

SUN AND SHINE WORLDWIDE LIMITED

(CIN: L51100GJ1994PLC022388)

25th September, 2017

To,
Listing Department,
BSE Limited,
P J Tower,
Dalal Street
Mumbai-400001

Scrip Code: 531991

Scrip Name: SUN AND SHINE WORLDWIDE LTD

Dear Sir/Madam,

SUB: Annual Report for the Financial Year 2016-17 as per Regulation 34(1) of the SEBI (LODR), Regulation, 2015

With reference to the above subject and pursuant to Regulation 34(1) of the SEBI (LODR), Regulation, 2015, we are enclosing herewith the annual report for the financial year ended March 31, 2017.

Please take the above in your records and kindly acknowledge receipts.

Thanking You,

Yours faithfully,

For, SUN AND SHINE WORLDWIDE LTD



KSHITISH PATEL JAGDISHBHA

DIN: 01238839

Director

23RD ANNUAL REPORT 2016-2017 OF SUN AND SHINE WORLDWIDE LIMITED

BOARD OF DIRECTOR

KSHITISH PATEL	-DIRECTOR
HEMANGKUMAR PATEL	-DIRECTOR
AISHWARYA MODI	-DIRECTOR

AUDITOR

M/S. RISHI SEKHRI AND ASSOCIATES
CHARTERED ACCOUNTANTS
MUMBAI

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

SELLER - 5, CABIN NO. 3,
3RD EYE COMPLEX,
NR. PANCHWATI CIRCLE,
C. G. ROAD, AHMEDABAD - 380006

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N O T I C E

NOTICE is hereby given that the **23rd Annual General Meeting** of the Members of **SUN AND SHINE WORLDWIDE LIMITED** will be held at **808, Samedh Building, Beside Associated Petrol Pump, C. G. Road, Ahmedabad - 380006** on **Monday, 4th day of September, 2017 at 10:00 A. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial Statement for the year ended on 31 March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint statutory auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/S. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI FRN: 128216W, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W), Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 23rd Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every 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."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. KSHITISH PATEL (DIN-01238839), who was appointed as an Additional Director with effect from 02.03.2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing him candidature for the office of a Director be and is hereby appointed as a director of the company, liable to retire by rotation."
4. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"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 there under (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. HEMANGKUMAR PATEL (DIN-02794980) who was appointed on 01.05.2017 as an additional director of the Company and holds office up to 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 30, 2022."
5. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. AISHWARYA MODI (DIN- 07836669) who was appointed on 01.06.2017 as an additional director of the Company and holds office up to 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 30, 2022."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 29th August, 2017 to 4th September, 2017.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.
5. 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.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. 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.
8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. 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).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
12. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Name of the Director	KSHITISH PATEL JAGDISHBHAI	HEMANGKUMAR KANTILAL PATEL
DIN	01238839	02794980
Date of Birth	22/11/1964	07/05/1974
Date of Appointment	02/03/2017	01/05/2017
Experience	Marketing, Accounts and Finance.	Business Administrative.
Directorships held in other companies in India, as on 31.03.2017	BEAUTY INVESTMENTS PRIVATE LIMITED BECON INVESTMENTS PVT LTD INTERFACE FINANCIAL SERVICES LTD B D BIO-TECH ENTERPRISE PRIVATE LIMITED	PRESHA METALLURGICAL LIMITED SAMARTH MEDICARE PRIVATE LIMITED WELLHEMS REAL ESTATE PRIVATE LIMITED
Membership of Committees of other companies, in which he is a Director, as on 31.03.2017	INTERFACE FINANCIAL SERVICES LTD	PRESHA METALLURGICAL LIMITED
No. of Shares held in the Company	Nil	Nil

Name of the Director	MODI AISHWARYA GOPALBHAI
DIN	07836669
Date of Birth	16/11/1994
Date of Appointment	01/06/2017
Experience	Business Administrative.
Directorships held in other companies in India, as on 31.03.2017	SUN TECHNO OVERSEAS LIMITED
Membership of Committees of other companies, in which he is a Director, as on 31.03.2017	SUN TECHNO OVERSEAS LIMITED
No. of Shares held in the Company	Nil

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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 shareholders voting electronically are as under:

- (i) The voting period begins on 01.09.2017 AT 09.00 A.M. and ends on 03.09.2017 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 28th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 AND SHINE WORLDWIDE 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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. 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.

The Company has appointed Mr. KALPESHKUMAR PATEL of M/s. K. G. Patel & Associates, Practicing Chartered Accountant 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 and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

PLACE: AHMEDABAD
DATE: 01.08.2017

By Order of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

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

Item No. 3

Mr. KSHITISH PATEL was appointed as an Additional Director w.e.f. 02.03.2017 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. KSHITISH PATEL Candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board is of the opinion that the appointment of Mr. KSHITISH PATEL on the Board would be beneficial to the company and hence recommend resolution No. 3 for adoption.

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. KSHITISH PATEL is interested or concerned in the resolution.

ITEM NO. 4 & 5

Mr. HEMANGKUMAR PATEL and Ms. AISHWARYA MODI were appointed as an Additional Directors of the Company with effect from 01.05.2017 and 01.06.2017 respectively pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. HEMANGKUMAR PATEL and Ms. AISHWARYA MODI holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. HEMANGKUMAR PATEL and Ms. AISHWARYA MODI as Independent Director of the Company and to hold office for five consecutive years for a term up to September 30, 2022.

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. HEMANGKUMAR PATEL and Ms. AISHWARYA MODI is interested or concerned in the resolution.

By Order of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

PLACE: AHMEDABAD**DATE: 01.08.2017**

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 23rd Annual Report together with the Audited statements of Accounts for the financial year ended on **31st March 2017**.

OPERATIONS REVIEW:

During the year under review due company has not carried out any business activities So company not in position to generate any revenue from the operation but due to some administrative cost posted Net Loss of Rs. 752769/-.

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. 500000000/- divided into 50000000 equity shares of Rs 10/- each. There was no change in the share capital of the company during the year.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

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

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:

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2016-17 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

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. KSHITISH PATEL was appointed as an Additional Director of the Company on 02.03.2017 and hold 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. HEMANGKUMAR PATEL and Ms. AISHWARYA MODI were appointed as additional Directors of the company with effect from 01.05.2017 and 01.06.2017 hold office up to the date of this Annual General Meeting and be and hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September 30, 2022.

MS. SUJATA DHAN KUMAR KHARGA, MR. PRASHANT VIJAY PAWAR and MR. RAMANLAL TRIVEDI were resigned as on 18.11.2016, 18.11.2016 and 01.06.2017 respectively.

The Board of Directors had appointed Mr. RAJESHBHAI BABUBHAI PARMAR and Mr. CHETANBHAI RAJESHBHAI as an Additional Director as on 18.11.2016 and subsequently resigned on 01.05.2017.

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.

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:

The details of the number of meetings of the Board held during the Financial Year 2016-17 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance 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.

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.

REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this 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.

AUDITORS AND AUDITORS' REPORT:

M/S. RISHI SEKHRI AND ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI FRN: 128216W, be and are hereby appointed as the Statutory Auditors of the Company (in place of M/S. DHVANISH SHAH & ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FRN 139838W), retiring Statutory Auditors of the Company at the conclusion of this Annual General Meeting) for a period of three years i.e. from the conclusion of this 23rd Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every 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.

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 M/s. K. H. & Associates, 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)	The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
c)	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.
d)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint of Chief Financial Officer. The Company has not appointed Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Chief Financial Officer are less and it is not a full time work and the job of Chief Financial Officer are not attractive commensurate with the scope of work and salary.
e)	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.
f)	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.
g)	Updating of website with regard to various policies is pending.	The company will take necessary steps to update the same.

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.

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.

PLACE: AHMEDABAD

DATE: 01.08.2017

For and on Behalf of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

Annexure to Director's Report**Particulars of Loans, Investment and Guarantees**Amount outstanding as at 31st March, 2017

	Rupees in Lacs
Particulars	Amount
Loans given	484.28
Guarantee given	Nil
Investments	5378.44

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

For and on Behalf of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

PLACE: AHMEDABAD

DATE: 01.08.2017

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

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.

PLACE: AHMEDABAD
DATE: 01.08.2017

For and on Behalf of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

Annexure to Director's Report**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

(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 AND SHINE WORLDWIDE LIMITED
AHMEDABAD

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SUN AND SHINE WORLDWIDE 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 our opinion thereon.

Based on our 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2017** 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:

We 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, 2017** according to the provisions of:

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- 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.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally 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) The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- c) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- d) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint of Chief Financial Officer. The Company has not appointed Chief Financial Officer.**
- e) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- f) 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.**
- g) Updating of website with regard to various policies is pending.**

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We 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. We cannot comment for the same as corresponding documents are not available for inspection.

We 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.

We 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.

We 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.

**For, K H & Associates
Company Secretaries**

PLACE: Vadodara

DATE: 01.08.2017

**[Haresh Kapuriya]
Partner
ACS No: 26109
C. P. NO.: 16749**

Note: 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 MAR 3

To,
The Members,
SUN AND SHINE WORLDWIDE LIMITED
AHMEDABAD

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we 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. Our 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.

For, K H & Associates
Company Secretaries

PLACE: Vadodara
DATE: 01.08.2017

[Haresh Kapuriya]
Partner
ACS No: 26109
C. P. NO.: 16749

Annexure to Director's Report

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 31.03.2017

I. REGISTRATION AND OTHER DETAILS:

CIN	L51100GJ1994PLC022388
Registration Date	30/06/1994
Name of the Company	SUN AND SHINE WORLDWIDE LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address Of The Registered Office And Contact Details	SELLER - 5, CABIN NO. 3, 3RD EYE COMPLEX, NR. PANCHWATI CIRCLE, C. G. ROAD, AHMEDABAD-380006 E mail: sunandshineworldwidelimited@yahoo.in
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 during 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 01.04.2016				No. of Shares held at the end of the year as on 31.03.2017				% 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
2. Foreign	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = 1+2	0	0	0	0.00	0	0	0	0.00	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corporate	45130149	130530	45260679	90.52	45130049	130530	45260579	90.52	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	604056	73980	678036	1.36	604476	76680	681156	1.36	0.00

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2137693	34820	2172513	4.35	2137693	32120	2169813	4.35	0.00
c) Others (specify)									
-NRI	1250	0	1250	0.00	1250	0	1250	0.00	0.00
-HUF	1887422	0	1887422	3.77	1887102	0	1887102	3.77	0.00
-Clearing Member	100	0	100	0.00	100	0	100	0.00	0.00
B) = (B) (1) + (B) (2) + c	49760670	239330	50000000	100.00	49760670	239330	50000000	100.00	0.00
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)	49760670	239330	50000000	100.00	49760670	239330	50000000	100.00	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	
-----NIL-----								

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no promoter holding hence it is not applicable.*

(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 01.04.2016		Cumulative Shareholding during the year 31.03.2017	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	XO INFOTECH LIMITED				
	Opening Balance	11044700	22.09		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			11044700	22.09
2	SAIANAND COMMERCIAL LIMITED				
	Opening Balance	3240500	6.48		
	Shares Bought during the period			245000	0.49
	Shares sold during the period			--	--
	Closing Balance			3485500	6.97
3	SEVEN HILL INDUSTRIES LIMITED				
	Opening Balance	2675300	5.35		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			2675300	5.35
4	RUDRA SECURITIES AND CAPITAL LIMITED				
	Opening Balance	2673800	5.35		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			2673800	5.35
5	SUN TECHNO OVERSEAS LIMITED				
	Opening Balance	2400000	4.80		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			2400000	4.80

6	ELECT COAL PVT. LTD.				
	Opening Balance	2400000	4.80		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			2400000	4.80
7	PINKROSE DISTRIBUTORS	2400000	4.80		
	Opening Balance				
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			2400000	4.80
8	SHANKHESHWAR METALS PVT LTD				
	Opening Balance	1788500	3.58		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			1788500	3.58
9	SIDDHIVINAYAK TRADELINK PVT LTD				
	Opening Balance	1763000	3.53		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			1763000	3.53
10	SHALIBHADRA STEEL PVT LTD				
	Opening Balance	1720500	3.44		
	Shares Bought during the period			--	--
	Shares sold during the period			--	--
	Closing Balance			1720500	3.44

(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 (Amount in Rupees)

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	6053997	00	6053997
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	6053997	00	6053997
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
Indebtness at the end of the financial year				
i) Principal Amount	00	6053997	00	6053997
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	6053997	00	6053997

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					

For and on Behalf of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

PLACE: AHMEDABAD
DATE: 01.08.2017

(KSHITISH PATEL)
DIRECTOR
DIN: 01238839

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 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 2016-17 the Board met 7 (Seven) times:-

30th May, 2016 18th November, 2016	4th July, 2016 14th February, 2017	10th August, 2016 2nd March 2017	14th November, 2016
---------------------------------------	---------------------------------------	-------------------------------------	---------------------

Attendance record of Directors attending the Board meetings and Annual General Meetings:-

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attended
RAMANLAL TRIVEDI Resigned as on 01.06.2017	Non - Executive (Director)	7	Yes
SUJATA DHAN KUMAR KHARGA Resigned as on 18.11.2016	Non-Executive Independent Director	4	Yes
PRASHANT VIJAY PAWAR Resigned as on 18.11.2016	Non-Executive Independent Director	4	No
RAJESHBHAI BABUBHAI PARMAR Appointed on 18.11.2016 and Resigned as on 01.05.2017	Non-Executive Independent Director	3	NA
CHETANBHAI RAJESHBHAI PARMAR Appointed on 18.11.2016 and Resigned as on 01.05.2017	Non-Executive Independent Director	3	NA

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

MEETING OF INDEPENDENT DIRECTORS:

The Company's Independent Directors met on February 14, 2017 without the presence of the Executive Director and the Senior Management team. The meeting was attended by majority of Independent Directors and was conducted to enable the Independent Director to discuss matters prescribed under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Regulation, 2015.

AUDIT COMMITTEE:

The Audit Committee of the Company presently comprises of three Directors being Mr. KSHITISH PATEL, Mr. HEMANGKUMAR PATEL & Ms. AISHWARYA MODI.

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 SEBI (LODR) Regulation.

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 with attendance of the members as under:-

30th May, 2016 | 10th August, 2016 | 14th November, 2016 | 14th February, 2017

Name	No. of Meeting attended	
	Held	Attended
RAMANLAL TRIVEDI	4	4
SUJATA DHAN KUMAR KHARGA	4	3
PRASHANT VIJAY PAWAR	4	3
RAJESHBHAI BABUBHAI PARMAR	4	1
CHETANBHAI RAJESHBHAI PARMAR	4	1

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee of the Company presently comprises of three Directors being Mr. KSHITISH PATEL, Mr. HEMANGKUMAR PATEL & Ms. AISHWARYA MODI. During the year two meetings were held on 18.11.2016 and 02.03.2017 all members were present during the meetings.

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:

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 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 dematerialization 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. KSHITISH PATEL, Mr. HEMANGKUMAR PATEL & Ms. AISHWARYA MODI. During the year under review, the Committee met as and when required and all the members have attended the meetings.

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
22nd 2015-16	At Registered office	29.09.2016	01.00 P.M.	Nil
21st 2014-15	At Registered office	29.09.2015	11.30 A.M.	Change of Statutory Auditor of the company
20th 2013-14	At Registered office	29.09.2014	10.00 A.M.	Adoption of new set of Articles of Association

No Extra Ordinary General Meeting Held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

DISCLOSURES:

- There are no materially significant related partly 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 markers, 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.

CEO / CFO CERTIFICATION:

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2016 – 17, was placed at the meeting of Board of Directors held on May 25, 2017.

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	04th September, 2017 and 10:00 A.M.	
Venue of Annual General Meeting	808, SAMEDH BULIDING, BESIDE ASSOCIATED PETROL PUMP, C. G. ROAD, AHMEDABAD-380006	
Dates of Book Closure	29.08.2017 to 04.09.2017	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	532154 (BSE) and SUNSHINE (BSE)	
Demat ISIN No.	INE560F01014	
Financial for Reporting 2017-2018 (tentative schedule)		
Quarterly Financial Results	Date of Board Meeting	
First Quarter Results	Before 15.08.2017	
Second Quarter Results	Before 15.11.2017	
Third Quarter Results	Before 15.02.2018	
Fourth Quarter Results	Before 15.05.2018	

CATEGORIES OF SHAREOWNERS AS ON 31.03.2017:

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals		
Share capital up to Rs. 2 lakh	681156	1.36
Share capital in excess of Rs. 2 lakh	2169813	4.34
Financial Intuitions/ Banks	Nil	0.00
Bodies Corporate	45260579	90.52
Non Resident Indians	1250	0.00
Clearing Members	100	0.00
Hindu Undivided Families	1887102	3.77
Total	50000000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017:

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to--2500	247	38.90	15942	0.03
2501--5000	48	7.56	14330	0.03
5001--10000	57	8.98	26718	0.05
10001--20000	32	5.04	24480	0.05
20001--30000	34	5.35	44142	0.09
30001--40000	14	2.20	29896	0.06
40001--50000	17	2.68	67031	0.13
50001--100000	48	7.56	304977	0.61
100001--and above	138	21.73	49472484	98.94
Total	635	100.00	50000000	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)	Month	Highest (Rs)	Lowest (Rs)
Apr-16	--	--	Oct-16	--	--
May-16	--	--	Nov-16	--	--
Jun-16	--	--	Dec-16	4.45	4.45
Jul-16	--	--	Jan-17	4.23	4.23
Aug-16	4.57	4.57	Feb-17	4.96	4.3
Sep-16	4.45	4.45	Mar-17	5.1	4.75

REGISTRAR AND SHARE TRANSFER AGENT:

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:

SELLER - 5, CABIN NO. 3, 3RD EYE COMPLEX, NR. PANCHWATI CIRCLE, C.G. ROAD, AHMEDABAD AHMEDABAD - 380006

Investors Correspondence/ Complaints to be address to:-

MR. KSHITISH PATEL - Director and Compliance Officer

E-mail: sunandshineworldwidetd@gmail.com

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To

The Members of

All the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended March 31, 2017.

For and on Behalf of the Board
For, SUN AND SHINE WORLDWIDE LIMITED

PLACE: AHMEDABAD

DATE: 01.08.2017

(KSHITISH PATEL)

DIRECTOR

DIN: 01238839

**Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To The members of M/s. SUN AND SHINE WORLDWIDE LIMITED:

We have examined the compliance of conditions of Corporate Governance by **M/s. SUN AND SHINE WORLDWIDE LIMITED** ("the company") for the year ended March 31, 2017, as per the provisions of regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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 explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

Restrictions on Use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For, DHVANISH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 139838W**

**CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263**

**PLACE: AHMEDABAD
DATE: 01.08.2017**

Independent Auditors' Report

To,
THE MEMBERS OF
SUN AND SHINE WORLDWIDE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of SUN AND SHINE WORLDWIDE LIMITED, which comprise the Balance Sheet as at 31 March 2017, 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, 2017;
- b) in the case of the Profit and Loss Account, of the loss 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 section 143(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, 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 and the Companies (Accounting Standards) Amendment Rules, 2016.
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) 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:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The Company has provided requisite disclosures in Note 25 to these standalone financial statements as to the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

For, DHVANISH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 139838W

CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263

PLACE: AHMEDABAD
DATE: 25.05.2017

Annexure "A" to the Auditors' Report**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s SUN AND SHINE WORLDWIDE LIMITED on the accounts of the company for the year ended 31st March, 2017.**

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. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. The company does not have any inventory. Hence, clause (ii) (a) & (b) 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) to (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
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. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable
 - 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.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.

11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order is not applicable to the Company and hence not commented upon.

For, DHVANISH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 139838W

CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263

PLACE: AHMEDABAD
DATE: 25.05.2017

Annexure “B” to the Auditors’ Report**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of SUN AND SHINE WORLDWIDE LIMITED as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, DHVANISH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 139838W**

**CA DHVANISH SHAH
PROPRIETOR
M. No.: 162263**

**PLACE: AHMEDABAD
DATE: 25.05.2017**

BALANCE SHEET AS ON 31.03.2017

(Amount in Rupees)			
Particulars	Note	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	500000000	500000000
(b) Reserves and Surplus	3	82882841	83635611
<u>(2) Share Application money pending Allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings	4	6053997	6053997
(b) Deferred Tax Liabilities (Net)		197229	197229
<u>(4) Current Liabilities</u>			
(a) Trade Payables	5	56	56
(b) Other Current Liabilities	6	565541	455580
Total Equity & Liabilities		589699664	590342473
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets		0	0
(b) Non-current investments	7	459435554	352956554
(c) Long term loans and advances	8	16250000	16250000
<u>(2) Current Assets</u>			
(a) Current investments	9	78408000	78408000
(b) Trade receivables	10	0	125799342
(c) Cash and cash equivalents	11	3428562	3351029
(d) Short-term loans and advances	12	32177548	13577548
Total Assets		589699664	590342473
NOTES TO ACCOUNTS			
1 to 25			
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 DHVANISH SHAH & ASSOCIATES		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 139838 W			
CA DHVANISH SHAH		KSHITISH PATEL	HEMANGKUMAR PATEL
PROPRIETOR		(DIRECTOR)	(DIRECTOR)
Membership No. 162263		DIN: 01238839	DIN: 02794980
Place: Ahmedabad		Place: AHMEDABAD	
Date: 25.05.2017		Date: 25.05.2017	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2017				
(Amount in Rupees)				
Sr. No	Particulars	Notes	Year ended 31 March 2017	Year ended 31 March 2016
I	Revenue from operations		0	0
II	Other Income		468750	0
III	III. Total Revenue (I +II)		468750	0
IV	Expenses:			
	Purchase of Stock-in-Trade		0	0
	Employee Benefit Expense	13	277500	120000
	Financial Costs	14	4563	3479
	Depreciation and Amortization Expense		0	0
	Other Administrative Expenses	15	939456	1132447
	Total Expenses (IV)		1221519	1255926
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(752769)	(1255927)
VI	Exceptional Items- SEBI Penalty		0	0
VII	Profit before extraordinary items and tax	(V - VI)	(752769)	(1255927)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(752769)	(1255927)
X	Tax expense:			
	Deferred tax		0	0
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(752769)	(1255927)
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)		(752769)	(1255927)
XVI	Earning per equity share:			
	(1) Basic		(0.02)	(0.03)
	(2) Diluted		(0.02)	(0.03)
NOTES TO ACCOUNTS		1 to 25		
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 DHVANISH SHAH & ASSOCIATES			FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS				
Firm Reg. No. 139838 W				
CA DHVANISH SHAH PROPRIETOR Membership No. 162263 Place: Ahmedabad Date: 25.05.2017			KSHITISH PATEL (DIRECTOR) DIN: 01238839 Place: AHMEDABAD Date: 25.05.2017	HEMANGKUMAR PATEL (DIRECTOR) DIN: 02794980

CASH FLOW STATEMENT

(Amount in Rupees)		
	2016-17	2015-16
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(752769)	(1255927)
Adjustments for		
Depreciation	00	00
Loss on Sale of Investment	00	00
Operating Profit before Working Capital Changes	(752769)	(1255927)
SEBI Penalty	00	00
Operating Profit	(752769)	(1255927)
Adjustment for Current Assets and Liabilities		
Loans /Advances	(18600000)	17590952
Receivable	125799342	(121509401)
Increase /(Decrease) in Current Liabilities	109961	(3789717)
	107309303	(107708166)
Cash used from Operation	106556534	(108964093)
Direct Taxes paid	00	00
Net cash from Operating Activities (A)	106556534	(108964093)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchases/sale of Fixed assets	00	00
Purchases of Investment	(106479000)	108603014
Net cash flow from Investing Activities (B)	(106479000)	108603014
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Non-current assets and loans & Advances	00	1000000
Unsecured Loans	00	00
Net cash flow from Financing Activities (B)	00	1000000
TOTAL CASH FLOW FROM DURING THE YEAR (A+B+C)	77533	638921
Cash & Cash Equivalents at the beginning of the year	3351029	2712108
Cash & Cash Equivalents at the end of the year	3428562	3351029
Note: Previous Year figures have been regrouped/ rearranged, wherever necessary.		
FOR DHVANISH SHAH & ASSOCIATES	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 139838 W		
CA DHVANISH SHAH	KSHITISH PATEL	HEMANGKUMAR PATEL
PROPRIETOR	(DIRECTOR)	(DIRECTOR)
Membership No. 162263	DIN: 01238839	DIN: 02794980
Place: Ahmedabad	Place: AHMEDABAD	
Date: 25.05.2017	Date: 25.05.2017	

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.

(A) SYSTEM OF ACCOUNTING: The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.

(B) REVENUE RECOGNITION

- (a) Sales: Sales are accounted for on accrual basis.
 (b) Other Operation: Interest and other income are accounted for on accrual basis.

(C) EXPENSES: It is Company's policy to account of expenses on accrual basis.

(D) TAXATION:

(i) Provision for current tax is made in the accounts on the basis of tax liability estimated as per the applicable provisions of the Income Tax Act, 1961.

(ii) Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date.

(E) INVENTORIES: The Company does not have inventory.

(F) FIXED ASSETS: Fixed assets are carried at cost of acquisition or construction including incidental expenses related to acquisition and installation on concerned assets, less accumulated depreciation and amortizations.

(G) INVESTMENTS: Long term investments are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in the opinion of the management.

(H) RETIREMENT BENEFITS: No provision for retirement benefits for employees has been made since the Gratuity Act and Provident Fund Act are not applicable to the Company.

(I) MISCELLANEOUS EXPENDITURE: Preliminary Expenses are written down over a period of 5 years.

(J) CONTINGENT LIABILITY: A Demand of I. Tax of Rs. 23371296/- is pending for the A.Y. 1996-07 against the company on account of disallowance of bad debts. Aggrieved by the order, an appeal is filed before the Tribunal. The said Appeal is yet pending for disposal. The company is hopeful of getting a favorable decision from the Appellate authorities.

Note : 2 Share Capital

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	AUTHORIZED CAPITAL		
	50000000 Equity shares of Rs. 10/- each	500000000	500000000
	1000000 Preference shares of Rs. 10/- each	10000000	10000000
		510000000	510000000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL		
	50000000 Equity shares of Rs.10/- each fully paid up	500000000	500000000
	Total in	500000000	500000000

Note : 3 Reserve & Surplus

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Securities Premium reserve	94000000	94000000
2	Surplus (Profit & Loss Account)	(11117159)	(10364389)
	Balance brought forward from previous year	(10364389)	(9108462)
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(752769)	(1255927)
	Total in	82882841	83635611

Note : 4 Long Term Borrowings (Unsecured)

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
	Secured		
1	Ahmedabad People Co op Bank Ltd.	3600000	3600000
2	Pragati Co-op. Bank Ltd.	2453997	2453997
	Total in	6053997	6053997

Note : 5 Trades Payable

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	Sundry Creditors for Material/Supplies	00	00
2	Sundry Creditors for Services	56	56
	Total in	56	56

Note: 6 Other Current Liabilities

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
1	TDS Payable	0	50000
2	Expenses Payable	565541	405580
	Total in	565541	455580

Note : 7 Non Current Investment		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
	Investment in Equity Instrument (At Cost)		
A	Quoted		
1	Eq. Shares of Amrapali Capital & Finance Services Ltd.	32000	32000
2	Eq. Shares of Spine Traders Ltd	20030000	20030000
3	200000 Eq. Shares of Saianand Commercial Ltd	8000000	8000000
4	2200000 E.S. of saral Mining Ltd	2200000	2200000
5	600 Eq. Sh of Exdon Trading Co. Ltd.	1700	1700
6	826500 Devine Impex Ltd.	15335250	15335250
7	783015(820515) E.S. of Kappac Pharma Ltd	13881481	10131481
8	85 Eq. Sh. Of GDR Media	21	21
9	90000 Eq. Shares of Maloo Gems Ltd	13500000	13500000
10	Eq. Shares of Interface Financial Services Ltd	120000	120000
		73100452	69350452
B	UNQUOTED (F.V. Rs.10/- each)		
1	Eq. Shares of Akalgarhs Infra Developers Pvt. Ltd.	26200000	26200000
2	Eq. Shares of Aravali Bio Tech Pvt. Ltd.	5000000	0
3	Eq. Shares of AURO GOLDE JEWELLERY Ltd	10462250	10462250
4	Eq. Shares of Corporate Strategic Allianz Ltd.	1100000	1100000
5	Eq. Shares of Dazzle Ornaments P Ltd	3500000	3500000
6	Eq. Shares of Decolight Ceramic Ltd	160651	160651
7	Eq. Shares of Dhanlaxmi Lease Finance Ltd.	1600000	1600000
8	Eq. Shares of Dynamic Knits Pvt.Ltd.	2000000	2000000
9	Eq. Shares of Famina Knits Ltd	17500000	17500000
10	Eq. Shares of G.N. Alloys Pvt. Ltd.	2500000	2500000
11	Eq. Shares of Hathi Trading Co. P. Ltd.	435000	435000
12	Eq. Shares of IDM Solution Pvt. Ltd.	2500000	2500000
13	Eq. Shares of Maradia Sons Holdings Pvt. Ltd. (Partly Paid)	10000000	10000000
14	Eq. Shares of North Pole Finlease Ltd	9504000	9504000
15	Eq. Shares of Omni Ex equity shares	1	1
16	Eq. Shares of Prakshuli Investment Ltd	3800000	0
17	Eq. Shares of Pradeep Overseas Ltd	2000000	2000000
18	Eq. Shares of Pratik Minerals P.Ltd	90445200	45959200
19	Eq. Shares of Ramashiva lease Finance Pvt Ltd	40000	40000
20	Eq. Shares of Rudra Securities & Capital Ltd	49443000	0
21	Eq. Shares of Sannidhya Tradelink Pvt Ltd	4200000	4200000
22	Eq. Shares of Shanti Tradelink p.Ltd	21000000	21000000
23	Eq. Shares of Shiva Speciality Yarns Ltd	27500000	27500000
24	Eq. Shares of Shiva Taxfeb P.Ltd	25000000	25000000
25	Eq. Shares of Sitashree Food Product Ltd.	17578000	17578000
26	Eq. Shares of Sobhagya Sales Pvt. Limited	9000000	9000000
27	Eq. Shares of Sonika Granites P.Ltd	38010000	38010000
28	Eq. Shares of Transport Co Op Bank Ltd.(Vishwatmak willcom)	4357000	4357000
29	Eq. Shares of VKVK Steel Pvt. LTd.	1500000	1500000
		386335102	283606102
	Total in	459435554	352956554

Note : 8 Long Term Loans and Advances

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Loans & Advances to related parties	00	00
2	Other Loans & Advances	16250000	16250000
	Total in	16250000	16250000

Note : 9 Current Assets

A	Investment in Equity Quoted Suncare Traders Ltd	29010000	29010000
	Total	29010000	29010000
B	Unquoted Fortune Metaliks P.Ltd	34398000	34398000
	Nirbhay Textile P.Ltd	15000000	15000000
	Total	49398000	49398000
	Total in	78408000	78408000

Note : 10 Trade Receivables

1	Others Unsecured, Considered Good	0	125799342
	Total in	125799342	4289941

Note : 11 Cash & Cash Equivalent

1	Cash-in-Hand Cash Balance	3418346	3285507
	Sub Total (A)	3418346	3285507
2	Bank Balance Bank of India	124	124
	HDFC Bank	10092	51168
	Indusind Bank	0	10000
	Balance with Co-operative Bank Ahmedabad People Co. Op Bank Ltd.	0	2450
	Pragati Co. Op Bank	0	1780
	Sub Total (B)	10216	65522
	Total [A + B]	3428562	3351029

Note :12 Short Terms Loans and Advances

	Others		
	Advance Income Tax/Refund Due	0	50000
	Other Loans & Advances	32177548	13527548
	Total in	32177548	13577548

Note : 13 Employment Benefit Expenses

Sr. No	Particulars	Rs.	Rs.
		Current Year	Previous Year
	Salaries, Bonus, PF & ESIC	277500	120000
	Total in	120000	30000

Note :14 Financial Cost

	Interest on Other loans	0	0
	Bank Charges	4563	3479
	Total in	4563	3479

Note : 15 Other Expenses

1	Annual Custody fees	175090	286960
2	Audit Fee Exps.	10000	10000
3	Demat Exp	0	5587
4	Income Tax Expense	425130	0
5	Listing Fees	245836	233830
6	Loss on sale of Shares	0	8605
7	Misc. Exp	0	4
8	Loss on sale of Shares	8605	0
9	Professional Fee Exps.	64000	531000
10	Rent Expense	12800	0
11	ROC Filing Fees	6600	14400
12	Security Transaction Tax	0	42061
	Total in	939456	1132447

Note 16 Expenditure in foreign currency: Nil

Note 17 Income in Foreign Currency: Nil

Note 18 Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management is subject to confirmation.

Note 19 Previous years' figures are regrouped and rearranged wherever necessary.

Note 20 In the opinion of the Board of Directors, Current Assets, Loans & Advances are Realisable in the ordinary course of business, at the value which they are stated.

Note 21 Accounting Standard 17 – Segment Reporting
There are no identifiable reportable segments in the course of business carried on by the company. The risks and returns are not affected both by the difference in the products and by difference in geographical area.

Note 22 Accounting Standard 18 – Related party Disclosures: No transaction has been carried on with the related parties.

Note 23 EARNING PER SHARE (AS 20)

	2016-17	2015-16
PROFIT/(LOSS) AFTER I. TAX (IN RS)	(752769)	(1255927)
NO. OF EQUITY SHARES	50000000	50000000
EARNING PER SHARE	(0.02)	(0.03)

Note 24 We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the Authentication given by the management.

Note 25 **Details of Specified Bank Notes (SBN) held and transacted during the period 8th November, 2016 to 30th December, 2016: Disclosure as stated in Notification G.S.R. 308 dated 30th March 2017**

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	0	3416306	3416306
(+) Permitted receipts	0	0	0
(-) Permitted payments	0	1800	1800
(-) Amount deposited in Banks	0	0	0
Closing cash in hand as on 30th December, 2016	0	3414506	3414506

As per our report of even date

FOR DHVANISH SHAH & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg. No. 139838 W

FOR AND ON BEHALF OF THE BOARD

CA DHVANISH SHAH
PROPRIETOR
Membership No. 162263
Place: Ahmedabad
Date: 25.05.2017

KSHITISH PATEL
(DIRECTOR)
DIN: 01238839
PLACE: AHMEDABAD
Date: 25.05.2017

HEMANGKUMAR PATEL
(DIRECTOR)
DIN: 02794980

SUN AND SHINE WORLDWIDELIMITED

Reg. Off. Address: Seller - 5, Cabin No. 3, 3rd Eye Complex, Nr. Panchwati Circle, C. G. Road, Ahmedabad - 380006

CIN: L51100GJ1994PLC22388,

E Mail: sunandshineworldwidetd@gmail.com

23rd ANNUAL GENERAL MEETING at 808, Samedh Building, Beside Associated Petrol Pump, C. G. Road, Ahmedabad - 380006 on Monday, 4th day of September, 2017 at 10:00 A. M.

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 23rd 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.**PROXY FORM****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	L51100GJ1994PLC22388
Name of Company	SUN AND SHINE WORLDWIDE LIMITED
Reg. Office Address	Seller - 5, Cabin No. 3, 3rd Eye Complex, Nr. Panchwati Circle, 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 AND SHINE WORLDWIDE LIMITED hereby appoint

Name	
Address	
E mail Id	Signature

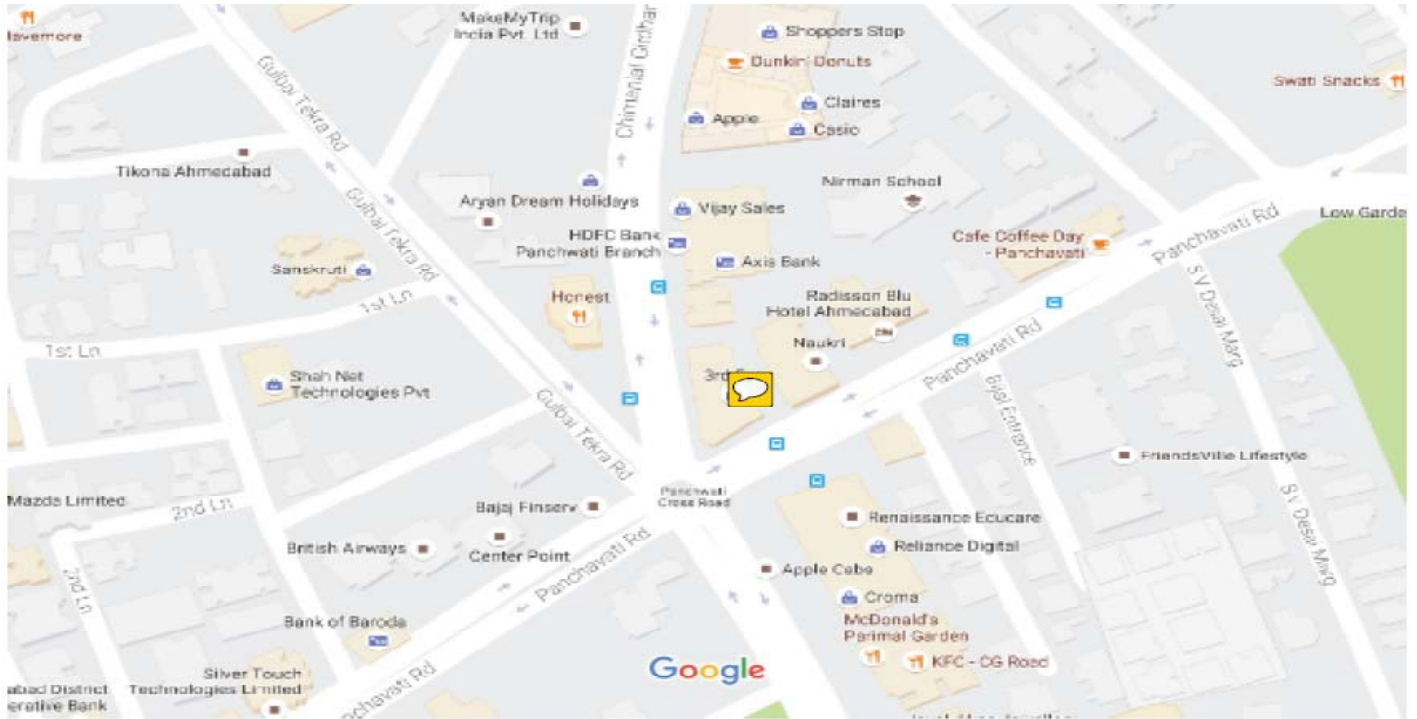
OR FAILING HIM

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

Route Map to the venue of the AGM



As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 23rd Annual General Meeting of the Company to be held on 04.09.2017 at 10:00 a.m. at **808, Samedh Building, Beside Associated Petrol Pump, C. G. Road, Ahmedabad - 380006** and at any adjournment thereof and respect of such resolution mentioned below:

BALLOT FORM

Resolution No.	Resolution	*Optional	
		For	Against
ORDINARY BUSINESS:			
01	Adopt the financial Statement for the year ended on 31 March, 2017 and the Reports of the Board of Directors and the Auditors thereon		
02	To appoint statutory auditors and fix their remuneration		
SPECIAL BUSINESS:			
03	Appointment of Mr. KSHITISH PATEL (DIN-01238839) as Director.		
04	Appointment of Mr. HEMANGKUMAR PATEL (DIN-02794980) as an Independent Director		
05	Appointment of Ms. AISHWARYA MODI (DIN- 07836669) as an Independent Director		

Signed on thisday of2017.

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy

NOTE:

1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report.

3 *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

BOOK-POST

To,

If undelivered, please return to:

Reg. Off. Address: Seller - 5, Cabin No. 3, 3rd Eye Complex, Nr. Panchwati Circle, C. G. Road, Ahmedabad – 380006
CIN: L51100GJ1994PLC22388,
E Mail: sunandshineworldwidelttd@gmail.com