SUNRISE INDUSTRIAL TRADERS LIMITED

ANNUAL REPORT AND ACCOUNTS

2014 – 2015

FOURTY THIRD ANNUAL REPORT & ACCOUNTS

2014 – 2015

BOARD OF DIRECTORS:

Shri D.B. Raheja (DIN: 00145896)	Non-Executive Chairman
Shri B. J. Sheth (upto 16/3/2015) (DIN: 00145803)	Independent Director
Shri V. L. Khanna (from 16/3/2015) (DIN: 00436703)	Independent Director
Shri S. B. Raheja (DIN: 00077245)	Whole Time Director & Chief Executive Officer
Smt. N. J. Desai (DIN: 02222912)	Independent Director

BANKERS:

Bank of India

Stock Exchange Branch,

Dalal Street, Fort,

Mumbai - 400 001

AUDITORS:

R. A. RAJANI & Co.

Chartered Accountants.

9, Ashiana, 31st Road,

Bandra,

Mumbai - 400 050

REGISTERED OFFICE:

503, Commerce House,

140, Nagindas Master Road,

Mumbai - 400 001

Tel: 8655438454/9969271310

www.sunriseindustrial.co.in

email: sitltd@ymail.com

CIN: L67120MH1972PLC015871

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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of SUNRISE INDUSTRIAL TRADERS LIMITED, will be held on Saturday, the 29th August, 2015 at 11.30 a.m. at the Registered Office of the Company at 503, Commerce House, 140, Nagindas Master Road, Fort, Mumbai - 400 001, to transact the following Business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2015 and the Audited Balance Sheet as at that date together with the Report of the Directors' and the Report of Auditors' thereon.

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

3. To pass, with or without, modification(s) the following as an Ordinary Resolution:
"RESOVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s R. A. Rajani & Co., Chartered Accountants (Firm Regt. No. 114606W), Mumbai, be and are hereby appointed as the Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this Annual General Meeting till the year 2019, subject to ratification at the every Annual General Meeting and they be paid remuneration as mutually agreed between them and the Board of Directors of the Company and the said Auditors be paid out-of-pocket expenses incurred by them in connection with the audit of accounts of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

Appointment of Mr. Vineetkumar L. Khanna as a Non-Executive Independent Director (Professional Category):

"RESOLVED THAT pursuance to section 152, 161 and Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article No. 83 of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee at their meeting held on 16th March, 2015 and pursuant to declaration dated 16th March, 2015 received from Mr. Vineetkumar L. Khanna (DIN – 00436703) stating that he met the criteria of independence as provided in Section 149(6) of the Act read with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Mr. Vineetkumar Lalitnarain Khanna, who was appointed as an Additional Non-Executive Independent Director (Professional Category) of the Company and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director (Professional Category) of the Company for a period of 5 (five) years with effect from 16th March, 2015 to 15th March, 2020 (both days inclusive), not liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

To Adopt New set of Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting, be and is hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Mumbai, 29th May,2015

S. B. RAHEJA
Whole-time Director
(DIN – 00077245)

Notes:

1 Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the company. Proxy in order to be effective must be lodged with the company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members only 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and the Register of Share Transfer shall remain closed from Friday, the 14th August, 2015 to Friday, the 28th August, 2015 (both days inclusive).
3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business No. 4 & 5 to be transacted at the meeting is annexed hereto.
4. Pursuant to Clause 49 of the Listing Agreement, additional information on Directors seeking appointment / re-appointment at the annual general meeting is provided in the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting only such joint holder which is higher in the order of names will be entitled to vote.
7. Documents relating to any of the items mentioned in the Notice and the Explanatory Statement thereto are open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
8. Members are requested to intimate to the Company queries, if any, regarding the accounts/notices at least seven days before the Annual General Meeting to enable the management to keep the information ready at the meeting.
9. Members are requested to notify immediately of any change in their address to the Company. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participants.
10. Pursuant to Section 125 of the Companies Act, 2013, the Company is not having any unclaimed or unpaid dividends liable to be transferred to the Investors Education and Protection Fund, as the Company has not declared any dividend last 7 years.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company.
12. As per the provisions of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company.
13. Members / Proxies should bring the attendance slips filled in for attending the meeting.

14. **Process and manner for members opting for e-voting are as under:**

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through polling paper.

(iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.

(v) The Board of Directors of the Company has appointed Mr. Kishor V. Ved, Practicing Company Secretary, Mumbai, at the Registered Office of the Company at Office No. 503, Commerce House, 5th Floor, 140, N. M. Road, Fort, Mumbai – 400 023, as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st August, 2015.

(vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st August, 2015, only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through polling paper.

(viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st August, 2015, may obtain the User ID and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No., the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. to **08655438454**
Example for Physical : MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No., then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. and PAN to generate a password.

c) Member may call Karvy's toll free number 1800-3454-001.

d) Member may send an e-mail request to www.evoting@karvy.com.
If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

(ix) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9.00 a.m. (IST) on 26th August, 2015
End of remote e-voting : Up to 5.00 p.m. (IST) on 28th August, 2015
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by Karvy upon expiry of aforesaid period.

(x) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sunriseindustrial.co.in and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to BSE Limited.

(xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday, the 29th August, 2015.

(xii) **Instructions and other information relating to remote e-voting:**

In case of members receiving notice through post/courier:

(i) Initial password is provided, as below, in the attendance slip of the AGM.

EVEN (E Voting Event Number)	User ID	Password

Please follow the following all steps mentioned in Sr. No. (xii)(a) to (xii)(l) to cast your vote by electronic means.

a) Use the following URL for e-voting: From Karvy website: http://evoting.karvy.com

b) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.

c) Enter the login credentials. Your Folio No. will be your user ID.

d) After entering the details appropriately, click on LOGIN.

e) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f) You need to login again with the new credentials.

g) On successful login, the system will prompt you to select the E-Voting event for Sunrise Industrial Traders Ltd.

h) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios.

j) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.

k) Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of http://evoting.karvy.com or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company.

17. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Annexure to the Notice

(The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4 : Appointment of Mr. Vineetkumar L. Khanna as a Non-Executive Independent Director (Professional Category):

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vineetkumar L. Khanna (DIN – 00436703) as an Additional **Non-Executive Independent Director (Professional Category)** of the Company, with effect from 16th March, 2015. Mr. Khanna holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

Mr. Khanna is an advocate and practicing since 2008 and has specialized in legal matters. Pursuant to Section 160 of the Act, the Company has received a Notice, in writing, from a Member along with a deposit of Rs.1,00,000/-, proposing the candidature of Mr. Khanna as a Director of the Company. Mr. Khanna has given his consent to act as a Director of the Company and also given declaration stating that he met the criteria of independence as provided in Section 149(6) of the Act. The Board is of the opinion that the experience and expertise of Mr. Khanna will be of great value to the Company and hence, recommends his appointment as a Director of the Company, not liable to retire by rotation and is now being placed before the Members, for their approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr.V. L. Khanna, are in any way concerned or interested financially or otherwise in a Special Resolution set out at Item No. 4 of the Notice.

Item No. 5: Alteration of Articles of Association

The Articles of Association ("AoA") of the Company as presently in force since incorporation of the Company. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956, and some regulations in the existing AoA are no longer in conformity with the Act.

The Companies Act, 2013, (the Act) is now largely in force. However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA, which is based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in a Special Resolution set out at Item No. 5 of the Notice.

By Order of the Board of Directors

S.B.RAHEJA

WHOLE-TIME DIRECTOR

(DIN – 00077245)

Mumbai, 29th May, 2015

Annexure to Note No. 4 - Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement) as on 31st March, 2015

Name of the Director	Mr. D. B. Raheja	Mr. Vineetkumar L. Khanna
Director Identification Number (DIN)	00145896	00436703
Date of Birth	13/10/1964	23.07.1964
Nationality	Indian	Indian
Date of Appointment on Board	29/06/2000	16.03.2015
Qualification	B. Com	B. Com., LLB
Expertise in specific functional area	Vast and rich experience in share trading business	Advocate and practicing since 2008 and has specialized in legal matters
Number of shares held in the Company	1,34,300	NIL
Shareholding in Sunrise Industrial Traders Limited	26.91%	NIL
List of Directorships held in other Companies	1. Jupiter Stock Brokers Ltd. 2. Vignesh Commercial Co. Pvt. Ltd.	1. Network Express Services Pvt. Ltd.
Chairman / Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Chairman of Jupiter Stock Brokers Limited	----------

Mr. D. B. Raheja is a relative of Mr. S. B. Raheja.

SUNRISE INDUSTRIAL TRADERS LTD.

DIRECTOR'S REPORT

To,

The Members,

SUNRSE INDUSTRIAL TRADERS LIMITED

Your Directors have pleasure in presenting their Forty Third Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone):

The Board's Report shall be prepared based on the stand alone financial statements of the company.

Particulars	2014-2015	2013-14
Gross Income	4,70,50,591.84	3,98,77,735.18
Profit Before Interest and Depreciation	4,23,82,256.17	3,53,29,979.70
Finance Charges	-	-
Gross Profit	4,23,82,256.17	3,53,29,979.70
Provision for Depreciation & amortization of expenses	1,47,727.00	1,22,178.00
Net Profit Before Tax	4,22,34,529.17	3,52,07,801.70
Provision for Tax	60,72,520.00	70,63,584.00
Net Profit After Tax	3,61,62,009.17	2,81,44,217.70
Balance available for appropriation	3,61,62,009.17	2,81,44,217.70
Proposed Dividend on Equity Shares	-	-
Tax on proposed Dividend	-	-
Surplus carried to Balance Sheet & Transferred to General Reserve	3,61,62,009.17	2,81,44,217.70

2. Brief description of the Company's working during the year/State of Company's affair:

The Company has one segment viz. investment in securities, commodities, etc. The current situation is expected to during the financial year 2015-16. The market is expected to improve slowly during the second half of the year 2015-16.

3. Change in the nature of business:

There is no change in business of the Company during the financial year 2014-15.

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Institution (NBFI) without accepting public deposits under section 45-IA of the RBI Act, 1934. The Company has complied with and continuous to comply with all applicable laws, rules, regulations etc. including directions of the RBI and it does not carry on any activities other than those specifically permitted by the RBI for NBFIs. The Company did not hold any deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

4. Dividend:

In order to conserve resources, the directors have not recommended any dividend for the year ended 31st March, 2015 (P. Y. NIL).

5. Reserves:

The Board proposes to carry the Net profit After taxation (NPAT) of Rs.3,61,62,009.17/- for the financial year 2014-15 to the General Reserves (P. Y. NPAT – Rs.2,81,44,217.70/-).

6. Share Capital:

There is no change in the Authorized Share Capital of the company. The Company has not issued any shares during the year.

All 4,99,000 equity shares (100.00%) of the Company are in physical form and the Company has in-house share transfer department at the registered office of the company.

7. Directors, Key Managerial Personnel, Independent Directors & Compliance Officer

As per Articles of Association of the company, Mr. D B. Raheja (DIN - 00145896), Director of the Company will retire by rotation and being eligible; offered himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment.

Pursuant to the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company at their meeting held on 29th May, 2014, has appointed Mr. Suresh B. Raheja **(DIN – 00077245)**, the present Whole-time Director as a Chief Executive Officer of the Company in the category of the Key Managerial Personnel for a period commencing from 29th May, 2014 to 31st May, 2016 (both days inclusive). Mr. S. B. Raheja is a Compliance officer for the purpose of compliance of the provisions of the Listing Agreement.

Pursuant to the provisions of Section 149(1) of the Companies Act, 2013 and Rules made there under and pursuant to the Listing Agreement with the Bombay Stock Exchange Limited, Mrs. Nita J. Desai (DIN – 02222912), an existing Independent Director of the Company, was also appointed as a Woman Director of the Company with effect from 29th May, 2014.

Pursuance to the provisions of section 152, 161 and Section 149 read with Schedule IV and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the company at their meeting held on 16th March, 2015, had appointed Mr. Vineetkumar L. Khanna (DIN – 00436703) as an Additional Non-Executive Independent Director (Professional Category) of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 16th March, 2015 to 15th March, 2020 (both days inclusive). The Company has received declarations from Mr. Khanna confirming that he meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Bombay Stock Exchange. The Board recommends a Special Resolution No. 4 for your approval.

Mr. B. J. Sheth (DIN – 00145803), Director of the Company has resigned from the directorship of the company with effect from 16th March, 2015.

The declaration made by Independent Directors are attached as Annexure V.

8. Particulars of Remuneration to its Employees / Directors / Key Managerial Personnel:

The information required under the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished below:

S. No.	Name	Designation	Remuneration paid FY 2014-15 (Rs.)	Remuneration paid FY 2013-14 (Rs.)	Increase in remuneration from previous year (Rs.)	Ratio/times per Median of employee remuneration
1	2	3	4	5	6	7
1	S. B. Raheja (*)	Whole-time Director & CEO	28,20,000.00	28,20,000.00	-	As per point no. 3 below of Other Disclosures

Qualifications and experience of the employee	Date of commencement of employment	Age	Last employment held by such employee before joining the company
8	9	10	11
B. Com.	01.06.2011	55 years	Raheja Stock Brokers Pvt. Ltd.

(*) Mr. S. B. Raheja is a relative (brother) of Mr. D. B. Raheja, Director of the Company

Other Disclosures pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Requirements	Disclosure
1	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Whole-time Director & CEO (WTD & CEO)
2	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	WTD & CEO – No increase was given during 2014-15 The Company does not have Company Secretary and Chief Financial Officer
3	Percentage increase in the median remuneration of employees in the financial year	35.03 : 1 for 31.03.2015 (P.Y. : 47 : 1 for 31.03.2014)
4	Number of permanent employees on the rolls of company	As on 31st March, 2015 was 7 Nos. and As on 31st March, 2014 was 8 Nos
5	Explanation on the relationship between average increase in remuneration and company performance	There is no direct relationship between average increase in the remuneration of employees and Key Managerial Personnel with year to year financial performance of the company
6	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the company	Aggregate remuneration of KMP – RS.28,20,000/- Revenue - Rs. 4,70,50,591.84 Remuneration of KMP (as % of Revenue) - 5.99 Profit before Tax (PBT) - Rs. 4,22,34,529.17 Remuneration of KMP (as % of PBT) - 6.67

7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	Particulars 31.03.15 31.03.14 Market Cap. 27,54,480/- 27,54,480/- P/E Ratio 0.076 0.097 Increase in Market Cap 0% 0% The public offer was made in 1976 at par
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration	There was no increase in the remuneration of Managerial personnel
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	There was no increase in the remuneration of Managerial personnel
10	Key parameters for any variable component of remuneration availed by the directors	There is no variable component of remuneration to the directors
11	Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	NIL. The company did not have any employees who has received remuneration in excess of highest paid WTD & CEO of the company for the F.Y. 2014-15
12	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration to employees and directors of the company is in line with remuneration policy of the company

Remuneration Policy:

Pursuant to the provisions of 178(3) of the Act, the Board has, on the recommendation of the Nomination & Remuneration Committee framed a remuneration policy for selection and appointment of Directors, Senior Management and their remuneration is that –

- Remuneration to Key Managerial Personnel and Staff is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions. provisions of the Companies Act, 2013 and Rules framed therein and guidelines issued by Central Government and other authorities from time to time.

Managerial Remuneration:

The Company is paying salary of Rs.2,35,000/- per month to Mr. Suresh B. Raheja, Whole-time Director of the Company with effect from 15th December, 2011. The Company is paying sitting fees to all the other Non Executive & Independent Directors for attending meetings of the Board of Directors and the Audit Committee constituted by the Board of Directors of the Company

9. Meetings:

During the year 8 (eight) Board Meetings held on 2nd April, 2014, 29th May, 2014, 23rd July, 2014, 14th August, 2014, 28th October, 2014, 15th November, 2014, 30th January, 2015 and 16th March, 2015 and 4 (four) Audit Committee Meetings held on 29th May, 2014, 23rd July, 2014, 28th October, 2014 and 30th January, 2015 & One separate meeting each of Independent Directors and Stakeholders Relationship Committee and Nomination & Remuneration Committee, Risk Management Committee and an Internal Compliance Committee were held on 16th March, 2015. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

11. Details of Subsidiary/Joint Ventures/Associate Companies:

The Company does not have any Subsidiary/Joint Ventures/Associate Companies (Annexure IV).

12. Auditors:

You are requested to re-appoint the Auditors M/s. R. A. Rajani & Co. (Firm Regt. No. 114606W) from the conclusion of this Annual General Meeting (AGM) till the conclusion of the year 2019 to fix their remuneration, subject to ratification at the every AGM. The Company has received a letter from M/s. R. A. Rajani & Co. to the effect that their re-appointment, if made, would be within the prescribe limits under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The auditor's report does not contain any qualification, reservations or adverse remarks.

13. Disclosure about Cost Audit:

The Cost Audit Orders is not applicable to the Company as the Company is an Investment company and hence, appointment of the cost auditor is not required.

14. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the company had appointed Mr. Kishor V. Ved, Practicing Company Secretary, to undertake the Secretarial Audit for the financial year ended 31st March, 2015. The report of the Secretarial Auditor's in Form No. MR-3 is enclosed as Annexure VI to this report.

Observation in Secretarial Audit Report:

The Board noted in the Secretarial Audit Report for the year ended 31st March, 2015, that the Company being a Listed Company is yet to appoint a Company Secretary and Chief Financial Officer in the category of the Key Managerial Personnel as required under Section 203 of the Act.

Management Reply on Observation in Secretarial Audit Report:

The Board noted the above and decided to comply with the above provisions at the earliest.

15. Internal Audit & Controls:

Pursuant to the provisions of Section 138 of the Act, the Company has appointed M/s. Bhadresh

Purohit & Associates, Chartered Accountants (M. No. 39663), Mumbai as the Internal Auditor for the financial year 2014-15. The Company continues to engage M/s. Bhadresh Purohit & Associates, as its Internal Auditor for the financial year 2015-16. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the Audit Committee and suitable corrective actions taken as per the directions of the Audit Committee on an ongoing basis to improve efficiency in operations.

16. Issue of employee stock options:

The Company has not issued / granted any stock options to its employees including its Key Managerial Personnel and hence, the provisions of Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

17. Vigil Mechanism :

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established vide board resolution dated 23rd July, 2014. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.sunriseindustrial.co.in under investors link.

18. Risk management policy:

The Company has been addressing various risks impacting and the policy of the company on risk management is provided in Management Discussion and Analysis in the Annual Report.

19. Management Discussion And Analysis:

As required under Clause 49 of the Listing Agreement with the BSE, the Management Discussion and Analysis (MRA) for the year ended 31st March, 2015 and gives the state of affairs of the business of the company and are as under :

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

The Company has income from operations of Rs.3.24 Crores during the current year as against Rs.2,83 Crores during the previous year. The Company is an Investment Company and operates in one segment viz. investment in shares etc.

The market is expected to improve slowly during the second half of the year 2015-16. The Company is setting up a good marketing team to enter to increased turnover.

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

Management has put in place effective Internal Financial Control Systems to provide reasonable assurances for safeguarding assets and their usage, maintenance of proper accounting records and adequacy and reliability of the information used in financial statements for carrying on business operations.

The Company has appointed an internal auditor to ensure compliance and effectiveness of the internal control systems in place. The Audit committee is regularly reviewing the internal audit reports for the audit carried out in all key areas of the operations.

Normal for seeable risks of the company's assets are adequately assessed and inspections are carried out periodically.

The highlights of financial operational performance are given below:

S. No.	Particulars	2014-15	2013-14
1	Income from operations	3,23,60,059	2,83,16,267
2	Other Income	1,46,90,533	1,15,61,468
3	Gross Income (1 + 2)	4,70,50,592	3,98,77,735
4	Total Expenditure	(48,16,063)	(46,69,933)
5	Provisions for Taxation	(60,72,520)	(70,63,584)
6	Net Profit Before Tax	4,22,34,529	3,52,07,802
7	Paid-up share capital	49,90,000	49,90,000
8	Profit / (loss) After Tax	3,61,62,009	2,81,44,218
9	Return on average capital employed % (before interest and Tax) (6 / 7)	8.46 times	5.64 times
10	Current Ratio (current assets / current liabilities)	1 : 0	1 : 0
11	Borrowings : Equity Ratio	0 : 1	0 : 1

The Company has only one segment viz. Investment in securities, commodities etc.

The Company has constituted an Internal Compliance Committee for prevention, prohibition and redressal of complaints / grievances on the sexual harassment of women at work places.

- **RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

- **CAUTIONARY STATEMENT**

in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

Statements in the management discussion and analysis and directors report describing the company's strength, strategies and estimates and forward-looking statements within the meaning of the applicable laws and regulations, Actual results may vary from expressed or implied, depending upon economic conditions, government policies and other incidental factors.

20. <u>Extract of Annual Return:</u>

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form **MGT 9** as a part of this Annual Report is enclosed as an **Annexure I.**

21. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

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

22. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

There are no orders passed by regulators or courts or tribunals etc.

23. Deposits:

The company has not accepted any deposits during the financial year under review.

24. Particulars of loans, guarantees or investments under section 186:

The Company has not granted any loans, guarantees or investments as covered under section 186 of the Act.

25. Particulars of contracts or arrangements with related parties:

The company has not entered any contract or arrangements entered with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 during the financial year, as disclosed in Annexure III.

26. Corporate Governance Certificate:

A separate section on compliance with the conditions of Corporate Governance and a report on Corporate Governance approved by the Board of Directors of the Company and a certificate from Mr. Kishor V. Ved, Practicing Company Secretary, Mumbai, for the year ended 31st March, 2015 is set out in the Annexure to the Directors' report. The Company has fully complied with the Corporate Governance practices specified under the Companies Act, 1956 and the Companies Act, 2013 and the Listing Agreement with Bombay Stock Exchange.

27. Disclosure As Per The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified.

Under the said Act, the company has set up an Internal Complaint Committee to look into complaints relating to sexual harassment at work place of any women employees. During the year under review, the Company has not received any complaints of harassment.

28. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information required under section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 with regard to conservation of energy and technology absorption are not applicable to the Company as the Company is an Investment Company and is in the business of investment and share trading business.

There are no foreign exchange earnings and outgo during the financial year.

29. Corporate Social Responsibility (CSR):

The provisions of section 135 of the Companies Act, 2013 are not applicable to the Company, due to the following (Annexure II):

- Net worth of the Company is less than Rs.500.00 Crores; or
- Turnover is less than Rs.1,000.00 Crores; or
- Net Profit is less than Rs.5.00 Crores

during any financial year.

30. Human Resources:

Your Company treats its own employees as "human resources", one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

31. Directors' Responsibility Statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32. Transfer of Amounts to Investor Education and Protection Fund:

Your Company did not have any funds lying unpaid or unclaimed for a last seven years and hence, no funds are required to be transferred to Investor Education and Protection Fund.

33. Listing with the Stock Exchange:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to the BSE where the Company's Shares are listed.

34. Acknowledgements

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

SUNRISE INDUSTRIAL TRADERS LIMITED

	SURESH B. RAHEJA	VINEETKUMAR L. KHANNA
	WHOLE-TIME DIRECTOR	DIRECTOR
Mumbai, 29th May, 2015	(DIN – 00077245)	(DIN – 00436703)

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

I. **REGISTRATION & OTHER DETAILS:**

1.	CIN	L67120MH1972PLC015871
2.	Registration Date	30/06/1972
3.	Name of the Company	SUNRISE INDUSTRIAL TRADERS LIMITED
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office & contact details	COMMERCE HOUSE, 5TH FLOOR, ROOM NO 503, MEDOWS STREET, FORT, MUMBAI- 400023
6.	Whether listed company	YES, LISTED ON THE BOMBAY STOCK EXCHANGE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	IN-HOUSE SHARE TRANSFER DEPARTMENT CONTACT PERSON: MR. SURESH B. RAHEJA, WHOLE-TIME DIRECTOR & COMPLIANCE OFFICER ADDRESS : COMMERCE HOUSE, 5TH FLOOR, ROOM NO 503, MEDOWS STREET, FORT, MUMBAI- 400023 PHONE NO. : 08655438454

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment activity	6430	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

The company does not have any Holding, Subsidiary and Associates companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st April, 2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	-	306575	306575	61.44%	-	331250	331250	66.38%	4.94%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	**-**	**306575**	**306575**	**61.44%**	**-**	**331250**	**331250**	**66.38%**	**4.94%**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-						
Total shareholding of Promoters A = (A)(1) + (A)(2)	-	**306575**	**306575**	**61.44%**	**-**	**331250**	**331250**	**66.38%**	**4.94%**
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	192425	192425	38.56%		167750	16750	33.62%	4.94%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	192425	192425	38.56%	-	167750	167750	33.62%	4.94%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	**192425**	**192425**	**38.56%**	**-**	**167750**	**167750**	**33.62%**	**4.94%**
C. Shares held by Custodian for GDRs & ADRs	**-**	-	**-**	-	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**-**	**499000**	**499000**	**100**	**-**	**499000**	**499000**	**100**	-

ii) Shareholding of Promoters:

SN	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2014			Shareholding at the end of the year 31st March, 2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	S B Raheja	53050	10.63%	-	53050	10.63%	-	-
2	S B Raheja S S Raheja	81400	16.31%	-	81400	16.31%	-	-
3	D B Raheja	53100	10.64%	-	53100	10.64%	-	-
4	D B Raheja D D Raheja	81200	16.27%	-	81200	16.27%	-	-
5	C J Ahuja P B Raheja	2600	0.52%	-	2600	0.52%	-	-
6	C J Ahuja	-	-	-	4500	0.90%	-	0.90%
7	B J Sheth	100	0.02%	-	100	0.02%	-	-
8	B J Sheth	100	0.02%	-	100	0.02%	-	-
9	J J Sheth	100	0.02%	-	100	0.02%	-	-
10	J J Sheth	100	0.02%	-	100	0.02%	-	-
11	Rasila B Sheth	100	0.02%	-	100	0.02%	-	-
12	Ashit J Sheth	100	0.02%	-	100	0.02%	-	-
13	Manjula J Sheth	100	0.02%	-	100	0.02%	-	-
14	Renu B Sheth	100	0.02%	-	100	0.02%	-	-
15	M B Raheja	50	0.01%	-	50	0.01%	-	-
16	Alkesh S Raheja	8975	1.80%	-	18100	3.63%	-	1.83%
17	Tarun S Raheja	13900	2.79%	-	18400	3.68%	-	0.89%
18	Sanam S Raheja	11500	2.30%	-	18050	3.62%	-	1.32%
	Total	**306575**	**61.44%**	**-**	**331250**	**66.38%**	**-**	**4.94%**

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

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Shareholding during the year (1/4/2014 to 31/3/2015)	
		No. of Shares at the beginning 1/4/2014	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Alkesh Raheja	8,975	1.80	14/8/2014 15/11/2014	4,500 4,625	Transfer Transfer	8,975 13,475 18,100	1.80 2.70 3.63
2	Tarun Raheja	13,900	2.79	14/8/2014	4,500	Transfer	13,900 18,400	2.79 3.68
3	Sanam Raheja	11,500	2.30	14/8/2014 15/11/2014	3,550 3,000	Transfer Transfer	11,500 15,050 18,050	2.30 3.01 3.62

4	C J Ahuja	-	-	15/11/2014	4,500	Transfer	4,500	0.90

iv) Shareholding Pattern of top ten Shareholders as on 31st March, 2015: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (1/4/2014 to 31/3/2015)	
		No. of Shares at the beginning 1/4/2014	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Zarin B Katrak	4950	0.99	-	0	N. A.	4950	0.99
2	Shayamsunder Bhavnani	4950	0.99	-	0	N. A.	4950	0.99
3	Jaikrishin Mirchandani	4900	0.98	-	0	N. A.	4900	0.98
4	Karishma Samtani	4900	0.98	-	0	N. A.	4900	0.98
5	Vineet Khanna	4900	0.98	30/1/2015	(4,500)	Transfer	0	0.00
6	S Murli	4875	0.97	-	0	N. A.	4875	0.97
7	Mohini Menda	4850	0.97	-	0	N. A.	4850	0.97
8	Dilip Tandon	4800	0.96	-	0	N. A.	4800	0.96
9	Aditya P	4500	0.90	14/8/2014	(4,500)	Transfer	0	0.00
10	Amit Lad	4500	0.90	-	0	N. A.	4500	0.90

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2014		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Cumulative Shareholding during the year 31.03.2015	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	S. B. Raheja – WTD & CEO	1,34,450	26.94%	0	1,34,450	26.94%
2	D. B. Raheja – Non-executive Director	1,34,300	26.91%	0	1,34,300	26.91%

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-

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

vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to managing director, whole-time directors and/or manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Suresh B. Raheja, Whole-time Director & CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.28,20,000/-	Rs.28,20,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify…	-	-
5	Others, please specify	-	-
	Total (A)	Rs.28,20,000/-	Rs.28,20,000/-
	Ceiling as per the Act	Maximum 5% of net profit	

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		D. B. Raheja	B. J. Sheth	N. J. Desai	V. L.	
1	Independent Directors					
	Fee for attending board / committee meetings	24,000/-	24,000/-	24,000/-	-	72,000/-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	24,000/-	24,000/-	24,000/-	-	72,000/-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-

	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	24,000/-	24,000/-	24,000/-	-	72,000/-
	Total Managerial Remuneration (A + B)	Rs.28,92,000/-				
	Overall Ceiling as per the Act	Maximum 11% of net profit				

C. Remuneration to key managerial personnel other than MD/Manager/WTD

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (UNDER THE COMPANIES ACT):

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	NONE				
Compounding	NONE				
B. DIRECTORS					
Penalty	NONE				
Punishment	NONE				
Compounding	NONE				
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment	NONE				
Compounding	NONE				

For and on behalf of the Board of Directors

SUNRISE INDUSTRIAL TRADERS LIMITED

SURESH B. RAHEJA — WHOLE-TIME DIRECTOR — (DIN – 00077245)

VINEETKUMAR L. KHANNA — DIRECTOR — (DIN – 00436703)

Mumbai, 29th May, 2015

Annexure II

CSR POLICY

NOT APPLICABLE

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

NOT APPLICABLE

Annexure III

FORM NO. AOC -2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NO CONTRACTS ARE ENTERED
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NO CONTRACTS ARE ENTERED
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Annexure - IV

STATEMENT PURSUANT TO SECTION 212 (8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

The Company has no subsidiaries and hence, the following details are not applicable

Name of Subsidiary Company	Not Applicable
Issued & Subscribed Capital	
Reserves	
Total Assets	
Total Liabilities	
Investments	
Turnover	
Profit/(Loss)before Tax	
Provision for Tax	
Profit/(Loss) After Tax	
Proposed Dividend	

Annexure V
DECLARATION OF INDEPENDENCE

01st April, 2015

To,
The Board of Directors
Sunrise Industrial Traders Limited
503, Commerce House, 140,
N. M. Road, Mumbai - 400 023.

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, Mr. Vineetkumar L. Khanna**,** hereby certify that I am a Non-executive Independent Director of Sunrise Industrial Traders Limited**,** Mumbai and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
    a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

    b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

        a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**

        b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

c) holds together with my relatives 2% or more of the total voting power of the company; **or**

d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;

- I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

Vineetkumar L. Khanna
DIN: 00436703
ADD: 8-A, Parekh Mahal, Veer Nariman Road,
Mumbai- 400020

Annexure V

DECLARATION OF INDEPENDENCE

01st April, 2015

To,
The Board of Directors
Sunrise Industrial Traders Limited
503, Commerce House, 140,
N. M. Road, Mumbai - 400 023.

Sub: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, Mrs. Nita Jayesh Desai**,** hereby certify that I am a Non-executive Independent Director of Sunrise Industrial Traders Limited**,** Mumbai and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:

    a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

    b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

        a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**

b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

c) holds together with my relatives 2% or more of the total voting power of the company; **or**

d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;

- I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

NITA JAYESH DESAI
DIN: 02222912
ADD: 105, Neelam CO-op. Hsg. Soc.,
115, Model Town, 7 Bunglows, Andheri (W),
Mumbai-400053

Annexure-VI
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
Sunrise Industrial Traders Limited
Mumbai

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sunrise Industrial Traders Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Sunrise Industrial Traders Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March,2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Sunrise Industrial Traders Limited ("the Company") as given in **Annexure I,** for the financial year ended on 31st March, 2015, according to the provisions of:

   (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
   (iii) The 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 (Prohibition of Insider Trading) Regulations, 1992; and
      b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (iv) The Reserve Bank of India Act, 1934 relating to Non-Banking Financial Institutions to the extent applicable to the Company as per representations made by the Company.

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
   a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as the Company has not issued any securities to the employees of the Company;
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as the Company has not issued any shares during the year;
   c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
   d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as the Company has not bought-back any securities;
   e) 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, as the

Company has its own in-house share transfer department and dealing with shareholders directly;

f) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as all shares are in physical form; and

g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as the Company has not issued any debt securities.

3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not attracted to the Company under the financial year under report, as the Company is not having foreign shareholders.

4. I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure II.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
(ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

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

- Pursuant to the provisions of Section 203 of the Companies Act, 2013, the appointment of Company Secretary and Chief Financial Officer as the Key Managerial Personnel is yet to be made by the Company. However as per representation made by the company, the Company will comply with the above provisions at the earliest.

I further report that,

The Board of Directors of the Company is duly constituted consists of 4 (four) directors with proper balance of 2 (two) Executive Director and Non-Executive Director and 2 (two) Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed 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, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there are no events / action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Kishor V. Ved
Practicing Company Secretary
FCS No.5411
C P No.:4691

Mumbai, 29th May, 2015

ANNEXURE - I

List of documents verified:

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year 2013-2014
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and separate meeting of Independent Directors along with Attendance Registers
4. Minutes of General Body Meetings held.
5. Statutory Registers viz.
   - Register of Directors & KMP
   - Register of Directors' Shareholding
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and Section 184 of the Companies Act, 2013.
8. Intimations received from directors under the prohibition of Insider Trading Code.
9. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement
11. Filings made with Reserve Bank of India under the RBI Act, 1934, being a Non-Baking Financial Institution

ANNEXURE - II

List of applicable laws to the Company

1. The Income-tax Act, 1961
2. The Reserve Bank of India Act, 1934, to the extent applicable to the Company, being a Non-Banking Financial Institution
3. The Companies Act, 1956 and the Companies Act, 2013 & Listing Agreement with the Bombay Stock Exchange Limited & SEBI Rules and Regulations

Registered office:
503, Commerce House, 5th Floor, 140, Nagindas Master Road, Fort, Mumbai - 400 023

Kishor V. Ved
Practicing Company Secretary
FCS No.5411
C P No.:4691

Mumbai, 29th May, 2015

SUNRISE INDUSTRIAL TRADERS LIMITED

Corporate Governance Report for the year ended on 31st March 2015

1 **Company Philosophy:**

We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company on the Bombay Stock Exchange Limited (BSE). The Company has complied with in all material respect with the features of corporate governance as specified in the Listing Agreement. The securities are being regularly traded at BSE.

2 **Board of Directors:**

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	2
Other Non-Executive Director	1
Executive Director (CEO & Whole-time Director)	1
Total	**4**

The Chairman of the Board is a Non-Executive Director.

As required under Section 149(3) of the Companies Act, 2013, & Clause 49 of Listing Agreement, Mrs. N. J. Desai, an existing an Independent Director is also being appointed as a Woman Director on the Board.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship(s) held in Indian public & private Limited Companies (Including Eduworth)	Committee(s) position (including Eduworth)	
				Member	Chairman
MR. SURESH BALDEVDAS RAHEJA	29/06/2000	Whole-time Director	2	0	0
MR. DHANESH BALDEVDAS RAHEJA	29/06/2000	Non-Executive Director	2	0	0
MRS. NITA JAYESH DESAI	28/12/2005	Non-Executive Independent & Woman Director	-	0	0
MR. B. J. SHETH (*)	25/08/1975	Non-Executive Independent Director	-	0	0
MR. VINEETKUMAR LALITNARAIN KHANNA	16/03/2015	Non-Executive Independent Director	1	0	0

(*) Resigned as a Director w.e.f. 16.03.2015

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
02/04/2014	4	4
29/05/2014	4	4
23/07/2014	4	4
14/08/2014	4	4
28/10/2014	4	4
15/11/2014	4	4
30/01/2015	4	4
16/03/2015	5	5

Name of Directors	Attendance at the Board Meetings held on							
	02/04/2014	29/05/2014	23/07/2014	14/08/2014	28/10/2014	15/11/2014	30/01/2015	16/03/2015
MR. SURESH RAHEJA	Present	Present	Present	Present	Present	Present	Present	Present
MR. DHANESH RAHEJA	Present	Present	Present	Present	Present	Present	Present	Present
MRS. NITA DESAI	Present	Present	Present	Present	Present	Present	Present	Present
MR. B. J. SHETH	Present	Present	Present	Present	Present	Present	Present	Present
MR. V. L. KHANNA	Appointed as a Director w.e.f. 16.03.2015							Present

3 COMMITTEES OF THE BOARD.

(a) Audit Committee (mandatory committee)

The Audit Committee continued working under Chairmanship of Mr. B. J. Sheth with Mrs. N. J. Desai and Mr. D. B. Raheja as co-members till 16th March, 2015. During the year, the Committee met 4 (four) Audit Committee Meetings held on 29th May, 2014, 23rd July, 2014, 28th October, 2014 and 30th January, 2015 with full attendance of all the members.

Mr. B. J. Sheth has resigned from Directorship of the Company w.e.f. 16.03.2015 and Mr. V. L. Khanna was appointed as a Director of the Company w.e.f. 16.03.2015 and also appointed as the Chairman of the Audit Committee.

The composition of the Audit Committee as at 31st March, 2015 are as under :

1. Mr. V. L. Khanna ..... Chairman & Non-Executive Independent Director
2. Mr. B. J. Sheth ..... Woman & Non-Executive Independent Director
3. Mr. D. B. Raheja ..... Non-Executive Director

The details of Meetings of the Audit Committee held during the financial year 2014-15 are as under:

Name of Directors	Category	Attendance at the Audit Committee Meetings held on			
		29.05.2014	23.07.2014	28.10.2014	30.01.2015
Mr. B. J. Sheth	Non-Executive Independent Director	Present	Present	Present	Present
Mrs. N. J. Desai	Woman & Non-Executive Independent Director	Present	Present	Present	Present
Mr. Dhanesh Raheja	Non-Executive Director	Present	Present	Present	Present

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the BSE & regulatory authorities or the public.

- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.

- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).

- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(b) Nomination & Remuneration Committee (mandatory committee)

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee" (NCM).

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

- Succession planning of the Board of Directors and Senior Management Employees;

- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;

- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;

- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;

- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Nomination & Remuneration Committee as at 31st March, 2015 are as under :

1. Mr. V. L. Khanna ….. Chairman & Non-Executive Independent Director
2. Mr. B. J. Sheth ….. Woman & Non-Executive Independent Director

3. Mr. D. B. Raheja ….. Non-Executive Director

One NCM meeting was held on 16th March, 2015 under the chairmanship of Mr. B. J. Sheth.

(c) Corporate Social Responsibility (CSR) Committee - Not Applicable

(d) Risk Management Committee (mandatory committee)

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Management Committee as at 31st March, 2015, are as under :

1. Mr. V. L. Khanna …… Non-Executive Independent Director
2. Mrs. N. J. Desai …… Woman & Non-Executive Independent Director
3. Mr. Dhanesh Raheja …… Non-Executive Director

(e) Stakeholders' Relationship Committee (mandatory committee)

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;

- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;

- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;

- to authorize the Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;

- monitoring expeditious redressal of investors / stakeholders grievances;

- all other matters incidental or related to shares, debenture

During the year, the Company has not received any complaints from shareholders.

The composition of the Stakeholders' Relationship Committee (SRM) as at 31st March, 2015, are as under :

1. Mr. V. L. Khanna …… Non-Executive Independent Director
2. Mrs. N. J. Desai …… Woman & Non-Executive Independent Director
3. Mr. Dhanesh Raheja …… Non-Executive Director

One meeting of SRM was held on 16th March, 2015.

(f) Independent Directors' Meeting

During the year under review, the Independent Directors met on 16th March, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.

- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.

- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

- All the Independent Directors were present at the Meeting.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Other Committees. The presence of directors on the Board is advantageous and fruitful in taking business decisions.

Terms of Appointment & Remuneration

1. Mr. Suresh B. Raheja, Whole-time Director & CEO

Period of Appointment	29th May, 2014 to 31st May, 2016
Salary	Rs.28,20,000/-
Allowances	-
Perquisites	-
Retrial Benefits	-
Performance Bonus	-
Sign-on Amount	-
Deferred Bonus	-
Minimum Remuneration	As per the Companies Act, 2013
Notice Period & Severance Fees	As per the Company's employee policy
Other	N.A.

- **Details of remuneration paid to the Other Directors are given in Form MGT - 9**

Disclosures:

(a) Materially Significant related party transactions
The Company has not entered into any transactions with any of the related party, during the period under review.

(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes have a strong monitoring and reporting process resulting in financial discipline and accountability.

CEO Certification

The CEO has issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form. The Code has been posted on the Company's website www.sunriseindustrial.co.in.

Vigil Mechanism / Whistle Blower Policy

The Company has a Vigil Mechanism which provide the adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. Pursuant thereto, a dedicated helpline has been set up which is managed by an independent professional organization and the same can be contacted to report any suspected or confirmed incident of fraud / misconduct on:
E-Mail: sitltd@ymail.com Contact Number: 086554 38454

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Whole-time Director is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

Means of Communication-

The unaudited quarterly results and audited results for the year are published in one English newspaper (Financial Express) and at least one vernacular newspaper (Mumbai Mitra) shortly after its submission to the Stock Exchanges.

The Company's website www.sunriseindustrial.co.in contains relevant information including matters pertaining to investor relations, shareholder benefits, as well as quarterly / annual financial results.

General Shareholders Information

Registered Office (address for correspondence)	503, Commerce House, 5th Floor, 140, Nagindas Master Road, Fort, Mumbai - 400 023, Maharashtra Tel. No. 086554 38454
CIN	L67120MH1972PLC015871
43rd Annual General Meeting	Saturday, the 29th August, 2015 at 11.30 a.m. at the Registered office
Financial year	31st March, 2015
Book closure	Friday, the 14th August, 2015 to Friday, the 28th August, 2015 (both days inclusive)
Dividend payment date	Not Applicable
Stock Exchanges where the Company's share are listed	Bombay Stock Exchange Limited Annual listing fees for the year 2015-2016 have been paid to the Bombay Stock Exchanges Limited.
Stock code at BSE	501110
Demat ISIN Numbers for Equity Shares	Not obtained. All the shares of SITL are held in physical mode
Results for quarter ending	**Financial calendar (tentative)**
30th June, 2015	Fourth week of July, 2015
30th September, 2015	Fourth week of October, 2015
31st December, 2015	Fourth week of January, 2016
31st March, 2016	Fourth week of May, 2016

Unclaimed dividends:

As of 31st March 2015, there is no unclaimed dividend.

SUNRISE INDUSTRIAL TRADERS LTD.

Market price data: -

Months	BSE (*)			SITL Price Movement (%)	BSE SENSEX Movement	
	High (Rs.)	Low (Rs.)	Volume		High	Low
April, 2014	NIL	NIL	NIL	NIL	22,939.31	22,197.51
May, 2014	NIL	NIL	NIL	NIL	25,375.63	22,277.04
June, 2014	NIL	NIL	NIL	NIL	25,725.12	24,270.20
July, 2014	NIL	NIL	NIL	NIL	26,300.17	24,892.00
August, 2014	NIL	NIL	NIL	NIL	26,674.38	25,232.82
September, 2014	NIL	NIL	NIL	NIL	27,354.99	26,220.49
October, 2014	NIL	NIL	NIL	NIL	27,894.32	25,910.77
November, 2014	NIL	NIL	NIL	NIL	28,822.37	27,739.56
December, 2014	NIL	NIL	NIL	NIL	28,809.64	26,469.42
January, 2015	NIL	NIL	NIL	NIL	29,844.16	26,776.12
February, 2015	NIL	NIL	NIL	NIL	29,560.32	28,044.49
March, 2015	NIL	NIL	NIL	NIL	30,024.74	27,248.45

(*) Last traded on 28.11.2011 – High price (adjusted) – Rs.6.10/- per share & Low price (adjusted) – Rs.5.52/- per share

Distribution schedule as on 31st March 2015: -

Equity shares held	No. of Shareholders	% of shareholders	No. of Equity Shares	% of Equity shareholding
1-500	166	70.940	58625	11.748
501-1000	39	16.667	22850	4.579
1001-2000	2	0.855	3000	0.601
2001-3000	1	0.427	2600	0.521
3001-4000	1	0.427	3375	0.676
4001-5000	18	7.692	85250	17.084
5001-10000	-	-	-	-
10001 & above	7	2.991	323300	64.790
Total	**234**	**100.00**	**499000**	**100.00**

Category of shareholders as on 31st March 2015:

Category	No. of Equity Shares	% Shareholding
Promoters/Person acting in concert	3,31,250	66.38%
Bank, Financial Institution, Insurance Cos. etc	-	-
Private Corporate Bodies	-	-
NRIs / OCBs	-	-
Mutual Funds & UTI	-	-
Indian Public	1,67,750	33.62%
Total	**4,99,000**	**100.00**

Top 10 shareholders as on 31st March, 2015 other than promoters / Promoter group:

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (1/4/2014 to 31/3/2015)	
		No. of Shares at the beginning 1/4/2014	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Zarin B Katrak	4950	0.99	-	0	N. A.	4950	0.99
2	Shayamsunder Bhavnani	4950	0.99	-	0	N. A.	4950	0.99
3	Jaikrishin Mirchandani	4900	0.98	-	0	N. A.	4900	0.98
4	Karishma Samtani	4900	0.98	-	0	N. A.	4900	0.98
5	Vineet Khanna	4900	0.98	30/1/2015	(4,500)	Transfer	0	0.00
6	S Murli	4875	0.97	-	0	N. A.	4875	0.97
7	Mohini Menda	4850	0.97	-	0	N. A.	4850	0.97
8	Dilip Tandon	4800	0.96	-	0	N. A.	4800	0.96
9	Aditya P	4500	0.90	14/8/2014	(4,500)	Transfer	0	0.00
10	Amit Lad	4500	0.90	-	0	N. A.	4500	0.90

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March	Venue	Date	Time	Special Resolutions Passed
42nd	2014	At the Registered Office	30.08.2014	11.30 a.m.	1) Appointment of Mr. B. J. Sheth as an Independent Director 2) Appointment of Mrs. N. J. Desai as an Independent Director
41st	2013		03.08.2013	11.00 a.m.	No
40th	2012		01.09.2012	5.00 p.m.	No

Extraordinary General Meeting (EGM)

The Company has not held any EGM during the year.

Dematerialisation of shares:

As of 31st March, 2015, none of the issued shares of the Company are in dematerialization form and 4,99,000 (i.e. 100%) equity shares of the Company are in physical mode. We have no GDR's / ADR's or any commercial instrument.

Share Transfer System / Dividend and Other Related Matters:

A) Share transfer system:

We have no Registrar and Transfer Agents as we have an in-house share transfer department at the Registered Office of the Company at 503, Commerce House, 5th Floor, 140, Nagindas Master Road, Fort, Mumbai - 400 023. All the shares of the Company are in physical form and the registration of share transfers in physical form completed within 15 days of the receipt of the completed documents. Invalid share transfers were returned within 15 days of receipt.

B) Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website.

C) Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

D) Dividend

The Company has not declared any dividend for the year ended 31st March, 2015.

E) Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company at the Registered Office with a copy of the earlier correspondence.

S. No.	Nature of Queries/Compliant	Pending as on 1st April, 2014	Received during the year	Redressed during the year	Pending as on 31st March, 2015
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-
3	Dematerialisation/Rematerialisation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-
	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-	-	-	-
	Grand Total	-	-	-	-

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Physical shares and Dematerialisation of shares

The break-up of equity shares held in Physical and Dematerialised form as on 31st March, 2015, is given below:

Particulars	**No. of Shares**	**Percentage**
Physical Segment	4,99,000	100.00%
Demat Segment		
NSDL	-	-
CDSL	-	-
Total	4,99,000	100.00%

E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited (KCPL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

For and on behalf of the Board
SUNRISE INDUSTRIAL TRADERS LIMITED

(Suresh B. Raheja)
Mumbai, 29th May, 2015 (Whole-time Director & Chief Executive Officer)
(DIN – 00077245)

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Clause 49 of the Listing Agreement with the BSE, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March, 2015.

For and on behalf of the Board
Sunrise Industrial Traders Limited

(Suresh B. Raheja)
Mumbai, 29th May, 2015 (Whole-time Director & Chief Executive Officer)
(DIN – 00077245**)**

DECLARATION BY THE CHIEF EXECUTIVE OFFICER & WHOLE-TIME DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members

Sunrise Industrial Traders Limited

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the Financial Year ended 31st March, 2015.

For and on behalf of the Board of Directors
SUNRISE INDUSTRIAL TRADERS LIMITED

SURESH B. RAHEJA
WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER
Mumbai, 29th May, 2015 (DIN – 00077245)

CERTIFICATION BY CEO-UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Board of Directors,
Sunrise Industrial Traders Limited

We have reviewed the financial statements and the cash flow statement of Sunrise Industrial Traders Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Sunrise Industrial Traders Limited

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(Suresh B. Raheja)
Mumbai, 29th May, 2015 (Whole-time Director & Chief Executive Officer)
(DIN – 00077245)

KISHOR V. VED
Practicing Company Secretary
D/215, Neelkanth Business Park, Next to Vidhyavihar Bus Depot, Vidhyavihar Station (West), Mumbai – 400 086

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members,
Sunrise Industrial Traders Limited

I have examined the compliance of conditions of Corporate Governance by Sunrise Industrial Traders Limited for the financial years ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited.

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

In my opinion, and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

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

Kishor V. Ved
Practicing Company Secretary
Membership No. F.C.S. - 5411
C.O.P. - 4691

Mumbai, 29th May, 2015

SUNRISE INDUSTRIAL TRADERS LTD.

INDEPENDENT AUDITOR'S REPORT

To the Members of SUNRISE INDUSTRIAL TRADERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SUNRISE INDUSTRIAL TRADERS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, 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 preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) 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 controls relevant to the Company's preparation of the financial statements that give a 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 the Company's Directors, as well as evaluating the overall presentation of the financial statements, We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 31st March, 2015
b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements,

ii. In our opinion and as per the information and explanations provided to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and

iii. As at the year end, there were no amounts that were required to be transferred, to the Investor Education and Protection Fund by the Company.

For **R.A. RAJANI & Co.**
Firm Registration No.: 114606W
Chartered Accountants

(R. A. RAJANI)
Proprietor.
M.No. 48441

Mumbai . 29h May,2015.

ANNEXURE TO THE INDEPENDENT AUDITORS'REPORT:

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date)

1.1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

2. The securities held as inventory have been verified from the statement of holding from the depository participants and by physical verification of the share certificates in case of inventory held in physical form, by the management during the year/at the year end. In our opinion, the frequency of verification is reasonable.

In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

On the basis of our examination of the records of the Company relating to securities held as inventory, in our opinion, the Company is maintaining proper records of inventory. There are no material discrepancies noticed between the book records and the statement of holding provided by the depository participants, physically verified shares in physical form.

3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase/sale of shares and securities & fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by 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.

6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

7. The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

7.2 Details of the particulars of dues of income-tax as at 31st March,2015 which have not been deposited on account of a disputes, are as follows:

Name of the statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act,1961	Income Tax	2,548/-	AY 1996-97	CPC
		2,898/-	AY 1997-78	CPC
		1,932/-	AY 2000-01	CPC
		1,83,110/-	AY 2009-10	Assessing Officer
		12,390/-	AY 2010-11	Assessing Officer
		5,06,340/-	AY 2011-12	C.I.T (Appeals)
		2,07,870/-	AY 2012-13	Assessing Officer

7.3 There are no amounts payable in respect of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.

8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.

9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.

10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.

11. According to the information and explanations given to us, no term loans were obtained during the year under audit.

12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

For **R.A. RAJANI & Co.**
Firm Registration No.: 114606W
Chartered Accountants

(R. A. RAJANI)
Proprietor.
M.No. 48441

Mumbai . 29h May,2015.

SUNRISE INDUSTRIAL TRADERS LTD.

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at 31st March, 2015		As at 31st March, 2014	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
(1) **Shareholders' funds**					
(a) Share capital	1	4,990,000.00		4,990,000.00	
(b) Reserves and surplus	2	519,970,169.30		483,852,403.13	
(c) Money received against share warrants		-	524,960,169.30	-	488,842,403.13
(2) **Share application money pending allotment**			-		-
(3) **Non-current liabilities**					
(a) Long-term borrowings		-		-	
(b) Deferred tax liabilities (Net)		-		-	
(c) Other Long term liabilities		-		-	
(d) Long-term provisions		-	-	-	-
(4) **Current liabilities**					
(a) Short-term borrowings		-		-	
(b) Trade payables		-		-	
(c) Other current liabilities	3	25,670.00		15,000.00	
(d) Short-term provisions			25,670.00		15,000.00
TOTAL			**524,985,839.30**		**488,857,403.13**
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	4	339,817.00		531,787.00	
(ii) Intangible assets		-		-	
(iii) Capital work-in-progress		-		-	
(iv) Intangible assets under development		-	339,817.00	-	531,787.00
(b) Non-current investments	5		94,643,704.67		85,334,886.14
(c) Deferred tax assets (net)					
(d) Long-term loans and advances					
(e) Other non-current assets	6		5,866.00		5,866.00
(2) Current assets					
(a) Current investments	7		405,311,144.08		381,502,792.10
(b) Inventories					
(c) Trade receivables					
(d) Cash and cash equivalents	8		4,060,042.12		1,977,769.00
(e) Short-term loans and advances					
(f) Other current assets	9		20,625,265.43		19,504,302.89
TOTAL			**524,985,839.30**		**488,857,403.13**

Per our Report Attached
For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No. 48441

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LTD.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Particulars	Note	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
			Rs.	Rs.
	Income:			
I.	**Revenue from operations**	10	32,360,058.70	28,316,267.05
II.	**Other income**	11	14,690,533.14	11,561,468.13
III.	**TOTAL REVENUE (I+II)**		**47,050,591.84**	**39,877,735.18**
	Expenses:			
	Cost of material consumed		-	-
	Changes in inventories of finished goods, work in progress and Stock-in-Trade		-	-
	Employee benefits expense	12	3,836,878.00	4,000,664.00
	Finance costs		-	-
	Depreciation and amortization expense	4	147,727.00	122,178.00
	Other expenses	13	831,457.67	547,091.48
IV.	**TOTAL EXPENSES**		**4,816,062.67**	**4,669,933.48**
V.	**Profit before exceptional and extraordinary items and tax (III-IV)**		42,234,529.17	35,207,801.70
VI.	**Exceptional items**		-	-
VII.	**Profit before extraordinary items and tax (V - VI)**		42,234,529.17	35,207,801.70
VIII	**Extraordinary Items**		-	-
IX.	**Profit before tax (VII- VIII)**		42,234,529.17	35,207,801.70
X.	**Tax expense:**			
	(1) Current tax		6,072,520.00	7,063,584.00
	(2) Deferred tax			
XI.	**Profit (Loss) for the period from continuing operations (IX-X)**		36,162,009.17	28,144,217.70
XII.	**Profit (Loss) from discontinuing operations**		-	-
XIII	**Tax expense of discontinuing operations**		-	-
XIV.	**Profit/(loss) from Discontinuing operations (after tax)**		-	-
XV.	**Profit (Loss) for the period (XI + XIV)**		36,162,009.17	28,144,217.70
XVI.	**Earnings per equity share:**			
	(1) Basic		72.47	56.40
	(2) Diluted		72.47	56.40

Per our Report Attached
For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI	**S. B. RAHEJA**	**V.L.KHANNA**
Proprietor	Whole Time Director & CEO	Director
M.No. 48441	DIN : 00077245	DIN: 00436703

Mumbai, 29th May,2015

	Notes to Balance Sheet:	31st March, 2015 Rs.	31st March, 2014 Rs.
1	**CAPITAL:**		
	Authorised:		
	5,00,000 Equity Shares of Rs.10/- each	**5,000,000.00**	**5,000,000.00**
	Issued,Subscribed & Paid-up:		
	4,99,000 Equity Shares of Rs.10/- each Fully paid up.	**4,990,000.00**	**4,990,000.00**

Disclosure pursuant to Note No.6(A) of Part I of Schedule III of the Companies Act,2013.

A. The details of Shareholders holding more than 5% shares:

Name of Shareholders	No. of Shares	% held	No. of Shares	% held
Suresh Raheja	134450	26.94	134450	26.94
Dhanesh Raheja	134300	26.91	134300	26.91

B. Details of shares in respect of each class in the company held by its holding company. Not Applicable

C. The reconcilation of the number of shares outstanding is set out below:

Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	499,000	499,000
Add : Shares issued during the year	-	-
Less: Shares bought back during the year	-	-
Equity Shares at the end of the year	499,000	499,000

D. Disclosure pursuant to Note No.6(A)(i) of Part I of Schedule III of the Companies Act,2013. rqgarding Equity Shares issued without payment being received in cash & disclosure pursuant to Note No.6(A)(k) of Part I of Schedule III regarding unpaid calls are Not Applicable

2	**RESERVES & SURPLUS:**		
	General Reserve:		
	As Per last Balance Sheet	483,852,403.13	455,708,185.43
	Transfer from Profit & Loss A/c	36,162,009.17	28,144,217.70
	Less: Depreciation in resepct of assets whose useful life is over	(44,243.00)	
	Previous year /others adjustments	-	-
		519,970,169.30	**483,852,403.13**
3	**OTHER CURRENT LIABILITIES**		
	Provisions :		
	For Audit Fees	25,000.00	15,000.00
	For Electricity Charges	670.00	-
		25,670.00	**15,000.00**
4	**FIXED ASSETS:** As per Page No 56	**339,817.00**	**531,787.00**
5	**NON CURRENT INVESTMENTS:** As Per Page No 57	94,643,704.67	85,334,886.14
6	**OTHER NON CURRENT INVESTMENTS**		
	Deposit BEST Undertaking	5,866.00	5,866.00
7	**CURRENT INVESTMENTS :** As per Page No. 58	405,311,144.08	381,502,792.10
8	**CASH & CASH EQUIVALENTS:**		
	Cash on Hand	29,692.00	22,209.00
	In Current A/c with Schedule Bank	4,030,350.12	4,060,042.12	1,955,560.00	1,977,769.00

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI	**S. B. RAHEJA**	**V.L KHANNA**
Proprietor	Whole Time Director & CEO	Director
M.No. 48441	DIN : 00077245	DIN: 00436703

Mumbai, 29th May,2015

	Notes to Balance Sheet:		31st March, 2015 Rs.		31st March, 2014 Rs.
9	**OTHER CURRENT ASSETS:**				
	Accured Interest		13,528,439.27		14,114,263.12
	Accured Inttrrest - Tax Free		690,793.97		1,418,961.23
	Sundry Debtor		805,941.65		-
	Taxes Paid:				
	31-03-2009	587,794.00		587,794.00	
	31-03-2011	17,837.00		17,837.00	
	31-03-2012	25,872.00		25,872.00	
	31-03-2013	20,511.54		20,511.54	
	31-03-2014	23,463.00		23,463.00	
	Advance Tax- SA Tax:				
	31-03-2006	141,972.00		141,972.00	
	31-03-2007	1,772,135.00		1,772,135.00	
	31-03-2008	550,000.00		550,000.00	
	31-03-2010	5,671,709.00		3,922,315.00	
	31-03-2011	6,687,269.00		6,687,269.00	
	31-03-2012	7,833,495.00		7,833,495.00	
	31-03-2013	5,500,000.00		5,500,000.00	
	31-03-2014	4,727,138.00		4,500,000.00	
	31-03-2015	5,725,000.00			
		39,284,195.54		31,582,663.54	
	Less: Provision for Taxation.				
	31-03-2007	1,871,894.00		1,871,894.00	
	31-03-2008	158,913.00		158,913.00	
	31-03-2009	331,894.00		331,894.00	
	31-03-2010	3,922,315.00		3,922,315.00	
	31-03-2011	2,096,850.00		2,096,850.00	
	31-03-2012	6,606,158.00		6,606,158.00	
	31-03-2013	5,559,977.00		5,559,977.00	
	31-03-2014	7,063,584.00		7,063,584.00	
	31-03-2015	6,072,520.00			
		33,684,105.00	5,600,090.54	27,611,585.00	3,971,078.54
			20,625,265.43		**19,504,302.89**

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI	**S. B. RAHEJA**	**V.L.KHANNA**
Proprietor	Whole Time Director & CEO	Director
M.No. 48441	DIN : 00077245	DIN: 00436703

Mumbai, 29th May,2015

		For the Year Ended 31st March, 2015	For the Year Ended 31st March, 2014
Notes to Profit & Loss Account:			
10	**INCOME FROM OPERATIONS:**		
	LTC Gain on Bonds / Mutual Fund	4,276,043.55	2,013,600.00
	STC Gain on Equity /Mutual Fund	122,909.72	488,247.16
	LTC Gain on Equity	333,475.57	-
	Business Income	27,627,629.86	25,814,417.39
	Speculative	-	2.50
		32,360,058.70	**28,316,267.05**
11	**OTHER INCOME:**		
	Tax Free Dividend	7,581,150.40	3,915,172.92
	Tax Free Interest	7,109,382.74	7,646,295.21
		14,690,533.14	**11,561,468.13**
12	**EMPLOYEE BENEFIT EXPENSE**		
	Remuneration for part time work	832,500.00	1,020,000.00
	Tea, Coffee and Snacks Charges	184,378.00	160,664.00
	Director's Remuneration	2,820,000.00	2,820,000.00
		3,836,878.00	**4,000,664.00**
13	**EXPENSES:**		
	Advertisement Expenses	16,962.00	12,701.46
	Audit Fees	25,000.00	15,000.00
	Audit Committee Meeting Fees	24,000.00	3,000.00
	Bank Charges	145.30	-
	Conveyance & Travelling	205,050.00	190,246.00
	Demat Charges	4,357.83	1,043.82
	Directors Meeting Fees	48,000.00	4,500.00
	Electricity charges	72,861.00	51,339.00
	Legal / Professional Charges	65,000.00	90,000.00
	Listing fees BSE	112,360.00	16,854.00
	Miscellaneous expenses	27,633.00	28,011.20
	News paper & Subscription	6,525.00	5,100.00
	Postage & Telegram	19,750.00	11,000.00
	Printing. & Stationery	41,907.00	39,223.00
	Rent, Rates & Taxes	19,510.00	19,022.00
	Repairs & Mainatinance	100,263.00	34,356.00
	Filing Fees	13,785.00	1,535.00
	Sundry Expenses	10,034.60	10,798.00
	Telephone Charges	11,234.94	13,362.00
	Website Charges	7,079.00	-
		831,457.67	**547,091.48**

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No. 48441

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LTD.

NOTE "4" : FIXED ASSETS ANNEXED TO AND FORMING PART OF THE BALANCE SHEET
AS AT 31st MARCH, 2015

ASSETS	COST				DEPRECIATION					NET BLOCK	
	As on 31-3-2014	Add.	Adjust-ments	As on 31-3-2015	Till 31-3-2014	For the Year	Depreciation in respect of assets whose useful life is over	Adjust-ments	Total	As on 31-3-2015	As on 31-3-2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Office Equipments	219,986	-	186,996	32,990	185,730	12,890	13,796	173,200	25,420	7,570	34,256
Business Premises	109,600	-	-	109,600	105,255	1,521	-	-	106,776	2,824	4,345
Computers	213,795	-	213,795	-	185,337	-	28,458	185,337	-	-	28,458
Furniture	121,703	-	121,703	-	119,714	-	1,989	119,714	-	-	1,989
	226,689	-	-	226,689	85,171	44,224	-	-	129,395	97,294	141,518
	301,341	-	-	301,341	56,404	69,342	-	-	125,746	175,595	244,937
	85,590	-	-	85,590	9,306	19,750	-	-	29,056	56,534	76,284
Total Rs.	**1,278,704**	**-**	**522,494**	**756,210**	**746,917**	**147,727**	**44,243**	**478,251**	**416,393**	**339,817**	**531,787**
Previous Year	**1,322,426**	**85,590**	**129,312**	**1,278,704**	**751,787**	**122,178**	**-**	**127,048**	**746,917**	**531,787**	**570,639**

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No. 48441

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LTD.

NOTE "5" NON CURRENT INVESTMENTS AT COST		AS AT 31ST MARCH, 2015				AS AT 31ST MARCH, 2014			
Sr. No.	Name of the Coompany	No. of Shares	Face Value	Amount	Total Investments	No. of Shares	Face Value	Amount	Total Investments
(A)	**QUOTED / Investments:Equity**								
1	Akzo Nobel India Ltd	4000	10.00	1,629,868.08		4000	10.00	1,629,868.08	
2	Bhel Ltd	6750	2.00	2,402,967.41		6750	2.00	2,402,967.41	
3	Biocon Limited	10000	5.00	1,753,050.00		10000	5.00	1,753,050.00	
4	Century Enka Ltd	24000	10.00	4,351,337.50		24000	10.00	4,351,337.50	
5	Century Textiles Ltd.	10000	10.00	2,954,040.00		10000	10.00	2,954,040.00	
6	Cromptom Greaves Ltd	-	-	-		3000	2.00	409,393.40	
7	EIH Ltd	2382	2.00	214,707.22		2382	2.00	214,707.22	
8	Facor Steels Ltd.	30	1.00	80.70		30	1.00	80.70	
9	Ferro Alloys Corporation Ltd.	60	1.00	-		60	1.00	-	
10	Financial Technologies (India) Ltd.	4550	2.00	2,493,046.55		4550	2.00	2,493,046.55	
11	Fortis Healthcare Ltd	500	10.00	72,366.12		500	10.00	72,366.12	
12	GIC Housing Finance Ltd	6000	10.00	628,366.38		6000	10.00	628,366.38	
13	GlaxoSmithKline Consumer Healthcare Ltd.	10000	10.00	2,112,100.00		10000	10.00	2,112,100.00	
14	Great Offshore Ltd	250	10.00	19,783.14		250	10.00	19,783.14	
15	GTL Infrastructure Ltd	5000	10.00	81,417.92		5000	10.00	81,417.92	
16	GTL Ltd	2000	10.00	114,180.17		2000	10.00	114,180.17	
17	Gujarat Alkali & Chemicals Ltd	-	-	-		1000	10.00	146,700.12	
18	Gujarat State Petronet Ltd	2000	10.00	190,307.30		2000	10.00	190,307.30	
19	HDFC Bank Ltd.	8500	1.00	7,656,472.40		-	-	-	
20	Hindalco Industries Ltd.	5000	1.00	397,117.60		5000	1.00	397,117.60	
21	Hindoostan Mills Ltd.	10	1.00	-		10	1.00	-	
22	Hindustan Construction Co Ltd	25000	1.00	793,756.50		25000	1.00	793,756.50	
23	Hindustan Copper Ltd.	6000	5.00	1,032,052.19		6000	5.00	1,032,052.19	
24	Hindustan Organic Chemicals Ltd.	2000	10.00	48,020.00		2000	10.00	48,020.00	
25	Hindustan Zinc Ltd.	40000	2.00	607,520.00		40000	2.00	607,520.00	
26	Indian Hotels Co. Ltd.	42000	1.00	2,675,981.49		42000	1.00	2,675,981.49	
27	Intenaional Paper APPM Ltd	492	10.00	180,982.20		492	10.00	180,982.20	
28	ISMT Ltd.	2905	5.00	112,888.30		2905	5.00	112,888.30	
29	ITC Limited	2040	1.00	264,098.40		2040	1.00	264,098.40	
30	JK Cements Limited	130	10.00	-		130	10.00	-	
31	Jindal Steel & Power Ltd	1000	1.00	165,322.82		-	-	-	
32	Kakatia Cement Sugar & Industries Ltd.	8604	10.00	960,402.40		8604	10.00	960,402.40	
33	Manali Petrochem Ltd.	1800	5.00	-		1800	5.00	-	
34	MOIL Ltd	1196	10.00	429,870.49		1196	10.00	429,870.49	
35	Nahar Capital & Fin. Services Ltd.	5000	5.00	537,575.00		5000	5.00	537,575.00	
36	Nahar Spinning Mills Ltd	5000	5.00	537,575.00		5000	5.00	537,575.00	
37	NTPC Limited	11375	10.00	2,047,162.15		11375	10.00	2,047,162.15	
38	Ramco Industries Ltd.	42000	1.00	1,819,821.00		42000	1.00	1,819,821.00	
39	Reliance Industries Ltd	9150	10.00	7,280,246.16		9150	10.00	7,280,246.16	
40	Vedanta Ltd	15,000	1.00	3,945,750.37		15,000	1.00	3,945,750.37	
41	State Bank of India	-	-	-		50	10.00	93,769.00	
42	Sterlite Technologies Ltd.	37500	2.00	381,100.00		37500	2.00	381,100.00	
43	Tata Chemicals Ltd.	108000	10.00	30,758,781.81		108000	10.00	30,758,781.81	
44	Tata Investment Corporation Ltd.	1300	10.00	397,013.00		1300	10.00	397,013.00	
45	Uttam Steels Ltd.	15000	10.00	402,150.00		15000	10.00	402,150.00	
46	Voltas Ltd	-	-	-	82,449,277.77	1500	1.00	147,236.57	75,424,581.64
	Bonds/ Debentures:								
1	8.49% NTPC Ltd	11375	12.50	-		-	-	-	
2	Indian Hotels Co. Ltd. CCD	10000	1.00	550,000.00		-	-	-	
3	Shriram Transport Finance Co Ltd - DB	1050	1,000.00	1,734,122.40	2,284,122.40	-	-	-	-
	Preference Shares:								
1	Mukund Ltd - CRPS	10	10.00	34.50	34.50	10	10.00	34.50	34.50
	Mutual Funds:								
1	Tata Income Fund Plan A Appreciation -Bonus			-	-	368767.500	10.00	-	-
	(Market Value of Investment in Quoted Shares / Mutual Fund: Rs.18,18,45,204.35 (Last Year Rs.12,74,25,826.06)								
(B)	**UNQUOTED / Investments :**								
1	Association of Commerce House	50	50.00	2,500.00		50	50.00	2,500.00	
2	Raheja Stock Brokers Pvt. Ltd.	833000	10.00	9,787,750.00		833000	10.00	9,787,750.00	
3	Xerox ModiCorp Ltd.	2000	10.00	120,020.00	9,910,270.00	2000	10.00	120,020.00	9,910,270.00
	Total of A + B:				94,643,704.67				85,334,886.14

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No. 48441

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LTD.

NOTE "7" CURRENT INVESTMENTS AT COST		AS AT 31ST MARCH, 2015				AS AT 31ST MARCH, 2014			
Sr. No.	Name of the Coppmany	No. of Shares	Face Value	Amount	Total Investments	No. of Shares	Face Value	Amount	Total Investments
	QUOTED / Equity								
1	Bhel Ltd	1000	2.00	371,173.00		1000	2.00	371,173.00	
2	Century Enka Ltd.	10000	10.00	570,430.00		10000	10.00	570,430.00	
3	Jaykay Enterprises Ltd	650	1.00	-		650	1.00	-	
4	Ramco Inds Ltd.	36000	10.00	191,206.60		36000	10.00	191,206.60	
5	Tata Chemicals Ltd.	40000	10.00	4,087,864.90	5,220,674.50	40000	10.00	4,087,864.90	5,220,674.50
	QUOTED / CRPS :								
1	8.75% L&T Finance Holdings Ltd	27393	100.00	2,739,300.00		27393	100.00	2,739,300.00	
2	8.75% L&T Finance Holdings Ltd	9129	100.00	912,900.00		9129	100.00	912,900.00	
3	16.06% ILFS Ltd	560	7,500.00	7,000,000.00					
4	21.44% ILFS Transportation Networks Ltd	100000	10.00	2,237,460.00	12,889,660.00	125000	10.00	2,500,000.00	6,152,200.00
	UNQUOTED / CRPS :								
1	12.50% Tata Capital Ltd	10000	1,000.00	15,000,000.00		10000	1,000.00	15,000,000.00	
2	12.50% Tata Capital Ltd	10000	1,000.00	15,000,000.00		10000	1,000.00	15,000,000.00	
3	14.625% Edelwise Finance & Inv. Ltd.	800000	10.00	12,000,000.00	42,000,000.00	800000	10.00	12,000,000.00	42,000,000.00
	QUOTED / Bonds								
1	10.25% Shriram Transport Finance Co Ltd	5000	1,000.00	5,000,000.00		5000	1,000.00	5,000,000.00	
2	11.25% Shriram Transport Finance Co Ltd	-	-	-		300	200.00	64,108.02	
3	11.35% Tata Motor Finance Ltd - Perpetual Bonds	40	500,000.00	19,710,000.00		40	500,000.00	19,710,000.00	
4	11.40% Tata Power Ltd - Perpetual Bonds	77	1,000,000.00	77,816,500.00		77	1,000,000.00	77,816,500.00	
5	11.60% Shriram Transport Finance Co Ltd	680	1,000.00	685,881.82		680	1,000.00	685,881.82	
6	11.90% India Infoline Investment Services Ltd	31000	1,000.00	29,842,204.73		31000	1,000.00	29,842,204.73	
7	11.95% Dhanlaxmi Bank Ltd	10	1,000,000.00	10,000,000.00		10	1,000,000.00	10,000,000.00	
8	12.10% Magma Fincorp Ltd.	30	500,000.00	15,022,500.00					
9	12.25% Muthoot Finance Ltd	25730	1,000.00	24,446,401.30		25730	1,000.00	24,446,401.30	
10	12.25% Religare Finvest Ltd	5000	1,000.00	5,000,000.00		5000	1,000.00	5,000,000.00	
11	12.50% Cholamandalam Investment & Finance Co Ltd	30	500,000.00	15,097,500.00		30	500,000.00	15,097,500.00	
12	12.50% Religare Finvest Ltd	14100	1,000.00	13,876,683.42		14100	1,000.00	13,876,683.42	
13	12.75% Dewan Housing Finance Corp. Ltd.	5	1,000,000.00	5,112,500.00					
14	13.00% Religare Finvest Ltd	2	1,000,000.00	2,000,000.00					
15	13.00% Penisula Land Ltd	8	1,000,000.00	8,000,000.00		8	1,000,000.00	8,000,000.00	
16	13.75% Penisula Land Ltd	10	250,000.00	2,500,000.00		10	750,000.00	7,500,000.00	
17	13.75% Penisula Land Ltd (Bullet)	5	1,000,000.00	5,000,000.00		5	1,000,000.00	5,000,000.00	
18	8.10% Indian Railway Finance Corp Ltd Tax Free	25550	1,000.00	25,451,968.54		25550	1,000.00	25,451,968.54	
19	8.20% Housing & Urban Development Corp Ltd Tax Free	65000	1,000.00	62,362,626.71		65000	1,000.00	62,362,626.71	
21	8.76% Housing & Urban Development Corp Ltd Tax Free	5000	1,000.00	5,000,000.00		5000	1,000.00	5,000,000.00	
22	Shriram Transport Finance Co Ltd - DB	3250	1,000.00	4,875,774.45		3250	1,000.00	4,875,774.45	
23	Nabard Ltd	665	20,000.00	8,400,268.61	345,200,809.58	665	20,000.00	8,400,268.61	328,129,917.60
					405,311,144.08				381,502,792.10

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No. 48441

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

	31-03-2015	31-03-2014
A. Cash Flow From Operating Activities.		
Net Profit Before Tax And	42,234,529.17	35,207,801.70
Extraordianary Items	-	(83,326.00)
Provisions / Receivable	518,719.46	(292,242.14)
Adjustments for:	-	-
Depreciation	147,727.00	122,178.00
Long Term Capital Gains / Loss	-	-
TDS on Dividend	-	-
TDS on Interest	-	(23,463.00)
Operating Profit before Working Capital Changes	**42,900,975.63**	**34,930,948.56**
Adjusted For Changes In Term Deposit Shares, Debentures, Bonds,CD.	(33,117,170.51)	(29,263,606.24)
Cash utilised from operations	**9,783,805.12**	**5,667,342.32**
Direct taxes paid/received	(7,701,532.00)	(4,821,171.00)
Liabilities paid		
Loan to Subsidiary		
B. Cash Flow From Investing Activities		
Cash & Cash Equivalents	**2,082,273.12**	**846,171.32**
Opening Balances	1,977,769.00	1,131,597.68
Closing Balances	4,060,042.12	1,977,769.00

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS) -3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
2. Figures in bracket indicate cash outflow.
3. Previous year comparatives have been reclassified to confirm with current year's presentation, wherever applicable.

For and on behalf of the Board

S. B. RAHEJA
Whole Time Director & CEO
DIN : 00077245

V.L.KHANNA
Director
DIN: 00436703

Mumbai, 29th May,2015

AUDITORS' REPORT

We have verified the above cash flow statement of Sunrise Industrial Traders Limited derived from the audited annual financial statements for the year ended 31st March, 2015 found the same to be drawn in accordance therewith also with the requirements of Clause 32 of the listing agreements with stock exchanages.

For R. A. RAJANI & Co.
Firm Registration No. : 114606W
Chartered Accountants

Mumbai, 29th May,2015

R. A. RAJANI
Proprietor
M.No. 48441

Notes:

A. Significant Accounting Policies:

i) The Company adopts the accruals concept in the preparation of accounts.

ii) Fixed Assets are valued at cost less accumulated depreciation on written down value method. The Company has adopted the depreciation as per provisions specified in Part C of Schedule II of Companies Act,2013.

iii) Investments and Stock in Shares are valued at cost.

iv) Dividends are accounted for as and when received and Interest is accounted on accrual basis.

v) The Company is not liable to Gratuity according to management.

vi) Market Value of Quoted Shares & Securities held as Stock in trade on 31-03-2015 was Rs.44,91,87,086.60 (Previous year Rs.40,29,96,844.90)

vii) Figures are re-arranged and/ or re-grouped wherever necessary

viii) Holding of Shares as Investments & Stock In Trade as shown in Notes 5 & 7 to accounts includes the shares lent by the company under SLBM and remains lent as on 31st March,2015 Bhel Ltd - 6750 shares & Bhel Ltd – 1000 shares. Open outstanding sale position of 8500 shares of HDFC Bank Ltd in FNO segment remains to be settled.

ix) Taxation:
Provision for current tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year after taking credit of MAT.

B. Foreign Currency Translations:

1. Expenditure in Foreign Currency. NIL

2. Earning in Foreign Exchange. NIL

3. Number of Non-Resident Shareholders NIL

4. Remittance in Foreign Currencies on account of dividends. NIL

C. Quantitative Details:

Particulars	Shares & Securities				Futures			
	2014-2015		2013-2014		2014-2015		2013-2014	
	Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value
Opening	12.51	3,815.03	2.92	3,266.44	-	-	-	-
Purchases	1.00	313.73	9.69	818.19	2.12	1,978.47	-	-
Sales	1.25	75.90	0.10	263.36	2.12	1,950.78	-	-
Closing	12.26	4,053.12	12.51	3,815.03	-	-	-	-

D. Appeals and Rectification for Assessment Year 1996-97, 1997-98, 2001-01, 2009-10, 2010-11, 2011-12 & 2012-13 are pending. The Tax deducted at source are shown as receivable.

E. There are no contingent liabilities according to the management.

F. Figures of previous years are re-arranged and re-grouped wherever required.

G. The deferred tax asset amounting to Rs.86,912/-, resulting in tax difference of Rs.26,856/- has not been adjusted in Profit & Loss Account. Thereby Deferred tax asset to the extent of Rs.26,856/- has not been reflected in the Balance Sheet.

H. Related Party Disclosure: Under Accounting Standard 18:

1. Particulars of Associate Companies:

Name of the Related Party	Nature of Relationship
i) Raheja Stock Brokers Pvt. Ltd.	Associate Company

2. Key Management Persons:

Name of the Related Party	Nature of Relationship
i) Dhanesh B Raheja	Chairman / Director
ii) Suresh B. Raheja	Director

3. Transaction with Associate Company:

	2015 Rs. (in Lacs)	2014 Rs. (Lacs)
i) Raheja Stock Brokers Pvt. Ltd. (Purchase and Sale of Securities)	NIL	575.61

Per our report attached
For R. A. RAJANI & Co.
Firm Registration No. 114606W
Chartered Accountants

R. A. RAJANI
Proprietor
M.No.48441

S. B. RAHEJA
Whole Time Director

V.L.KHANNA
Director

Mumbai, 29th May,2015

SUNRISE INDUSTRIAL TRADERS LIMITED.

CIN: L67120MH1972PLC015871 Regd. Office 503 Commerce House, 140, N. M. Road, Fort, Mumbai-23.

ATTENDANCE SLIP

I hereby record, my presence at the 43rd Annual General Meeting of the Company at 503 Commerce House, 140, N. M. Road, Fort, Mumbai-400 023. At 11.30 a.m. on Saturday, the 29th August,2015.

NAME OF SHAREHOLDER/PROXY _____ FOLIO No. _____

NO. OF SHARES HELD _____ SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTES:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

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SUNRISE INDUSTRIAL TRADERS LIMITED.

CIN: L67120MH1972PLC015871 . Regd. Office 503 Commerce House, 140, N. M. Road, Fort, Mumbai-23.

Form No. MGT-11 Proxy Form

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

Name of the Member(s)	
Registered Address	
E-mail Id	Folio No .

I/We, being the member(s) of _____shares of the above named company. Hereby appoint

Name:	Address:
Signature:	E-Mail Id or failing him
Name:	Address:
Signature:	E-Mail Id or failing him
Name:	Address:
Signature:	E-Mail Id

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the company, to be held on the Saturday, the 29th August, 2015 at 11.30 a.m. at the Registered Office of the Company at 503, Commerce House, 140, Nagindas Master Road, Fort, Mumbai - 400 023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl.No.	**Resolutions**	**Vote**	
		For	**Against**
Ordinary Resolutions:			
1.	Adoption of Audited statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-appointment of Mr. D. B. Raheja as Director		
3.	Re-appointment of M/s R. A. Rajani & Co Chartered Accountants as Statutory Auditors & fixing their remuneration		
Special Resolutions:			
4.	Appointment of Mr. Vineetkumar L. Khanna as an Non-Independent Director		
5.	Alteration of Articles of Association of the Company		

Signed this _____ day of _____ 2015

Affix Revenue Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Notes:

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

2) The proxy need not be a member of the company.

SUNRISE INDUSTRIAL TRADERS LIMITED.
CIN: L67120MH1972PLC015871 Regd. Office 503 Commerce House, 140, N. M. Road, Fort, Mumbai-23
Form No. MGT – 12
Polling Paper

1	Name & Registered Address of Shareholder (IN BLOCK LETTER)	
2	Name(s) of Joint holders, if any	
3	Registered Folio No.	
4	Number of share(s) held	

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29th August, 2015, by conveying my/our assent or dissent to the Resolutions by placing a tick ( ) mark at the appropriate box below.

Item No.	Description of the Resolution	No. of share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Resolutions:				
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2015 and the Reports of the Directors' and the Auditors.			
2	Ordinary Resolution for appointment of a director in place of Mr. D. B. Raheja, Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for re-appointment of M/s. R. A. Rajani & Co., Chartered Accountants Mumbai (having FRN: 114606W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting.			
Special Resolutions:				
4	Special Resolution for the Appointment of Mr. Vineetkumar L. Khanna as a Non-Executive Independent Director (Professional Category)			
5	Special Resolution for Alteration of Articles of Association of the Company			

INSTRUCTIONS

General Instructions:

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he/she should not vote by e-voting and vice versa.
2. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered and voting done by Physical Assent / Dissent Form shall be treated as invalid.
3. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 31st July, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
4. Voting through physical assent / dissent form cannot be exercised by a proxy.

Instructions for voting physically in Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Kishor V. Ved, Practising Company Secretary, Mumbai and send the same at their cost to reach the Scrutinizer of the Company at Mr. Kishor V. Ved, Practising Company Secretary, at the registered office of the Company on or before the close of working hours i.e. 5.00 p.m. on 28th August, 2015. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

SUNRISE INDUSTRIAL TRADERS LIMITED.
CIN: L67120MH1972PLC015871 Regd. Office 503 Commerce House, 140, N. M. Road, Fort, Mumbai-23.

29th May, 2015

Dear Shareholder,

Sub: Registration of email address

In terms of Rule 18(3) of the Companies (Management & Administration) Rules, 2014, we request the shareholders of Sunrise Industrial Traders Ltd. Who have till date not registered their e-mail id(s) with the Company, to register their e-mail id(s) in order to receive the Notices of future Annual General Meetings and Annual Report of the Company in electronic form. This will also facilitate sending any other communications to shareholders, in electronic form.

We there request you to fill up the registration form below and send it to the Company's Registered Office.

For Sunrise Industrial Traders Ltd.

Suresh Raheja.
Whole Time Director.

EMAIL REGISTRATION FORM

To,
Sunrise Industrial Traders Ltd.
503, Commerce House, 5th Floor
140 Nagindas Master Road,
Fort, Mumbai-400 023.

Sub: Registration of email address

I/We would like to receive Notices, Annual Reports and other communications / documents from the Company in electronic mode. I/We request you to register my/ our email address for receiving communications / documents electronically as per the following details:

Name of the Shareholder(s)	
Folio No.	
Email Address:	
Mobile No.	

Date:

Place:

Signature of the Shareholder(s)*

*Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.

BOOK - POST

If undelivered, please return to:
SUNRISE INDUSTRIAL TRADERS LTD.
503 Commerce House, 5th Floor,
140 Nagindas Master Road, Fort,
Mumbai-400 023.

FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Sunrise Industrial Traders Limited
2.	Annual Financial Statements for the year ended.	March 31,2015
3.	Type of Audit observation	Un-qualified.
4.	Frequency of observation	Not Applicable.

For Sunrise Industrial Traders Ltd.

D B Raheja.
Chairman.

For Sunrise Industrial Traders Ltd.

V L Khanna
Chairman of Audit Committee.

For Sunrise Industrial Traders Ltd.

S B Raheja.
Whole Time Director

For R.A. RAJANI & Co.
Chartered Accountants
(Registration No.: 114606W)

R.A. Rajani
Proprietor.
M.No. 48441

R.A. RAJANI & CO. M.No.48441 Mumbai CHARTERED ACCOUNTANTS