: 10640

FORM NO. MGT 9

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

I. REGISTRATION AND OTHER DETAILS:

CIN	L65910GJ1995PLC026702
Registration Date	13/07/1995
Name of the Company	SUN TECHNO OVERSEAS LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address Of The Registered Office And Contact Details	104,SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006 E mail: suntechnooverseas@gmail.com
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, SONY APT., OPP. ST. JUDE'S HIGH SCHOOL, 90FT ROAD, JARIMARI, SAKINAKA, MUMBAI-400072

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

The Company does not have any significant business activity and not carried out any business since last 2 to 3 years.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i Category-wise Share Holding pattern

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	9705600	0	9705600	1.49	9705600	0	9705600	1.49	0.00
2. Foreign	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = 1+2	9705600	0	9705600	1.49	9705600	0	9705600	1.49	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
Banks/FI	10000	0	10000	0	10000	0	10000	0	0
2. Non-Institutions									
a) Bodies Corporate	589922923	0	589922923	90.40	589836549	0	589836549	90.38	-0.02
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	32312542	891020	33203562	5.09	32034166	0	32034166	4.91	-0.18

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	14001637	3500000	17501637	2.68	14599463	4391020	18990483	2.91	0.23
c) Others (specify)									
-NRI	345999	0	345999	0.05	215502	0	215502	0.03	-0.02
-HUF	1912113	0	1912113	0.29	1804744	0	1804744	0.28	-0.01
-Clearing Member	976	0	976	0.00	5956	0	5956	0.00	0.00
-Foreign Corporate Bodies	190	0	190	0.00	0	0	0	0.00	0.00
B) = (B) (1) + (B) (2) + c	638506380	4391020	642897400	98.52	638506380	4391020	642897400	98.51	-0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	648211980	4391020	652603000	100	648211980	4391020	652603000	100	0.00

ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding 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	GIRISH METALS PVT LTD	48,38,600	0.74	0	48,38,600	0.74	0	0
2	SHANTI TRADELINK PVT LTD	48,67,000	0.75	0	48,67,000	0.75	0	0
	Total	97,05,600	1.49	0	97,05,600	1.49	0	0

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no change in the promoters' holding during the year.*

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year 31.03.2015	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	SHAH AND SONS PROPON PRIVATE LIMITED	45600000	7.03	0	0.00
2	SARALA SPACE MANAGER PRIVATE LIMITED	44300000	6.83	0	0.00
3	CORPORATE COMMODITY BROKERS PVT LTD	44300000	6.83	0	0.00
4	SOMAR COMMODITIES PRIVATE LIMITED	44300000	6.83	0	0.00
5	TRUSHA MERCANTILE PVT LTD	44300000	6.83	0	0.00
6	SHAH SPACE MANAGER PRIVATE LIMITED	44300000	6.83	0	0.00
7	CORPORATE STOCK BROKING PRIVATE LIMITED	44300000	6.83	0	0.00
8	SHAH REALCOM PRIVATE LIMITED	44300000	6.83	0	0.00
9	ASHOK PROPON PRIVATE LIMITED	44300000	6.83	0	0.00
10	RUDRA SECURITIES AND CAPITAL LIMITED	35000000	5.40	35000000	5.36
11	XO INFOTECH LIMITED	0	0.00	49167000	7.53
12	OMEGA COAL PRIVATE LIMITED	0	0.00	45600000	6.99
13	AMRADEEP INDUSTRIES LTD	0	0.00	44300000	6.79
14	KOSIAN INDUSTRIES LTD	0	0.00	44300000	6.79
15	DHANLAXMI LEASE FINANCE LTD	0	0.00	44300000	6.79

16	PINKROSE DISTRIBUTORS	0	0.00	44300000	6.79
17	JOSHE BUILDERS	0	0.00	44299000	6.79
18	INDURAM DEVELOPERS (P) LTD.	0	0.00	35000000	5.36
19	SYNERGY COSMETICS EXIM LTD	0	0.00	35000000	5.36

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. In lacs)

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	00	5720.79	00	5720.79
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	4720.59	00	4720.57
Net Change	00	00	00	00
Indebtness at the end of the financial year				
i) Principal Amount	00	1000.22	00	1000.22
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	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			NONE		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other officers in default					
Penalty			NONE		
Punishment					
Compounding					

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2015. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD

During the financial year 2014-15 the Board met ten times on 01.05.2014, 29.05.2014, 18.06.2014, 23.06.2014, 31.07.2014, 27.08.2014, 14.11.2014, 01.12.2014, 14.02.2015, and 02.03.2015. Attendance record of Directors attending the Board meetings and Annual General Meetings:

Name of the Director	Date of Appointment	Date of Resignation	No. of Board Meetings		Last AGM attended (29.09.2014)
			Held	Attended	
ANAND TRIVEDI	17.02.2014	02.03.2015	10	9	Yes
JIVAN SATISH KATHE	23.04.2014	01.12.2014	10	6	No
SANDEEP MOHITE	23.04.2014	31.08.2015	10	9	Yes
GIRISHBHAI DOSHI	01.12.2014	31.08.2015	10	2	NA
RAMANLAL TRIVEDI	02.03.2015	--	10	--	NA

AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. RAMANLAL TRIVEDI, Mr. UDAYRAJ SHEKHVA and Mr. KALPESH PALAN.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS

During the year the Audit Committee met 4 times on 29.05.2014, 31.07.2014, 14.11.2014 and 14.02.2015 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
ANAND TRIVEDI	4	4
JIVAN SATISH KATHE	4	3
SANDEEP MOHITE	4	4
GIRISHBHAI DOSHI	4	1

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 30.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. RAMANLAL TRIVEDI, Mr. UDAYRAJ SHEKHVA and Mr. KALPESH PALAN.

The following is the terms of reference of Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Nomination and Remuneration Policy:

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee.

This committee presently consists of three directors namely, Mr. RAMANLAL TRIVEDI, Mr. UDAYRAJ SHEKHVA and Mr. KALPESH PALAN. There were two meetings were held on 29.05.2014 and 14.02.2015.

GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2013-14	At Registered Office	29.09.2014	12:00 P.M.	Adoption of new set of Articles of Association
2012-13	At Registered Office	30.09.2013	02:00 P.M.	No Special Resolution was passed in the meeting
2011-12	At Registered Office	01.09.2012	02:00 P.M.	No Special Resolution was passed in the meeting

POSTAL BALLOT:

During the Financial Year 2014-2015, the following special resolutions were passed by Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011

Financial Year	Date of Passing of the resolution	Nature of Resolution Ordinary /Special	Particulars of the resolution	% of Vote in favor of resolution
2014-15	02.08.2014	Special Resolution	Section 13(4) & 100 and other applicable provisions, if any, of the Companies Act, 2013 for authority for shifting of registered office of the Company from one state to another state.	100%

The results of the Postal Ballot were declared on 02.08.2014 which was taken as the date of passing of the resolutions. **Company failed to obtain Approval from respective Regional Director (RD) and Registrar of Companies (ROC) hence company did not make any further proceeding for the same.**

DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April to 31st March	
Date and time of Annual General Meeting	Monday, 29th September, 2015 at 12:00 P.M.	
Venue of Annual General Meeting	104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006	
Dates of Book Closure	23.09.2015 to 29.09.2015	
Listing on Stock Exchange	BSE Limited, Mumbai,	
Stock Code and Scrip ID	531752 (BSE) and SUNTECHNO (BSE)	
Demat ISIN No.	INE703D01023	
Financial for Reporting 2015-2016 (tentative schedule)		
Quarterly Financial Results	Date of Board Meeting	
First Quarter Results	Before 15.08.2015	
Second Quarter Results	Before 15.11.2015	
Third Quarter Results	Before 15.02.2016	
Fourth Quarter Results	Before 15.05.2016	

CATEGORIES OF SHAREOWNERS AS ON 31.03.2015

Category	No. of Shares Held	Voting Strength (%)
Promoters	9705600	1.49
Resident Individuals		
share capital up to Rs. 1 lakh	32034166	4.91
share capital in excess of Rs. 1 lakh	18990483	2.91
Financial Institutions/ Banks	10000	0.00
Bodies Corporate	589836549	90.40
NRIs/ OCBs	215502	0.03
Hindu Undivided Families	1804744	0.28
Clearing Members	5956	0.00
Total	652603000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2015

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to – 2500	4412	59.64	4681218	0.72
2501-5000	1419	19.18	6027177	0.92
5001-10000	851	11.50	7160527	1.10
10001-20000	342	4.62	5224712	0.80
20001-30000	129	1.74	3316856	0.51
30001-40000	43	0.58	1524627	0.23
40001-50000	47	0.64	2220809	0.34
50001-100000	69	0.93	5178500	0.79
100001 and above	86	1.16	617268574	94.59
Total	7398	100.00	652603000	100.00

STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
Apr-14	0.31	0.19
May-14	0.30	0.20
Jun-14	0.29	0.24
Jul-14	0.37	0.28
Aug-14	0.49	0.29
Sep-14	0.51	0.40
Oct-14	0.45	0.29
Nov-14	0.38	0.26
Dec-14	0.33	0.24
Jan-15	0.42	0.32
Feb-15	0.43	0.24
Mar-15	0.26	0.19

REGISTRAR AND SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072 Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE:

104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006, GUJARAT, INDIA

Investors Correspondence/ Complaints to be address to:
MR. RAMANLAL TRIVEDI - Director and Compliance Officer
E-mail: suntechnooverseaslimited@yahoo.in

DECLARATION:

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2015.

PLACE: AHMEDABAD

DATE: 31.08.2015

**For and on Behalf of the Board
For, SUN TECHNO OVERSEAS LIMITED**

**Sd/-
(RAMANLAL TRIVEDI)
CHAIRMAN**

CEO/CFO CERTIFICATE

To,
The Board of Director
SUN TECHNO OVERSEAS LIMITED
Ahmedabad

I RAMANLAL TRIVEDI, Chairman of **SUN TECHNO OVERSEAS LIMITED** (Formerly known as Wellworth Overseas Limited) to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2015 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2015.

PLACE: AHMEDABAD
DATE: 31.08.2015

Sd/-
RAMANLAL TRIVEDI
CHAIRMAN

CERTIFICATION ON CORPORATE GOVERNANCE

To the members of SUN TECHNO OVERSEAS LIMITED:

We have examined the compliance of conditions of Corporate Governance by **SUN TECHNO OVERSEAS LIMITED** (Formerly known as WELLWORTH OVERSEAS LIMITED) for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE: LUDHIANA
DATE: 31.08.2015

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728

INDEPENDENT AUDITORS' REPORT

To,
THE MEMBERS
SUN TECHNO OVERSEAS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements **SUN TECHNO OVERSEAS LIMITED**, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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 purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss, 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 Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 30.05.2015

Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728

THE ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S SUN TECHNO OVERSEAS LIMITED ON THE ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.

(b) The company has disposed off all of its fixed assets during the year and the going concern status of the company is not affected.
2. The company does not have any inventory. Hence, clause (ii) (a), (b) & (c) are not applicable to the Company.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) & (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
6. As informed to us, Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of statutory dues:
 - a) As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year.
 - b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
 - c) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company
8. The accumulated losses at the end of the financial year are not more than 50% of its net worth and the Company has incurred cash losses of Rs. 223734/- during the financial year covered by the audit and also incurred losses in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, there are no loans taken from financial institution, banks or debenture-holders therefore the question of payments does not arise.
10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from Banks or financial institutions.

11. The company has not raised any term loans during the year.

12. In our opinion and according to the information and explanations given to us, no material fraud on or by the company, has been noticed or reported, during the course of our audit.

**For, Y. D. & CO
CHARTERED ACCOUNTANTS
FRN: 018846N**

**PLACE: LUDHIANA
DATE: 30.05.2015**

**Sd/-
CA RAKESH PURI
PARTNER
M. No.: 092728**

BALANCE SHEET AS AT 31ST March, 2015

(Amount in Rupees)

Particulars	Notes	31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	652603000	652603000
(b) Reserves and Surplus	3	(42712540)	(41384745)
(c) Money received against share warrants		00	00
<u>(2) Share Application money pending Allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	69400000	0
(b) Deferred Tax Liabilities (Net)		15881490	15881490
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	5	30622000	572078928
(b) Trade Payables	6	8559517	32059517
(c) Other Current Liabilities	7	20000	920000
(d) Short-Term Provisions	8	484882	484882
Total Equity & Liabilities		734858349	1232643072
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets	9		
(i) Gross Block		0	22500
(ii) Depreciation		0	19030
(iii) Net Block		0	3470
(b) Non-current investments	10	191925637	161551405
(c) Deferred tax assets (net)		00	00
(d) Long term loans and advances	11	240262100	599449600
(e) Other non-current assets	12	31279	999513
<u>(2) Current Assets</u>			
(a) Current investments	13	245839850	447048600
(b) Inventories		00	00
(c) Trade receivables	14	8594977	8654977
(d) Cash and cash equivalents	15	1038816	14869817
(e) Short-term loans and advances	16	47165690	65690
Total Assets		734858349	1232643072
NOTES TO ACCOUNTS			
1 to 27			
Schedules referred to above and notes attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
Sd/- (CA RAKESH PURI) PARTNER M. No. 092728 Place: LUDHIANA Date: 30.05.2015		Sd/- GIRISHBHAI DOSHI (DIRECTOR) Place: AHMEDABAD Date: 30.05.2015	
		Sd/- RAMANLAL TRIVEDI (DIRECTOR)	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015

(Amount in Rupees)

Sr. No	Particulars	Notes	31.03.2015	31.03.2014
I	Revenue from operations		0	0
II	Other Income	17	35090	0
III	III. Total Revenue (I +II)		35090	0
IV	Expenses:			
	Employee Benefit Expense	18	34250	13500
	Financial Costs	19	5217	5379
	Depreciation and Amortization Expense	20	968234	970547
	Other Administrative Expenses	21	355184	311985
	Total Expenses (IV)		1362885	1301411
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(1327795)	(1301411)
VI	Exceptional Items		00	00
	Revocation Charges		00	00
VII	Profit before extraordinary items and tax	(V - VI)	(1327795)	(1301411)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(1327795)	(1301411)
X	Tax expense:		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(1327795)	(1301411)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(1327795)	(1301411)
XVI	Earning per equity share:			
	(1) Basic		0	0
	(2) Diluted		0	0

NOTES TO ACCOUNTS

1 to 27

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement
This is the Profit & Loss Statement referred to in our Report of even date.

For Y. D. & Co.

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

Sd/-

(CA RAKESH PURI)

PARTNER M. No. 092728

Place: LUDHIANA

Date: 30.05.2015

Sd/-

GIRISHBHAI DOSHI

(DIRECTOR)

Place: AHMEDABAD

Date: 30.05.2015

Sd/-

RAMANLAL TRIVEDI

(DIRECTOR)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015		
(Rupees in Lacs)		
	2014-15	2013-14
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(13.28)	(13.01)
Add:		
Depreciation & impairment	0.00	0.02
Operating Profit before Working Capital Changes	(13.28)	(12.99)
Adjustments for		
Inventories	00	00
Increase/ (Decrease) in Debtors	0.60	(86.20)
Increase/ (Decrease) in Loan & Advances	(471.00)	0.00
Increase/ (Decrease) in Trade Payables & Other Liabilities	(244.00)	104.77
Cash generated from Operations	(727.68)	5.58
Direct Taxes paid	0.00	0.00
Net cash from Operating Activities (A)	(727.68)	5.58
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	0.03	0.00
Purchases of Investment	1708.35	(898.89)
Net cash flow from Investing Activities	1708.38	(898.89)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares	00	00
Proceeds from issue of Pref. warrants	00	00
Proceeds from Non Current assets loans & advances	3601.56	(4688.06)
Proceeds/Repayment of Long Term loans	694.00	0.00
Proceeds from Short term borrowings	(5414.57)	5720.79
Net cash flow from Financing Activities	(1119.01)	1032.73
Net Increase/(Decrease) in Cash & Cash Equivalent	(138.31)	139.42
Cash & Cash Equivalents at the beginning of the year	148.70	9.27
Cash & Cash Equivalents at the end of the year	10.39	148.70
Note: Previous Year figures have been regrouped/ rearranged, wherever necessary		
NOTES TO ACCOUNTS 1 to 27		
Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement This is the Profit & Loss Statement referred to in our Report of even date.		
For Y. D. & Co.	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 018846 N		
Sd/- (CA RAKESH PURI) PARTNER M. No. 092728 Place: LUDHIANA Date: 30.05.2015	Sd/- GIRISHBHAI DOSHI (DIRECTOR) Place: AHMEDABAD Date: 30.05.2015	Sd/- RAMANLAL TRIVEDI (DIRECTOR)

Note: 1 SIGNIFICANT ACCOUNTING POLICIES**a) General:**

- i) Accounting policies not specifically referred to otherwise are in consistence with earlier year and in consonance with generally accepted accounting principles.
- ii) Expenses and income considered payable and receivable respectively are accounted for on accrual basis.

b) Sales: Sales are accounted on mercantile basis, when the sale of goods is completed.

c) Fixed assets and depreciation:

- a. Fixed assets are capitalized at cost inclusive of interest, freight, duties, taxes and all incidental expenses related thereto.
- b. Depreciation on assets has been provided on Written Down Value Method at the rates prescribed by schedule XIV to the Companies Act 1956 depreciation in respect of additions to / and deletion from assets has been charged on pro-rata basis to the month of addition or deletion.

d) Investments: Investments are valued at cost. Provision for diminution is made only if the decline is other than temporary in the opinion of the management

e) Foreign currency Transactions: There is no foreign currency transaction.

f) Retirement Benefits: Provident fund and employees state insurance scheme contribution is not applicable to the company.

g) Taxes on Income:

Current Tax: Provision for Income-Tax is determined in accordance with the provisions of Income-tax Act 1961.

Deferred Tax Provision: Deferred tax is recognized, on timing difference, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Note : 2 Share Capital

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	AUTHORIZED CAPITAL 910000000 Equity Shares of Rs. 1/- each	910000000	910000000
		910000000	910000000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 652603000 Equity shares of Rs. 1/- each	652603000	652603000
	Total in	652603000	652603000

Note : 3 Reserve & Surplus

1	Surplus (Profit & Loss Account)	(42712540)	(41384745)
	Balance brought forward from previous year	(41384745)	(40083334)
	Less: Tax on Regular Assessment Paid		
	Add: Profit for the period	(1327795)	(1301411)
	Total in `	(42712540)	(41384745)

Note : 4 Long Term Borrowings (Unsecured)

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Other Loans & Advances	69400000	0
	Total in	69400000	0
Note : 5 Short Term Borrowings (Unsecured)			
1	Others	30622000	572078928
	Total in	30622000	572078928

Note : 6 Trades Payable

1	Sundry Creditors for Materiel/Supplies	8559517	32059517
2	Sundry Creditors for Services	00	00
	Total in `	8559517	32059517

Note : 7 Other Current Liabilities

1	Advance Against Sale	0	910000
2	Audit Fee Payable	20000	10000
	Total in `	20000	920000

Note : 8 Short Term Provisions

	Provision for Taxation	484882	484882
	Total in `	484882	484882

Note : 9 Fixed Asset

Sl.	Particulars	Rate %	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deductio n during the year	Value at the end	Value at the beginning	Addition during the year	Deducti on during the year	Value at the end	31.03.15	WDV as on 31.03.14
1	<u>Tangible Assets</u>											
1	Computer	40	22500		22500	0	19030	0	19030	0	0	3470
	Total (Current Year)		22500	0	22500	0	19030	0	19030	0	0	3470
	(Previous Year)		22500	0	0	22500	16717	2313	0	19030	3470	5783

Note : 10 Non Current Investment

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Investment in Equity Instrument(At Cost)		
A	Unquoted		
	2000000 E.S. of Exdon Trading Co.Ltd.	20000000	20000000
	394000 E,S, of Malabar Ltd.	8525700	19700000
	70000 E.S. of Maloo Gems Ltd.	2625000	2625000
	10000000 E.S. of Seven Hill Ltd.	0	10000000
	245000 E.S. of Simplex Trading Co Ltd.	0	23063628
	350000 E.S. of Sun & Shine Ltd.	71400000	24500000
	151158 E.S. of Xo Infotech Ltd.	3226737	226737
B	Unquoted		
	Dhanlaxmi Lease Finance Ltd.	7110200	9774000
	Sai Fliped Coil Ltd.	0	47040
	Brajeshwari Textiles Ltd.	0	10000000
	Dazzel Ornaments Pvt.Ltd.	0	3000000
	Dynamic Knits Pvt.Ltd.	0	5000000
	Famina Knits Pvt. Ltd.	0	5000000
	Shiva Speciality Yarns Ltd.	6923000	8500000
	Sigma Synthetics Pvt.Ltd.	0	11500000
	Shiva Taxfabs Ltd.	67500000	4000000
	Sitashree Foodproduct Pvt. Ltd.	4612500	4612500
2	Other		
	-NSC	2500	2500
	Total in `	191925637	161551405

Note : 11 Long Term Loans and Advances

	Other Loans & Advances	240262100	599449600
	Total in `	240262100	599449600

Note : 12 Other Non Current Assets

	Preliminary Expenses not Written Off	31279	999513
	Total in `	31279	999513

Note : 13 Current Investment

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Investment in Equity		
	Quoted		
	Devine Impex Ltd	0	13690000
	PRESHA METALLURGICAL LIMITED	0	54199600
	KAPPAC PHARMA LTD	11809850	0
	PRESSURE SENSITIVE (I) LIMITED	4000000	0
	SIMPLEX TRADING AND AGENCIES LIMITED	0	40000000
	TURBOTECH ENGINEERING LIMITED	0	96000000
		15809850	203889600
	Unquoted		
	Omega Vincom Trading Pvt. Ltd.	20000000	0
	Pavan Roller Floor Mills Pvt. Limited	20000000	0
	Safed Sales Pvt. Limited	5000000	0
	1218000 Aurogold Jewellery	0	121800000
	Balmukhi Textile Pvt. Ltd.	0	22000000
	150000 E.S. of Fortune Metals Ltd	0	22500000
	Maharshi Infr. Pvt. Ltd	0	2406000
	1000000 E.S of Mardia sons Holding P.Ltd(Partly Paid)	0	10000000
	Myfair Capital P.Ltd	176030000	0
	Mukesh Udhog Ltd	9000000	0
	Vashi Construction P. Ltd	0	14400000
	Rudra Sec. & Cap. Ltd.	0	9053000
	150000 E. S of Parvati minerals P.Ltd	0	41000000
		230030000	243159000
	Total in	245839850	447048600

Note : 14 Trade Receivables

1	Others		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	8594977	8654977
	c) Doubtful	00	00
	Total in	8594977	8654977

Note : 15 Cash & Cash Equivalent

1	Cash-in-Hand		
	Cash Balance	625220	546236
	Sub Total (A)	625220	546236
2	Bank Balance		
	Bank of India	2929	3129
	HDFC Bank	328	952
	HDFC Bank 2624	74	13909235
	Indusind Bank	10000	10000
	Bank Balance	400265	400265
	Sub Total (B)	413596	14323581
	Total [A + B]	1038816	14869817

Note :16 Short Terms Loans and Advances		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
	Others		
	Advance Income Tax/Refund Due	65690	65690
	Other Loans & Advances	47100000	0
	Total in	47165690	65690

Note : 17 Other Income

1	Dividend	35090	0
	Total in	35090	0

Note : 18 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	34250	13500
	Total in	34250	13500

Note : 19 Financial Cost

1	Bank Charges	5217	5379
	Total in	5217	5379

Note : 20 Depreciation & Amortised Cost

1	Depreciation	0	2313
2	Preliminary Expenses W/O	968234	968234
	Total in	968234	970547

Note : 21 Other Expenses

1	Auditors Remuneration	10000	10000
2	Professional Charges	85000	44500
3	ROC Expenses	55000	4000
4	Listing Fees	0	101124
5	NSDL/ CDSL Charges(Annual Custody Fees)	126385	112360
6	Loss On sale of Shares	78799	40001
	Total in	355184	311985

Note: 22 Balances of Sundry Debtors, Creditors, Loans and Advances, Unsecured Loan are subject to confirmation and reconciliation.

Note: 23 In the opinion of the Board of directors, the current assets, Loans & advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note: 24 Segment Information: There are no reportable segments as per the contention of the management.

Note: 25 Basic and Diluted Earning per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share"

Sr. No.	Particulars	31.03.2015	31.03.2014
a.	Numerator Profit / (Loss) after Tax	(1327795)	(1301411)
b.	Denominator Weighted average number of Nos. Equity shares	102603000	102603000
c.	Numerator/Denominator EPS (Basic & Diluted)	0.00	0.00

Note: 26	Payment to Auditor's	2014-15	2013-14
	For Audit	10000	10000
	For Company Matters	Nil	Nil

Note: 27 Previous years' figures have been regrouped and recasted wherever necessary.

As per our report on even date

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846N

FOR AND ON BEHALF OF THE BOARD

Sd/-
(CA RAKESH PURI)
PARTNER M. No. 092728
Place: LUDHIANA
Date: 30.05.2015

Sd/-
GIRISHBHAI DOSHI
(DIRECTOR)
Place: AHMEDABAD
Date: 30.05.2015

Sd/-
RAMANLAL TRIVEDI
(DIRECTOR)

SUN TECHNO OVERSEAS LIMITED

Reg. Office Address: 104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006
CIN: L65910GJ1995PLC026702 E Mail: suntechnooverseas@gmail.com

20TH ANNUAL GENERAL MEETING On 29.09.2015 at 12.00 P.M. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 20th Annual General Meeting of the Company.

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

Form No MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

CIN	L65910GJ1995PLC026702
Name of Company	SUN TECHNO OVERSEAS LIMITED
Reg. Office Address	104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SUN TECHNO OVERSEAS LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 20th Annual General Meeting of the Company to be held on 29.09.2015 at 12:00 p. m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

BALLOT FORM

Resolution No.	Resolution	Nature of Resolution	For	Against
Ordinary Business				
01	Adoption of Financial Statements for the year ended 31st March 2015	Ordinary		
Special Business				
02	Appointment of M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W) in place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) as auditors of the Company for 2015-16.	Special		
03	To appoint Mr. KALPESH HARISHBHAI PALAN (DIN-02332642), as a Director in the capacity of Non-Executive Director, eligible to retire by rotation.	Ordinary		
04	Appointment of Mr. UDAYRAJ RAJENDRABHAI SHEKHVA (DIN-06649796) as Independent Director up to September 29, 2020	Ordinary		
05	Appointment of Mr. RAMANLAL NAGJIBHAI TRIVEDI (DIN-01658705) as Independent Director up to September 29, 2020	Ordinary		

Signed on thisday of2015.

Signature of shareholder/ Signature of Proxy

Affix Revenue Stamp

NOTE:

1. The Proxy need NOT be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

BOOK-POST

To,

If undelivered, please return to:

Reg. Office: 104, SAMEDH BUILDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006, GUJARAT, INDIA